



STATEMENT OF PURPOSES AND RULES

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**STATEMENT OF PURPOSES AND RULES
TOURISM GREATER GEELONG & THE BELLARINE INCORPORATED**

1. PRELIMINARY

1.1. Name

The name of the incorporated association is "Tourism Greater Geelong & The Bellarine Incorporated".

1.2. Purposes

1.2.1. The purpose of the association is to promote and develop tourism with a particular focus on the Region.

1.2.2. To fulfill the purpose set out in rule 1.2.1, the Association in conjunction with local tourist businesses in the Region will:

1.2.2.1. foster goodwill and co-operation between the operators of tourist related businesses in the Region;

1.2.2.2. generally engage in activities which will bring more tourists to the Region and to extend the average length of stay of tourists to the Region;

1.2.2.3. provide a forum for members to discuss regional tourist industry issues and to resolve any problems;

1.2.2.4. foster and create a community awareness of the benefits of tourism in the Region;

1.2.2.5. encourage municipal councils, businesses and community to support and influence the development of tourism in the Region;

1.2.2.6. foster the provision of appropriate facilities and infrastructure to encourage appropriate tourism development in the Region;

1.2.2.7. encourage the establishment of tourist facilities within the Region to adequately cater for both visitors and residents.

1.3. Financial year

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

1.4. Definitions

In these rules:

1.4.1. **Absolute Majority** means a majority of the Board currently holding office and entitled to vote at the time (as distinct from a majority of the Board present at a Board Meeting);

1.4.2. **Act** means the Associations Incorporation Reform Act 2012 (Vic) and includes any regulations made under that Act.

1.4.3. **Board** means the board having management of the business of the Association;

1.4.4. **Board Meeting** means a meeting of the Board held in accordance with these rules;

- 1.4.5. **Board Member** means a member of the Board specified under rule 5.2;
- 1.4.6. **Chairperson** means the independent Board Member appointed under clause 5.7 to act as the chairperson of Board Meetings and General Meetings;
- 1.4.7. **Delegate** means a person appointed by a Member to represent it at General Meeting and in the conduct of the affairs of the Association, and for that purpose a reference to a Member will be a reference to its Delegate as appropriate and vice versa;
- 1.4.8. **Financial Year** means the 12 month period specified in rule 1.3;
- 1.4.9. **General Meeting** means a general meeting of the Members convened in accordance with rule 4 and includes an annual General Meeting, a special General Meeting and a disciplinary appeal meeting;
- 1.4.10. **Member** means a member of the Association admitted to membership in accordance with these rules;
- 1.4.11. **Region** means the Greater Geelong and the Bellarine region of the State of Victoria;
- 1.4.12. **Special Resolution** means a resolution that requires not less than three-quarters of the Members voting at a General Meeting to vote in favour of the resolution.

2. MEMBERSHIP

2.1. Who is eligible to be a Member

The following organisations are eligible to apply for membership of the Association:

- 2.1.1. Golden Plains Shire Council;
- 2.1.2. Greater Geelong City Council;
- 2.1.3. Queenscliffe Borough Council;
- 2.1.4. tourism related associations;
- 2.1.5. tourism related businesses and businesses providing services to tourists.

2.2. Membership policy and application for membership

2.2.1. The Board must develop a membership policy which provides for the form in which an application for membership must be made and an efficient process for the consideration and approval of an application for membership and the notification of the approval or rejection of an application for membership.

2.2.2. Notwithstanding rule 2.2.1, the membership policy must provide:

- 2.2.2.1. that an organisation wishing to apply to become a Member must make such application in writing in a form approved by the Board from time to time and provide the name, postal address, email address and telephone number of the person that will act as its Delegate if the application for membership is approved; and

- 2.2.2.2. no reason needs to be given for the rejection of an application for membership.

2.3. New membership

- 2.3.1. If an application for membership is approved, the Secretary must, as soon as practicable, enter the name and address of the new Member, and the date of becoming a Member, in the register of Members.
- 2.3.2. An organisation becomes a Member and is entitled to exercise its rights of membership from the date, whichever is the later, on which:
 - 2.3.2.1. notice is provided to the organisation that its application for membership is approved; or
 - 2.3.2.2. the organisation pays the joining fee.

2.4. Joining fee and annual subscription fee

- 2.4.1. The joining fee for membership will be \$80.00 or such other amount that is determined by the Board from time to time.
- 2.4.2. The Board will determine the annual subscription fees payable by Members before the end of each Financial Year for the following Financial Year and the payment terms for the annual subscription fees. The annual subscription fees will have regard to the industry, size and location of the members.
- 2.4.3. The annual subscription fee payable must be paid by a Member within 28 days of being provided with an invoice for the annual subscription fee by the Association.
- 2.4.4. The rights of a Member (including the right to vote) that has not paid the annual subscription fee by the due date will be suspended until paid.

