

ASSOCIATIONS

INCORPORATION

REFORM ACT (2012)

RULES OF COMMUNITY CLUBS VICTORIA INC

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RULES OF COMMUNITY CLUBS VICTORIA INC.

1. Name and Objects

- 1.1 The name of the incorporated association is Community Clubs Victoria Inc (in these Rules called “the Association”).
- 1.2 The Registered Office of the Association shall be 7/19 Gertrude Street Fitzroy Victoria or other such place that the Board may from time to time determine (“the Registered Office”).
- 1.3 The objects of the Association are:
 - (a) to promote and protect the interests of Members in all matters affecting their welfare;
 - (b) to articulate and promote the value and importance of community clubs to the broader community;
 - (c) to provide support to Members, directly or through appropriate third-party providers, on matters affecting relationships between employers and employees; employees and employees; or employers and employers;
 - (d) to enter into agreements and contracts with organisations, associations or companies with the object of assisting in any lawful manner Members or groups or sections of Members of the Association or employers or groups or sections of employers generally in regard to employee-related matters including laws, industrial disputes, the calling out or striking of employees, or awards, determinations, agreements or prescriptions;
 - (e) to discuss consider and resolve at meetings of Members constituting the Association, questions concerning and affecting the common and separate interests of such Members, or the members thereof, and to collect and disseminate from time-to-time information on matters affecting such interests;
 - (f) to petition Parliament on matters affecting Members collectively or individually, or any of the Members thereof;
 - (g) to originate and promote improvements in the laws affecting the interests of Members, and to support or oppose alterations therein, and to effect improvements in administration, and to promote or oppose legislation and other measures affecting such Members, and to take such other steps and proceedings as may be deemed expedient;
 - (h) to diffuse information on all matters affecting Members or the interests of Members thereof, and to collect and circulate statistics and other information in regard to such community clubs or any legislation affecting them;
 - (i) to enter into contracts and agreements or otherwise to make arrangements and undertake obligations with any person, firm or corporation which in the opinion of the Board may be to the advantage of the Association or likely to obtain for the Association or its Members any benefit including, but without limiting the generality of this clause, any concession, discount, allowance, rebate or reduction;
 - (j) to do any act matter or thing which may appear to the Board to be in the interests of its Members or in the interest of community clubs generally whether Members of the Association or not;

- (k) to arrange or provide for the delivery and holding of events including lectures, meetings, seminars or conferences calculated directly or indirectly to advance or provide a knowledge or understanding of any matter affecting Members collectively or individually or any of the members thereof and to obtain assistance from or involvement of any technical or educational authority or body or any person, firm, company or corporation in the holding of such events or to arrange for the holding of such events by any such technical or educational authority or body or any person, firm, company or corporation; and
- (l) to undertake all lawful acts and such things as are incidental or conducive to the attainment of the above objects or any of them.

1.4 Without limiting the generality of the Association's powers in any way, the Association's powers include the following:

- (a) To communicate the opinions of a Member, a group of Members or all Members to any Government or to the various departments or representatives thereof, by written correspondence, deputation or otherwise.
- (b) To purchase, take on lease or exchange, hire or otherwise acquire any real or personal property or any estate or interest therein and any rights or privileges which the Association may deem necessary or convenient and in particular any land, buildings, furniture, plant and stock.
- (c) To borrow or raise or secure the payment of money in such manner as the Association shall think fit and in particular by mortgage or charge of the Association's assets and to purchase, redeem or pay off any such securities.
- (d) To give any guarantee, security or indemnity, or enter into any bond in connection with the affairs of the Association or otherwise and generally to guarantee the payment of money and performance of obligations of all kinds by any person or company.
- (e) To invest and deal with the moneys of the Association in such manner as may from time to time be determined.
- (f) To print and publish any articles, periodicals, or leaflets that the Association may think desirable for the promotion of its objects.
- (g) To prosecute or defend any actions, suits, applications, or proceedings before any Court or tribunal whatsoever as may be deemed necessary or expedient in the interests of the Association or its Members.
- (h) To indemnify any Board Member or officer of the Association in respect of any action, either at law or otherwise, taken or to be taken by or against such Board Member or officer in connection with or relating to the discharge of any official Association duties of such Board Member or officer and to indemnify any such Board Member or officer in respect of any liability incurred or to be incurred by such Board Member or officer in connection with or relating to the discharge of any such official duties.

