

RULES OF THE WYE RIVER AND SEPARATION CREEK PROGRESS ASSOCIATION

Incorporated under the *Associations Incorporation Reform Act 2012* (Vic) (**the Act**)

The Association

1. The name of the Association is the "Wye River and Separation Creek Progress Association Incorporated" (the Association).
2. The purposes of the Association are to advance the welfare and protect the environment of the Wye River and Separation Creek district (the Purposes).
3. The Association has power to do all things that help it to achieve the Purposes.
4. The Association and its Committee may only exercise their powers and use the income and assets of the Association for the Purposes of the Association.

Financial year

5. The financial year of the Association starts on 1st November of each year.

Members

6. Any property owner in Wye River or Separation Creek and any permanent, part-time, temporary or casual resident who supports the Purposes of the Association may apply to join the Association as a member.
7. Members of the same family residing at the same address may apply for a concessional family membership. Each family member has the same rights as other members but the family is only entitled to a single copy of correspondence from the Association. If two or more members of the family attend a general meeting, they have a maximum of two votes.
8. The Committee may set or change joining fees and annual subscription fees for members. Changes to the fees must be approved by members at a general meeting.
9. A person may apply to join the Association by writing to the Secretary and paying the joining fee (if any).
10. The Committee may approve or reject an application to join the Association. If the Committee rejects an application, it must return the joining fee (if any) and write to the person to tell them their application has been rejected, giving reasons for the decision.
11. A person becomes a member when:
 - a. the Committee has approved their application to join the Association
 - b. the Association has received the person's joining fee (if any), and

- c. the Secretary has entered the person's name, address and date they became a member on the members' register.
12. The Association must inform the person when their membership has started, and if they have to pay any annual subscription fee. That fee (if any) must be paid within 28 days.
13. Members may choose to cease being a member of the Association at any time by writing to the Secretary. The Association will not refund any joining and subscription fees already paid.
14. Members must pay the annual subscription fee (if any) within one month of it falling due. If a member does not pay in time, their membership will be suspended (when membership is suspended, a member cannot exercise their members' rights such as voting at any general meeting of the Association).
15. Members have rights and liabilities as set out in the Act and in these rules.
16. Each member's liability is limited to the joining fee and annual subscription fees (if any).

Members' access to documents

17. A member may, subject to rules 19 to 21, inspect the rules of the Association, general meeting minutes, relevant documents (as defined in the Act) and the members' register at a reasonable time.
18. A member may write to the Secretary asking for copies of the documents (with the exception of the members register). The Secretary may charge a reasonable fee for providing copies.
19. The Secretary may refuse a request to inspect or copy relevant documents, if the documents contain or relate to confidential, personal, employment, commercial or legal matters, or if granting the request would breach a legal obligation or prejudice the proper interests of the Association.
20. Members may, upon reasonable request in writing to the Secretary and for a specified purpose, inspect or obtain copies of Committee meeting minutes or parts of the minutes.
21. Members' personal information will be kept confidential and may only be used for the Purposes of the Association. Members may write to the Secretary to ask that the Secretary further restrict access to their details on the members' register if they have special circumstances. The Secretary will determine if there are special circumstances, and will notify the member in writing of the determination.

The Committee

22. The Association is governed by a management committee (the **Committee**) that is made up of committee members (**Committee Members**).

23. The Committee may exercise all powers and functions of the Association (consistently with the Act), except for powers and functions that the members are required to exercise at a general meeting (under these rules or the Act).
24. The Committee may delegate any of its powers and functions to a committee member, a sub-committee, a staff member or a member other than the power of delegation or a duty imposed by the Act. The delegation must be in writing and can be revoked by the committee in writing.
25. Committee Members shall be elected by members of the Association at the AGM.
26. The Committee is made up of the following roles:
 - a. The President
 - b. The Vice-President
 - c. The Treasurer
 - d. The Secretary(these are the **Offices**); and
 - e. Eight Ordinary Committee Members.
27. The duties of the holders of the Offices (rule 26 a-d) in addition to those mentioned in these Rules are to discharge such functions and exercise such authorities as are normally associated with office-bearers having such titles.
28. Each Committee member is elected by the AGM for a three-year term, with one third of the Committee to retire at each AGM but with a right of re-election.
29. The Secretary must be over 18 years of age, and live in Australia.
30. If the Secretary ceases to live in Australia, the office of Secretary falls vacant.
31. If the office of Secretary falls vacant, the Committee must appoint a new Secretary within 14 days.
32. A member can nominate to be on the Committee by writing to the Secretary; two other members must support their nomination in writing.
33. Nominations to the Offices of President, Vice-President, Treasurer and Secretary must be made no later than 7 days before the AGM. Nominations for election as Ordinary Committee members may be made at the AGM.
34. If the number of members nominated to be Committee Members is equal to the number of Committee vacancies, the AGM Chair may declare the positions filled without holding a ballot. A ballot may be held to determine terms of office.
35. A Committee Member ceases being on the Committee if they:
 - a. resign, by writing to the Committee or the Secretary
 - b. are removed by a special resolution of members of the Association
 - c. become insolvent (as the term is used in the *Corporations Act 2001*)
 - d. become a represented person (under the *Guardianship and Administration Act 1986*).

