

RULES OF THE EAST MELBOURNE GROUP INCORPORATED

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RULES OF THE EAST MELBOURNE GROUP INCORPORATED

1. Name

The name of the incorporated association is the East Melbourne Group Inc. (in these Rules hereinafter called the "EMG").

2. Definitions

2.1. In these Rules, unless the contrary intention appears:

"Act" means *the Associations Incorporation Reform Act 2012*;

"Annual General Meeting" means an Annual General Meeting held in accordance with these Rules;

"Applicant" means a person applying for membership of EMG;

"Application for Membership" means an Application for Membership made in accordance with these Rules;

"Associate membership" means a natural person or an incorporated or unincorporated association, or company who support the Statement of Purpose and have a genuine interest in the workings of EMG. Friends of East Melbourne are individuals who support the Statement of Purposes of EMG but who do not live or own residential property in East Melbourne. Business members are organisations who have an office address in East Melbourne and who support the Statement of Purposes of EMG.

"Chairperson" means the Chairperson appointed pursuant to these Rules;

"Committee" means the Committee of EMG appointed pursuant to these Rules;

"Committee office holder" means a Member of the Committee elected or appointed under Rule 25;

"Delegation Register: means the register established by the Committee and maintained by the Secretary that records the delegations given to Committee Members and Staff of EMG

"East Melbourne" means the suburb of East Melbourne within the City of Melbourne and includes Jolimont;

"Financial Year" means the year commencing on 1 January and ending on 31 December;

"General Meeting" means a General Meeting held in accordance with these Rules;

"Holiday" means:

- (a) a Saturday or Sunday; and
- (b) a day appointed under the *Public Holidays Act 1983 (Vic)* as a public holiday in the place in which the Act or thing is to be or may be done;

"Honorary member" means a member appointed under Rules 6.13, 6.14, 6.15 and 6.16

“

“Life Member” means a natural person appointed as a Life Member by the Members in Annual General Meeting under Rules 6.14 and 6.15 in recognition of this person having provided long and outstanding service to EMG and the East Melbourne community. The person may or may not now live in East Melbourne. A Life Member is not required to pay an annual membership fee ;

“Member” means a Member of EMG;

“Membership annual subscription fee” means the annual membership fee recommended by the committee of management and approved by the members at the AGM

“Membership Year” means the year commencing 1 April in one year and ending 31 March in the next year ;

“Non-Voting Members” means Associate Members and Honorary Members;

“Officer” means an Officer of the Committee under Rule 25;

“Ordinary Member of the Committee” means a Member of the Committee who is not an officer of the Committee under Rule 25;

“Policies and procedures” means Policies and Procedures developed and approved by the Committee to give effect to good management of EMG.

“President” means the President appointed according to these Rules

“Purposes and powers” means the Purposes and Powers as set out in Rule 3.

“Register” means the Register of Members required to be maintained under these Rules;

“Registrar” means the Registrar of Incorporated Associations;

“Regulations” means Regulations under the Act;

“Rules” means these Rules;

“Secretary” means the Secretary appointed pursuant to these Rules;

“Senior Vice President” means the Vice President appointed according to these Rules

“Special General Meeting” means a General Meeting other than an Annual General Meeting;

“Treasurer” means the Treasurer appointed pursuant to these Rules;

“Vice President, Membership” means the Vice President appointed to be responsible for membership according to these Rules

“Voting Members” means natural persons who hold Voting Membership and includes Life Members;

2.2. In these Rules, a reference to:

2.2.1 The Secretary of EMG is to a person who holds office under these Rules as Secretary of EMG.

- 2.2.2 Notification of something “in writing” includes by email, text message, a letter sent via Australia Post or like communication
- 2.2.3 A function includes a power, authority and duty; and
- 2.2.4 The exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- 2.3. Words or expressions contained in these Rules shall be interpreted in accordance with the *Interpretation of Legislation Act 1984 (Vic)*.
- 2.4. Having regard to the legislative enactment in the preceding sub-rule:
 - 2.4.1 where in these Rules, a period of time is expressed to begin on, or to be reckoned from, a particular day, that day shall not be included in the period;
 - 2.4.2 where in these Rules, a period of time is expressed to end on, or to be reckoned to, a particular day, that day shall be included in the period;
 - 2.4.3 where the time limited by these Rules for the doing of any act or thing expires or falls on a day that is a Holiday, the time so limited shall extend to, and the act or thing may be done, on the day next following that is not a Holiday.