2.5. General rights of members

- 2.5.1. A Member that is entitled to vote at General Meetings has the right:
 - 2.5.1.1. to receive notice of General Meetings and of proposed Special Resolutions in the manner and time prescribed by these rules;
 - 2.5.1.2. to submit items of business for consideration at a General Meeting;
 - 2.5.1.3. to attend and be heard at General Meetings;
 - 2.5.1.4. to vote at a General Meeting;
 - 2.5.1.5. to have access to the minutes of General Meetings and other documents of the Association as provided under rule 7.3; and
 - 2.5.1.6. to inspect the register of Members.
- 2.5.2. A Member is entitled to vote if:
 - 2.5.2.1. more than 10 business days have passed since it became a Member; and
 - 2.5.2.2. the member's membership rights are not suspended for any reason.

2.6. Rights not transferable

The rights of a Member are not transferable and end when membership ceases.

2.7. Ceasing membership

- 2.7.1. An organisation will cease to be a Member on resignation or expulsion.
- 2.7.2. An organisation will not be entitled to a refund of its joining fee or any annual subscription fees on resignation or expulsion.
- 2.7.3. If an organisation ceases to be a Member, the Secretary must, as soon as practicable, enter the date the person ceased to be a Member in the register of Members.

2.8. Resigning as a Member

- 2.8.1. A Member may resign by notice in writing given to the Association.
- 2.8.2. A Member is taken to have resigned if the Member's annual subscription fee is more than 12 months in arrears.

2.9. Disciplinary action

2.9.1. Grounds for taking disciplinary action

The Association may take disciplinary action against a Member in accordance with this rule 2.9 if it is determined that the Member:

- 2.9.1.1. has failed to comply with these rules; or
- 2.9.1.2. refuses to support the purposes of the Association; or
- 2.9.1.3. has engaged in conduct prejudicial to the Association.

2.9.2. Disciplinary subcommittee

- 2.9.2.1. If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a Member, the Board must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the Member.
- 2.9.2.2. The members of the disciplinary subcommittee:
 - 2.9.2.2.1. maybe Board Members, Members or anyone else; but
 - 2.9.2.2.2. must not be biased against, or in favour of, the Member concerned.

2.9.3. Notice to member

- 2.9.3.1. Before disciplinary action is taken against a Member, the Secretary must give written notice to the Member:
 - 2.9.3.1.1. stating that the Association proposes to take disciplinary action against the Member; and
 - 2.9.3.1.2. stating the grounds for the proposed disciplinary action; and
 - 2.9.3.1.3. specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
 - 2.9.3.1.4. advising the Member that he or she may do one or both of the following:

- 2.9.3.1.4.1. attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - 2.9.3.1.4.2. give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - 2.9.3.1.5. setting out the Member's appeal rights under rule 2.9.5
- 2.9.3.2. The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

2.9.4. Decision of subcommittee

- 2.9.4.1. At the disciplinary meeting, the disciplinary subcommittee must:
- 2.9.4.1.1. give the Member an opportunity to be heard; and
 - 2.9.4.1.2. consider any written statement submitted by the Member.
- 2.9.4.2. After complying with rule 2.9.4.1, the disciplinary subcommittee may:
- 2.9.4.2.1. take no further action against the Member; or
 - 2.9.4.2.2. subject to rule 2.9.4.3:
 - 2.9.4.2.2.1. reprimand the Member; or
 - 2.9.4.2.2.2. suspend the membership rights of the Member for a specified period; or
 - 2.9.4.2.2.3. expel the Member from the Association.
- 2.9.4.3. The disciplinary subcommittee may not fine the Member.
- 2.9.4.4. The suspension of membership rights or the expulsion of a Member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

2.9.5. Appeal rights

- 2.9.5.1. An organisation whose membership rights have been suspended or who has been expelled from the Association under rule 2.9.4 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- 2.9.5.2. The notice must be in writing and given:
- 2.9.5.2.1. to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - 2.9.5.2.2. to the Secretary not later than 48 hours after the vote.
- 2.9.5.3. If an organisation has given notice under rule 2.9.5.1, a disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days, after the notice is received.
- 2.9.5.4. Notice of the disciplinary appeal meeting must be given to each Member who is entitled to vote as soon as practicable and must:

- 2.9.5.4.1. specify the date, time and place of the meeting; and
- 2.9.5.4.2. state:
 - 2.9.5.4.2.1. the name of the person against whom the disciplinary action has been taken; and
 - 2.9.5.4.2.2. the grounds for taking that action; and
 - 2.9.5.4.2.3. that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

2.9.6. Conduct of disciplinary appeal meeting

- 2.9.6.1. At a disciplinary appeal meeting:
 - 2.9.6.1.1. no business other than the question of the appeal may be conducted; and
 - 2.9.6.1.2. the Board must state the grounds for suspending or expelling the Member and the reasons for taking that action; and
 - 2.9.6.1.3. the organisations whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- 2.9.6.2. After complying with rule 2.9.6.1, the Members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- 2.9.6.3. A Member may not vote by proxy at the meeting.
- 2.9.6.4. The decision is upheld if not less than three quarters of the Members voting at the meeting vote in favour of the decision.