1.5 The assets and income of the Association shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the Members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

2. Definitions

2.1 In these Rules, unless the contrary intention appears:

- (a) **Association** means Community Clubs Victoria Inc;
- (b) **Board** means the Board of Management of the Association pursuant to Rule 20;
- (c) **Board Members** means the members of the Board (including the Executive Officeholders);
- (d) **Declaration of Affiliations** has the meaning given in Rule 23.1(c);
- (e) **Declared Person or Body:** A person is a Declared Person or Body if;
 - (i) a Board Member of the Association has disclosed a material personal interest under Rule 39.1; and
 - (ii) the interest relates to, or is in, the person or body; and
 - (iii) the Board Member has not notified the Association that the Board Member no longer has the interest;
- (f) **Disclosure Period** means the financial year unless a shorter period is specified;
- (g) **Financial year** means the year ending on 30 June;
- (h) **General meeting** means a general meeting of Members convened in accordance with Rule 12;
- (i) **Member** means a member of the Association;
- (j) **Nominated Representative** has the meaning given in Rule 13.7;
- (k) **Non-cash benefit** means property or services in any form other than money, but does not include a computer, mobile phone or other electronic device that is used only or mainly for work purposes;
- (l) **Officer** has the same meaning as defined by Section 6 of the Fair Work (Registered Organisations) Act 2009 and includes Board Members;
- (m) **Related party** has the same meaning as defined in Section 9B of the Fair Work (Registered Organisations) Act 2009;
- (n) **Relative** in relation to a person, means:
 - (i) parent, stepparent, child, stepchild, grandparent, grandchild, brother or sister of the person; or
 - (ii) the spouse of the first mentioned person;
- (o) **Relevant non-cash benefits** in relation to a Board Member of the Association for a Disclosure Period means the non-cash benefits provided to the Board Member, at any time during the Disclosure Period, in connection with the performance of the Board Member's duties as a Board Member, by the Association or by a related party of the Association;

- (p) **Relevant remuneration** in relation to a Board Member of the Association for a Disclosure Period is the sum of the following:
 - (i) any Remuneration disclosed to the Association by the Board Member under Rule 38.1 during the Disclosure Period; and
 - (ii) any remuneration paid during the disclosure period, to the Board Member of the Association;
- (q) **Regulations** means regulations under the Act;
- (r) **Relevant documents** has the same meaning as in the Act;
- (s) **Remuneration:**
 - (i) includes pay, wages, salary, fees, allowances, leave, benefits or other entitlements; but
 - (ii) does not include a non-cash benefit; and
 - (iii) does not include the reimbursement or payments of reasonable expenses for the costs incurred in the course of the Board Member carrying out his or her duties;
- (t) **Senior Manager** has the following meaning:
 - (i) in Rules 22.4 and 23.1: the Chief Executive Officer, General Manager or equivalent job title of a Member; and
 - (ii) in Rule 13.7: the Chief Executive Officer, General Manager, Operations Manager, Assistant General Manager, or equivalent job title of a Member;
- (u) **The Act** means the *Associations Incorporation Reform Act 2012* and includes any regulations made under that Act; and
- (v) **Website** means the website operated by the Association from time to time.

2.2 In these Rules:

- (a) a reference to the Secretary of the Association is a reference to the person who holds office under these Rules as Secretary of the Association;
- (b) a reference to an act, statute or a statutory provision shall be deemed to include any statute or statutory provision which amends, extends, consolidates or replaces the same or which has been amended, extended, consolidated or replaced by the same and any orders, regulations, instruments or other subordinate legislation made thereunder; and
- (c) a reference to a working day means a day which is not a Saturday, Sunday or public holiday in the State of Victoria.

3. Alteration of the Rules

These Rules of the Association must not be altered except in accordance with the Act.

