



THE HINDU SOCIETY OF VICTORIA (AUSTRALIA) INC.

(Reg. No: A0001538M & Reg. Date: 21-06-1984)

(ABN: 38 837484 881)

CONSTITUTION

As amended on the 27th of August 2023

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PART 1—PRELIMINARY

1 Name

The name of the incorporated association is "THE HINDU SOCIETY OF VICTORIA (AUSTRALIA) INC."

Note

Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

2 Purposes

The purposes of the association are—

- (a) (i) to build and maintain a traditional Hindu Temple in Victoria;
- (ii) the Temple to be known Shri Shiva Vishnu Temple of Victoria;
- (iii) the principal deities to be housed at the Temple are: Shiva, Vishnu, Ganesha, Durga and Subramaniar; other Hindu Deities may also be housed as approved by the Management Committee;
- (iv) to manage the Shri Shiva Vishnu Temple of Victoria with poojas and Traditions according to Shivaagama traditions for Lord Shiva and Vaikanasa traditions for Lord Vishnu.
- (b) (i) to promote South Asian Culture and Civilisation;
- (ii) to organise educational classes, study groups, workshops, seminars and other related activities for the study of Eastern Philosophy and Civilisation;
- (iii) to establish a school for the teaching of Eastern Philosophy, Culture and Languages;
- (iv) to establish a School Building Fund in order to further the above objectives;
- (v) to organise and promote, cultural and social activities;
- (vi) to establish and manage a vegetarian café.
- (c) (i) to print and publish any newsletters, periodicals or leaflets that the Society may consider desirable for the promotion of its objectives;
- (ii) to establish a Public Library and Museum in relation to Eastern Philosophy and Culture;
- (iii) to enhance the understanding and knowledge of Eastern Philosophy, Culture and Languages;
- (iv) to establish Public Library and Museum Fund in order to further the above objectives.
- (d) (i) to promote universal brotherhood;
- (ii) to undertake charitable activities to support vulnerable and disadvantaged people of communities within Australia;
- (iii) to engage in and support community services.
- (e) the funds of the Society shall be derived from subscriptions, donations and such other sources as the committee determines and, in a manner, not inconsistent with the objectives of the Society;
- (f) to purchase or otherwise acquire, lease, mortgage or dispose of any property, movable or immovable, for the benefit of the Society subject to other clauses in the Constitution;

- (g) to borrow monies in any manner the Society may deem fit for its activities;
- (h) to invest funds in an appropriate manner beneficial to the Society;
- (i) generally, to do and execute all such other acts, deeds or things as are or maybe necessary for or incidental or conducive to the attainment of the above objectives;
- (j) the Society shall be a non-profit making association and all profits and other incomes shall be applied only to the promotion of the objectives of the Society and shall not be paid to or distributed among past or present members of the Society;
- (k) to establish Trust(s) or and of charitable or non-charitable nature for the furtherance of any or all of the above objectives of the Society.

3 Financial year

The Financial year of the Society shall be the year from 1st July to 30th June.

4 Definitions

In these Rules—

absolute majority, of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);

Chairperson, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 46;

Committee means the Committee having management of the business of the Association also referred as “Management Committee”;

committee meeting means a meeting of the Committee held in accordance with these Rules;

committee member means a member of the Committee elected or appointed under Division 3 of Part 5;

disciplinary appeal meeting means a meeting of the members of the Association convened under rule 23(3);

disciplinary meeting means a meeting of the Committee convened for the purposes of rule 22;

disciplinary subcommittee means the subcommittee appointed under rule 20;

Executive Committee Members / Executive Positions means the President, two Vice Presidents, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer;

Family Life Membership means a married couple both are entitled to be members for lifetime with one single membership payment;

financial Year means the 12-month period specified in rule 3;

general meeting means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

member means a member of the Association;

member entitled to vote means a member who under rule 13(2) is entitled to vote at a general meeting;

Single Life Membership means an Individual is a member for lifetime with one single membership payment;

Term means a fixed period of two years;

the Association / Society means **The Hindu Society of Victoria (Australia) Inc.**;

special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting, in person to vote in favour of the resolution;

the Act means the **Associations Incorporation Reform Act 2012** and any subsequent amendment thereto including any regulations made under that Act;

the Registrar means the Registrar of Incorporated Associations;

the words 'he, him and his' shall include to mean, 'she, her and hers' 'respectively wherever applicable.

PART 2—POWERS OF ASSOCIATION

5 Powers of Association

- (1) The general Membership retains all powers in relation to the society.
- (2) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (3) Without limiting subrule (1), the Association may—
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which society monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf;
 - (g) enter into any other contract it considers necessary or desirable.
- (4) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not for profit organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Association from paying a member—
 - (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the member—

if this is done in good faith on terms no more favourable than if the member was not a member.

Note

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7 Minimum number of members

The Association must have minimum of five (5) members.

