

Constitution Review.

MUST DO

Constitution must comply with Sch 1.

Financial Year

No change required.

Definitions

**Change definition of “The Act” to Associations Incorporation Reform Act 2012
Change all references to Public Officer to Secretary**

The Association

- 1 The name of the incorporated association.
- 2 The purposes of the incorporated association.

No change required.

Membership

3 The qualifications (if any) for membership of the incorporated association.

No change required.

4 The entrance fees, subscriptions and other amounts (if any) to be paid by members of the incorporated association.

No change required.

5 The rights, obligations and liabilities of members.

No change required.

6 Provisions for the resignation of a member or cessation of membership.

No change required.

7 The procedure (if any) for the disciplining of members and the mechanism (if any) for appearances by members in respect of disciplinary action taken against them.

No change required.

8 The grievance procedures for settling disputes under the rules between the incorporated association and any of its members or between a member and any other member.

Recommend addition of the whole Model Rules Grievance procedure to Section 17 Dispute Resolution

Division 3-Grievance procedure

25 Application

(1) The grievance procedure set out in this Division applies to disputes under these Rules between

(a) a member and another member;

(b) a member and the Committee;

(c) a member and the Association.

(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.

26 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.

27 Appointment of mediator

(1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days

(a) notify the Committee of the dispute; and

(b) agree to or request the appointment of a mediator; and

(c) attempt in good faith to settle the dispute by mediation.

(2) The mediator must be

(a) a person chosen by agreement between the parties; or

(b) in the absence of agreement –

(i) if the dispute is between a member and another member—a person appointed by the Committee; or

(ii) if the dispute is between a member and the Committee or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.

(3) A mediator appointed by the Committee may be a member or former member of the Association but in any case must not be a person who—

(a) has a personal interest in the dispute; or

(b) is biased in favour of or against any party.

28 Mediation process

(1) The mediator to the dispute, in conducting the mediation, must

(a) give each party every opportunity to be heard; and

(b) allow due consideration by all parties of any written statement submitted by any party; and

(c) ensure that natural justice is accorded to the parties throughout the mediation process.

(2) The mediator must not determine the dispute.

29 Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute

Management and record keeping

9 The name, membership and powers of the committee or other body having the management of the incorporated association (in this paragraph referred to as the committee) and—

(a) the election or appointment of members of the committee;

(b) the terms of office of members of the committee;

(c) the grounds on which, or reasons for which,

the office of a member of the Council becomes vacant;
(d) the filling of casual vacancies occurring within the Council;

Recommend add clause for filling casual vacancies to 10.16.3

(2) If the position of Secretary becomes vacant, the Council must appoint a member to the position within 14 days after the vacancy arises.

(3) Section 9.2 applies to any committee member appointed by the Council under subrule (1) or (2).

(4) The Council may continue to act despite any vacancy in its membership.

(e) the quorum and procedure at meetings of the committee.

No change required.

10 The procedures for the appointment and removal of the secretary of the incorporated association.

No change required.

11 The custody of records, securities and other relevant documents of the incorporated association.

No change required.

12 Provisions for the custody and use of the common seal (if any) of the incorporated association.

No change required.

13 Provision for members to have access to, and to be able to obtain copies of, the records, securities and other relevant documents of the incorporated association.

No change required.

14 The preparation and retention of accurate minutes of—

(a) general meetings of the incorporated association; and

(b) meetings of the committee or other body having the management of the incorporated association.

No change required.

15 Provision for members to have access to, and to be able to obtain copies of, minutes of general meetings of the incorporated association, including financial statements submitted at a general meeting.

No change required.

16 Right of access (if any) by members to minutes of meetings of the committee, including any terms and conditions subject to which access may be granted.

No change required.

Meetings

17 The intervals between general meetings of members of the incorporated association and the manner of calling general meetings.

No change required.

18 The quorum and procedure at general meetings and whether members are entitled to vote by proxy at general meetings.

No change required unless we want to add a proxy vote facility.

19 The time within which, and the manner in which, notices of general meetings and notices of motion must be given, published or circulated.

No change required. Maybe could add use of technology

Funds

20 The sources from which the funds of the incorporated association are to be or may be derived.

No change required.

21 The manner in which the funds of the incorporated association must be managed and, in particular, the mode of drawing and signing cheques on behalf of the incorporated association.

No change required.

Alteration of rules

22 The manner of altering and rescinding the rules of the incorporated association and of making additional rules.

Winding up and dissolution

23 The disposition of any surplus assets on the winding up or

No change required.

Officers of the Association:

9.5 Treasurer.

Note that the Model Rules still require two signatories.

And change definition of “The Act”

Section 9.5 plus

The Treasurer must

(a) ensure that the financial records of the Association are kept in accordance with the Act; and

(b) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.

The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

9.6 Secretary.

Replace the section with the equivalent from the Model Rules.

(1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

(2) The Secretary must

(a) maintain the register of members in accordance with clause 5.10.4; and

(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

(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

(d) perform any other duty or function imposed on the Secretary by these Rules.

(2) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

Policies and Procedures must comply with Constitution

NICE TO DO

Changes where Constitution does not address other areas of Model Rules.

Minimum number of members

The Association must have at least 5 members.

A member is entitled to vote if

(a) the member is a member other than an associate member; and

(b) more than 10 business days have passed since he or she became a member of the Association; and

(c) the member's membership rights are not suspended for any reason.

And this should be up front in the a Powers of Association section.

Not for profit organisation

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

(2) Subrule (1) does not prevent the Association from paying a member

(a) reimbursement for expenses properly incurred by the member; or

(b) 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.

Clauses which differ from Model Rules

Addns to constitution not presently covered and not required by Sch 1.

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.	Change Public Officer to Secretary
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 Clause10.17 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 Clause10.17 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> <i>10.16.4 The Council may continue to act despite any vacancy in its membership.</i>	Introduce filling of casual vacancy positions as for Model Rules
9.5	9.5 Treasurer	9.5 Treasurer	Additional clauses

	<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>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>	<p>as for Model Rules</p>
<p>9.6</p>	<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 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>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 must</i></p> <p><i>(a) maintain the register of members in accordance with clause 5.10.4; 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>Reword as for Model Rules</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>Minimum number of members</p> <p><i>The Association must have at least 5 members.</i></p>	
		<p><i>A member is entitled to vote if</i></p> <p><i>(a) the member is a member other than an associate member; and</i></p> <p><i>(b) more than 10 business days have passed since he or she became a member of the Association; and</i></p> <p><i>(c) the member's membership rights are not suspended for any reason.</i></p>	
		<p>Not for profit organisation</p> <p>(1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.</p> <p>(2) Subrule (1) does not prevent the Association from paying a member</p> <p>(a) reimbursement for expenses properly incurred by the member; or</p> <p>(b) for goods or services provided by the member-</p> <p>if this is done in good faith on terms no more favourable than if the member was not a member.</p>	