4. Membership, entry fees and subscription

4.1 Membership

- (a) The Board shall from time to time determine the categories of membership.
- (b) The full voting rights Members of the Association shall consist of any not-for-profit club in Victoria that holds a liquor licence under the Liquor Control Reform Act 1998 (Vic) which:
 - a) upon making application in accordance with these Rules and paying the first year's annual subscription and such other fee (if any) for admission as may from time to time be prescribed by the Board has been entered into the register pursuant to sub-rule 4.1(d); and
 - b) is not subject to any suspension or forfeiture of rights under these Rules or the Act.
- (c) Applications for membership shall be in writing and shall be sent to the Registered Office of the Association, and applicants must agree to be bound by the Rules of the Association. Applications shall be brought before the Board and the Board may admit the applicant as a Member. The Board has the power to reject any application for membership if the applicant has in the opinion of the Board (which shall be determined in the Board's sole and unfettered discretion) done or omitted to do any act or has engaged in any conduct which is or which by the applicant becoming a Member may be:
 - (i) prejudicial to the interests of the Association; or
 - (ii) prejudicial to the public image or reputation of the Association; or
 - (iii) prejudicial to the public image or reputation of registered clubs or the club industry of Victoria.
- (d) Subject to sub-rule 4.1(c), the Secretary must, within 28 days after receipt of the membership payment, ensure the applicant's name is entered in the register of Members.
- (e) An applicant for membership becomes a Member and is entitled to exercise the rights of their relevant membership category when its name is entered in the register of Members.
- (f) The entrance fee for Members (if any) will be determined by the Board from time to time and be published on the Website and in relevant by-laws (if any).
- (g) The annual subscription will be determined by the Board from time to time and is the relevant amount published on the Website and in relevant by-laws (if any) and is payable in advance on or before 1 July in each year, or pro-rata at the discretion of the Board.
- (h) The Board may amend the entrance fee and annual subscription at any Board meeting but no more than once each financial year. Updates shall be published on the Website and in relevant by-laws (if any).

4.2 Associated Membership

- (a) The Board may admit to Associated Membership of the association those persons or bodies which in the opinion of the Board have objects consistent with those of the Association and an ongoing relationship with the club industry provided that:

- (i) No Board Member shall be the nominee or representative of an Associated Member;
 - (ii) an Associated Member shall not have any voting rights at General Meeting of the Association; and
 - (iii) the procedures for admission of an association as an Associated Member shall be determined by the Board and shall follow as near as possible the procedures for admitting a club to membership of the Association.
- (b) Associated Membership of the Association may in the discretion of the Board be granted or renewed to any firm, company, association or other organisation upon payment of any annual subscription determined by the Board from time to time. A person or body admitted to Associated Membership of the Association shall receive such material circulated by the Association to its Members as the Board shall think fit but shall not be entitled to attend or vote at meetings of the Association or otherwise to have any voice in the conduct or affairs of the Association.

4.3 Honorary Life Membership

The Board may, on the recommendation of two Members, confer Honorary Life Membership of the Association on any Member or person in recognition of outstanding and meritorious service. Such Honorary Life Membership shall be held at the discretion of the Board and shall carry no rights (other than the right to use the title "Honorary Life Member of the Community Clubs Victoria Association") and be subject to no liabilities. Ordinary membership of the Association subject to the rights and liabilities defined by the Rules may be held independently of and concurrently with Honorary Life Membership.

5. Register of Members

5.1 The Secretary must ensure that a register is kept and maintained containing:

- (a) the name and address of each Member; and
- (b) the date on which each Member's name was entered in the register.

5.2 The register is available for inspection free of charge by any Member upon written request with 3 working days' notice.

6. Ceasing membership

6.1 A Member of the Association who has paid all moneys due and payable by a Member to the Association may resign from the Association by giving one month's notice in writing to the Secretary of its intention to resign.

6.2 After the expiry of the period referred to in Rule 6.1:

- (a) the Member ceases to be a Member; and
- (b) the Secretary must record in the register of Members the date on which the Member ceased to be a Member.

7. Discipline, suspension and expulsion of Members

7.1 All Members of the Association shall:

- (a) comply with these Rules and any by-laws in effect from time to time pursuant to these Rules; and
 - (b) not engage in conduct unbecoming a Member or prejudicial to the interests of the Association.
- 7.2 Subject to these Rules, if the Board is of the opinion that a Member has refused or neglected to comply with these Rules or any by-laws in effect from time to time pursuant to these Rules, or has otherwise engaged in conduct unbecoming a Member or prejudicial to the interests of the Association, the Board may by resolution:
 - (a) suspend that Member from membership of the Association for a specified period; or
 - (b) expel that Member from the Association; or
 - (c) fine that Member an amount not exceeding \$500
- 7.3 A resolution of the Board under Rule 7.2 does not take effect unless:
 - (a) at a meeting held in accordance with Rule 7.4, the Board confirms the resolution; and
 - (b) if the Member exercises a right of appeal to the Association under this Rule, the Association confirms the resolution in accordance with this Rule.
- 7.4 A meeting of the Board to confirm or revoke a resolution passed under Rule 7.2 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the Member in accordance with Rule 7.5.
- 7.5 For the purposes of giving notice in accordance with Rule 7.4, the Secretary must, as soon as practicable, cause to be given to the Member a written notice:
 - (a) setting out the resolution of the Board and the grounds on which it is based; and
 - (b) stating that the Member, or its representative, may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that Member; and
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the Member that the Member may do one or both of the following:
 - (i) attend that meeting;
 - (ii) give to the Board before the date of that meeting a written statement seeking the revocation of the resolution; and
 - (e) informing the Member that, if at that meeting, the Board confirms the resolution, it may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that it wishes to appeal to the Association in a general meeting against the resolution.
- 7.6 At a meeting of the Board to confirm or revoke a resolution passed under Rule 7.2, the Board must:
 - (a) give the Member, or its representative, an opportunity to be heard; and
 - (b) give due consideration to any written statement submitted by the Member; and
 - (c) determine by resolution whether to confirm or to revoke the resolution.

