



# **RULES OF MELBOURNE PC USER GROUP INCORPORATED**

Revised August 2001

To be read in conjunction with Section 6(a)(i) of the Associations Incorporation Act (see Appendix 2)

## ASSOCIATIONS INCORPORATION ACT 1981

### RULES OF MELBOURNE PC USER GROUP INCORPORATED

#### NAME

1. The name of the incorporated association is MELBOURNE PC USER GROUP INCORPORATED (in these rules called "the Group"). The Group is incorporated under the Associations Incorporation Act, 1981.

#### STATEMENT OF PURPOSES

2. The purposes of the Group are to conduct, on a non-profit basis, activities aimed at the effective utilisation of the personal computer and to endeavour to achieve such effective utilisation by means of:
  - (1) advancing computer literacy
  - (2) advancing the art and science of information processing through education and interchange of ideas
  - (3) keeping members abreast of developments in computing and information technology and enabling members to exchange information and experience
  - (4) representing computer users in public debate and by acting and speaking on their behalf where they would be affected by proposed legislation or other regulatory measures
  - (5) providing a forum for the exchange of views amongst computer users and between computer users and the computer industry
  - (6) co-operating supporting or joining with, or in, other organisations with similar purposes
  - (7) undertaking other activities beneficial to the Group

In order to further its purposes the Group shall have the rights, powers and privileges of a natural person.

#### APPLICATION FOR MEMBERSHIP

3. (1) (a) A person who is approved for membership as provided in these rules is eligible to be a member of the Group on payment of the entrance fee and annual subscription payable under these rules.
  - (b) A person who is not a member of the Group at the time of the incorporation of the Group (or who was such a member at that time but has ceased to be a member) shall not be admitted to membership:
    - (i) unless the person applies as provided in sub-Rule (c); and

- (ii) their admission as a member is approved by the Committee.
- (c) The application of a person for membership of the Group:
  - (i) shall be made in writing in the form approved by the Committee and containing at least details of the applicant's name, mailing address and contact telephone number;
  - (ii) shall be lodged with the Secretary of the Group; and
  - (iii) shall be accompanied by the entrance fee and annual subscription fixed in accordance with Rule 4.
- (d) As soon as is practicable after the receipt of an application, the Secretary shall refer it to the Committee;
- (e) Upon an application being referred to the Committee, the Committee shall determine whether to approve or to reject it.
- (f) Upon a nomination being approved by the Committee the Secretary shall enter the applicant's name in the register of members kept by the Secretary and, upon the name being so entered, the applicant shall become a member of the Group.
- (g) A right, privilege, or obligation of a person by reason of the person's membership of the Group:
  - (i) is not capable of being transferred or transmitted to another person;
  - (ii) terminates upon the cessation of the person's membership whether by death or resignation or otherwise; and
  - (ii) is suspended for the duration of his or her employment by the group.

#### (2) *Honorary Life Members*

A member may be made an Honorary Life Member by special resolution of the members in general meeting in recognition of their outstanding contribution to the Group. Honorary Life Members are exempted from payment of all annual subscriptions.

#### (3) (a) *Student or Concessional Members*

The Committee may determine the terms and conditions of admission for student or concessional members however the annual subscription payable by these members shall not be less than half that payable by an individual member and shall not exceed the subscription payable by an individual member. Any such terms and conditions may be varied by the members at the next general meeting by ordinary resolution. The procedures provided for in sub-Rule (1) shall apply to persons nominated for student or concessional membership of the Group.

#### (b) *Family Membership*

Concessional family memberships shall be available to members of the same family residing at the same address. A family membership provides full individual voting and other membership privileges except that one copy only of Group correspondence shall be forwarded to the address of the family membership.

(c) *Pensioner Membership*

Concessional pensioner memberships shall be available to members who hold a current "Pensioner Concessional Card"

(4) *Corporate Members*

A corporation may in writing appoint two natural persons as its representatives and may from time to time revoke such appointment and substitute other representatives. A representative of a corporation shall have the same rights, duties and obligations as members including the right to appoint a proxy and become an ordinary member of the Committee. Additional corporate representatives may be appointed on payment of an additional subscription equal to that payable by an individual member fixed in accordance with Rule 4. The procedures provided for in sub-Rule 1 shall apply to persons appointed as corporate representatives of the Group.

