

**RULES OF THE  
INDUSTRIAL RELATIONS SOCIETY OF VICTORIA INCORPORATED  
("the Rules")**

**NAME**

1. The name of the incorporated association is the Industrial Relations Society of Victoria Inc ("the Society").

**OBJECTS**

2. The objects of the Society are to organise and foster discussion, research, education and publication within the field of industrial relations.

**DEFINITIONS**

3. (1) In these Rules, unless the contrary intention appears:

**"Academic institutions"** means a member is regarded as coming from the academic institutions if his or her involvement or interest in industrial relations is by way of teaching, research or like activity or in connection with any academic, research or educational institution.

**"Committee"** means the Committee of Management of the Society.

**"Financial year"** means the year ending on 30 September.

**"General Meeting"** means a general meeting of members convened in accordance with Rules 21 and 22.

**"Government Services"** means a member is regarded as coming from the Government Services if his or her involvement or interest in industrial relations is as a member of or on the staff of any tribunal or like body, as a member of the public service and/or in relation to personnel and/or industrial administration in the public service, or as an officer or employee in the public sector other than in the capacity of an employer member.

**"Honorary Member"** means membership of the Society by an visitor to Victoria who has a special interest in industrial relations and is limited to a maximum period of one year.

**"Life Member"** means a member who has rendered special or valuable services to the Society and, in respect of whom a resolution conferring life membership has been passed at a general meeting of the Society, upon the recommendation of the Committee. A life member so elected shall thereupon become entitled without payment of any subscriptions or other monies to all privileges of a financial member of the Society.

**"Member"** means a natural person who is a member of the Society.

**"Management Member"** a member is regarded as coming from management if his or her involvement or interest in industrial relations is as an employer or on behalf of or in relation to any employer, association of employers, employer organisation or body, or group of employers, whether in the private or public sector.

**"Ordinary Member of the Committee"** means a member of the Committee who is not an officer of the Society under Rule 11.

**"Professions Member"** a member is regarded as coming from the professions if their involvement or interest in industrial relations is as a private practitioner, whether as principal or employee, in any professional capacity.

**"Retired Member"** means a member who has given up paid employment in one of the other categories and is not a student.

**"Student Member"** means a member who is a full time student of any academic institution.

**"The Act"** means the Associations Incorporation Act 1981.

**"The Regulations"** means Regulations under the Act.

**"Union Member"** means a member is regarded as coming from a union if his or her involvement or interest in industrial relations is as an employee or on behalf of or in relation to any trade union, trade union organisation or body, group of trade unions or any employees, whether in the private or public sector.

- (2) In these Rules, a reference to the Secretary of the Society is a reference:
  - (a) whether a person holds office under these Rules as Secretary of the Society, to that person; and
  - (b) in any other case, to the public officer of the Society.
- (3) Words or expressions contained in these Rules will be interpreted in accordance with the *Interpretation of Legislation Act 1984* and the Act as in force from time to time.

## **MEMBERSHIP**

4. Membership of the Society shall comprise of:
  - (1) those persons invited to attend the inaugural meeting held at the Shell Theatre, Melbourne, on Friday evening 30 August 1983, and who indicated their desire to become members of the Society or joined the Society prior to the next annual general meeting shall be the foundation members and have not otherwise resigned, died or been expunged from membership of the Society as at the adoption of these Rules;
  - (2) all financial members of the Society as at the date of the adoption of these Rules; and
  - (3) all persons who are admitted to membership of the Society pursuant to clause 5.

### ***Category of Membership***

- (4) A person will be allocated by the Committee to one of the following categories of membership: Full, Student, Honorary, Life, Retired.  
The Committee may transfer a member to the appropriate category as circumstances require.
- (5) The joining fee is such sum (if any) as is fixed by the Committee from time to time.
- (6) The annual subscription is such as is fixed by resolution of a general meeting of the Society and is payable in advance on or before 1 October in each year. Provided that when a person joins the Society during subscription year the member subscription shall be the annual subscription for the appropriate category of membership on a pro rata basis to the nearest quarter of the subscription year.

## **PROCESSING OF MEMBERSHIP APPLICATIONS**

5. (1) A natural person who is nominated and approved by membership as provided in these Rules is eligible to be a member of the Society on payment of the entrance fee and annual subscription payable under these Rules.
- (2) A person who is not a member of the Society at the time of the incorporation of the Society (or who was a member at that time but has ceased to be a member) shall not be admitted to membership:
  - (a) unless nominated as provided in subclause (3); and
  - (b) the admission as a member is approved by the Committee.