- 7.7 If at the meeting of the Board, the Board confirms the resolution, the Member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that it wishes to appeal to the Association in general meeting against the resolution.
- 7.8 If the Secretary receives a notice under Rule 7.7 he or she must notify the Board and the Board must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- 7.9 At a general meeting of the Association convened under Rule 7.8:
- (a) no business other than the question of the appeal may be conducted;
 - (b) the Board 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 its representative, must be given an opportunity to be heard; and
 - (d) the Members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 7.10 A resolution is confirmed if, at the general meeting, not less than 51% of Members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

8. Disputes and mediation

- 8.1 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 Association.
- 8.2 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.
- 8.3 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.
- 8.4 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 Board of the Association; or
 - (ii) in the case of a dispute between a Member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 8.5 A Member of the Association can be a mediator.
- 8.6 The mediator cannot be a Member who is a party to the dispute.
- 8.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation. The costs of mediation will be shared equally by both parties,

- 8.8 The mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard;
 - (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.
- 8.9 The mediator must not determine the dispute.
- 8.10 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.
- 8.11 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.

9. Annual general meetings

- 9.1 The Board may determine the date, time and place of the annual general meeting of the Association.
- 9.2 The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- 9.3 The ordinary business of the annual general meeting shall be:
- (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting;
 - (b) to receive and consider:
 - (i) the annual report of the Board on the activities of the Association during the preceding financial year; and
 - (ii) the financial statements of the Association for the preceding financial year submitted by the Board in accordance with Part 7 of the Act;
 - (c) to elect Board Members; and
 - (d) to disclose, receive, consider and deal with any other matter required at the annual general meeting by these Rules, the Act, the Fair Work Act (2009) or the Fair Work (Registered Organisations Act 2009).
- 9.4 The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.
- 9.5 The annual general meeting shall be held within 5 months after the end of each financial year.
- 9.6 To assist the Chairperson and Board to prepare answers, Member intending to ask specific questions about the annual report and/or the financial statements at the annual general meeting shall endeavour to send those questions to the Secretary in writing at least 7 days before the annual general meeting.

10. Special general meetings

- 10.1 In addition to the annual general meeting, any other general meetings may be held in the same year.
- 10.2 All general meetings other than the annual general meeting are special general meetings.
- 10.3 The Board may, whenever it thinks fit, convene a special general meeting of the Association.
- 10.4 If, but for this Rule, more than 15 months would elapse between annual general meetings, the Board must convene a special general meeting before the expiration of that period.
- 10.5 The Board must, on the request in writing of Members representing not less than 50 voting Members, convene a special general meeting of the Association.
- 10.6 The request for a special general meeting must:
- (a) state the objects of the meeting;
 - (b) be signed by the Members requesting the meeting; and
 - (c) be sent to the address of the Secretary.
- 10.7 If the Board does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the Members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- 10.8 If a special general meeting is convened by Members in accordance with this Rule, it must be convened in the same manner so far as possible as a meeting convened by the Board.
- 10.9 The resolution is confirmed if at the special general meeting not less than 75% of Members voting at the meeting vote in person or by proxy in favour of the resolution.

11. Special business

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the Rules as ordinary business of the annual general meeting, is deemed to be special business.

12. Notice of general meetings

- 12.1 The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each Member of the Association, a notice stating:
- (a) the place (which in the case of a fully virtual meeting, shall be 'virtual'), date and time of the meeting;
 - (b) where the meeting can or can only be attended virtually, instructions about how to do so; and
 - (c) the nature of the business to be conducted at the meeting.
- 12.2 Notice may be sent:
- (a) by prepaid post to the address appearing in the register of Members; or
 - (b) by facsimile transmission or electronic transmission.