- (5) In addition to the categories of membership referred to in sub-paragraphs 2, 3, and 4 hereof, the Committee is hereby empowered to create such other categories of membership, and to vary the existing categories, as it from time to time decides.

#### **ENTRANCE FEE AND ANNUAL SUBSCRIPTION**

4. (1) The Committee may, subject to such direction as may from time to time be given by the membership at a General Meeting, alter or determine the entrance fee and annual subscription for each year, and may in so doing decide upon different entrance fees and annual subscriptions for different categories of members as it thinks fit.
- (2) The annual subscription shall be for the twelve months commencing from the date of approval to membership or the anniversary of such date in the case of renewal.
- (3) The amount of the annual subscription for each class of membership shall be payable in advance.

#### **REGISTRATION OF MEMBERS**

5. (1) The Secretary shall maintain a register of members in which shall be entered the surname, initials and address of each

member and the register shall be available for inspection by members, by appointment, at the address of the Public Officer.

- (2) The Secretary shall record in the register the date of any entry, deletion or amendment.
- (3) Upon notification of the death of a member the Secretary shall delete the member's name from the register.
- (4) Upon notification by a member of his or her change of address, the Secretary shall amend the register accordingly.
- (5) The Secretary may amend the details set out in the register upon being satisfied on reasonable grounds that those details are incorrect.

#### **RESIGNATION AND EXPULSION OF MEMBER**

6. (1) A member of the group who has paid all monies due and payable by the member to the Group may resign from the Group 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 shall cease to be a member.
- (2) A member who does not renew his or her membership shall cease to be a member.
- (3) Upon a member ceasing to be a member under sub-Rules (1) or (2) the Secretary shall delete the member's name from the register of members.
7. (1) If in the opinion of the Committee a member has:
- (a) refused or neglected to comply with these rules; or
- (b) been guilty of conduct prejudicial to the interests of the Group; then the Committee may by resolution either expel a member from the Group or suspend a member from membership of the Group for a specified period. The Group shall not have the power to fine a member.
- (2) A resolution of the Committee under sub-Rule (1):
- (a) does not take effect unless the Committee, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under sub-Rule (3), confirms the resolution in accordance with this rule; and
- (b) where the member exercises a right of appeal to the Group under this rule, does not take effect unless the Group confirms the resolution in accordance with this rule.
- (3) Where the Committee passes a resolution under sub-Rule (1), the Secretary shall, as soon as practicable, cause to be served on a member a notice in writing:

- (a) setting out the resolution of the Committee and the grounds on which it is based;
- (b) stating that the member may address the Committee at a meeting to be held not earlier than 14 and not later than 28 days after the service of notice;
- (c) stating the date, place and time of that meeting;
- (d) informing the member that the member may do one or more of the following:
  - (i) attend that 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 24 hours before the date of the meeting, lodge with the Secretary a notice to the effect that the member wishes to appeal to the Group in general meeting against the resolution.
- (4) At a meeting of the Committee held in accordance with sub-Rule (2), the Committee:
  - (a) shall give to the member an opportunity to be heard;
  - (b) shall give due consideration to any written statement submitted by a member; and
  - (c) shall by resolution determine whether to confirm or revoke the resolution.
- (5) Where the Secretary receives a notice under sub-Rule (3)(d)(iii), the Secretary shall notify the Committee and the Committee shall convene a general meeting of the Group to be held within 21 days after the date on which the Secretary received the notice.
- (6) At a general meeting of the Group convened under sub-Rule (5):
  - (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 shall be given an opportunity to be heard; and
  - (d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (7) If at the general meeting:
  - (a) two-thirds of the members present in person or by proxy vote in favour of the confirmation of the resolution, the resolution is confirmed; and
  - (b) in any other case, the resolution is revoked.