3. **Purposes & Powers**

- 3.1. The purposes of the EMG are:
 - 3.1.1 To foster wide community knowledge of, access to and engagement in local events, services and activities so as to improve the connectedness and well-being of the community.
 - 3.1.2 To preserve, protect and improve the East Melbourne community's:
 - (a) residential character and amenity;
 - (b) heritage qualities and the inventory of graded historic buildings;
 - b) boulevards, streets, streetscapes, laneways, views and vistas;
 - c) public parks, gardens, recreational areas, significant trees and plantings,
 including the careful management of East Melbourne's public spaces.
 - 3.1.3 To increase and diversify membership and the participation of members in our activities so as to support our other purposes.
- 3.2. The EMG shall exercise its powers and use its income and assets (including any surplus) solely for its purposes.
- 3.3. The EMG is a not-for-profit organisation and accordingly the assets and income of the EMG shall be applied solely in furtherance of its purposes and no portion shall be distributed directly or indirectly to the Members except as bona fide compensation for services rendered or expenses incurred on behalf of the EMG. In the event of winding up of the EMG, Rule 43 will apply.
- 3.4. Subject to the Act, the EMG has power to do all things incidental of conducive to achieve its purposes.
 - 3.4.1 Without limiting sub rule (1), the EMG may –

- 3.4.2 acquire, hold and dispose of real and personal property;
- 3.4.3 open and operate accounts with financial institutions;
- 3.4.4 invest its money in any security in which trust moneys may lawfully be invested;
- 3.4.5 raise and borrow money on any terms and in any manner as it thinks fit;
- 3.4.6 secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- 3.4.7 appoint agents to transact business on its behalf; and
- 3.4.8 enter any other contract it considers necessary or desirable.

4. Policies and procedures

- 4.1. The Committee may make Policies and Procedures for or with respect to any act, matter or thing in respect of which the Committee has a function or power under these Rules.
- 4.2. A Policy or Procedure must not be inconsistent with these Rules and to the extent it is inconsistent, the Policy or Procedure will be inoperative.
- 4.3. A Policy or Procedure may apply, adopt or incorporate any matter contained in any document, code, standard or rule issued, prescribed or published by any authority or body whether:
 - 4.3.1 wholly or partially or as amended by the Policy of Procedure; or
 - 4.3.2 as formulated, issued, prescribed or published at the time the Policy or Procedure is made or at any time before then; or
 - 4.3.3 as formulated, issued, prescribed or published from time to time save and except any amendment is made to any such document, code, standard or Rule.

5. Alteration of the Rules

- 5.1. These Rules must not be altered except by special resolution of a General Meeting of the EMG in accordance with the Act.

6. Membership, Classes of Members, Eligibility

- 6.1. Membership is open to natural persons, incorporated and unincorporated associations and companies, subject to such person(s) or entities supporting the Purposes of the EMG and an Application being made and approved pursuant to these Rules.
- 6.2. There shall be two classes of Members being:
 - 6.2.1 Voting Members; and
 - 6.2.2 Non-Voting Members.
- 6.3. A voting member is a person who is an East Melbourne resident or is an owner of residential property in East Melbourne and supports the Statement of Purposes of the EMG. This person is eligible to apply for membership of the EMG as a voting member. There shall be two categories of Voting Members being:

- 6.3.1 Natural persons who are appointed to Life Membership of the EMG;
- 6.3.2 Natural persons aged 18 years or more.
- 6.4. There shall be two categories of Non-Voting Members being:
 - 6.4.1 Associate membership which shall be open to a natural person who is not a resident of or owner of residential property in East Melbourne, or an incorporated or unincorporated association or company supporting the Statement of Purpose and with a genuine interest in the workings of the EMG. Associate Members are referred to as 'Friends of EMG' or Business members; and
 - 6.4.2 Honorary Membership which shall be open to natural persons or organisations who desire to sponsor or otherwise assist the EMG or its activities.
- 6.5. An Application for Membership of the EMG other than as a Life Member must:
 - 6.5.1 Be made in writing to the EMG on the Application for Membership form approved by the Committee from time to time for the purposes of Application for Membership under these Rules;
 - 6.5.2 Be accompanied by the membership fee payable.
 - 6.5.3 Be lodged with the Vice President, Membership of the EMG who shall refer same to the Committee for consideration at the next Committee Meeting.
- 6.6. The Committee must decide by resolution whether to accept or reject the application for Membership, and the outcome recorded in the minutes.
- 6.7. The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.
 - 6.7.1 No reason need be given for the rejection or acceptance of an Application for Membership.
- 6.8. Failure to pay the membership Fee shall see the Application for Membership lapse and any further Application for Membership shall be by way of Application for Membership anew
- 6.9. The resolution to accept the Application for Membership must be recorded in the minutes of the Committee meeting; and
 - 6.9.1 If the Committee approves an application for membership, the Vice President, Membership must, as soon as practicable:
 - a) Notify the applicant in writing of the approval for membership; and
 - b) If the membership fee has not been paid on application, payment of the annual membership subscription fee shall be within 7 days.
- 6.10 If the member joins more than three months after the membership due date the amount of payment shall be at the discretion of the committee and be proportional based on the number of complete months remaining until the next 31 March.
- 6.11 The Vice President, Membership must, as soon as practicable after payment of the Membership Fee, enter the name and address of the new Member, the date of becoming a Member, the category of Membership, the telephone and facsimile numbers and email address of the new Member in the Register of Members.