- 12.3 No business other than that set out in the notice convening the meeting may be conducted at the meeting. For the avoidance of doubt, no new business may be raised from the floor at a meeting.
- 12.4 A Member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business at least 7 days prior to the meeting, who must include that business in the notice calling the next general meeting.
- 12.5 An annual general meeting shall be held each calendar year.

13. Quorum at general meetings

- 13.1 No item of business may be conducted at a general meeting unless a quorum of Members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- 13.2 Fifteen Members personally present (being Members entitled under these Rules to vote at a general meeting) shall constitute a quorum for the conduct of the business of any general meeting other than a special general meeting convened pursuant to requisition in writing by Members as provided by Rule 10.5 for which the quorum shall be fifty (50) Members personally present.
- 13.3 If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present:
- (a) in the case of a meeting convened upon the request of Members—the meeting must be dissolved; and
 - (b) in any other case—the meeting 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.
- 13.4 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 personally present (being not less than 3) shall be a quorum.
- 13.5 A general meeting may be held, or Members can take part in a general meeting, by using any technology that allows Members to clearly and simultaneously communicate with each other participating Member.
- 13.6 A Member who participates in a general meeting in a manner permitted under 13.5 is deemed to be personally present at the meeting and is entitled to vote at that meeting.
- 13.7 A Member who is not a natural person may only attend and vote on behalf of that Member (and any Member which may have validly appointed that Member as its proxy) by a nominated representative (a “Nominated Representative”), who must be properly authorised to do so, and be:
- (a) a current member of the board or committee of that Member; or
 - (b) a Senior Manager of the Member.

14. Presiding at general meetings

The President, if any is appointed by these Rules, will preside as Chairperson at each general meeting of the Association. If there is no President or in the President's absence the Vice President, or in the Vice President's absence, a Board Member, shall preside as Chairperson at each general meeting of the Association. The Board Members present must select one of their number to preside as Chairperson.

15. Adjournment of meetings

- 15.1 The person presiding may, with the consent of a majority of Members present at the meeting, adjourn the meeting from time to time and place to place.
- 15.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 15.3 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with Rule 12.
- 15.4 Except as provided in Rule 15.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

16. Voting at general meetings

- 16.1 Upon any question arising at a general meeting of the Association, a full voting rights Member has one vote only.
- 16.2 All votes must be given personally or by proxy unless the Board determines to permit electronic voting.
- 16.3 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.
- 16.4 A Member is not entitled to vote at a general meeting unless all moneys due and payable by the Member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

17. Poll at general meetings

- 17.1 If at a meeting a poll on any question is demanded by not less than 3 Members, it must 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.
- 17.2 A poll that is demanded on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

18. Manner of determining whether resolution carried

If a question arising at a general meeting of the Association is determined on a show of hands:

- (a) a declaration by the Chairperson that a resolution has been:
 - (i) carried; or
 - (ii) carried unanimously; or
 - (iii) carried by a particular majority; or

- (iv) lost; and
- (b) an entry to that effect in the minute book of the Association,
is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

19. Proxies

- 19.1 Each Member is entitled to appoint a Board Member, another Member, or another Member's Nominated Representative as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 19.2 The notice appointing the proxy must be in the form determined by the Board and specified in the notice of meeting.

20. Board of Management

- 20.1 The affairs of the Association shall be managed by the Board.
- 20.2 The Board:
 - (a) shall control and manage the business and affairs of the Association;
 - (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the Members of the Association; and
 - (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Board to be essential or desirable for the proper management and conduct of the business and affairs of the Association, including adopting, amending and repealing any by-laws of the Association.
- 20.3 The Board shall consist of a maximum of 7 Board Members being:
 - (a) the Executive Officeholders; and
 - (b) four other Board Members.

21. Executive Officeholders

- 21.1 The Executive Officeholders of the Association shall be:
 - (a) a President;
 - (b) a Vice President; and
 - (c) a Treasurer.
- 21.2 The President shall be the Chairperson and the Vice President shall be the Vice Chairperson of the Association.
- 21.3 The Board Members shall elect the Executive Officeholders of the Association from within their number, at the first meeting of the Board following the annual general meeting.

- 21.4 In the event of a casual vacancy occurring in the office of an Executive Officeholder, the Board may appoint one of its Board Members to the vacant office for the period up to the conclusion of the next annual general meeting.