## **ANNUAL GENERAL MEETING**

- 8. (1) The Committee shall in the latter half of each calendar year convene an annual general meeting of the members.
- (2) The annual general meeting shall be specified as such in the notice convening it.
- (3) 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 Group during the last preceding financial year;
  - (c) to elect officers of the Group and the ordinary members of the Committee;
  - (d) to receive and consider the statement submitted by the Group in accordance with Section 30(3) of the Act; and
  - (e) to appoint an Auditor.
- (4) Subject to Rule 11 the annual general meeting may transact special business.
- (5) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.
- (6) The Secretary shall forward to each member not less than 7 days prior to the date of the Annual General Meeting:
  - (a) a copy of the President's and Treasurer's reports for the last financial year; and
  - (b) the statement of income and expenditure of the Group during the last financial year and the assets and liabilities of the Group at the end of its last financial year.

## **SPECIAL GENERAL MEETING**

- 9. All general meetings other than the annual general meeting shall be called special general meetings.
- 10. (1) The Committee may, whenever it thinks fit, convene a special general meeting of the Group and, where, but for this sub-Rule, more than 15 months would lapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
- (2) The Committee shall, on the requisition in writing of members representing not less than 5% of the total number of members, convene a special general meeting of the Group.
- (3) The requisition for a special general meeting called under sub-Rule (2) hereof shall state the objects of the meeting and shall be signed by the members making the requisition 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 requisition.

- (4) If the Committee does not cause a special general meeting to be held within 42 days after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by members in pursuance of these Rules shall be convened in the same manner as nearly as 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 Group to the persons incurring the expenses.

## NOTICE OF MEETING

11. (1) The Committee shall subject to sub-Rule (2) determine the time, date and place of each general meeting other than a special general meeting convened on the requisition of members.
- (2) General meetings shall:
  - (a) commence between 6.00 PM and 8.00 PM
  - (b) be held on week days; and
  - (c) be held within a radius of 25 km from the General Post Office, Melbourne.
- (3) The Secretary of the Group shall, at least 7 days (or not less than 28 days in the case of an annual general meeting) before the date fixed for holding a general meeting of the Group, cause to be sent to each member of the Group at his or her address appearing in the register of members, a notice by prepaid delivery:
  - (a) stating the place, date, and time of the meeting;
  - (b) the nature of the business to be transacted at the meeting;
  - (c) enclosing the minutes of the last general meeting held which are to be confirmed at the proposed meeting.
- (4) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (5) A member desiring to bring any business before a meeting shall, not less than 28 days prior to the requirements set out under sub-Rule (3) hereof, give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.
- (6) If the general meeting is being called due to a requisition under Rule 10(2), the notice of the meeting shall advise the name and address of

the independent chairperson as required under Rule 13(3).

## PROCEEDINGS AT MEETINGS

12. (1) All business that is transacted at a general meeting with the exception of that requiring a special resolution, shall be deemed to be ordinary business.
  - (2) The quorum for a general meeting shall be the lesser of 50 members or 5% of the total membership, present in person and entitled to vote.
  - (3) No motion shall be put to the vote at a general meeting unless there is a quorum.
  - (4) (a) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved.
  - (b) In any other case, the meeting may shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson on the advice of the Committee 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 commencement of the meeting, the members present (being not less than 3) shall be a quorum.
13. (1) The President, or in his or her absence, the Vice President, shall preside as Chairperson at each general meeting of the Group, except as set out in sub-Rules (2) and (3) hereof.
  - (2) If the President and the Vice President are absent from a general meeting, the members present shall elect one of their number to preside as Chairperson at the meeting.
  - (3) Where a general meeting is called under Rule 10 (2), the Chairperson of that meeting shall be a person nominated to chair that meeting by the President of Melbourne No.1 Rostrum Club. This Chairperson shall be empowered to discuss the issues in contention with any member or group of members and may if he or she sees fit attempt to clarify the issues in question, and to endeavour to arrange a compromise that is acceptable to all. Any fee payable to this Chairperson is to be paid by the Group.
14. (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 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
- (3) Except as provided in sub-Rule (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

**15.** A question arising at a general meeting of the Group, shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Group is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.

- 16.** (1) Upon any question arising at a general meeting of the Group, a member or a corporate member representative has one vote only.
- (2) All votes shall be given personally or by proxy or by postal ballot conducted in accordance with any rules adopted by the Committee.
  - (3) In the case of an equality of voting on a question, the Chairperson of the meeting (excluding a Chairperson appointed under Rule 13 (3) hereof) is entitled to exercise a second or casting vote.