8 Who is eligible to be a member

Membership of the Society is open to —

- (a) who is 18 years of age or over;
- (b) who is an Australian citizen or Permanent resident;
- (c) who subscribes to the aims and purposes of the Society; and
- (d) who agrees to be bound by the Constitution of the Society.

9 Application for membership

- (1) Application for membership shall be made in writing by the applicant/s and shall be in such form(s) the Management Committee may from time to time prescribe.
- (2) The application—
 - (a) must be signed by the applicant/s; and
 - (b) must be proposed and seconded by the Financial Members; and
 - (c) must accompany by the joining fee and any other relevant documents as requested in the application form.

Note

The joining fee is the fee (if any) determined by the Association under rule 12(1).

10 Consideration of application

- (1) As soon as practicable after an application for membership is received, the Committee must decide by resolution whether to accept or reject the application.
- (2) The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made but not later than ninety (90) days after the application is received.
- (3) If the Committee rejects the application, it must return any money accompanying the application to the applicant.
- (4) No reason need be given for the rejection of an application.

11 Membership

- (1) Categories of membership—
 - (a) Membership shall be only “Life Membership” and/or Annual Membership - subject to subrule (1)(b) and subrule (1)(c);
 - (b) Those members who hold Annual membership on the date of adoption of the amendments to the current constitution, will continue as such, as long as membership fee is paid regularly and do not lapse. However, if the Annual Membership lapse for any reason whatsoever, they cannot re-join as Annual Members but they may join as new Life Members subject to the approval by the management committee;
 - (c) There will not be any new Annual Membership from the date of the adoption of these amendments to the current constitution.
- (2) The Life Membership is defined as—

- (a) Family Life Membership: — for a married couple both are entitle to be members for lifetime with one single membership payment; and
 - (b) Single Life Membership: — for a single person to be a member for lifetime with one single membership payment. When a Single Life Member legally get married his or her Partner shall become entitle for Family Life Membership, subject to the approval of the Management Committee.
- (3) The Annual Membership is defined as—
- (a) Existing Family Annual Membership: — for a married couple both are entitled to be members with one single family annual membership fee paid annually; and
 - (b) Existing Single Annual Membership: — for a single member he or she is entitled to be a member with single annual membership fee paid annually. When a Single Annual Member legally get married his or her Partner shall become entitled for Family Annual membership, provided the annual family membership fee is paid and subject to the approval of the Management Committee.
- (4) If an application for membership is approved by the Committee—
- (a) the resolution to accept the membership must be recorded in the minutes of the committee meeting; and
 - (b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members. The date of becoming the member is the date of approval of the application by the management committee.
- (5) Once accepted into membership the member shall forfeit all claims for the fee and the Society shall not refund any portion or all of the fee under any circumstances.
- (6) A person becomes a member of the Association and, subject to rule 13(2) and 55(2) is entitled to exercise his or her rights of membership from the date of the approval of the membership.
- (7) Membership is not transferable.

12 Membership subscription and fee on joining

- (1) The association shall determine the amount of the membership subscription and the joining fee (if any changes) time to time.
- (2) The Management Committee may allow the life membership subscription to be paid in instalments and in such instances the amount determined by the Management Committee shall be paid on application as initial fee. The applicant qualifies for voting rights in an election only when all the instalments (full fee) are fully paid on or before 31st of March of that year.

13 General rights of members

- (1) A member of the Association who is entitled to vote has the right—
 - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a general meeting; and
 - (c) to attend and be heard at general meetings; and
 - (d) to vote at a general meeting; and
 - (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 76; and

- (f) to inspect the register of members.
- (2) A member is entitled to vote if—
 - (a) more than ten (10) business days have passed since he or she became a member of the Association; and
 - (b) the member's membership rights are not suspended for any reason.

14 Associate members

Not applicable.

15 Rights not transferable

The rights of a member are not transferable and end when membership ceases.

16 Ceasing of membership

- (1) The membership of a person ceases on resignation, expulsion or death. In the case of expulsion of a member it only applies to the guilty spouse and will not affect the non-guilty spouse who will continue as annual member/life member as applicable.
- (2) In the case of 'Family Membership', subject to subrule (1) the membership continues to remain with the other partner of a married couple.
- (3) When there is divorce, continuation of the life membership of a couple is decided in accordance with the terms of court settlement towards property.
- (4) When there is divorce and the member who is entitled for life membership re-marry, then the new spouse of the member shall apply for Family Life Membership, unless the new spouse is already a member.
- (5) If a person ceases to be a member of the Association, the membership fee not to be refunded.
- (6) If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

17 Resigning as a member

- (1) A member may resign by notice in writing given to the Association.

Note

Rule 75(3) sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the committee or by email to the Secretary.