22. Members of the Board

- 22.1 Subject to these Rules, each Board Member elected at an annual general meeting shall hold office for three years after the date of election and shall be eligible to stand for re-election subject to these Rules.
- 22.2 In the event of a casual vacancy occurring in the office of a Board Member, the Board may appoint an eligible person to fill the vacancy and the person appointed shall hold office, subject to these Rules, until the conclusion of the next annual general meeting.
- 22.3 Where a casual vacancy is to be filled by election at an annual general meeting before the expiration of the term of office of the vacating Board Member, the person thereby elected in his or her place shall hold office until the expiration of the intended 3-year term of the vacating Board Member.
- 22.4 The office of a Board Member, becomes vacant if:
- (a) the Member he/she is a member of:
 - (i) ceases to be a Member of the Association; or
 - (ii) becomes an insolvent or under administration; or
 - (b) he/she:
 - (i) ceases to be a current Senior Manager of a Member; or
 - (ii) ceases to be a current board/committee member of a Member and is not within 7 days endorsed in writing by the Member to remain as a Board Member for the remainder of the Board Member's current term; or
 - (c) the Board Member is removed from their position in accordance with these Rules; or
 - (d) the Board Member resigns from office by notice in writing given to the Secretary; or
 - (e) the Board Member dies or becomes incapacitated.
- 22.5 Nominees to fill casual vacancies must provide a Declaration of Affiliations to the Association prior to their appointment by the Board.
- 22.6 Each Board Member must promptly provide the Association with an updated Declaration of Affiliations upon any change in circumstances which causes that Board Member's previous Declaration of Affiliations to be incorrect or incomplete.

23. Election of Board Members

- 23.1 Nominations of candidates for election as Board Members must be by a club or individual who has held three years continuous membership with Community Clubs Victoria and be:
- (a) Made in writing, signed by two Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination);

- (b) nominating a candidate who is (and is reasonably expected to be at the date of the election):
 - (i) a current board/committee member or a current Senior Manager of a Member; and
 - (ii) a member of that Member.
 - (c) include a Declaration of Affiliations being a statutory declaration completed and signed by the candidate in the form determined by the Board:
 - (i) setting out full details of the nature of the candidate's involvement with (and the identity of) any entities, organisations or associations with objects wholly or partly similar to, contrary to, or otherwise related to the objects of the Association; and
 - (ii) undertaking that, if elected, the candidate will use their position solely for the benefit of CCV and its Members and otherwise in accordance with the Rules and the Act; and
 - (d) delivered to the Secretary of the Association not less than 24 days before the date fixed for the holding of the annual general meeting.
- 23.2 The Association shall disclose to the Members any affiliations declared in a Declaration of Affiliations.
- 23.3 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- 23.4 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.
- 23.5 If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- 23.6 The ballot for the election of Board Members must be conducted at the annual general meeting in such manner as the Board may direct.

24. Meetings of the Board

- 24.1 The Board must meet at least 4 times in each year in person at such place and such times as the Board may determine. Additional meetings may be held fully or partially electronically in accordance with Rule 24.3.
- 24.2 Special meetings of the Board may be convened by the President or by any 4 Board Members.
- 24.3 A meeting of the Board may be called or held using any technology consented to by all the Board Members. The consent may be a standing one. A Board Member may only withdraw his or her consent within a reasonable period before the meeting.
- 24.4 The Board may pass a resolution without a meeting being held if:
- (a) all Board Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document;

- (b) separate copies of a document may be used for signing by Board Members if the wording of the resolution and statements is identical in each copy;
 - (c) technology may be used to obtain the signatures of each Board Member on the one document;
 - (d) the resolution is passed when the last Board Member signs; and
 - (e) the passage of such a resolution will be recorded in the minute book of meetings of the Board of the Association.
- 24.5 Each Board Member will have one vote at all such meetings of the Board. Subject to these Rules all decisions will be determined by a simple majority of votes cast by those Board Members voting at a meeting of the Board. The Chairperson will not have a second or casting vote.
- 24.6 A Board Member who has a material personal interest in a matter being considered by the Board must disclose the nature and extent of that interest to the Board and at the next annual general meeting.
- 24.7 The disclosure of a material personal interest must give details of:
- (a) the extent of the interest; and
 - (b) the relation of the interest to the activities of the Association.
- 24.8 A Board Member who has a material personal interest in a matter being considered at a Board meeting must not:
- (a) be present while that matter is being considered at the meeting; or
 - (b) vote on the matter.
- 24.9 An office holder or former office holder of the Association must not make improper use of information acquired by virtue of holding that office to:
- (a) to gain advantage for himself, herself or any other person or body; or
 - (b) to cause detriment to the Association.
- 24.10 A Board Member must exercise his or her power and discharge his or her duties with a degree of care and diligence that a reasonable person would if that person:
- (a) were an office holder of the Association in the circumstances applying at the time of the exercise of the power and discharge of the duty; and
 - (b) occupy the office held by and had the same responsibilities in the association as a Board Member.
- 24.11 A Board Member who makes a business judgement satisfies the requirements of the previous subsection if the person:
- (a) makes the judgement in good faith for a proper purpose;
 - (b) does not have a material personal interest in the subject matter of the judgement;
 - (c) informs himself or herself about the subject matter of the judgement to the extent that he or she reasonably deems to be appropriate; and