- 17.** (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 other question shall be taken at such time before the close of the meetings as the Chairperson may direct.

**18.** A member is not entitled to vote at any general meeting unless all moneys due and payable by the member to the Group have been paid.

## **APPOINTMENT OF PROXIES**

- 19.** (1) Each member shall be entitled to appoint a natural person who is a member as his or her proxy by notice given to the Secretary by the start of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out in Appendix 1.
  - (3) If a corporate member has appointed one or more natural persons as its representatives then those representatives shall each be entitled to appoint another natural person who is a member as their proxy.

## **COMMITTEE OF MANAGEMENT**

- 20.** (1) The affairs of the Group shall be managed by a Committee of Management constituted as provided in Rule 21.
- (2) The Committee:
    - (a) shall control and manage the business and affairs of the Group;
    - (b) may, subject to these rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Group other than those powers and functions that are required by these rules to be exercised by general meetings of the members of the Group; and
    - (c) subject to these rules, the regulations and the Act, 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 Group.
  - (3) A member of the Committee must, at the first reasonable opportunity, register with the Secretary any direct or indirect financial interest held in any financial transaction conducted by the Group. Such member may not vote on any motion concerning a related contract, but may be counted towards the quorum for the meeting and execute the relevant contract on behalf of the Group. Any such interest must be included in the financial reports of the Group.
  - (4) (a) The Committee may establish sub-committees with such membership and terms of reference as it thinks fit.
    - (b) The Committee may by resolution delegate any of its powers and functions (other than this power of delegation) to any one or more of the officers of the Group.
    - (c) The Committee may delegate any of its powers to one or more Committee members subject to Rule 20 (4)(d). Such powers may only be delegated by resolution passed by absolute majority of the current Committee.

(d) The delegated body referred to in Rule 20 (4)(b) may only exercise its delegated powers by resolution by an absolute majority of its members.

21. (1) The officers of the Group shall be:

- (a) a President;
  - (b) a Vice-President;
  - (c) a Treasurer;
  - (d) a Secretary
- (2) The provisions of Rule 23 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 sub-Rule (1).
- (3) Each officer of the Group 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 sub-Rule (1), the Committee may appoint a member of the Group to the vacant office and the member so appointed may continue in office, subject to these rules, up to and including the conclusion of the annual general meeting next following the date of his or her appointment.

22. (1) The Committee shall consist of:

- (a) the officers of the Group; and
  - (b) 8 ordinary members--each of whom shall be elected at the annual meeting of the Group in each year.
- (2) Each ordinary member of the Committee shall, subject to these rules, hold office up to and including the conclusion of the annual general meeting next after the date of his or her election but is eligible for re-election.
- (3) 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 Group to fill the vacancy and the member so appointed may continue in office, subject to these rules, until the conclusion of the annual general meeting next following the date of his or her appointment.

## **ELECTION OF COMMITTEE OF MANAGEMENT**

23. (1) Nominations of candidates for election as officers of the Group or as ordinary members of the Committee:

- (a) shall be made in writing, signed by two members of the Group 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 Group by 5 pm on the declared date for the close of nominations.

(c) The Secretary shall specify a closing date for nominations that is not less than 28 days, and not more than 40 days, before the date fixed for the holding of the annual general meeting.

(2) The election of officers and ordinary members of the Committee shall be conducted at the Annual General Meeting and there shall be a separate election of each officer conducted (unless the meeting resolves otherwise) in the sequence in which the officers are listed in Rule 21 (1). Following these elections, there shall be a further election of the ordinary members of the Committee.

(3) Where a person is elected as an officer and is the nominee in the election for any other office or as an ordinary member of the Committee, the second and any further nomination shall lapse.