### ***Nomination for Membership***

- (3) A nomination of a person for membership of the Society:
  - (a) must be made in writing in the form as determined by the Committee from time to time; and
  - (b) must be lodged with the Secretary of the Society.

- (4) As soon as is practicable after the receipt of a nomination, the Secretary must refer the nomination to the Committee.
- (5) Upon nomination being referred to the Committee, the Committee must determine whether to approve or to reject the nomination.
- (6) Upon a nomination being approved by the Committee, the Secretary must, with as little delay as possible, notify the nominee in writing of the approval for membership of the Society and request payment within the period of 28 days after the receipt of the notification of the sum payable under these rules as the entrance fee and the first year's annual subscription.
- (7) The Secretary must within 28 days of payment of the amounts referred to in subclause (6) enter the nominee's name in the register of members together with the member's category of membership and, upon the name being so entered, the nominee becomes a member of the Society.
- (8) If the Committee rejects an application, the Committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.

#### ***Rights, Privileges, or Obligations of Membership***

- (9) A right, privilege, or obligation of a person by reason of membership of the Society:
  - (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.

#### **ALTERATION OF RULES**

6. The rules and/or statement of purposes of the Society may be added to, amended or repealed at any general meeting of the Society provided:
  - (1) Written notice of the proposed addition, amendment or repeal has been sent by the Secretary to all financial members of the Society at least 21 days before the meeting; and
  - (2) Three-quarters of the members present and entitled to vote at the meeting vote in person or by proxy in favour of the proposed addition, amendment or repeal.
  - (3) At any meeting at which a special resolution is submitted, a declaration by the chairperson that the resolution has been carried is conclusive proof of the fact unless a poll is demanded.
  - (4) These rules and the statement of purposes of the Society shall not be altered except in accordance with the Act.

#### **SECRETARY TO KEEP REGISTER**

7. The Secretary must keep and maintain a register of members in which will be entered the full name, address, category of membership and date of entry of the name of each member and register shall be available for inspection and copying by members upon request.

#### **RESIGNATIONS**

8.
  - (1) A member of the Society who has paid all moneys due and payable by the member to the Society may resign from the Society by first giving one month's notice in writing to the Secretary of his or her intention to resign and upon the expiration of that period of notice, the member ceases to be a member.
  - (2) Upon the expiration of a notice given under subclause (1), the Secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be a member.
  - (3) The membership of any person who fails to pay his or her subscription within three months of the date on which it becomes payable shall be suspended or terminated provided that the Committee may, in any case, grant an extension of time for payment, provided further that the

Committee may grant leave of absence to any member for such period and on such terms as it thinks fit.

### **FINES, SUSPENSION, EXPULSION**

9. (1) Subject to these Rules if the Committee is of the opinion that the 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 Society, the Committee may move or motion to:
  - (a) expel a member from the Society;
  - (b) suspend a member from membership of the Society for a specified period; or
  - (c) fine a member an amount not exceeding \$500.00.
- (2) If the Committee passes a resolution under sub-clause (1), the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing:
  - (a) setting out the motion of the Committee and the grounds on which it is based;
  - (b) stating that the member or his or her representative may address the Committee at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
  - (c) stating the date, place and time of that meeting;
  - (d) informing the member that he or she may do one or more of the following:
    - (i) Attend the meeting;
    - (ii) Give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution; and
    - (iii) Not later than 48 hours before the date of the meeting lodge with the Secretary a notice to the effect that he or she wishes to appeal to the Society in general meeting against the Resolution.
- (3) At a meeting of the Committee held in accordance with subclause (2) the Committee:
  - (a) must give to the member an opportunity to be heard;
  - (b) must give due consideration to any written statement submitted by the member; and
  - (c) must be resolution determine whether to confirm or to revoke the resolution.
- (4) If the Secretary receives a notice under subclause (2)(d)(iii), the Secretary must notify the Committee and the Committee shall convene a general meeting of the Society to be held within 21 days after the date on which the Secretary received the notice.
- (5) At a general meeting of the Society convened under subclause (4):
  - (a) no business other than the question of the appeal shall be transacted;
  - (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
  - (c) the member or his or her representative shall be given an opportunity to be heard; and
  - (d) the members present shall vote by secret ballot on the question whether the resolution shall be confirmed or revoked or varied.
- (6) If at the general meeting:
  - (a) two thirds of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
  - (b) in any other case, the resolution is revoked.
- (7) Any person shall upon ceasing to be member of the Society, forfeit all right to and claim upon the Society and its property and funds.

