

Motion to amend the Rules and Constitution of the Victorian Orienteering Association Inc. at Annual General Meeting 24/5/2013

The intention of this amendment is to amend the Rules and Constitution of VOA Inc. to comply with the requirements of the new Associations Incorporation Reform Act 2012.

Schedule 1 of the new Act lists items which must be addressed. Refer document "Adapting to New Laws.pdf"

This amendment addresses the Schedule 1 compliance, defines VOA Inc as a not for profit organisation, removes references to the Public Officer and describes the mandated responsibilities of the Secretary and Treasurer, permits communication by electronic means and adds wording to recognise electronic funds transfers as financial instruments.

The following table describes the proposed changes.

New text is in purple italics and is usually as is written in the Model Rules which Associations may use.

Clause	Existing constitution	Proposed Amendments	Explanation
2.6	2.6 'The Act' means the Associations Incorporation Act 1981 as amended from time to time.	2.6 'The Act' means the Associations Incorporation Reform Act 2012 as amended from time to time.	Update to refer to the new Act
6	6. REGISTER OF MEMBERS The secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection by members at the address of the Public Officer by appointment.	6. REGISTER OF MEMBERS The secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection by members at the address of the Secretary by appointment.	Change Public Officer to Secretary
10.14.2	10.14.2 The Common seal shall not be affixed to any instrument except by the authority of the Council and the affixing of the Common Seal shall be attested by the signatures either of two Officers of the Association or of one Officer of the Association and of the Public Officer of the Association.	10.14.2 The Common seal shall not be affixed to any instrument except by the authority of the Council and the affixing of the Common Seal shall be attested by the signatures of two Officers of the Association.	Remove reference to Public Officer
10.16.2	10.16.2 The Council may appoint a person to fill a casual vacancy in the Officers of the Association. Any person so appointed shall hold office until the next Annual General Meeting, or until a Special General Meeting called in accordance with Clause 10.17 or Clause 12.	10.16.2 The Council may appoint a person to fill a casual vacancy in the Officers of the Association. Any person so appointed shall hold office until the next Annual General Meeting, or until a Special General Meeting called in accordance with Clause 10.17 or Clause 12. <i>If the position of Secretary becomes vacant, the Council must appoint a member to the position within 14 days after the vacancy arises.</i>	Introduce filling of casual vacancy positions as for Model Rules

		<i>10.16.4 The Council may continue to act despite any vacancy in its membership.</i>	
9.5	<p>9.5 Treasurer</p> <p>The Treasurer of the Association:</p> <p>9.5.1 Shall collect and receive all moneys due to the Association and make all payments authorised by the Association.</p> <p>9.5.2 Shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association. Such accounts and books shall be available for inspection by members by appointment.</p>	<p>9.5 Treasurer</p> <p>The Treasurer of the Association:</p> <p>9.5.1 Shall collect and receive all moneys due to the Association and make all payments authorised by the Association.</p> <p>9.5.2 Shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association. Such accounts and books shall be available for inspection by members by appointment.</p> <p><i>9.5.3 Ensure that the financial records of the Association are kept in accordance with the Act; and</i></p> <p><i>9.5.4 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.</i></p> <p><i>9.5.5 The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.</i></p>	Additional clauses as for Model Rules
9.6	<p>9.6 Secretary</p> <p>The secretary of the Association or his or her nominee shall keep minutes of the resolutions and proceedings of Annual and Special General Meetings and meetings of</p>	<p>9.6 Secretary</p> <p><i>9.6.1 The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.</i></p> <p><i>9.6.2 The secretary or his or her</i></p>	Additional clauses as for Model Rules

	<p>the Council and the Board in books provided for that purpose together with a record of the names of persons present at such meetings. These minutes shall be available for inspection by members by appointment.</p>	<p>nominee shall keep minutes of the resolutions and proceedings of Annual and Special General Meetings and meetings of the Council and the Board in books provided for that purpose together with a record of the names of persons present at such meetings. These minutes shall be available for inspection by members by appointment.</p> <p><i>9.6.3 The Secretary must</i></p> <p><i>(a) maintain the register of members in accordance with clause 5.10.4 and clause 6; and</i></p> <p><i>(b) keep custody of the common seal (if any) of the Association and, except for the financial records, all books, documents and securities of the Association in accordance with Section 10.15; and</i></p> <p><i>(c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and</i></p> <p><i>(d) perform any other duty or function imposed on the Secretary by these Rules.</i></p> <p><i>9.6.3 The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.</i></p>	
	<p>3. COMPOSITION The Association shall consist of all registered members as defined under Clause 5.</p>	<p>3. COMPOSITION The Association shall consist of all registered members as defined under Clause 5.</p> <p><i>The Association must have at least 5 members.</i></p>	<p>Additional clause as for Model Rules</p>
<p>5.3 (h)</p>	<p>5.3 (h) be entitled to vote at the Annual General Meeting and Special General Meetings</p>	<p>5.3 (h) be entitled to vote at the Annual General Meeting and Special General Meetings provided that</p> <p><i>(a) more than 10 business days have passed since he or she</i></p>	<p>Additional clauses as for Model Rules</p>

		<p>became a member of the Association; and</p> <p>(b) the member's membership rights are not suspended for any reason.</p>	
Statement of Purpose for VOA Inc.		<p>15. A Not for profit organisation The Association must not distribute any surplus, income or assets directly or indirectly to its members.</p>	Additional purpose
11.7 Reimbursement	<p>11.7 Reimbursement</p> <p>The Council shall have the power to agree to reimbursement of members of the Association for out-of-pocket expenses incurred on behalf of the association. The rates and limits of such reimbursement shall be set by the Council or the Board.</p>	<p>11.7 Reimbursement</p> <p>The Council shall have the power to agree to paying a member</p> <p>a) Reimbursement for out-of-pocket expenses incurred on behalf of the association, or</p> <p>b) For goods and 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.</p> <p>The rates and limits of such payments shall be set by the Council or the Board.</p>	Addition of payment for goods and services as per Model Rules.
11.2.1	<p>11.2.1 All cheques or other financial instruments shall be signed by two designated signatories of the Association.</p>	<p>11.2.1 All cheques or other financial instruments (<i>including electronic funds transfer</i>) shall be signed by two designated signatories of the Association.</p>	Add reference to electronic funds transfer.
11.4.3		<p><i>11.4.3 The Board may authorise the Treasurer to expend funds on behalf of the Association (including electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.</i></p>	New clause as per Model Rules