(4) (a) Where no nomination is received for the election of an officer of the group, the vacancy shall be treated as a casual vacancy and be filled according to section 21(4)

(b) Where insufficient nominations are received to fill all the vacancies for the ordinary members of the Committee, each candidate nominated shall be deemed to be elected and any vacancy shall be treated as a casual vacancy and be filled according to section 22(3)

(c) Where in the case of the election of each officer, only one nomination is received, the person nominated shall be deemed to be elected and where in the case of the election of the ordinary members of the Committee, 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) The ballot for the election of officers and ordinary members of the Committee shall be conducted at the annual general meeting in such usual and proper manner as the Committee may direct but subject to the following:

(a) voting shall be by secret ballot;

(b) the positions on the ballot paper of candidate's names shall be determined by lot;

(c) a member's vote shall not be invalid if they do not vote for all candidates but merely some of the candidates;

(d) voting shall follow the simple plurality or "first past the post" system;

- (e) if two or more candidates receive an equal number of votes the result shall be declared by lot;
  - (f) members may vote by postal vote, the form for which must be forwarded to members by the Secretary in accordance with Rule 23 (6).
- (6) The Secretary shall forward to each member not less than 7 days prior to the date of the Annual General Meeting:
- (a) a list of nominations for officers and ordinary members of the Group;
  - (b) the candidates' residential addresses;
  - (c) the names of the candidates' proposers and seconders;
  - (d) at the option of the candidates, statements not exceeding 100 words may be provided detailing the candidates' experience, qualifications for office and policies; and
  - (e) a postal voting form which includes the names of all candidates in the order determined for each position by lot.

**24.** For the purposes of these rules, the office of an officer of the Group or of an ordinary member of the Committee becomes vacant if the officer or member:

- (1) ceases to be a member of the Group or the representative of a corporate member of the Group;
- (2) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code;
- (3) resigns his or her office by notice in writing given to the Secretary;
- (4) is removed from office under rule 27; or
- (5) is absent from 3 consecutive Committee Meetings without prior leave of absence from the Committee.

## **PROCEEDINGS OF COMMITTEE**

- 25.** (1) The Committee shall meet at least 6 times in each year at such place and such times as the Committee may determine.
- (2) Special meetings of the Committee may be convened by the President or by any 4 of the members of the Committee.
  - (3) No business other than that of which notice has been given shall be transacted at any meeting of the Committee unless such notice requirement is waived by a resolution of the Committee passed by an absolute majority of votes exercisable.
  - (4) Any four 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 (or such place advised by the secretary to each member of the Committee) unless the meeting was a special meeting in which case it lapses.

- (6) At meetings of the Committee:
- (a) the President, or in his or her absence the Vice-President, shall preside; or
  - (b) if the President and the Vice-President are both absent, 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 subcommittee appointed by the Committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (8) Each member present at a meeting of the Committee or of any subcommittee appointed by the Committee (including the person presiding at the meeting or the secretary) is entitled to one vote. The Chairperson shall not have a casting vote. If the voting is tied the motion shall be deemed lost.
- (9) Oral or written notice of each committee meeting shall be given to each member of the Committee at a reasonable time before the meeting or by sending it by prepaid post addressed to the member at his or her usual or last known place of abode at least two business days before the date of the meeting, (or such other period as may be unanimously agreed upon by the members of the Committee).
- (10) Subject to sub-Rule (4) the Committee may act notwithstanding any vacancy on the Committee.

## **DUTIES OF MEMBERS OF COMMITTEE**

- 26.** (1) *President*
- The President shall:
- (a) act as Chairperson at all meetings of the Committee and of members;
  - (b) present a written report to members prior to the Annual General Meeting which shall be forwarded to members as provided in Rule 8(6);
  - (c) report to members either orally at a meeting of members or in writing on behalf of the Committee of Management on two occasions other than the Annual General Meeting on the activities of the Group

- since the President's previous report and proposed plans for the future; and
- (d) represent and act as a spokesperson on behalf of the Group to non-members.
- (2) *Vice-President*  
The Vice-President shall assist the President in carrying out the President's duties.
- (3) *Treasurer*  
The Treasurer of the Group:
- (a) shall collect or oversee the collection of all moneys due to the Group and make all payments authorised by the Group;
- (b) shall keep correct accounts and books showing the financial affairs of the Group with full details of all receipts, expenditure, assets and liabilities connected with the activities of the Group;
- (c) shall be responsible for the management of funds of the Group subject to the direction of the Committee, including the payment of all Group funds into a bank, building society, credit union or trust account nominated by the Committee and invested in the name of the Group.
- (d) may invest funds not required for the day to day management of the Group in such investments that a Trustee is authorised to invest under Section 4 of the Trustee Act, 1958, as amended, subject to the term of such investment not exceeding 180 days, unless notice of the intention to invest funds in excess of 180 days has been promulgated to the members 28 days prior to commencing the investment; and
- (e) Shall make available the accounts and books referred to in sub-Rule (b) for inspection by members at any reasonable hour, provided adequate notice is given.
- (4) *Secretary*  
The Secretary of the Group shall:
- (a) 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;
- (b) keep and maintain the register of members as provided in Rules 5 and 6;
- (c) act as the Public Officer of the Group unless the Committee otherwise decides;
- (d) have custody of the Common Seal as provided in Rule 30;
- (e) receive applications for membership and deal with such in accordance with Rule 3;
- (f) forward notices of meetings to members as provided in Rules 11 and 23 and to members of the Committee as provided in Rule 25;
- (g) receive members' proxies and nominations of candidates for election as