- 6.12 If an Application for Membership does not satisfy the requirements of Rule 6.1 to 6.5 the Vice President, Membership must advise the applicant and not process the application and refund any fee paid.
- 6.13 An applicant for Membership becomes a Member and is entitled to exercise the rights of Membership when the members name is entered in the Register of Members.
- 6.14 If the committee considers that a member has given outstanding service to the EMG, or to furthering its aims, it may recommend to the EMG in general meeting that the member be elected an honorary life member of the EMG.
- 6.15 At a general meeting of the EMG at which a recommendation for the election of a life member is to be voted on:
- 6.15.1 The committee shall place before the meeting details of the grounds for its recommendation;
- 6.15.2 The committee's recommendation is accepted and the candidate for life membership is elected as an life member if not less than three-quarters of the members present in person or by proxy vote in favour of the resolution
- 6.16 If any member considers that a person can provide the EMG with exceptional benefit in furthering its aims, the member may recommend to the EMG in general meeting that the person be elected an honorary member of the EMG for a period not exceeding 3 years. At a general meeting of the EMG at which a recommendation for the election of an honorary life member is to be voted on, the recommendation of a person for honorary membership of the EMG must:
- 6.16.1 Be made in writing in as prescribed by the committee; and
- 6.16.2 Be lodged with the Secretary.
- 6.17 At a general meeting of the EMG at which a recommendation for the election of an honorary member is to be voted on:
- 6.17.1 The member making that recommendation shall place before the meeting details of the grounds for the recommendation, and of the period of the proposed honorary membership
- 6.17.2 The member's recommendation is accepted and the candidate for honorary membership is elected as an honorary member if not less than two-thirds of the members present in person or by proxy vote in favour of the resolution.
- 6.18 The term of the honorary membership commences on the date on which the honorary member is elected and has all the rights, privileges and obligations of a member of the EMG, save that that an honorary member may not vote at any meeting of the EMG and may not be an officer of a committee or subcommittee member of the EMG.
- 6.19 An honorary member is entitled to exercise the rights of honorary membership when his or her name is entered in the Register as an honorary member.
- 6.20 If a candidate for life membership is elected as a life member or a candidate for honorary membership is elected as an honorary member, the Secretary must:
- 6.20.1 As soon as practicable notify the candidate in writing of his or her election; and

6.20.2 28 days after election, enter the member's name in the Register as an honorary life member or an honorary member as appropriate.

7. General rights of members

7.1. A right, privilege, or obligation of a person by reason of Membership of the EMG:

7.1.1 Is not capable of being transferred or transmitted to another person; and

7.1.2 Terminates upon the cessation of Membership whether by death or resignation or otherwise.

7.2. A member of the EMG who is entitled to vote has the right:

7.2.1 To receive notice of general meeting and of proposed special resolutions in the manner and time prescribed by these Rules; and

7.2.2 To submit items of business for consideration at general meetings; and

7.2.3 To attend and be heard at general meetings; and

7.2.4 To have access to the minutes of general meetings; and

7.2.5 To inspect the register of members as per provisions of Rule 9.2.

8. Membership Fees

8.1. Membership Fees shall be recommended by the Committee each year and shall be such amounts as determined for each class and category of Membership. The Committee may recommend different fee levels, for example for different classes or categories of members or for households or for members in financial need. The Committee shall provide advice to the members on the appropriate fee levels and voting rights for all categories of membership to ensure sustainability of the EMG. The members shall at the AGM set the annual membership fee and voting rights for class and category of membership for the ensuing membership year.

8.2. The Membership Fee shall be due and payable on the 1st April in the year of the Annual General Meeting at which it is set or within 30 days of the mailing out of a tax invoice on behalf of the EMG, whichever shall last occur.

8.3. There shall be no Membership Fee for Life Members or Honorary Members.

9. Register of Members

9.1. The Vice President, Membership must keep and maintain a Register of Members containing:

9.1.1 the name;

9.1.2 address of each Member ;

9.1.3 the date on which each Member's name was entered in the register;

9.1.4 telephone number of the Member; and

9.1.5 email address of Member (if the Member has such an address);

9.1.6 facsimile number of the Member if the Member in fact has a facsimile number).

- 9.2. The Register is to be available for inspection free of charge by any Voting Member upon request save and except access shall not be given to the particulars referred to in paragraphs 9.1.2, 9.1.4, 9.1.5 and 9.1.6 in the preceding sub-rule for privacy reasons.
- 9.3. A Voting Member may make a copy of entries in the register in respect of those matters to which access is permitted by these Rules.

10. **Resignation from or Ceasing Membership**

- 10.1. A Member of the EMG is not entitled to resign that Membership except in accordance with this Rule.
- 10.2. A Member of the EMG who has paid all moneys due and payable by a Member to EMG may resign from the EMG by giving notice in writing to the Vice President, Membership of the member's intention to resign. Upon receipt of the notice in writing by the Membership Secretary, the Member ceases to be a Member.
- 10.3. A Member who has not paid the Annual Membership Subscription Fee after the date stipulated in Rule 8.2, ceases to be a Member.
- 10.4. The Vice President, Membership must record in the Register of Members the date on which a Member ceased to be a Member as referred to in Rules 10.2 and 10.3.