2.10. Register of members

The Secretary must keep and maintain a register of Members that includes:

- 2.10.1. for each current Member:
 - 2.10.1.1. the Member's name;
 - 2.10.1.2. the address for notice last given by the Member;
 - 2.10.1.3. the date of becoming a Member;
 - 2.10.1.4. the Member's Delegate;
 - 2.10.1.5. any other information determined by the Board;
- 2.10.2. for each former Member, the date of ceasing to be a Member.

3. GRIEVANCE PROCEDURE

3.1. Application

3.1.1. The grievance procedure set out in this rule 3 applies to disputes under these rules between:

- 3.1.1.1. a Member and another Member;
- 3.1.1.2. a Member and the Board;
- 3.1.1.3. a Member and the Association.

3.1.2. A Member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

3.2. Parties must attempt to resolve the dispute

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

3.3. Appointment of mediator

3.3.1. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 3.2, the parties must within 14 days:

- 3.3.1.1. notify the Board of the dispute; and
- 3.3.1.2. agree to or request the appointment of a mediator; and
- 3.3.1.3. attempt in good faith to settle the dispute by mediation.

3.3.2. The mediator must be:

- 3.3.2.1. a person chosen by agreement between the parties; or
- 3.3.2.2. in the absence of agreement:
 - 3.3.2.2.1. if the dispute is between a Member and another member, a person appointed by the Board; or
 - 3.3.2.2.2. if the dispute is between a Member and the Board or the Association, a person appointed or employed by the Dispute Settlement Centre of Victoria.

3.3.3. A mediator appointed by the Board may be a Member or former Member but in any case must not be a person who:

- 3.3.3.1. has a personal interest in the dispute; or
- 3.3.3.2. is biased in favour of or against any party.

3.4. Mediation process

3.4.1. The mediator to the dispute, in conducting the mediation, must:

- 3.4.1.1. give each party every opportunity to be heard; and
- 3.4.1.2. allow due consideration by all parties of any written statement submitted by any party; and
- 3.4.1.3. ensure that natural justice is accorded to the parties throughout the mediation process.

3.4.2. The mediator must not determine the dispute.

3.5. Failure to resolve dispute by mediation

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

4. GENERAL MEETINGS OF THE ASSOCIATION

4.1. Annual General Meetings

4.1.1. The Board must convene an annual General Meeting of the Association:

4.1.1.1. to be held within 60 days after the end of the 2013-2014 Financial Year; and

4.1.1.2. for all other years, to be held in the month of September, October or November.

4.1.2. The Board may determine the date, time and place of the annual General Meeting.

4.1.3. The ordinary business of the annual General Meeting will be:

4.1.3.1. to confirm the minutes of the previous annual General Meeting and of any special General Meeting held since then;

4.1.3.2. to receive and consider:

4.1.3.2.1. the annual report of the Board on the activities of the Association during the preceding Financial Year; and

4.1.3.2.2. the financial statements of the Association for the preceding Financial Year submitted by the Board in accordance with Part 7 of the Act;

4.1.3.3. to elect the Member appointed Board Members.

4.1.4. The annual General Meeting may also conduct any other business of which notice has been given in accordance with these rules.

4.2. Special General Meetings

4.2.1. Any General Meeting of the Association, other than an annual General Meeting or a disciplinary appeal meeting, is a special General Meeting.

4.2.2. The Board may convene a special General Meeting whenever it thinks fit.

4.2.3. No business other than that set out in the notice under rule 4.4 may be conducted at the meeting.

4.3. Special General Meeting held at request of members

4.3.1. The Board must convene a special General Meeting if a request to do so is made in accordance with rule 4.3.2 by at least 5 per cent of the total number of Members.

4.3.2. A request for a special General Meeting must:

4.3.2.1. be in writing;

- 4.3.2.2. state the business to be considered at the meeting and any resolutions to be proposed;
 - 4.3.2.3. include the names and signatures of the Members requesting the meeting; and
 - 4.3.2.4. be given to the Secretary.
- 4.3.3. If the Board does not convene a special General Meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special General Meeting.
- 4.3.4. A special General Meeting convened by members under rule 4.3.3:
- 4.3.4.1. must be held within three months after the date on which the original request was made; and
 - 4.3.4.2. may only consider the business stated in that request.
- 4.3.5. The Association must reimburse all reasonable expenses incurred by the members convening a special General Meeting under rule 4.3.3.

4.4. Notice of General Meetings

- 4.4.1. The Secretary (or, in the case of a special General Meeting convened under rule 4.3.3, the Members convening the meeting) must give to each Member:
- 4.4.1.1. at least 21 days' notice of a General Meeting if a Special Resolution is to be proposed at the meeting; or
 - 4.4.1.2. at least 14 days' notice of a General Meeting in any other case.
- 4.4.2. The notice must:
- 4.4.2.1. specify the date, time and place of the meeting; and
 - 4.4.2.2. indicate the general nature of each item of business to be considered at the meeting; and
 - 4.4.2.3. if a Special Resolution is to be proposed:
 - 4.4.2.3.1. state in full the proposed resolution; and
 - 4.4.2.3.2. state the intention to propose the resolution as a Special Resolution.
- 4.4.3. For the avoidance of doubt, this rule does not apply to a disciplinary appeal meeting.