18 Register of members

- (1) The Secretary must keep and maintain a register of members that includes—
 - (a) for each current member—
 - (i) the member's name;
 - (ii) the address for notice last given by the member;
 - (iii) the date of becoming a member;
 - (iv) any other information determined by the Management Committee; and
 - (c) for each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

Note

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

Division 2—Disciplinary action**19 Grounds for taking disciplinary action**

The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member—

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association; or
- (d) has engaged in conduct prejudicial to the employees, management committee members and any other office bearers elected at the annual general meeting of the association.

20 Disciplinary subcommittee

- (1) If the Management Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Management Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary subcommittee—
 - (a) may be Committee members, members of the Association or anyone else; but
 - (b) must not be biased against, or in favour of, the member concerned.

21 Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
 - (a) stating that the Association proposes to take disciplinary action against the member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*); and
 - (d) advising the member that he or she may do one or both of the following—
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (e) setting out the member's appeal rights under rule 23.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

22 Decision of subcommittee

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
 - (a) give the member an opportunity to be heard; and

- (b) consider any written statement submitted by the member.
- (2) After complying with subrule (1), the disciplinary subcommittee shall recommend to the management committee —
 - (a) take no further action against the member; or
 - (b) reprimand the member; or
 - (c) suspend the membership rights of the member for a specified period; or
 - (d) expel the member from the Association.
- (3) The suspension of membership rights or the expulsion of a member by the Management Committee under this rule takes effect immediately after the vote is passed at the General Meeting.

23 Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given to the Secretary not later than 30 days after the vote.
- (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than twenty-one (21) days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—
 - (a) specify the date, time and place of the meeting; and
 - (b) state—
 - (i) the name of the person against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and
 - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

24 Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting—
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) The decision should be upheld by not less than three quarters of the members voting in favour.

Division 3—Grievance procedure

25 Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
 - (a) a member and another member;
 - (b) a member and the Committee;
 - (c) a member and the Association.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

26 Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

27 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days—
 - (a) notify the Committee of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - (i) if the dispute is between a member and another member—a person appointed by the Committee; or
 - (ii) if the dispute is between a member and the Committee or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Committee may be a member of the association or anyone else; but in any case, must not be a person who—
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.

28 Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must—
 - (a) give each party every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

29 Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4—GENERAL MEETINGS OF THE ASSOCIATION**30 Annual general meetings**

- (1) The Committee must convene an annual general meeting of the Association to be held within four (4) months after the end of each financial year.
- (2) Notwithstanding subrule (1), best-endeavour should be made to conduct the annual general meeting of the association before the 31st of August of each year but not later than 31st of October of each year.
- (3) Despite subrule (1), the Association may hold its first annual general meeting at any time within eighteen (18) months after its incorporation.
- (4) The Committee may determine the date, time and place of the annual general meeting.
- (5) The ordinary business of the annual general meeting is as follows—
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (b) to receive and consider—
 - (i) the annual report of the Committee 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 Committee in accordance with Part 7 of the Act;
 - (c) to elect the members of the Committee when the election of the management committee falls due every two-year term;
 - (d) to confirm or vary the amounts (if any) of the subscription and joining fee;
 - (e) to appoint an Honorary Accounting Officer for the ensuing term;
 - (f) to appoint an External Auditor for the ensuing term;
 - (g) to appoint Honorary Lawyers for the ensuing term;
 - (h) to appoint a Council of ex-Presidents for the ensuing term;
 - (i) to appoint or affirm every year, the Directors for HSV Cultural Centre Pty Ltd, the trustee for the trusts operated by the Society.
- (6) The annual general meeting may also conduct any other business of which notice has been given to the secretary at least thirty-five (35) days prior to the annual general meeting in accordance with these Rules.

31 Special general meetings

- (1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Committee may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 33 may be conducted at the meeting.

Note

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 33 and the majority of members at the meeting agree.

32 Special general meeting held at request of members

- (1) The Committee must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least Fifteen percent (15%) of the total number of Members.
- (2) A request for a special general meeting must—
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names, addresses, membership numbers and signatures of the members requesting the meeting; and
 - (d) be given or sent to the Secretary.
- (3) If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under subrule (3)—
 - (a) must be held within three (3) months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

33 Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 32(3), the members convening the meeting) must give to each member of the Association—
 - (a) at least twenty-one (21) days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least fourteen (14) days' notice of a general meeting in any other case.
 - (c) where a notice is sent by post or email, service of the notice shall be deemed effective by properly addressing, prepaying and posting or emailing the letter containing the notice. Any accidental omission to give notice of a meeting or non-receipt of notice by any member shall not invalidate any proceedings or resolution at any meeting of the society.
- (2) The notice must—
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is to be proposed—
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution.
- (3) This rule does not apply to a disciplinary appeal meeting.

Note

Rule 23(4) sets out the requirements for notice of a disciplinary appeal meeting.

34 Proxies

Not applicable.

35 Use of technology for general meetings

Not applicable.