11. **Discipline, Suspension and Expulsion of Members**

- 11.1. A complaint may be made to the Committee by any Voting Member that a Member of the EMG:
 - 11.1.1 has persistently refused or neglected to comply with a provision or provisions of these rules, Policies of the EMG, Governance Policies of the EMG and with the law as applicable in Victoria; or
 - 11.1.2 has persistently and wilfully acted in a manner prejudicial to the interests of the EMG.
- 11.2. Subject to these Rules, if the Committee is of the opinion that a Member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a Member or prejudicial to the interests of the EMG, the Committee may by resolution:
 - 11.2.1 suspend that Member from Membership of the EMG for a specified period;
or
 - 11.2.2 expel that Member from the EMG.
- 11.3. A resolution of the Committee under Rule 11.2 does not take effect unless:
 - 11.3.1 at a meeting held in accordance with Rule 11.4, the Committee confirms the resolution; and
 - 11.3.2 if the Member exercises a right of appeal to the EMG under this rule, the EMG confirms the resolution in accordance with this rule.
- 11.4. A meeting of the Committee to confirm or revoke a resolution passed under sub rule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the Member in accordance with Rule 11.5.

- 11.5. For the purposes of giving notice in accordance with Rule 11.4, the Vice President, Membership must, as soon as practicable, cause to be given to the Member a written notice:
 - 11.5.1 setting out the resolution of the Committee and the grounds on which it is based; and
 - 11.5.2 stating that the Member, or his or her representative, may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that Member; and
 - 11.5.3 stating the date, place and time of that meeting; and
 - 11.5.4 informing the Member that he or she may do one or both of the following:
 - (a) attend that meeting;
 - (b) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution; and
 - 11.5.5 informing the Member that, if at that meeting, the Committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Vice President, Membership a notice to the effect that he or she wishes to appeal to the EMG in General Meeting against the resolution.
- 11.6. At a meeting of the Committee to confirm or revoke a resolution passed under Rule 11.2, the Committee must :
 - 11.6.1 give the Member, or his or her representative, an opportunity to be heard;
 - 11.6.2 give due consideration to any written statement submitted by the Member; and
 - 11.6.3 determine by resolution whether to confirm or to revoke the resolution.
- 11.7. If at the meeting of the Committee, the Committee confirms the resolution, the Member may, not later than 48 hours after that meeting, give the Vice President, Membership a notice to the effect that he or she wishes to appeal to the EMG in General Meeting against the resolution.
- 11.8. If the Vice President, Membership receives a notice under Rule 11.7, he or she must notify the Committee and the Committee must convene a General Meeting of the EMG to be held within 21 days after the date on which the Secretary received the notice.
- 11.9. At a General Meeting of the EMG convened under Rule 11.8:
 - 11.9.1 no business other than the question of the appeal may be conducted unless a majority of Voting Members otherwise agree;
 - 11.9.2 the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - 11.9.3 the Member, or his or her representative, must be given an opportunity to be heard; and
 - 11.9.4 the Voting Members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

11.10. A resolution is confirmed if, at the General Meeting, not less than two-thirds of the Voting Members vote in person, in favour of the resolution. In any other case, the resolution is revoked.

12. **Disputes and Mediation**

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

12.1.1 a Member and another Member; or

12.1.2 a Member and the EMG.

12.2. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

12.3. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

12.4. The mediator must be:

12.4.1 a person chosen by agreement between the parties; or

12.4.2 in the absence of agreement—

(a) in the case of a dispute between a Member and another Member, a person appointed by the Committee of the EMG; or

(b) in the case of a dispute between a Member and the EMG, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

12.5. A Member of the EMG can be a mediator.

12.6. The mediator cannot be a Member who is a party to the dispute.

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

12.8. The mediator, in conducting the mediation, must:

12.8.1 give the parties to the mediation process every opportunity to be heard; and

12.8.2 allow due consideration by all parties of any written statement submitted by any party; and

12.8.3 ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

12.9. The mediator must not determine the dispute.

12.10. If the mediation process does not result in the dispute being resolved, or the Member refuses to attend or participate in mediation, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

13. Annual General Meetings

- 13.1. The Annual General Meeting shall be held in the period between 31 December and 31 March in each year and the Committee may determine the date, time and place of that meeting.
- 13.2. The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.
- 13.3. The ordinary business of the Annual General Meeting shall be—
 - 13.3.1 to confirm the minutes of the previous Annual General Meeting and of any General Meeting held since that meeting; and
 - 13.3.2 to receive from the Committee reports upon the transactions of the EMG during the last preceding Financial Year; and
 - 13.3.3 to elect the Committee; and
 - 13.3.4 to receive and consider the statement submitted by the EMG in accordance with Part 7 of the Act; and
 - 13.3.5 set the Membership Fees for the next Membership Year.
- 13.4. The Annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.
- 13.5. The Annual General Meeting may deal with such other business as the majority of Voting Members present at the meeting determine as being appropriate to be so dealt with.

14. Special General Meetings

- 14.1. In addition to the Annual General Meeting, other General Meetings may be held in the same year.
- 14.2. All General Meetings other than the Annual General Meeting are Special General Meetings.
- 14.3. The Committee may, whenever it thinks fit, convene a Special General Meeting of the EMG.
- 14.4. If, but for this sub rule, more than 15 months would elapse between Annual General Meetings, the Committee must convene a Special General Meeting before the expiration of that period.
- 14.5. The Committee must, on the request in writing of Voting Members representing not less than 30 per cent of the total number of Voting Members, convene a Special General Meeting of the EMG.
- 14.6. The request for a Special General Meeting must:
 - 14.6.1 state the objects of the meeting; and
 - 14.6.2 be signed by the Voting Members requesting the meeting; and
 - 14.6.3 be sent to the address of the Secretary.
- 14.7. 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,

the Voting Members making the request, or any of them, may convene a special General Meeting to be held not later than 3 months after that date.