- officers of the Group or as ordinary members of the Committee as provided in Rules 19 and 23;
- (h) have custody of records as provided in Rule 34; and
- (i) ensure that minutes of proceedings at a meeting are signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.

## REMOVAL OF MEMBERS OF COMMITTEE

27. (1) The Group in general meeting may by special resolution, specifying the grounds for such removal, 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 removed member.
- (2) Where the member to whom a proposed resolution referred to in sub-Rule (1) makes representations in writing to the Secretary or President of the Group (not exceeding a reasonable length) and requests that they be notified to the members of the Group, the Secretary or the President may send a copy of the representations to each member of the Group or, if they are not sent, the member may require that they be read out at the general meeting called to consider the special resolution to remove him or her.

## SAVING CLAUSE

28. The acts of persons acting as members of the Committee and of meetings in which they participate are valid, even if it is subsequently discovered that there was a defect in their appointment, nomination, election or qualification.

## CHEQUES

29. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the committee, at least one of whom shall be an officer.

## SEAL

30. (1) The Common Seal of the Group shall be kept in the custody of the Secretary.
- (2) The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common

Seal shall be attested by the signature either of two members of the Committee or of one member of the Committee and of the Public Officer of the Group.

## **ALTERATION OF RULES AND STATEMENT OF PURPOSES**

31. These rules and the statement of purposes of the Group shall not be altered except by a special resolution passed by a majority of not less than three-fourths of the members of the Group present and entitled to vote, voting in person or by proxy, or otherwise in accordance with Sections 22 and 29 of the Act.

## **NOTICES**

32. (1) A notice may be served by or on behalf of the Group upon any member either personally or by sending it by post or delivery service to the member at the address shown in the Register of Members.  
(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.  
(3) Members must notify the Group in writing of any change in their preferred address.

## **WINDING UP OR CANCELLATION**

33. If upon winding-up or dissolution of the Group there remains, after satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members of the Group but shall be given or transferred to some other company or group having similar objects to the Group which shall prohibit the distribution of its income and property amongst its members to the extent as great as is imposed on the Group, such organisation to be determined by the members of the Group at or before the time of dissolution and in default thereof by such judge of the Supreme Court of Victoria as may have, or acquire, jurisdiction in the matter.

## **CUSTODY OF RECORDS**

34. (1) Except as otherwise provided by the Act or in these Rules, the Secretary shall keep in the Secretary's custody or under the Secretary's control all books, documents, magnetic or

electronic media, computer records, and securities of the Group.

(2) A member may inspect the records of the Group at any reasonable hour, provided adequate notice is given. The member may make copies of such records at his/her own expense, but may not remove or take away such records.

## **FUNDS**

35. The funds of the Group shall be derived from entrance fees, annual subscriptions, sales, donations and such other sources as the Committee determines.

## **INVESTMENT OF FUNDS**

36. (1) The Committee shall only, unless otherwise authorised by a special resolution of a general meeting, invest the funds of the Group not required for day to day purposes in investments, and in the manner so specified in Rule 26 (3)(d).  
(2) Loans to members of the Group are prohibited.  
(3) The restriction on investment of funds in sub-Rule (1) shall not prevent the Group from holding stocks of public domain diskettes, blank diskettes or stocks of other material held for resale to members.