36 Quorum at general meetings

- (1) No business shall be transacted at the Annual General Meeting without the appropriate quorum. When the meeting proceeds to business, save as herein otherwise provided, twenty percent (20%) or more of the financial members eligible to vote present in person shall form a quorum. If after one (1) hour of the appointed time there is no quorum, the meeting shall proceed to transact business provided at least fifteen percent (15%) or one hundred and seventy-five (175) whichever is less, of the financial members eligible to vote, are present in person to constitute the necessary quorum for the meeting. If the reduced quorum is not achieved the meeting shall stand adjourned to such other day (within one month of the date of the original meeting) and at such other time and place as the management committee may determine. At such an adjourned meeting there shall be at least fifteen percent (15%) or one hundred and seventy-five (175) whichever is less, of the financial members eligible to vote, are present in person to constitute the necessary quorum for the meeting.
- (2) If a quorum is not available to conduct the Annual General Meeting at the second attempt the following matters only shall be transacted—
 - (a) the confirmation of the minutes of the previous annual general meeting and every general meeting or meetings held since the last annual general meeting;
 - (b) to review and consider the audited annual financial statements and the report of the Management Committee;
 - (c) to proceed with voting for contested positions for the management committee and declare the results of such an election, provided members present together with the number of postal ballots received is not less than twenty percent (20%) of the total members of the society;
 - (d) to declare elected person or persons in cases where there is only one nomination per vacancy or less nominations than vacancies;
 - (e) to appoint an Honorary Accounting Officer for the ensuing term;
 - (f) to appoint an External Auditor for the ensuing term;
 - (g) to appoint Honorary Lawyers for the ensuing term;
 - (h) to appoint a Council of ex-Presidents for the ensuing term;
 - (i) to appoint or affirm every year, the Directors for HSV Cultural Centre Pty Ltd, the trustee for the trusts operated by the Society.
- (3) Matters of importance not transacted due to lack of quorum may be dealt with by way of a referendum, conducted by a body under the provisions of rule 55(6) or 55(7).

37 Adjournment of general meeting

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.

- (2) Without limiting subrule (1), a meeting may be adjourned—
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for fourteen (14) days or more, in which case notice of the meeting must be given in accordance with rule 33.

38 Voting at general meetings

- (1) On any question arising at a general meeting—
 - (a) subject to subrule (3), each member who is entitled to vote has one vote; and
 - (b) members may vote personally or by postal including electronics means only to elect the management committee; and
 - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
 - (d) voting by proxy is not permitted.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

39 Special resolutions

- (1) A special resolution is passed by not less than three quarters of the financial members eligible to vote, voting in favour, at a general meeting in person, for the resolution.

Note

In addition to certain matters specified in the Act, a special resolution is required—

- (a) to remove a committee member from office;
- (b) to alter these Rules, including changing the name or any of the purposes of the Association.

40 Determining whether resolution carried

- (1) Subject to subrule (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost—

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

- (2) If a poll (where votes are cast in writing) is demanded by the majority of the members on any question—
 - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

41 Minutes of general meeting

- (1) The Committee must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
 - (a) the names of the members attending the meeting; and
 - (b) the financial statements submitted to the members in accordance with rule 30(5)(b)(ii); and
 - (c) the certificate signed by President and Treasurer or in the absent of any one of them by a committee member certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (d) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5— MANAGEMENT COMMITTEE

Division 1—Powers of Management Committee

42 Role and powers

- (1) There shall be a Management Committee elected every two (2) years by the members of the Society to manage its affairs subject to the direction and control of the general membership.
- (2) The election of the management committee every two (2) years is a delegation to the management committee of such powers as are necessary to manage the affairs of the society. Such delegation can be withdrawn at any time before the expiration of the term of office of the management committee by a resolution adopted at a general meeting of the society convened as per rule 32.
- (3) The business of the Association must be managed by or under the sole direction of the Management Committee.
- (4) The Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (5) The President and the Secretary of the society shall be ex-officio members of all the subcommittees/groups.
- (6) The Committee may—
 - (a) appoint an employee(s) and delegate some of its responsibilities;

- (b) remove an employee(s);
 - (c) establish and disband subcommittees consisting of general members with terms of reference it considers appropriate;
 - (d) establish and disband volunteer groups consisting of general members with terms of reference it considers appropriate;
- (7) The Committee shall not—
- (a) sell or otherwise dispose of assets with a value exceeding Fifty Thousand Australian Dollars (\$50,000) unless approved by the membership in a properly constituted General Meeting of the members;
 - (b) commit the Society to any financial liability exceeding five hundred thousand Australian Dollars (\$500,000) in total, at any one time without the prior approval of the general membership, obtained in properly constituted General Meeting of the Members;
 - (c) commit the society to amalgamate, join or become a partner with any other association at any time without prior approval as per rule 81(1) of the general membership, obtained in properly constituted General Meeting of the Members.