**DISPUTES AND MEDIATION**

10. (1) The grievance procedure set out in this Rule applies to disputes under these Rules between:
  - (a) a member and another member; or
  - (b) a member and the Society.
- (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.
- (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.
- (4) The mediator must be:
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement:
    - (i) in the case of a dispute between a member and another member, a person appointed by the Committee; or
    - (ii) in the case of a dispute between a member and the Society, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A member of the Society can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must:
  - (a) give the parties to the mediation process every opportunity to be heard; or
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

**COMMITTEE OF MANAGEMENT**

11. (1) Subject to the control of the Society residing in General Meeting of Members, the affairs of the Society shall be managed by the Committee of Management constituted as provided in Rule 12.
- (2) The Committee:
  - (a) shall control and manage the business and affairs of the Society;
  - (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by general meetings of the members of the Society; and
  - (c) subject to these Rules, the Act and the Regulations, 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 Society.
- (3) Subject to section 23 of the Act, the Committee shall consist of:
  - (a) the officers of the Society; and
  - (b) eight ordinary members:

each of whom shall subject to these rules, be elected at the annual general meeting of the Society in each year. Provided that at least two members of the Committee shall come from management, two from the unions, two from government services, two from professions and two from academic institutions.

- (4) Each ordinary member of the Committee shall, subject to these rules, hold office until the annual general meeting next after the date of election but is eligible for re-election.
- (5) In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Society to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

#### **OFFICE HOLDERS**

12. (1) The officers of the Society shall be:
  - (a) a President;
  - (b) four vice-presidents;
  - (c) a Treasurer;
  - (d) a Secretary;
  - (e) an Assistant Treasurer;
  - (f) an Assistant Secretary; and
  - (g) the immediate past President.
- (2) The provisions of Rule 12 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in subclause (1).
- (3) Except for the President, who holds office until the annual general meeting two years after the date of his or her election and after that holds the office of immediate past President for a two year term, and then is only eligible for re-election as an ordinary committee member, each officer of the Society shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.
- (4) In the event of a casual vacancy in any office referred to in subclause (1) the Committee may appoint one of its members to vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

#### **ELECTION OF MEMBERS OF THE COMMITTEE**

13. (1) Nominations of candidates for election as officers of the Society or as ordinary members of the Committee:
  - (a) shall be made in writing, signed by two members of the Society and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (b) shall be delivered to the Secretary of the Society not less than seven days before the date fixed for the holding of the annual general meeting.
- (2) A candidate may only be nominated for one office or as an ordinary member of the Committee prior to the annual general meeting.
- (3) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (5) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (6) The ballot for the election of officers and ordinary members of the Committee must be conducted by secret ballot at the annual general meeting in such usual and proper manner as the Committee may direct.

**VACANCIES**

14. For the purposes of these Rules, the officer of an officer of the Society or of an ordinary member of the Committee becomes vacant if the officer or member:
- (1) ceases to be a member of the Society;
  - (2) becomes an insolvent under administration within the meaning of the Corporations Law; or
  - (3) resigns from office by notice in writing given to the Secretary.

**COMMITTEE MEETINGS**

15. (1) The Committee shall meet at least three times in each year at such place and times as the Committee may determine.
- (2) Special meetings of the Committee may be convened by the President or by any five of the members of the Committee.
- (3) Written notice must be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- (4) Any five members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (5) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week if that day is a public holiday the meeting will be held on the next business day unless the meeting was a special meeting in which case it lapses.
- (6) At meetings of the Committee:
- (a) the President or in the President's absence a vice-president shall preside; and
  - (b) if neither of the persons mentioned in (a) above are present, such one of the remaining members of the Committee as may be chosen by the members present shall preside.
- (7) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such a manner as the person presiding at the meeting may determine.
- (8) Each member present at a meeting of the Committee or 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.
- (9) Written notice of each committee meeting shall be served on each member of the Committee by delivering it to the member or by sending it by pre-paid post addressed to him or her at his or her usual or last known place of abode at least two business days before the date of the meeting.
- (10) Subject to subclause (4) the Committee may act notwithstanding any vacancy on the Committee.

**SECRETARY TO KEEP MINUTES**

16. The Secretary of the Society shall keep minutes of the resolutions and proceedings of each general meeting and each committee meeting in books provided for that purpose together with a record of the names of persons present at committee meetings. The minutes shall be open to inspection to any member of the Society upon written application to the Secretary.

**APPOINTMENT OF SUB-COMMITTEES**

17. The Committee may from time to time appoint one or more sub-committees or other bodies as they may think fit and depute to them such of the powers and duties of the Committee as the Committee may determine. Such sub-committees shall report their proceedings to the Committee as and when

required by the Committee and shall conduct their business in accordance with the direction of the Committee.