## **AUDIT**

37. (1) The members of the Group at each Annual General Meeting shall appoint an Auditor. Any such Auditor:  
(a) may not be a member of the Committee but may be a member of the Group;  
(b) shall be a member of the Australian Society of Accountants, Victorian Division or the Institute of Chartered Accountants in Australia, Victorian Branch, in public practice;  
(c) shall remain in office until the Annual General Meeting next after the last appointment unless the Auditor shall sooner die, resign or be removed from office by a General Meeting by ordinary resolution.  
(2) Any casual vacancy in the office of Auditor shall be filled by the Committee.  
(3) The Auditor shall be entitled to require production of all books, papers, accounts, documents, computer and other records relating to the accounts and affairs of the Group.

- (4) The Auditor in making his or her report to the members of the Group and, in signing any statement of assets and liabilities or of accounts to be presented to the members, shall state:
- (a) whether they have obtained the information and explanation required by them;
  - (b) whether in his or her opinion the statements are drawn up so as to exhibit a true and correct view of the financial position of the Group according to the information at their disposal and explanation given to them, and as shown by the books of the Group; and
  - (c) whether the rules relating to the administration of the funds of the Group have been observed;
- (5) The remuneration of the Auditor of the Group shall be fixed by the Committee.

## RIGHTS AND LIABILITIES OF MEMBERS

38. (1) Except as otherwise provided by the Act and for the amount, if any, unpaid by the member in respect of membership fees, a member or officer of the Group shall not by reason only of being such a member or officer, be liable to contribute towards the payment of the debts and liabilities of the Group or the costs, charges or expenses of the winding up of the Group.
- (2) Except where otherwise expressly provided by the Act, membership of the Group shall not be deemed to confer upon members any right, title or interest, whether legal or equitable, in the property of the Group.

## INTERPRETATION

39. (1) In these rules, unless the contrary intention appears:
- "Committee" means the Committee of Management of the Group.
- "Financial year" means the year ended 30 June.
- "General Meeting" means a special general meeting or annual general meeting of members convened in accordance with Rule 11.
- "Member" means an individual member,

student member, honorary life member, concessional, family, or corporate member of the Group.

"*Person*" means a natural person or a corporation.

"*Ordinary Member of the Committee*" means a member of the Committee who is not an officer of the Group under Rule 21.

"*Ordinary Resolution*" means a resolution passed by a majority of members present and voting either personally or by proxy.

"*Ordinary Business*" means business that requires an ordinary resolution to be passed.

"*Records*" means books of account and minutes.

"*Special Business*" means business that requires a special resolution to be passed.

"*Special Resolution*" means a resolution passed by a majority of not less than three-fourths of such members of the Group as being entitled under these rules so to do, vote in person or by proxy at a general meeting of which not less than 28 days notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules.

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

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

- (2) In these Rules, a reference to the Secretary of the Group is a reference:
- (a) where a person holds office under these rules as Secretary of the Group--to that person; and
  - (b) in all other case, to the Public Officer of the Group.
- (3) In these rules, unless the contrary intention appears:
- (a) words importing the feminine gender include the masculine gender;
  - (b) words importing the masculine gender include the feminine gender;
  - (c) words in the singular include the plural; and
  - (d) words in the plural include the singular.
- (4) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Interpretation of Legislation Act 1984 and the Act as in force from time to time.

**APPENDIX 1**  
**MELBOURNE PC USER GROUP INCORPORATED**  
**APPOINTMENT OF PROXY**

**MEMBER:**

Name .....

Address .....

Membership Number .....

**APPOINTS:**

Name .....

Address .....

Membership Number .....

being also a member of Melbourne PC User Group Incorporated

OR THE CHAIRPERSON OF THE MEETING

or failing the person named above, or if no person is named, the Chairperson of the Meeting to vote in accordance with the directions on the reverse side of this form or, if no directions have been given, as they see fit or abstain from voting at the general meeting of Melbourne PC User Group Incorporated (annual general meeting or special general meeting, as the case may be) to be held on \_\_\_\_\_ and at any adjournment thereof.

SIGNATURE: .....

## Appendix 2 Model Rules Section 8

### 8. *Disputes and mediation*

- (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.
- (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 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 or Victoria (Department of Justice).
- (5) A member of the Association 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; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties 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 otherwise at law.

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