4.5. Delegates

- 4.5.1. Each Member must appoint one Delegate.
- 4.5.2. The Delegate of a Member that is a municipal council must be over 18 years of age and may be an employee or Councillor of that municipal council.
- 4.5.3. The Delegates of members that are not municipal councils must be over 18 years of age and an employee, owner, member or office holder of the member.
- 4.5.4. A Member may change its Delegate from time to time provided that the Member advises the Association in writing of the change 72 hours before the General Meeting it is proposed for the person to attend as its Delegate, such notice must specify the name, postal address, email address and telephone number of that person.

- 4.5.5. Where the Delegate of a municipal council changes, the Board shall do all such things necessary to appoint the new Delegate as a Board Member.

4.6. Proxies

Voting by proxy is not permitted at a General Meeting.

4.7. Use of technology

A Member is not permitted to attend a General Meeting by the use of technology.

4.8. Quorum at General Meetings

- 4.8.1. No business may be conducted at a General Meeting unless a quorum of Members is present.

- 4.8.2. The quorum for a General Meeting is the presence of 10 of the Members entitled to vote.

- 4.8.3. If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting:

4.8.3.1. in the case of a meeting convened by, or at the request of, Members under rule 4.3, the meeting must be dissolved;

4.8.3.2. in any other case:

4.8.3.2.1. the meeting must be adjourned to a date not more than 21 days after the adjournment; and

4.8.3.2.2. notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.

- 4.8.4. If a quorum is not present within 30 minutes after the time to which a General Meeting has been adjourned under rule 4.8.3.2, the meeting must be dissolved.

4.9. Adjournment of General Meeting

- 4.9.1. The chairperson of a General Meeting at which a quorum is present may, with the consent of a majority of Members present at the meeting, adjourn the meeting to another time at the same place or at another place.

- 4.9.2. Without limiting rule 4.9.1, a meeting may be adjourned:

4.9.2.1. if there is insufficient time to deal with the business at hand; or

4.9.2.2. to give the Members more time to consider an item of business.

- 4.9.3. No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

- 4.9.4. Notice of the adjournment of a meeting under this rule 4.9 is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 4.4.

4.10. Voting at General Meeting

- 4.10.1. On any question arising at a General Meeting

- 4.10.1.1. subject to rule 4.10.3, each Member who is entitled to vote has one vote;
 - 4.10.1.2. Members may only vote personally; and
 - 4.10.1.3. except in the case of matters requiring a Special Resolution under the Act, the question must be decided on a majority of votes.
- 4.10.2. If votes are divided equally on a question, the chairperson of the General Meeting has a second or casting vote.
- 4.10.3. If the question is whether or not to confirm the minutes of a previous General Meeting, only members who were present at that General Meeting may vote.
- 4.10.4. For the avoidance of doubt, this rule does not apply to a vote at a disciplinary appeal meeting.

4.11. Determining whether resolution carried

- 4.11.1. Subject to rule 4.11.2, the chairperson of a General Meeting may, on the basis of a show of hands, declare that a resolution has been:
- 4.11.1.1. carried; or
 - 4.11.1.2. carried unanimously; or
 - 4.11.1.3. carried by a particular majority; or
 - 4.11.1.4. lost,
- and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- 4.11.2. If a poll (where votes are cast in writing) is demanded by three or more Members on any question:
- 4.11.2.1. the poll must be taken at the meeting in the manner determined by the chairperson of the General Meeting; and
 - 4.11.2.2. the chairperson of the General Meeting must declare the result of the resolution on the basis of the poll.
- 4.11.3. A poll demanded on the election of the chairperson of the General Meeting or on a question of an adjournment must be taken immediately.
- 4.11.4. A poll demanded on any other question must be taken before the close of the meeting at a time determined by the chairperson of the General Meeting.

4.12. Minutes of General Meeting

- 4.12.1. The Board must ensure that minutes are taken and kept of each General Meeting.
- 4.12.2. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 4.12.3. In addition, the minutes of each annual General Meeting must include:
- 4.12.3.1. the names of the Members attending the meeting; and
 - 4.12.3.2. the financial statements submitted to the Members; and

- 4.12.3.3. the certificate signed by two Board Members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
- 4.12.3.4. any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

5. BOARD

5.1. Powers of the Board

5.1.1. Role and powers

- 5.1.1.1. The business of the Association must be managed by or under the direction of a Board.
- 5.1.1.2. The Board may exercise all the powers of the Association except those powers that these rules or the Act require to be exercised by General Meetings of the members of the Association.
- 5.1.1.3. The Board may establish subcommittees consisting of members with terms of reference it considers appropriate.