- 14.8. If a Special General Meeting is convened by Voting Members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the Committee and all reasonable expenses incurred in convening the Special General Meeting must be refunded by the EMG to the persons incurring the expenses.

15. **Special Business**

- 15.1. All business that is conducted at a Special General Meeting and all business that is conducted at the Annual General Meeting, except for business conducted under the rules as ordinary business of the Annual General Meeting, is deemed to be special business.
- 15.2. A Voting Member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business as special business in the notice calling the next General Meeting.

16. **Notice of General Meetings**

- 16.1. The Secretary of the EMG, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a General Meeting of the EMG, must cause to be sent to each Voting Member of the EMG, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- 16.2. As to whether notice of General Meetings are to be sent to Non-Voting Members is a matter in the absolute discretion of the Committee.
- 16.3. Notice may be sent:
 - 16.3.1 by facsimile transmission, electronic transmission, or prepaid post to the number or address appearing in the Register of Members; or
 - 16.3.2 if the Member requests, by prepaid post, by facsimile transmission or electronic transmission
- 16.4. No business other than that set out in the notice convening the meeting may be conducted at the meeting save as otherwise provided in these Rules.

17. **Quorum at General Meetings**

- 17.1. No item of business may be conducted at a General Meeting unless a quorum of Voting Members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- 17.2. Five (5) percent of Voting Members personally present constitute a quorum for the conduct of the business of a General Meeting.
- 17.3. If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present:
 - 17.3.1 in the case of a meeting convened upon the request of Voting Members—the meeting must be dissolved; and
 - 17.3.2 in any other case—the meeting shall stand adjourned to such date and time and place those Voting Members present at the meeting determine save

any adjournment meeting must be no less than 10 days hence and no longer than 21 days and at least 7 days' notice of such adjourned meeting shall be given to Voting Members.

17.3.3 If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Voting Members personally present (being not less than 5% of the Voting Members) shall be a quorum.

18. **Presiding at General Meetings**

18.1. The President, or in the President's absence, the Senior Vice President, shall preside as Chairperson at each General Meeting of the EMG.

18.2. If the President and the Vice Presidents are absent from a General Meeting, or are unable to preside, the Voting Members present must select one of their number to preside as Chairperson.

19. **Adjournment of Meetings**

19.1. The person presiding may, with the consent of a majority of Voting Members present at the meeting, adjourn the meeting from time to time and place to place.

19.2. No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

19.3. If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with Rule 15.

19.4. Except as provided in Rule 19.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

20. **Voting at General Meetings**

20.1. Upon any question arising at a General Meeting of the EMG, a Voting Member has one vote.

20.2. 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 meeting in respect of which the proxy is appointed.

20.3. The notice appointing the proxy must be in the form set out by the committee .

20.4. In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote unless the Chairperson is an independent Chairperson in which case he shall not have a vote.

20.5. A Voting Member is not entitled to vote at a General Meeting unless all moneys due and payable by the Voting Member to the EMG have been paid save and except in the case of a Life Member who shall at all times be entitled to vote.

21. **Special Resolution Voting**

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

22. Poll at General Meetings

- 22.1. If at a meeting a poll on any question is demanded by not less than 10 % of Voting Members must be taken at that meeting. A poll must be a show of hands or in such manner as the Chairperson may direct, a poll must be taken by a secret written ballot, if a majority of Voting Members present seek this. The resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 22.2. 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 other question must be taken at such time before the close of the meeting as the Chairperson may direct.

23. Manner of Determining Whether Resolution Carried

- 23.1. If a question arising at a General Meeting of the EMG is determined on a show of hands by Voting Members a declaration by the Chairperson that a resolution has been:
 - 23.1.1 carried; or
 - 23.1.2 carried unanimously; or
 - 23.1.3 carried by a particular majority; or
 - 23.1.4 lost; and
 - 23.1.5 an entry to that effect in the minute book of the EMG is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

24. Committee

- 24.1. The Committee:
 - 24.1.1 shall comprise no more than 15 persons; and
 - 24.1.2 shall control and manage the business and affairs of the EMG; and
 - 24.1.3 may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the EMG other than those powers and functions that are required by these Rules to be exercised in General Meetings by the voting Members of the EMG; and
 - 24.1.4 subject to these Rules, the Act and the Regulations, the policies of the EMG, and the law as applicable in Victoria, 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 EMG other than those powers and functions that are required by these Rules to be exercised in General Meeting by the Voting Members of the EMG; and
 - 24.1.5 may by resolution of the Committee at a properly convened Committee meeting delegate such powers and functions to such other persons, staff or subcommittees as it sees fit other than those powers and functions that are required by these Rules to be exercised by the Committee and those powers and functions that are required by these Rules to be exercised in General Meetings by the Voting Members of the EMG and providing always that the Committee may not delegate this power of delegation; and