#### **PATRON**

18. The Committee may elect a Patron.

#### **GENERAL MEETINGS**

19. (1) The Society shall in each calendar year convene an annual general meeting of its members within three months from the expiration of its financial year.
- (2) The annual general meeting shall be held on such day as the Committee determines.
- (3) The annual general meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the annual general meeting shall be:
- (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
  - (b) to receive from the Committee reports upon the transactions of the Society during the last preceding financial year;
  - (c) to elect officers of the Society and the ordinary members of the Committee; and
  - (d) to receive and consider the statement submitted by the Society in accordance with section 30(3) of the Act.
- (5) The annual general meeting may transact special business of which notice is given in accordance with these Rules.
- (6) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

#### **SPECIAL GENERAL MEETINGS**

20. All general meetings other than the annual general meeting are special general meetings.
21. (1) The Committee may, whenever it thinks fit, convene a special general meeting of the Society and, where, but for this subclause, more than fifteen months would elapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
- (2) The Committee shall, on the request in writing of members representing not less than ten financial members, convene a special general meeting of the Society.
- (3) The request for a special general meeting shall state the objects of the meeting and shall be signed by the members making the request and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the request.
- (4) If the Committee does not cause a special general meeting to be held within the month after the date on which the request is sent to the address of the Secretary, the members making the request or any of them, may convene a special general meeting to be held not later than three months after that date.
- (5) A special general meeting convened by member in pursuance of these rules shall be convened in the same manner as nearly possible as that in which those meetings are convened by the Committee and, all reasonable expenses incurred in convening the meeting shall be refunded by the Society to the persons incurring the expenses.
- (6) All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specifically referred to in these rules as being the ordinary business of the annual general meeting shall be deemed to be special business.

**NOTICE OF GENERAL MEETING**

22. (1) The Secretary of the Society shall, at least fourteen days or if a special resolution has been proposed, at least twenty one days, before the date fixed for holding a general meeting of the Society, cause to be sent to each member of the Society a notice in accordance with rule 42 stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (3) A member desiring to bring any business before a meeting may give notice of that business in writing or by electronic transmission to the Secretary of that business who shall include that business in the notice calling the next general meeting after the receipt of the notice.
- (4) For purpose of clause 38, one month's notice of the General Meeting shall be provided by the Secretary in the same manner as stipulated in clause 22(1).

**QUORUM**

23. (1) No item of business shall be conducted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- (2) Fifteen financial members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting convened upon a request of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and 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 members present (being not less than three) shall be a quorum.

**CHAIRPERSON**

24. (1) The President, or in the President's absence, a vice-president, shall preside as Chairperson at each general meeting of the Society.
- (2) If the President and any vice-president are absent from a general meeting, the members present shall elect one of their number to preside as Chairperson at the Meeting.

**ADJOURNMENT OF MEETINGS**

25. (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a meeting is adjourned for fourteen days or more, a like notice of the adjournment meeting shall be given as in the case of the general meeting.
- (3) Except as provided in subclauses (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

**DETERMINATION OF RESOLUTIONS AND QUESTIONS**

26. A resolution or question arising at a general meeting of the Society shall be determined on a show of hands. This is unless, before or on the declaration of the show of hands, a poll is demanded. If a poll is demanded the number of members in favour of and against the resolution or question must be counted. The Chairperson must then declare whether the resolution or question has been carried or

not. An entry to that effect must be made in the Minute Book of the Society which provides evidence of the number or proportion of the votes recorded in favour of, or against that resolution or question.

27. (1) Upon any question arising at a general meeting of the Society, a member has one vote only.
- (2) All votes shall be given personally or by proxy.
- (3) 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.
28. (1) If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any question shall be taken at such time before the close of the meeting as the Chairperson may direct.
29. A member is not entitled to vote at any general meeting unless all moneys due and payable by the member to the Society have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

#### **FINANCE**

30. The financial year of the Society shall end on 30 September on each year to which day the accounts of the Society shall be balanced.
31. All monies, cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be paid into a bank account to be kept in the name of the Society.
32. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two of the following members of the Committee:  
President, Vice-President, Secretary, Treasurer, Assistant Secretary, Assistant Treasurer.
33. The accounts of the Society shall as soon as is practicable after 31 October in each year be audited by a suitably qualified person appointed for that purpose by the Annual General Meeting.