5.1.2. Delegation

- 5.1.2.1. The Board may delegate to a Board Member, a subcommittee or staff, any of its powers and functions other than:
 - 5.1.2.1.1. this power of delegation; or
 - 5.1.2.1.2. a duty imposed on the Board by the Act or any other law.
- 5.1.2.2. The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- 5.1.2.3. The Board may, in writing, revoke a delegation wholly or in part.

5.2. Composition of Board and duties of members

5.2.1. Composition of Board

The Board will consist of:

- 5.2.1.1. Three municipal council appointed Board Members, being:
 - 5.2.1.1.1. the Delegate of Golden Plains Shire Council;
 - 5.2.1.1.2. the Delegate of Greater Geelong City Council;
 - 5.2.1.1.3. the Delegate of Queenscliffe Borough Council.
- 5.2.1.2. Seven Member appointed Board Members, being:
 - 5.2.1.2.1. two Delegates representative of a Member located in the Geelong region (being that part of the City of Greater Geelong which as at 1 May 2014 is comprised of Windermere Ward, Corio Ward, Cowie Ward, Kildare Ward, Brownbill Ward, Kardinia Ward and Deakin Ward) and/or the Southern Golden Plains region (being south of the township of Meredith);

- 5.2.1.2.2. two Delegates representative of a Member located in the Bellarine region (being that part of the City of Greater Geelong which as at 1 May 2014 is comprised of Cheetham Ward, Coryule Ward, Beangala Ward or Buckley Ward) and/or the Borough of Queenscliffe;
- 5.2.1.2.3. a Delegate with skills in finance;
- 5.2.1.2.4. a Delegate with skills in marketing;
- 5.2.1.2.5. a Delegate with skills in business events.
- 5.2.1.3. Up to two independent people appointed in accordance with rule 5.5.
- 5.2.1.4. The independent Chairperson appointed in accordance with rule 5.7.

5.3. Election of municipal council appointed Board Members and tenure

5.3.1. Election

The Golden Plains Shire Council, Greater City Geelong Council and the Queenscliffe Borough Council must each appoint its Delegate to be a municipal council appointed Board Member.

5.3.2. Term of office

There is no restriction on the term of office for a municipal council appointed Board Member.

5.4. Election of Member appointed Board Members and tenure

5.4.1. Positions to be declared vacant

- 5.4.1.1. At the first annual General Meeting after the end of the 2013-2014 Financial Year, the chairperson of the General Meeting must declare all positions of Member appointed Board Members to be vacant and hold elections for those positions in accordance with this rule 5.4.
- 5.4.1.2. At any subsequent annual General Meeting, the chairperson of the General Meeting must declare those positions for which tenure has expired to be vacant and hold elections for those positions in accordance with this rule 5.4.

5.4.2. Term of office

- 5.4.2.1. Subject to rule 5.6 and 5.4.2.4, a Member appointed Board Member:
 - 5.4.2.1.1. that is a location based appointment will hold office for a period of three years.
 - 5.4.2.1.2. that is a skills based appointment will hold office for a period of three years.
- 5.4.2.2. A Board Member may be re-elected.
- 5.4.2.3. The term of office of a Member appointed Board Member may be terminated at any time by resolution passed at a General Meeting provided that such resolution shall not have affect until a resolution has been passed appointing a replacement Board Member and any such replacement Board Member shall hold office for the balance of the term of the person that he or she replaced.
- 5.4.2.4. Where more than three Member appointed Board Members are required to retire from office in accordance with rule 5.4.2.1, the youngest Board Member(s) in age will not retire and will continue

to hold office for a further year and resign at the following annual General Meeting, so that a maximum of three Member appointed Board Members are required to retire at any annual General Meeting . The process in this rule 5.4.2.4 will be repeated as necessary to ensure that no more than three Member appointed Board Members are required retire at any annual General Meeting.

5.4.3. Nominations

5.4.3.1. Prior to the election of each position, the chairperson of the General Meeting must call for nominations to fill that position.

5.4.3.2. A Delegate may:

5.4.3.2.1. nominate himself or herself; or

5.4.3.2.2. with the Delegate's consent, be nominated by another member.

5.4.3.3. A Delegate who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held and that Delegate is eligible.

5.4.4. Election

5.4.4.1. If there is only one Delegate nominated for a specific position, the chairperson of the General Meeting must declare that Delegate to be elected to the position.

5.4.4.2. If the number of Delegates nominated for a specific position is more than one, a secret ballot must be held for that position in such form as the chairperson of the General Meeting directs.

5.5. Election of independent Board people and tenure

5.5.1. The Board may appoint up to two people to be Board Members for such term not exceeding two years as the Board considers appropriate. In particular, such Board Member may be appointed because of special skills he or she possesses or to assist the Board in a special project or projects the Association is undertaking.