43 Delegation

- (1) The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than—
 - (a) this power of delegation; or
 - (b) a duty imposed on the Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of Management Committee and duties of members

44 Composition of Management Committee

- (1) There shall be Fifteen (15) Members in the Management Committee consist of Seven (7) Executive Members and Eight (8) Ordinary Members elected under rule 55.
- (2) The Executive Members are —
 - (a) a President; and
 - (b) two Vice-Presidents; and
 - (c) a Secretary; and
 - (d) an Assistant Secretary; and
 - (e) a Treasurer; and
 - (f) an Assistant Treasurer.

45 General Duties

- (1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- (2) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.

- (3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Committee members must exercise their powers and discharge their duties—
 - (a) in good faith in the best interests of the Association; and
 - (b) for a proper purpose.
- (5) Committee members and former committee members must not make improper use of—
 - (a) their position; or
 - (b) information acquired by virtue of holding their position—
 so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

Note

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

- (6) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.
- (7) Facilitate all the legal and statutory matters required by the law.

46 President and Vice-President

- (1) Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
 - (a) in the case of a general meeting—a member elected by the other members present; or
 - (b) in the case of a committee meeting— a committee member elected by the other committee members present.
- (3) The President/Chairperson has the responsibility in conducting the meeting in an orderly and professional manner.
- (4) If a member's behaviour at a meeting is unacceptable the President/Chairperson shall request the member to leave the meeting. This disciplinary action can be extended for a maximum of next two meetings.

47 Secretary

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

Example

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

- (2) The Secretary must—
 - (a) maintain the register of members in accordance with rule 18; and
 - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 71(3), all books, documents and securities of the Association in accordance with rules 73 and 76; and
 - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and

- (d) perform any other duty or function imposed on the Secretary by these Rules; and
 - (e) subject to the general supervision and control of the President and in his absence one of the Vice Presidents, shall be —
 - (i) responsible for the day-to-day activities and administration of the Society in collaboration with the Assistant Secretary and Treasurer;
 - (ii) responsible for the maintenance of the Register of Application for Membership;
 - (iii) responsible for arranging meetings of the Society and keep full and correct minutes of all resolutions and proceedings of every general meeting and of all committee meetings in the minute books together with a record of names of persons present at such meetings;
 - (iv) responsible for the preparation of a programme of activities of the Society for the year and take effective steps for its implementation;
 - (v) responsible for all correspondence relating to the Society;
 - (vi) responsible to ensure for a new management committee to be in place at the expiry of the term of the current management committee, as provided in these rules. In this instance subjecting him to supervision and control by the President etc, shall not apply;
 - (vii) responsible to notify all Honourable officers of the annual general meetings, any special general meetings and the management committee meetings;
 - (viii) responsible for Human resource related matters such as recruitments, training, organising the performance reviews and any other records.
 - (f) responsible for the maintenance of the past management committee members details such as —
 - (i) name;
 - (ii) position held;
 - (iii) the year of the service;
 - (iv) total years of service.
- (3) The Secretary must give to the Registrar notice of his or her appointment within fourteen (14) days after the appointment.

48 Assistant Secretary

The Assistant Secretary shall work in close co-operation with the Secretary and perform such duties as may from time to time be delegated to him by the Secretary. He will exercise all the powers and perform all the function of the Secretary in the latter's absence.

49 Treasurer

- (1) The Treasurer must—
- (a) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (b) co-ordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association in accordance with the act; and
 - (c) subject to the general supervision and control of the President and in his absence one of the Vice Presidents, the Treasurer shall be responsible for—

- (i) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association;
 - (ii) ensure that all moneys received are paid into the account of the Association within twenty-one (21) days after receipt;
 - (iii) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds;
 - (iv) ensure cheques are signed by at least two (2) of the authorised committee members;
 - (v) budgeting and planning (including financial strategies);
 - (vi) collection of money from sources including donation boxes;
 - (vii) banking, savings and credit strategies, financial instruments, and all risk assessments including insurance;
 - (viii) authorisation of disbursements;
 - (ix) all the matters related to taxation;
 - (x) signing of all Cheques, Drafts, Bills of Exchange, Promissory Notes and other Negotiable Instruments along with one other member of the Executive Committee;
 - (xi) collecting and receiving subscriptions, donations and all monies paid to Society and issue receipts and ensure that the collections are banked;
 - (xii) keeping proper receipt book vouchers for disbursements and account books;
 - (xiii) ensuring that in carrying out his duties he complies with provisions of any Financial Procedures Manual that may exist or may be adopted from time to time by the management committee and or any other guidelines that the management committee may put in place;
 - (xiv) organising all the relevant insurance cover with the assistance of the Secretary;
 - (xv) all-accounting functions of the Society;
 - (xvi) presenting monthly financial reports to the management committee;
 - (xvii) coordinating the yearly audit with the External auditors, Honorary Accounting officer and accounting staff;
 - (xviii) presenting audited accounts at the Annual General Meeting;
 - (xix) certifying the annual accounts along with the President.
- (2) The Treasurer must ensure that one (1) other authorised committee member has access to the accounts and financial records of the Association.