- 24.1.6 may subject to these rules appoint honorary advisers to advise them on any matter pertaining to the operation of the EMG and to attainment of its statement of purposes; and
 - 24.1.7 may, in writing, revoke a delegation wholly or in part; and
 - 24.1.8 may by resolution adopt Policies and procedures from time to time in respect of the duties and obligations of Committee Members with which Committee Members shall comply; and
 - 24.1.9 may by resolution adopt Policies and Procedures from time to time in respect of the duties and obligations of Members.
- 24.2. Each Member of the Committee shall be a Member of the Committee until the second successive Annual General Meeting after their appointment to the Committee save as otherwise provided in these Rules.
 - 24.3. Where there is a casual vacancy on the Committee, the Committee shall at its absolute discretion have the power to co-opt additional person(s) to the Committee with full voting rights providing any such person(s) are a Member of the EMG; they are eligible to remain on the Committee only until the conclusion of the next Annual General Meeting following their appointment
 - 24.4. The Committee shall at its absolute discretion have the power to co-opt additional persons to the Committee providing any such persons:
 - 24.4.1 need not necessarily be a Member;
 - 24.4.2 shall have no voting rights on the Committee; and
 - 24.4.3 are eligible to remain on the Committee only until the conclusion of the next Annual General Meeting following their appointment.
 - 24.5. At the first Committee meeting after acceptance of these Rules and approval under the Act, the Members of the Committee shall determine at their absolute discretion who shall be members of the Committee until the next Annual General Meeting at which time their position shall become vacant but they are eligible for re-election, the remaining Committee Members being subject to Rule 24.2.
 - 24.6. Subject to these Rules, a Member of the Committee whose term is expiring is eligible for re-election providing that person continues as a Voting Member of the EMG.

25. Committee Office Holders

- 25.1. The Committee office holders of the EMG shall be:
 - 25.1.1 a President whose role shall be to ensure that matters required to be done under these Rules by the President are in fact done;
 - 25.1.2 a Senior Vice President whose role shall be to ensure that matters required to be done under these Rules by the Vice President are in fact done;
 - 25.1.3 A Vice President, Membership whose role shall be to ensure that matters required to be done under these Rules by the Vice President, Membership are in fact done;
 - 25.1.4 a Treasurer whose role shall be to ensure compliance with these Rules in respect of the EMG finances and accounts are in fact done;

- 25.1.5 a Secretary whose role shall be to ensure that matters required to be done under the Act and these Rules by the Secretary are in fact done; and
- 25.2. At the first Committee meeting after the holding of an Annual General Meeting, the Committee shall elect a President, Senior Vice President, Vice President, Membership, Treasurer, and Secretary from the Members of the Committee.
- 25.3. Each Officer of the EMG shall hold that office until the conclusion of the Annual General Meeting next after the date of his or her election or appointment but is eligible for re-election as an Officer if he/she remains a member of the Committee.
- 25.4. The office of an Officer of the EMG, or of an Ordinary Member of the Committee, becomes vacant if the Officer or Ordinary Member of the Committee:
- 25.4.1 ceases to be a Member of the EMG; or
- 25.4.2 bankrupts; or
- 25.4.3 resigns from office by notice in writing given to the Secretary.
- 25.5 In the event of a casual vacancy in any office referred to in Rule 25.1 or for an ordinary Committee Member, the Committee may appoint one of its elected Members to the vacant office and the person appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of the appointment.

26 Election of Committee Members

- 26.1 Only Voting Members are eligible for nomination as a Committee Member.
- 26.2 Nominations of candidates for election as Members of the Committee must be:
- 26.2.1 in writing;
- 26.2.2 signed by two voting Members not including the candidate;
- 26.2.3 signed by the person nominated by way of consent to the nomination; and
- 26.2.4 delivered to the Secretary of the EMG not less than 7 days before the date fixed for the holding of the Annual General Meeting.
- 26.3 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected subject to meeting the required eligibility criteria set out 26.1 and further nominations may be received at the Annual General Meeting for any unfilled vacancy failing which the Committee vacancy shall be deemed a casual vacancy.
- 26.4 If the number of valid nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 26.5 If the number of valid nominations exceeds the number of vacancies to be filled, a ballot must be held.
- 26.6 The ballot for the election of Members of the Committee must be conducted at the Annual General Meeting in such manner as the Chairperson may direct.

27 Meetings of the Committee and Appointment of Sub-Committees

- 27.1 The Committee must meet at least 6 times in each year at such place and such times as the Committee may determine.