5.5.2. The term of office of the Board appointed Board Members may be terminated at any time by resolution passed by Absolute Majority excluding the Board Member the subject of the proposed resolution.

5.6. Vacancies

5.6.1. Vacation of office

A person ceases to be a Board Member if he or she:

5.6.1.1. resigns from the Board by written notice to the Secretary;

5.6.1.2. ceases to be a Delegate; or

5.6.1.3. otherwise ceases to be a Board Member by operation of section 78 of the Act.

5.6.2. Filling casual vacancies

5.6.2.1. Subject to rule 5.6.2.5, the Board may appoint a person to fill a position on the Board that is not a municipal Council appointed position and:

5.6.2.1.1. has become vacant under rule 5.6.1; or

5.6.2.1.2. was not filled by election at the last annual General Meeting,

such person will hold office until the next annual General Meeting or Board Meeting following the next annual General

Meeting as the case may be.

- 5.6.2.2. A municipal council must promptly appoint a new Delegate to fill a position on the Board if that municipal council's Delegate ceases to be a Board Member under rule 5.6.1.
- 5.6.2.3. If the position of Secretary becomes vacant, the Board must appoint a person to the position within 14 days after the vacancy arises and that person will be deemed to hold office until the next annual General Meeting.
- 5.6.2.4. The Board may continue to act despite any vacancy in its membership.
- 5.6.2.5. Where a Member appointed Board Member has been appointed in accordance with rule 5.2.1.2.1 or 5.2.1.2.2 and that Board Member resigns in accordance with rule 5.6.1.2 (**Resignee**), the Board will provide notice of the Resignee's resignation to the region whom the Resignee represented and the region will provide the Board with the details of the person who received the next highest number of votes at the meeting where the Resignee was elected and that person will become a Board Member in place of the Resignee for the duration of the Resignee's term. Where the Resignee was the only candidate for that position, the Board will fill the casual vacancy in accordance with rule 5.6.2.1.

5.7. Appointment of Chairperson

- 5.7.1. Subject to rule 5.6.1, the Chairperson shall hold office for three years or until election of his or her successor.
- 5.7.2. the term of a Chairperson can be extended by Absolute Majority. The Chairperson shall have no vote on the determination on the extension of the term of a Chairperson.
- 5.7.3. Where there is no Chairperson (including at the time of adoption of these rules) or where a resolution has not been passed extending the term of a current Chairperson, a Chairperson shall be appointed in accordance with rules 5.7.4 to 5.7.6.
- 5.7.4. Where there is no Chairperson or the term of office of a Chairperson has expired and not been extended, at the first Board Meeting following the expiration of the term, the Board must form a subcommittee from their number elected by Absolute Majority that must contain at least three and not more than five members but which must include the three municipal council appointed Board Members and be chaired by the Delegate for the Greater Geelong City Council to appoint a third party (who may or may not be a Delegate) to the position of the Chairperson.
- 5.7.5. The subcommittee must establish such rules, procedures and processes it considers appropriate for the selection and appointment of the Chairperson but which shall involve calling for the expression of interest from members of the community with an appropriate skills base.
- 5.7.6. The subcommittee may determine the remuneration of the Chairperson.

5.8. Appointment of Vice-Chairperson, Treasurer and Secretary

5.8.1. Appointment

At the first Board Meeting following the annual General Meeting, the Board as constituted following the annual General Meeting must:

- 5.8.1.1. appoint one of their number to be Vice-Chairperson;
- 5.8.1.2. appoint one of their number to be Treasurer; and

- 5.8.1.3. appoint a third party, who may or may not be a Delegate to be the Secretary.

5.8.2. Positions to be declared vacant

At the first Board Meeting following each annual General Meeting, chairperson of the Board Meeting of the meeting must declare the following positions vacant:

- 5.8.2.1. Vice-Chairperson;

5.8.2.2. Treasurer,

5.8.2.3. Secretary,

and hold elections for those positions in accordance with this rule 5.8.

5.8.3. Term of office

5.8.3.1. Subject to rule 5.6.1, each officer of the Association shall hold office until election of his or her successor.

5.8.3.2. A Board Member is eligible for re-election as an officer.

5.8.4. Nominations

5.8.4.1. Prior to the election of each position, the chairperson of the Board Meeting must call for nominations to fill that position

5.8.4.2. A Board Member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held and that Board Member is eligible.

5.8.5. Election

5.8.5.1. If there is only one person nominated for a specific position, the chairperson of the Board Meeting must declare that Board Member to be elected to the position.

5.8.5.2. If the number of people nominated for a specific position is more than one, a secret ballot must be held for that position in such form as the chairperson of the Board Meeting directs.

5.9. The roles of Chairperson, Vice-Chairperson, Treasurer and Secretary

5.9.1. Chairperson and Vice-Chairperson

5.9.1.1. For the avoidance of doubt, the person appointed as the Chairperson in accordance with clause 5.7, will become a Board Member upon his or her appointment.