50 Assistant Treasurer

The Assistant Treasurer shall work in close co-operation with the Treasurer and perform any such duties as may from time to time be delegated to him by the Treasurer, He will exercise all the powers and perform all the functions of the Treasurer in the latter's absence.

Division 3—Election of Committee members and tenure of office

51 Who is eligible to be a committee member

- (1) A member is eligible to be elected or appointed as a committee member if the member—
- (a) is 18 years or over and an Australian Citizen or Permanent Resident; and

- (b) is entitled to vote at a general meeting in accordance with rule 55(2).
- (2) Any member nominated for a position in the Executive Committee should have served for a period of six (6) months or more by election or co-option in the Management Committee prior to such Nomination.
- (3) Any member nominating as a committee member should have been a member for a period of not less than twelve (12) months prior to such nomination.

52 Positions to be declared vacant

- (1) This rule applies to—
 - (a) the first annual general meeting of the Association after its incorporation; or
 - (b) any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
- (2) The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 53 to 55.

53 Nominations

- (1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- (2) An eligible member of the Association may—
 - (a) nominate himself or herself; or
 - (b) with the member's consent, be nominated by another member.
- (3) No person shall hold a given executive position for more than two (2) years in aggregate. However, if any member is elected to any executive position, after this constitution come into effect, who is likely to exceed the aggregate of two (2) years, then upon reaching the said aggregate of two (2) years, his or her position would automatically cease and become vacant.
- (4) No person shall be a member of the management committee for more than eight (8) years in aggregate. However, if any member is elected to any position, after this constitution come into effect, who is likely to exceed the aggregate of eight (8) years, then upon reaching the said aggregate of eight (8) years, his or her position would automatically cease and become vacant.
- (5) Rule 53(4) does not apply to members seeking election for the position of President.
- (6) Any vacancy arising due to the operation of subrule (3) and (4) above will be dealt as per Rule 58.
- (7) The date of first incorporation of the society shall be the starting date for the purpose of determining the years of office holding of a member.
- (8) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

54 Election of the Committee of Management

- (1) When the election of the management committee falls due, the management committee shall call for nominations through the Secretary. Each nomination shall be duly proposed by a member and seconded by another member of the Society and with the signed consent of the nominee should reach the nominated electoral body not less than forty-two (42) days prior to the Annual General Meeting or the date specified on the nomination form by the returning officer / secretary.

- (2) In cases where there is only one nomination per vacancy, or less nominations than the vacancies then the person or persons so nominated shall be declared elected unopposed by the nominated electoral body.
- (3) Any further vacancies still left unfilled shall be filled from nominations received from the floor at the annual general meeting.

55 Voting at Elections

- (1) Voting for election of the Management Committee shall be by ballot in the event of contests.
- (2) The members list shall close on 31st of March for the purpose of that year's Annual General Meeting and the Secretary shall cause the members list be audited by the Honorary Accounting Officer or External Auditor. Only those members on the list as at 1st of April shall be eligible to vote for the election of the Management Committee for the next financial year.
- (3) Each financial member shall have one vote.
- (4) Members present at the Annual general Meeting on the day of the election shall be eligible to vote provided their membership is in the electoral register for that year.
- (5) Voting by proxy is not permitted.
- (6) Postal voting or electronic voting will be available only to those members who apply in advance to the electoral body as stipulated in the Annual General Meeting communication by the committee / nominated electoral body and the announcement made by secretary.
- (7) The elections shall be conducted by one of the following bodies —
 - (a) Australian Electoral Commission; or
 - (b) Victorian Electoral Commission;
- (8) If any of the bodies referred under subrule (7) is unable to conduct the elections, then the management committee shall request the Council of ex-Presidents to recommend a legal firm or a firm of Chartered Accountants with not less than five (5) partners or any Firm which has the experiences in providing this service and legally conducted election for an organisation with at least one thousand (1,000) members.
- (9) In all matters connected with elections, the nominated electoral body's decision shall be final and conclusive.

56 Term of office

- (1) Subject to subrule (3) and rule 57, a committee member holds office until the positions of the Committee are declared vacant at the annual general meeting every two (2) years.
- (2) The Management Committee shall hold office for—
 - (a) a fixed period of two (2) years from 1st of September of a Year and up to 31st of August of an alternate second Year; and
 - (b) a Management Committee shall not continue in office ordinarily after the period for which it was elected, however with the exception that of any special circumstances it may continue to hold the office for an additional two (2) months (untill 31st of October) after the expiration.
- (3) A general meeting of the Association may—
 - (a) by special resolution to remove a committee member from the office; and
 - (b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.