(d) rationally believes that the judgement is in the best interests of the Association.

24.12 A Board Member must exercise his or her powers and discharge his or her duties:

- (a) in good faith and the best interest of the Association; and
- (b) for a proper purpose.

24.13 A Board Member may rely on information or advice to the extent provided in the Act.

24.14 The Association must indemnify each Board Member against any liability incurred in good faith by such Board Member in the course of performing his or her duties.

25. Notice of Board meetings

25.1 Written notice of each Board meeting must be given to each Board Member at least 7 working days before the date of the meeting.

25.2 Written notice must be given to all Board Members of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

26. Quorum for Board meetings

26.1 Any 4 Board Members constitute a quorum for the conduct of the business of a meeting of the Board and the quorum must be present at all times during the meeting.

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

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

- (a) in the case of a special meeting—the meeting lapses; and
- (b) in any other case—the meeting shall stand adjourned to the same place and the same time and day in the following week.

26.4 The Board may act notwithstanding any vacancy on the Board.

27. Presiding at Board meetings

At meetings of the Board:

- (a) the President (Chairperson) or, in the President's absence, the Vice President (Vice Chairperson) presides; and
- (b) if the President and the Vice President are absent, or are unable to preside, the Board Members present must choose one of their number to preside.

28. Voting at Board meetings

28.1 Questions arising at a meeting of the Board, or at a meeting of any subcommittee appointed by the Board, shall be determined on a show of hands or, if a Board Member (or subcommittee member in the case of a meeting of a subcommittee) requests, by a poll taken in such manner as the person presiding at that meeting may determine.

28.2 Each Board Member present at a meeting of the Board, or at a meeting of any subcommittee appointed by the Board (including the person presiding at the meeting), is entitled to one vote. The Chairperson, or person presiding, will not have a second or casting vote.

29. Removal of Board Member

- 29.1 The Association in general meeting may, by resolution, remove any Board Member before the expiration of the Board Member's term of office and appoint an eligible person in his or her place to hold office until the expiration of the term of the first-mentioned Board Member.
- 29.2 A Board Member who is the subject of a proposed resolution referred to in Rule 29.1 may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the Members of the Association.
- 29.3 The Secretary or the President may give a copy of the representations to each Member of the Association or, if they are not so given, the Board Member may require that they be read out at the meeting.

30. Minutes of meetings

- 30.1 The Secretary of the Association must ensure minutes of the resolutions and proceedings of each general meeting are kept, and each Board meeting, together with a record of the names of persons present at Board meetings.
- 30.2 Minutes shall be distributed to the Board Members within five working days of each meeting.

31. Chief Executive Officer

- 31.1 The Board shall appoint a Chief Executive Officer on such terms and conditions as it sees fit.
- 31.2 The Chief Executive Officer shall also hold the office of Secretary of the Association and shall be responsible for the certification and lodging of all statutory documents pursuant to the Act.
- 31.3 The Chief Executive Officer shall be subject to the direction of the Board and shall carry out such duties as the Board may from time to time direct.
- 31.4 The Chief Executive Officer shall attend such meetings of the Board as it may determine from time to time but shall not have any rights to vote at any meeting of the Board or at any committee meeting or at any General Meeting of the Association.

32. Funds

- 32.1 The Treasurer of the Association must ensure:
- (a) all moneys due to the Association are collected and lodged in a financial institution authorised by the Board and make all payments authorised by the Board.; and
 - (b) 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 are maintained.
- 32.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed according to a Board-approved financial delegation schedule.
- 32.3 The funds of the Association shall be derived from entrance fees, annual subscriptions, partnership fees, donations and such other sources as the Board determines.

33. Seal

- 33.1 The common seal of the Association must be kept in the custody of the Secretary.

- 33.2 The common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures either of two Board Members or, of one Board Member and of the Secretary of the Association.