36. Any Committee member or office bearer who is absent from three consecutive meetings of the Association without notice shall automatically forfeit his or her Committee membership or Office.
37. If a Committee Member ceases being on the Committee before the end of their term in accordance with rule 35, the Committee may appoint a member of the Association to fill the vacancy on the Committee until the next AGM.
38. Among its other responsibilities, the Committee is responsible for making sure that:
 - a. accurate minutes of general meetings and Committee meetings of the Association are made and kept, and
 - b. all records, securities and relevant documents of the Association are kept properly.

Committee Meetings

39. The Secretary must give not less than 7 days' notice of a regular Committee Meeting to Committee Members.
40. The Committee shall decide how often it meets, but must hold not less than 6 regular meetings each year.
41. Committee Members may participate in meetings through technology (such as phone or video conferencing) that provides a reasonable opportunity to participate.
42. The Chair of Committee Meetings is the President, or if the President cannot attend, the Vice-President, and if the President and Vice-President cannot attend, the Committee Members can choose who will be Chair.
43. If a vote of the Committee is tied, the Chair of the meeting has the deciding vote.
44. At least five Committee Members must be present (either in person or through the use of technology) for the meeting to be validly held (the quorum).

General Meetings

45. The Association must hold an AGM within five months after the end of the Association's financial year.
46. The ordinary business of the AGM is to confirm the minutes of the previous AGM, receive reports and statements on the previous financial year, and elect Committee Members. The notice of AGM must include any special business or motions to be considered.
47. The Committee or a group of at least 10% of all members may call a Special General Meeting.
48. At least 10% of the members entitled to vote (a quorum) must be present at a general meeting (either in person or through the use of technology, or by proxy) for the meeting to be held.
49. Members may vote by proxy at general meetings.

50. Proxy forms must be received by the Secretary no later than the commencement of the meeting.
51. Notice of general meetings must be provided to members at least 21 days before the meeting to each member's postal or email address listed on the members' register (and in the case of email addresses, so long as the email address was provided for receiving notices).
52. Notices of general meetings must include the time, date and place of the meeting and the matters to be dealt with at that meeting.
53. The Chair of a general meeting will be the President, or if the President is not in attendance, the Vice-President, or if the President and Vice-President are not in attendance, the members at the meeting shall appoint another Committee Member to be Chair.
54. Resolutions may be determined on a show of hands or by written ballot, or another method determined by the Chair that is fair and reasonable in the circumstances. If a resolution is determined initially on a show of hands, any member may request a written ballot.
55. If two or more members from the same family membership are present they have a maximum two votes on a show of hands or a poll.
56. If a vote of the members is tied, the Chair of the meeting has the deciding vote.
57. The Chair may adjourn the meeting if there are insufficient members at the meeting for a quorum (see rule 48) within 30 minutes of the meeting time, or if there is insufficient time at a meeting to address all business. A new notice must be sent to all members before the adjourned meeting is held (but the notice does not have to comply with rule 51, unless the adjourned meeting is held more than 21 days after the original meeting date).

Dispute procedures

58. If there is a dispute between:
 - (i) a member and another member in relation to the Association,
 - (ii) a member and the Association, or
 - (iii) a member and the Committee,the parties involved must first attempt to resolve the dispute between themselves for at least 14 days from the date the dispute is known to all parties involved.
59. If the dispute cannot be resolved between the relevant parties, the following procedure must be followed:
 - a. the relevant party or parties must notify the Association and document the nature of the dispute.
 - b. the Committee must appoint an unbiased mediator to hear from all the parties involved and try to find a solution. The Committee must let the people involved know the time and place where the hearing will happen

- c. at the hearing, each party must have an opportunity to be heard and undertake to act reasonably to resolve the dispute, and
- d. the mediator will determine the outcome of the dispute.

Disciplining members

- 60. The Committee may discipline a member of the Association if it considers the member has breached these Rules or if the member's behaviour is causing (or has caused) damage or harm to the Association.
- 61. The Committee must write to the member to tell them why disciplinary action is proposed.
- 62. The Committee must establish a disciplinary procedure that meets the following requirements:
 - a. the outcome must be determined by a unbiased decision-maker
 - b. the member must have every reasonable opportunity to be heard, and
 - c. the disciplinary procedure must be completed as soon as reasonably practicable.
- 63. The outcome of a disciplinary procedure may involve suspension or termination of membership. The Association cannot fine a member.

Funds

- 64. The Association must not distribute funds, income or assets to members except as reasonable compensation for services provided or for expenses incurred on behalf of the Association.
- 65. The Association may derive or generate funds from joining fees and annual subscription fees, donations, grants, fundraising, interest on deposits, and any other sources approved by the Committee that are consistent with furthering the Association's Purposes.
- 66. Cheques, EFT transfers or cash payments made from the Association's funds must be authorised (signed) by two members of the Committee.
- 67. Financial records must be kept and stored for 7 years, and in accordance with any other applicable laws.

Alteration of rules

- 68. These rules may be changed, added to, or replaced by special resolution of the Association's members at a general meeting. For a special resolution to be passed, 75% of the members present and voting in person or by proxy must record a vote in favour of the resolution.

Winding Up

69. The members may vote by special resolution at a general meeting to wind up the Association.
 70. If the Association is wound up, any surplus assets must not be distributed to the members or former members of the Associations, and (subject to the Act and any Court order) must be distributed to another organisation or other organisations having similar objects or purposes, so long as that organisation or those organisations are not carried on for profit or for the gain of members.
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