5.9.1.2. Subject to rule 5.9.1.3, the Chairperson or, in the Chairperson's absence, the Vice-Chairperson will be the chairperson of any General Meeting and of any Board Meeting.

5.9.1.3. If the Chairperson and the Vice-Chairperson are both absent, or are unable to preside, the chairperson of the meeting must be:

5.9.1.3.1. in the case of a General Meeting, a Delegate elected by the other Delegates present; or

5.9.1.3.2. in the case of a Board Meeting, a Board Member elected by the Board Members present.

5.9.2. Treasurer

5.9.2.1. The Treasurer must:

5.9.2.1.1. receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and

5.9.2.1.2. ensure that all moneys received are paid into the account of the Association promptly after receipt; and

- 5.9.2.1.3. make any payments authorised by the Board or by a General Meeting of the Association from the Association's funds; and
- 5.9.2.1.4. ensure cheques are signed by at least 2 Board Members or as otherwise authorised under rule 6.3.4 .
- 5.9.2.2. The Treasurer must:
 - 5.9.2.2.1. ensure that the financial records of the Association are kept in accordance with the Act; and
 - 5.9.2.2.2. coordinate the preparation of the financial statements of the Association and their certification by the Board prior to their submission to the annual General Meeting of the Association.
- 5.9.2.3. The Treasurer must ensure that at least one other Board Member has access to the accounts and financial records of the Association.

5.9.3. Secretary

- 5.9.3.1. The Secretary will not be a Board Member.
- 5.9.3.2. The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- 5.9.3.3. The Secretary must:
 - 5.9.3.3.1. maintain the register of Members in accordance with rule 2.10; and
 - 5.9.3.3.2. keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 6.4.3, all books, documents and securities of the Association in accordance with rule 7.1 and rule 7.3; and
 - 5.9.3.3.3. 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; and
 - 5.9.3.3.4. perform any other duty or function imposed on the Secretary by these Rules.
- 5.9.3.4. The Secretary must give to the Registrar of Incorporated Associations notice of his or her appointment within 14 days after the appointment.

5.10. Meetings of Board

5.10.1. Meetings of Board

- 5.10.1.1. The Board must meet at least six times in each year at the dates, times and places determined by the Board.
- 5.10.1.2. Special Board Meetings may be convened by the Chairperson or by any five Board Members.

5.10.2. Notice of meetings

- 5.10.2.1. Notice of each Board Meeting must be given to each Board Member no later than 7 days before the date of the meeting.

- 5.10.2.2. The notice must state the date, time and place of the meeting.
- 5.10.2.3. If a special Board Meeting is convened, the notice must include the general nature of the business to be conducted.
- 5.10.2.4. The only business that may be conducted at the meeting is the business for which the meeting is convened.

5.10.3. Urgent meetings

- 5.10.3.1. In cases of urgency, a meeting can be held without notice being given in accordance with rule 5.10.2.1 provided that as much notice as practicable is given to each Board Member by the quickest means practicable.
- 5.10.3.2. Any resolution made at the meeting must be passed by an Absolute Majority.
- 5.10.3.3. The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

5.10.4. Procedure and order of business

- 5.10.4.1. The procedure to be followed at a meeting of a Board must be determined from time to time by the Board.
- 5.10.4.2. The order of business may be determined by the members present at the meeting.

5.10.5. Use of technology

- 5.10.5.1. A Board Member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that Board Member and the Board Members present at the meeting to clearly and simultaneously communicate with each other.
- 5.10.5.2. A Board Member participating in a meeting as permitted under rule 5.10.5.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

5.10.6. Quorum

- 5.10.6.1. No business may be conducted at a Board Meeting unless a quorum is present.
- 5.10.6.2. The quorum for a Board Meeting is the presence (in person or as allowed under rule 5.10.5) of a majority of the Board Members holding office.
- 5.10.6.3. If a quorum is not present within 30 minutes after the notified commencement time of a Board Meeting:
 - 5.10.6.3.1. in the case of a special meeting, the meeting lapses;
 - 5.10.6.3.2. in any other case, the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 5.10.2.

5.10.7. Voting

- 5.10.7.1. On any question arising at a Board Meeting, each Board Member excluding the Secretary, present at the meeting has one vote.

- 5.10.7.2. For the avoidance of doubt, the Secretary will have no vote at Board Meeting.
- 5.10.7.3. A motion is carried if a majority of Board Members present at the meeting vote in favour of the motion.
- 5.10.7.4. Rule 5.10.7.2 does not apply to any motion or question which is required by these Rules to be passed by an Absolute Majority.
- 5.10.7.5. If votes are divided equally on a question, the chairperson of the Board Meeting has a second or casting vote.
- 5.10.7.6. Voting by proxy is not permitted.

5.10.8. Conflict of interest

- 5.10.8.1. A Board Member who has a material personal interest in a matter being considered at a Board Meeting must disclose the nature and extent of that interest to the Board.
- 5.10.8.2. The member:
 - 5.10.8.2.1. must not be present while the matter is being considered at the meeting; and
 - 5.10.8.2.2. must not vote on the matter.
- 5.10.8.3. This rule does not apply to a material personal interest:
 - 5.10.8.3.1. that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
 - 5.10.8.3.2. that the member has in common with all, or a substantial proportion of, the members of the Association.