- (4) A member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary or President of the Association within a period not exceeding twenty-eight (28) days and may request that the representations be provided to the members of the Association.
- (5) 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 member may require that they be read out at the meeting at which the special resolution is to be proposed.

57 Vacation of office

- (1) A committee member may resign from the Committee by written notice addressed to the Committee and/or secretary.
- (2) An elected committee member resigns within twelve (12) months and/or before 31st of August, his or her service period shall be counted as one-year (1) OR resigns after twelve months the service period shall be counted as two (2) years.
- (3) A person ceases to be a committee member if he or she—
 - (a) ceases to be a member of the Association; or
 - (b) fails to attend three (3) consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 68; or
 - (c) is removed from office by special resolution; or
 - (d) becomes bankrupt or makes arrangements for composition with his / her creditors generally; or
 - (e) is elected under rule 53(3), 53(4) and reaching the said respective aggregate years; or
 - (f) otherwise ceases to be a committee member by operation of section 78 of the Act.

Note

A Committee member may not hold the office of secretary if they do not reside in Australia.

58 Filling casual vacancies

- (1) The Committee may appoint an eligible member of the Association to fill a position on the Committee that—
 - (a) has become vacant under rule 57; or
 - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within fourteen (14) days after the vacancy arises.
- (3) Rule 56 applies to any committee member appointed by the Committee under subrule (1) or (2).
- (4) Any positions shall be filled by co-option and such co-options shall not exceed seven (7) positions during the term of two (2) years.
- (5) Subject to the rule 57 any person co-opted shall hold office until the expiration of the term of that management committee.
- (6) Co-opted years of service shall not be counted as the years of service in the management committee.
- (7) The Committee may continue to act notwithstanding any vacancy in its membership.
- (8) Any change in the composition of the management committee shall be notified to the general membership within sixty (60) days via Panchavati or letter by post or email.

Division 4—Meetings of Management Committee

59 Meetings of Committee

- (1) The management committee shall meet for the dispatch of business as often the President, or in his absence, one of the Vice Presidents shall deem necessary.
- (2) The Secretary shall at the request of the President or if the President is absent either of the Vice Presidents or the any four (4) committee members, convene a meeting of the committee.
- (3) The Committee must meet at least six (6) times in each year at the dates, times and places determined by the Committee.
- (4) The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Association at which the members of the Committee were elected.
- (5) Special committee meetings may be convened by the President or by the majority members of the Committee.
- (6) The management committee shall keep the Council of ex-Presidents informed in writing of the steps taken to install a new management committee. If a new management committee is not elected and installed for any reason it will be the responsibility of the Secretary and/or the President to inform the Council of ex-Presidents. In the event the Secretary and/or President fail to carry out their duty in this respect, any four (4) members of the committee shall inform the Council of ex-Presidents in writing.

60 Notice of committee meetings

- (1) Notice of each committee meeting must be given to each committee member no later than seven (7) days before the date of the meeting.
- (2) Notice may be given of more than one committee meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

61 Urgent committee meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 60 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

62 Procedure and order of business

- (1) The procedure to be followed at a meeting of a committee must be determined from time to time by the Committee.
- (2) The order of business may be determined by the majority of the members present at the meeting.

63 Use of technology for committee meetings

- (1) A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a committee member participating in a committee meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- (3) Committee meeting can be conducted via Zoom, Skype or any means of technology.

64 Quorum at committee meetings

- (1) No business may be conducted at a committee meeting unless a quorum is present, which is currently fixed at eight (8).
- (2) The quorum for a committee meeting is the presence in person or as allowed under rule 63 of a majority of the committee members holding office.
- (3) The committee may act notwithstanding any vacancy in their body, provided however that the number of members present at the committee is not less than the number necessary for a quorum.
- (4) If a quorum is not present within thirty (30) minutes after the notified commencement time of a committee meeting—
 - (a) in the case of a special meeting:— the meeting lapses.
 - (b) in any other case:— the meeting must be adjourned to a date no later than fourteen (14) days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 60.

65 Voting

- (1) On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- (2) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

66 Conflict of interest

- (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The member—
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.

Note

Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (3) This rule does not apply to a material personal interest—
 - (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

67 Minutes of Committee meeting

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following—
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under rule 66.

68 Leave of absence

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding three (3) months.
- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

PART 6—FINANCIAL MATTERS

69 Source of funds

The funds of the Association may be derived from joining fees, subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

70 Management of funds

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two (2) committee members.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than twenty-one (21) days after receipt.
- (6) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

71 Financial records

- (1) The Association must keep financial records that—
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.

- (2) The Association must retain the financial records for seven (7) years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control—
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Committee.

72 Financial statements

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting subrule (1), those requirements include—
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Committee;
 - (d) the submission of the financial statements to the annual general meeting of the Association;
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

73 Common seal

- (1) The Association may have a common seal.
- (2) If the Association has a common seal—
 - (a) the name of the Association must appear in legible characters on the common seal;
 - (b) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two committee members;
 - (c) the common seal must be kept in the custody of the Secretary.