- 27.2 Special meetings of the Committee may be convened by the President or by any nine (9) Members of the Committee.
- 27.3 A meeting of the Committee may be conducted face to face or by means of electronic or other communication facilities, or a Member of the Committee who is unable to attend at a Committee may participate in the meeting by means of electronic or other communication facilities. The following rules apply in relation to that meeting
- 27.3.1 the meeting must be conducted in accordance with the applicable procedure;
 - 27.3.2 the facilities must enable the meeting's participants to hear, or watch and hear, each other;
 - 27.3.3 the notice of meeting must include means by which the meeting is to be conducted (electronically and if so held or in person)
 - 27.3.4 Members of the Committee who are participating under this rule in a meeting conducted in accordance with this rule are deemed to be present at the meeting.
- 27.4 Members who are not Committee Members may attend meetings by invitation of the Committee and have speaking rights only.
- 27.5 A Committee Member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of the that interest to the Committee. The member:
- 27.5.1 Must not be present while the matter is being considered at the meeting;
 - 27.5.2 Must not vote on the matter
- 27.6 Rule 27.5 does not apply to a material personal interest:
- 27.6.1 that exists only because the members belong to a class of person for whose benefit the the EMG is established; or
 - 27.6.2 that the member has in common with all, or a substantial proposition of the members of the EMG
- 27.7 The Committee may grant a Committee member leave of absence from committee meetings for a period not exceeding three months
- 27.8 The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Committee member to seek the leave of absence.
- 27.9 The Committee may, by resolution, appoint one or more sub-Committees (consisting of at least one Committee Member together with such Members of the EMG as the Committee thinks fit) to advise the Committee on various matters.
- 27.10 The Committee may, by resolution, revoke wholly or in part any appointment under Rule 27.9.
- 27.11 A subcommittee may meet and adjourn, as it thinks proper, and may invite experts to attend its meetings to advise on matters relevant to the work of the sub-Committee.
- 27.12 Rules 27.3 and 27.4 shall apply also to subcommittee Meetings.
- 27.13 If a matter in the opinion of a majority of the office-holders must in the interest of the EMG be considered and decided before the next regular meeting of the EMG, and

it is not possible to convene a special meeting in accordance with Rules 27.2 and 27.3, then the matter may be considered and voted on by the circulation electronically of a proposal for agreement out-of-session. Any such agreement must be ratified at the next meeting, but may be given effect to in the meantime.

28 Notice of Committee Meetings

28.1 Written or verbal notice of each Committee meeting must be given to each Member of the Committee at least 3 business days before the date of the meeting.

28.2 Written notice must be given 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 such a meeting.

28.3 In cases of urgency, a meeting can be held without notice being given in accordance with Rule 28.1 and 28.2 provided that as much notice as practicable is given to each Committee Member by the quickest means practicable.

28.4 Any resolution made at the meeting convened under 28.3 must be passed by a absolute majority of the Committee.

28.5 The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

28.6 Rules 28.1, 28.2, 28.3, 28.4 and 28.5 shall apply also to sub-Committee Meetings.

29 Quorum for Committee Meetings

29.1 A majority of current Members of the Committee elected under s. 26 or co-opted under s. 24.3 constitute a quorum for the conduct of the business of a meeting of the Committee.

29.2 A majority of current members of a subcommittee constitute a quorum for the conduct of the business of a meeting of a subcommittee.

29.3 No business may be conducted unless a quorum is present.

29.4 If within half an hour of the time appointed for the meeting a quorum is not present:

29.4.1 in the case of a special meeting—the meeting lapses;

29.4.2 in any other case—the meeting shall stand adjourned to the same place and the same time and day in the following week

29.5 The Committee may act notwithstanding any vacancy on the Committee.

30 Presiding at Committee Meetings

30.1 At meetings of the Committee:

30.1.1 the President or, in the President's absence, a Vice President presides; or

30.1.2 if the President or Vice Presidents are absent, or both offices are vacant, the Committee Members present must choose one of their number to preside.

31 Voting at Committee Meetings

31.1 Questions arising at a meeting of the Committee, or at a meeting of any sub Committee appointed by the Committee, shall be determined on a show of hands or, if

a Member requests, by a poll taken in such manner as the person presiding at that meeting may determine.

31.2 Each Member present at a meeting of the Committee, or at a meeting 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 person presiding may exercise a second or casting vote.

32 Removal of Committee Member including Secretary

32.1 The Committee in meeting may, by special resolution, remove any member of the Committee before the expiration of the Member's term of office and appoint another Member in his place to hold office until the expiration of the term of the first-mentioned Member.

32.2 The EMG in General Meeting may, by special resolution, remove any Member of the Committee before the expiration of the Member's term of office and appoint another Member in his place to hold office until the expiration of the term of the first-mentioned Member.

32.3 A Member who is the subject of a proposed special resolution referred to in sub-rule 32.1 and 32.2 may make representations in writing to the Secretary or President of the EMG (not exceeding a reasonable length) and may request that the representations be provided to the Members of the EMG.

32.4 The Secretary or the Chairperson may give a copy of the representations to each Member of the EMG or, if they are not so given, the Member may require that they be read out at the meeting.

33 Minutes of Meetings

33.1 The Secretary of the EMG must ensure the keeping of minutes of the resolutions and proceedings of each General Meeting, and each Committee meeting, together with a record of the names of persons present at Committee meetings.

34 Secretary

34.1 The Secretary must perform any duty or function required of the Secretary under the Act.

34.2 The Secretary must:

34.2.1 keep custody of the common seal of the EMG and,

34.2.2 except for the financial records referred to in Rule 37 and 38 and Membership records referred to in Rule 8, keep all books and documents of the EMG; and

34.2.3 subject to the Act and these Rules, provide Members with access to the Register of Members, the minutes of General Meetings and other books and documents.