5.10.9. Minutes of meeting

- 5.10.9.1. The Board must ensure that minutes are taken and kept of each committee meeting.
- 5.10.9.2. The minutes must record the following:
 - 5.10.9.2.1. the names of the members in attendance at the meeting;
 - 5.10.9.2.2. the business considered at the meeting;
 - 5.10.9.2.3. any resolution on which a vote is taken and the result of the vote;
 - 5.10.9.2.4. any material personal interest disclosed under rule 5.10.8.

5.10.10. Resolution signed by Board Members

- 5.10.10.1. A resolution in writing signed by all Board Members will be as valid and effective as if it had been passed at a duly called and constituted Board Meeting. The terms of the resolution must be set out in the document and separate documents in identical terms are treated as the one document. The resolution is passed when the last Director signs the terms of the resolution.
- 5.10.10.2. For the purposes of clause 5.10.10.1, a resolution will be deemed to be approved and signed by a Board Member, if that Board Member provides consent to the resolution by email.

6. FINANCIAL MATTERS

6.1. Not for profit organisation

6.1.1. The Association must not distribute any surplus, income or assets directly or indirectly to its members.

6.1.2. Rule 6.1.1 does not prevent the Association from paying a Member:

6.1.2.1. reimbursement for expenses properly incurred by the Member;
or

6.1.2.2. for goods or services provided by the Member;

if this is done in good faith on terms no more favourable than if the Member was not a Member.

6.2. Source of funds

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest, sponsorship, industry buy-in for projects and any other sources approved by the Board.

6.3. Management of funds

6.3.1. The Association must have an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.

6.3.2. The Board may approve expenditure on behalf of the Association.

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

6.3.4. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two Board Members or any other person authorised by the Board from time to time to be signatories for such instruments.

6.3.5. All funds of the Association must be deposited into the financial account of the Association no later than 5 business days after receipt.

6.4. Financial records

6.4.1. The Association must keep financial records that:

6.4.1.1. correctly record and explain its transactions, financial position and performance; and

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

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

6.4.3. The Treasurer must keep in his or her custody, or under his or her control:

6.4.3.1. the financial records for the current Financial Year; and

6.4.3.2. any other financial records as authorised by the Board.

7. GENERAL MATTERS

7.1. Common seal

- 7.1.1. The Association may have a common seal.
- 7.1.2. If the Association has a common seal:
 - 7.1.2.1. the name of the Association must appear in legible characters on the common seal;
 - 7.1.2.2. a document may only be sealed with the common seal by the authority of the Board and the sealing must be witnessed by the signatures of two committee members;
 - 7.1.2.3. the common seal must be kept in the custody of the Secretary.

7.2. Notice requirements

- 7.2.1. Any notice required to be given to a member or a Board Member under these rules may be given:
 - 7.2.1.1. by handing the notice to the member personally; or
 - 7.2.1.2. by sending it by post to the member at the address recorded for the member on the register of members; or
 - 7.2.1.3. by email or facsimile transmission.
- 7.2.2. Any notice required to be given to the Association or the Board may be given:
 - 7.2.2.1. by handing the notice to a Board Member; or
 - 7.2.2.2. by sending the notice by post to the registered address of the Association; or
 - 7.2.2.3. by leaving the notice at the registered address of the Association; or
 - 7.2.2.4. if the Board determines that it is appropriate in the circumstances:
 - 7.2.2.4.1. by email to the email address of the Association or the Secretary; or
 - 7.2.2.4.2. by facsimile transmission to the facsimile number of the Association.

7.3. Custody and inspection of books and records

- 7.3.1. Members may on request inspect free of charge:
 - 7.3.1.1. the register of Members;
 - 7.3.1.2. the minutes of General Meetings;
 - 7.3.1.3. subject to rule 7.3.2, the financial records, books, securities and any other relevant document of the Association, including minutes of Board Meetings.
- 7.3.2. The Board may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

- 7.3.3. The Board must on request make copies of these rules available to members and applicants for membership free of charge.
- 7.3.4. Subject to rule 7.3.2, a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- 7.3.5. For purposes of this rule:
 - 7.3.5.1. **relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:
 - 7.3.5.1.1. its membership records;
 - 7.3.5.1.2. its financial statements;
 - 7.3.5.1.3. its financial records;
 - 7.3.5.1.4. records and documents relating to transactions, dealings, business or property of the Association.

7.4. Winding up and cancellation

- 7.4.1. The Association may be wound up voluntarily by Special Resolution.
- 7.4.2. In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- 7.4.3. Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- 7.4.4. The body to which the surplus assets are to be given must be decided by Special Resolution.

7.5. Alteration of Rules

These Rules may only be altered by a Special Resolution.