34. Notice to Members

Except for the requirement in Rule 12, any notice that is required to be given to a Member, by or on behalf of the Association, under these Rules may be given by —

- (a) delivering the notice to the Member personally; or
- (b) sending it by prepaid post addressed to the Member at that Member's address shown in the register of Members; or
- (c) facsimile transmission; or
- (d) electronic transmission.

35. Winding up

In the event of the winding up, dissolution or the cancellation of the incorporation of the Association, the assets of the Association after payment of all debts shall be given to an association or organisation with that is carried on predominantly for the same or similar purposes as the Association and is not carried on for the profit and gain of its individual members, or a charity, or must be disposed of in accordance with the provisions of the Act.

36. Custody and inspection of books and records

- 36.1 Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- 36.2 All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any Member upon request with three working days notice.

37. Amendments

Any amendments to these Rules must be submitted and approved by the Registrar of Incorporated Associations or any other regulatory authority with which the Association is registered requiring such approval unless that requirement ceases to exist.

38. Disclosure of Board Member's Relevant Remuneration and Non-Cash Benefits

- 38.1 Each Board Member of the Association shall disclose to the Association any remuneration paid to the Board Member:
- (a) because the Board Member is a member of another board; if
 - (i) the Board Member is a member of the other board only because the Board Member is a Board Member of the Association; or
 - (ii) the Board Member was nominated for the position as a member of the other board by the Association, a branch of the Association, or a peak council; or
 - (b) by any related party of the Association in connection with the performance of the Board Members' duties as a Board Member.

38.2 The disclosure required by Rule 38.1 shall be made to the Association:

- (a) as soon as practicable after the Remuneration is paid to the Board Member; and
- (b) in writing.

38.3 The Association shall disclose to the Members of the Association:

- (a) the identity of the Board Members who are the five highest paid in terms of Relevant Remuneration for the disclosure period; and
- (b) for those Board Members:
 - (i) the actual amount of the Board Members' Relevant Remuneration for the Disclosure Period; and
 - (ii) either the value of the Board Members' relevant non-cash benefits, or the form of the Board Members' relevant non-cash benefits, for the disclosure.

38.4 For the purpose of Rule 38.3, the disclosure shall be made:

- (a) in relation to each financial year;
- (b) within six months after the end of the financial year; and
- (c) in writing.

39. Disclosure of Board Members' Material Personal Interests

39.1 Each Board Member of the Association shall disclose to the Association any material personal interest in a matter that:

- (a) the Board Member has or acquires; or
- (b) a relative of the Board Member has or acquires that relates to the affairs of the Association.

39.2 The disclosure required by Rule 39.1 shall be made to the Association:

- (a) as soon as practicable after the interest is acquired; and
- (b) in writing.

39.3 The Association shall disclose to the Members of the Association any interests disclosed to the Association pursuant to Rule 39.1.

39.4 For the purpose of Rule 39.3, the disclosure shall be made:

- (a) in relation to each financial year;
- (b) within six months after the end of the financial year; and
- (c) in writing.

40. Disclosure by Association of Payments

40.1 The Association shall disclose to Members of the Association either:

- (a) each payment made by the Association, during the Disclosure Period:

- (i) to a related party of the Association; or
 - (ii) to a Declared Person or Body of the Association; or
 - (b) the total of the payments made by the Association, during the Disclosure Period:
 - (i) to each related party of the Association; or
 - (ii) to each Declared Person or Body of the Association.
- 40.2 Rule 40.1 does not apply to a payment made to a related party if the payment consists of amounts deducted by the Association from remuneration payable to Board Members or employees of the Association.
- 40.3 For the purposes of Rule 40.1, the disclosure shall be made:
- (a) in relation to each financial year;
 - (b) within six months after the end of the financial year; and
 - (c) in writing.

Document Control Table

Version	Special resolution date	Effective date of change (usually CAV approval date)	Changes legally prepared and reviewed?	Comments	CCV responsible person
1.0	[insert]	[insert]	[insert]	Original rules adopted on amalgamation of CVI and CCAV, including provisions relating to amalgamation	[insert]
2.0	24/08/21	[insert]	Yes, by Wisewould Mahony	Substantial changes from original rules, including removing amalgamation-related provisions	Jenny Maher
2.1	N/A	19/07/23	Yes, by Wisewould Mahony	Added Document Control Table	Angel Hoang
2.2	17/09/24	[insert]	Yes, by Wisewould Mahony	Minor changes to rules in version 2.0	Angel Hoang