34.3 The Secretary must give to the Registrar notice of his/her appointment within 14 days after the appointment.

35 Vice President, Membership

35.1 The Vice President, Membership must:

35.1.1 keep membership records referred to in Rule 9; and

35.1.2 subject to the Act and these Rules, provide Members with access to the Register of Members and other books and documents as deemed required.

36 Treasurer

36.1 The Treasurer must account for all monies as provided for under Rule 37, 38 and 39.

36.2 The Treasurer must:

36.2.1 ensure that the financial records of the EMG are kept in accordance with the Act; and

36.2.2 coordinate the preparation of the financial statements of the EMG and their certification by the Committee prior to their submission to the Annual General Meeting of the EMG.

36.3 The Treasurer must ensure that at least one other Committee Member has access to the accounts and financial records of the EMG.

37 Funds Management

37.1 The Treasurer of the EMG must:

37.1.1 collect and receive all moneys due to the EMG and deposit as soon as practicable and without deduction to the credit of the EMG's bank account.

37.1.2 keep correct accounts and books showing the financial affairs of the EMG with full details of all receipts and expenditure connected with the Activities of the EMG.

37.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two Members of the Committee and all electronic withdrawals must be authorised by two Members of the Committee. The members authorised to carry out these transactions shall be minuted in the minutes of a Committee meeting and shall also be recorded in the EMG Delegation Register.

37.3 The funds of the EMG shall be derived from Membership fees, grants, donations and such other sources as the Committee determines.

37.4 The Committee may authorise the Treasurer to expend funds on behalf of the EMG (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.

37.5 With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

37.6 Subject to any resolution passed by the EMG in General Meeting, the funds of the EMG are to be used in pursuance of the statement of purposes of the EMG in such manner as the Committee determines.

38 Financial Records

38.1 The EMG must keep financial records that:

38.1.1 correctly record and explain its transactions, financial position and performance; and

38.1.2 enable financial statements to be prepared as required by the Act.

38.2 The EMG must retain the financial records for 7 years after the transactions covered by the records are completed.

38.3 The Treasurer must keep in his or her custody, or under his or her control—

38.3.1 the financial records for the current Financial Year; and

38.3.2 any other financial records as authorised by the Committee.

39 Financial Statements

39.1 For each Financial Year, the Committee must ensure that the requirements under the Act relating to the financial statements of the EMG are met.

39.2 Without limiting Rule 38.1, those requirements include—

39.2.1 the preparation of the financial statements;

39.2.2 if required, the review or auditing of the financial statements;

39.2.3 the certification of the financial statements by the Committee;

39.2.4 the submission of the financial statements to the Annual General Meeting of the EMG;

39.2.5 the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

40 Seal

40.1 The common seal of the EMG must be kept in the custody of the Secretary.

40.2 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.

41 Registered Address

41.1 The registered address of the EMG is:

41.1.1 The address determined from time to time by resolution of the Committee;
or

41.1.2 If the Committee has not determined an address to be the registered address – the postal address of the Secretary shall be the address.

42 Notice to Members

42.1 Except for the requirement in Rule 15, any notice that is required to be given to a Member, by or on behalf of the EMG, under these Rules may be given by:

42.1.1 delivering the notice to the Member personally; or

42.1.2 sending it by prepaid post addressed to the Member at that Member's address shown in the Register of Members; or

42.1.3 facsimile transmission, if the Member has requested that the notice be given to him or her in this manner; or

42.1.4 electronic transmission, if the Member has requested that the notice be given to him or her in this manner.

42.2 Notice to joint members shall be sufficient if under the previous sub rule notice is given to at least one of the joint members.

43 Winding up

43.1 If upon the winding up or the cancellation of the incorporation of the EMG, there remains after the satisfaction of all debts and liabilities, any assets or property whatsoever the same shall not be paid or distributed to any member but shall subject to the Act be given to:

43.1.1 an organisation having similar purposes to the EMG and prohibiting the distribution of its income and property amongst its members to an extent at least as great as imposed on the EMG under these Rules; or

43.1.2 an organisation which is charitable at law and which prohibits the distribution of its income and property amongst its members to an extent at least as great as imposed on the EMG under these Rules.

44 Custody of and Access to Books and Records

44.1 Except as otherwise provided in these Rules, the Secretary must keep in a place and manner determined by resolution of the Committee all books, registers, documents and securities of the EMG, and enable Members to exercise their right to access (including the right to make copies of) such records.

44.2 The Register of Members shall be available for inspection only by Voting Members as permitted under these Rules.

44.3 For the purposes of access to Committee minutes or other documents of the EMG such access shall be restricted to Voting Members and also subject to any Policy adopted by the Committee and in the absence of such a Policy, on in a circumstance not covered by such a Policy, access shall be at the discretion of the Committee and in the exercise of that discretion the Committee shall act in the interests of the EMG and may rely upon the principles of exemption as set out in the *Freedom of Information Act* 1982 (Vic) as if the EMG were an Agency within the meaning of that legislative enactment.

44.4 Any access to documentation shall at all times be in accordance with the laws of the State of Victoria in the Commonwealth of Australia in respect to privacy insofar as such laws shall apply to the EMG.

44.5 Notwithstanding the provision of this Rule, all Voting Members shall be entitled to inspect and to obtain copies of the minutes of General Meetings and to the financial statements of the EMG.