#### **TREASURER**

34. The Treasurer of the Society:
  - (1) shall collect and receive all moneys due to the Society and make all payments authorised by the Society; and
  - (2) shall keep correct accounts and books showing the financial affairs of the Society with full details of all receipts and expenditure connected with the activities of the Society.

#### **FUNDS**

35. (1) The funds of the Society shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the Committee.

#### **SOCIETY NOT TO BE USED IMPROPERLY**

36. No member shall give the address of the Society in any advertisement or use the address of the Society for business purposes.

#### **APPLICATION OF SOCIETY'S FUNDS**

37. The income and property of the Society, shall be applied solely towards the promotion of the objects of the Society, and no portion thereof shall be paid or transferred, direct or indirectly, by way of honorarium, dividends, bonus or otherwise by way of profit or gain to the individual members of the Society. However, nothing shall prevent the payment, in good faith, of reasonable and proper

remuneration to any employed officer or servant or to any member of the Society in return for any services actually rendered to the Society. In addition, nothing shall prevent the payment or reimbursement for authorised expenses, interest on money lent or reasonable and proper rent for premises demised or let by any officer or servant of the Society or member of the Society.

#### **DISSOLUTION OF THE SOCIETY**

38. (1) If at a General Meeting a resolution for the dissolution of the Society is passed by not less than three-quarters of the members present at that meeting the Committee shall thereupon or at such future date as shall be specified in such resolution proceed to realise the property of the Society.
- (2) If upon satisfaction of all the Society's debts and liabilities, any property remains it shall not be paid to or distributed among the members of the Society but shall be given or transferred to some other comparable association or associations which shall prohibit the distribution of its income and property amongst its members to the extent at least as great as is imposed on the Society. The association or associations shall be decided by a majority of the membership attending a meeting called specifically for the purpose.
- (3) Where there is to be more than one association, the special meeting shall decide on the proportions to be distributed to each. In default of determining such association or associations and if applicable the proportion of distribution the matter may be determined by a Judge of the Supreme Court of Victoria as may have, or acquire, jurisdiction of the matter.
- (4) After discharge of all debts and liabilities and the distribution of such amount or amounts as the association in accordance with this rule decides, the Society shall be dissolved.

#### **SECRETARY**

39. (1) Except as otherwise provided in these Rules, the Secretary shall keep in his or her custody or under his or her control all books, documents and securities of the Society other than those required to be kept by the Treasurer in accordance with rule 34.
- (2) The Secretary of the Society shall keep minutes of the resolutions and proceedings of each general meeting and each committee meeting in books provided for that purpose together with a record of names of persons present at committee meetings.

#### **INSPECTION BY MEMBERS**

40. All accounts, books, documents and securities of the Society shall be available for inspection and copying by any member of the Society upon request.

#### **REMOVAL OF COMMITTEE MEMBERS**

41. (1) The Society in general meeting may, by resolution, remove any member of the Committee before the expiration of the member's term of office and appoint another member in his or her stead to hold office until the expiration of the term of the first-mentioned member.
- (2) Where the member to whom a proposed resolution referred to subclause (1) makes representations in writing to the Secretary or President of the Society and requests that they be notified to the members of the Society, the Secretary or the President may send a copy of the representations to each member of the Society or, if they are not so sent, the member may require that they be read out at the meeting.

#### **SERVICE OF NOTICES**

42. (1) Any notice that is required to be given to a member, by or on behalf of the Society, under these Rules may be given by:
- (a) delivering the notice to the member personally; or
- (b) electronic transmission, to the email address of the member shown in the register of members, unless the member has requested notice by pre-paid post or by facsimile; or

- (c) sending it by pre-paid post addressed to the member at that member's address shown in the register of members, if the member has requested that the notice be given to him or her in this manner; or
  - (d) facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
- (2) Where a document is properly addressed prepaid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

**COMMON SEAL**

43. (1) The common seal of the Society shall be kept in the custody of the Secretary.
- (2) The common seal shall not be affixed to any instrument except with the authority of the Committee and the affixing of the common seal be attested by the signatures of either of two members of the Committee or one member of the Committee and the Public Officer of the Society.

**SEAL REGISTER**

44. The Secretary shall record in a seal register the affixing of the common seal of the Society to any document in accordance with rule 43(2). The seal register shall record the date the seal was affixed, the nature of the document sealed and the names of the persons who attested the fixing of the seal.

**PROXIES**

45. For the purposes of Rules 6(2) and 9(6)(a) and 27, each member is entitled to appoint another member as a proxy by notice (in the form determined by the Secretary) to the Secretary no later than 24 hours before the time of the general meeting.