74 Registered address

The registered address of the Association is—

52, Boundary Road, Carrum Downs, Victoria 3201.

75 Notice requirements

- (1) Any notice required to be given to a member or a committee member under these Rules may be given—
 - (a) by handing the notice to the member personally; or
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) by electronic communication.
- (2) Subrule (1) does not apply to notice given under rule 61.
- (3) Any notice required to be given to the Association or the Committee may be given—
 - (a) by handing the notice to a member of the Committee; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or

- (d) if the Committee determines that it is appropriate in the circumstances—
 - (i) by email to the email address of the Association or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of the Association.

76 Custody and inspection of books and records

- (1) Members may on request inspect free of charge—
 - (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to subrule (2), any other relevant documents of the Association, including minutes of Committee meetings.

Note

See note following rule 18 for details of access to the register of members.

- (2) The Committee may refuse to permit a member to inspect records / documents of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.

77 Honorary Accounting Officer

- (a) Members shall appoint a Honorary Accounting Officer at the annual general meeting for the ensuing term. In the event of a resignation or otherwise become vacant during the ensuing term then the management committee may co-opt to fill the casual vacancy.
- (b) Subject to the general supervision and control of the President and in his absence one of the Vice Presidents the honorary accounting officer shall assist in —
 - (i) all accounting functions of the Society;
 - (ii) maintaining accounting records;
 - (iii) preparing monthly financial reports;
 - (iv) audit by the external auditors;
 - (v) ensuring that the society complies with Australian equivalent of the International Financial Reporting Standards and all other mandatory statutory reporting requirements;
 - (vi) ensuring that the Society's accounts portray a correct and fair view.
- (c) Perform the necessary internal audit function of the membership list.

78 External Auditor

- (a) The external Auditors shall be a reputed firm of Accountants with not less than five (5) partners.
- (b) The Management Committee shall recommend to the members at the annual general meeting with the details of the External Auditors to be appointed after obtained a written consent from an authorised person of that firm.

79 Honorary Lawyers

- (a) Members shall appoint minimum of two (2) but no more than three (3) Honorary Lawyers at the annual general meeting for the ensuing term. In the event of a resignation or otherwise become vacant during the ensuing term and the number falls below two (2) then the management committee may co-opt to fill the casual vacancy.
- (b) Honorary Lawyers shall provide legal advice to the management committee as requested by the President or Secretary.
- (c) Honorary Lawyers may attend the management committee meetings at the request of the President or the Secretary.
- (d) All the legal advices are provided to the management committee for free of charge, unless any major legal matters that are to be dealt at the court or with any other government agencies shall be charged to the Society with prior discussion and approval by the President or Secretary. President or Secretary shall inform the committee.
- (e) Any costs paid by the Honorary Lawyers or by their firm to third parties in relation to any legal services provided to the society shall be reimbursed by the society.

80 Reserve powers and Appointment of a Council of Ex-Presidents

The reserve powers to manage the Society, in circumstances detailed hereunder, shall be vested in a Council of ex-Presidents—

- (1) A Council of ex-Presidents shall manage the affairs of the Hindu Society of Victoria, only if one or more of the following occur—
 - (a) The management committee is unable to manage the affairs of the Society due to the resignation of eight (8) or more of its management committee members rendering it ineffective;
 - (b) A management committee is not installed by 31st of October of its completion of the second (2nd) year term;
 - (c) On passing a resolution at a special general meeting at the request of not less than fifteen percent (15%) of the financial members for the expressed purpose of removing members in a management committee jointly or severally for any reasons;
 - (d) The management committee of the Society itself, consequent to a resolution passed at one of its properly convened meetings, relinquishes all responsibilities towards the management of the society and requests the council of ex-Presidents to assume responsibility for its management;
 - (e) An order of a court.
- (2) Appointment of a Council of ex-Presidents—

Members shall appoint from the floor not less than five (5) but no more than seven (7) ex-Presidents as the Council of ex-Presidents for the ensuing term at the annual general meeting at the same time the new management committee is elected for the purpose contemplated in this Rule 80.
- (3) Powers and duties of the Council of ex-Presidents—
 - (a) The Council of ex-Presidents shall, on being activated under this rule 80, assume responsibility for management of the Society;
 - (b) Once activated the Council of ex-Presidents shall have all the powers and duties as if though an elected Management Committee to manage the Society, in accordance with the Act, the rules and any resolutions adopted by the Society;

- (c) Once activated the Council of ex-Presidents shall take steps to elect a new management committee as soon as possible;
 - (d) Once activated the Council of ex-Presidents shall, within fourteen (14) days, elect an interim President, interim Secretary and interim Treasurer among themselves. The council of ex-Presidents may co-opt any officer from the membership to carry out necessary functions. However, the co-opted members shall have no voting rights in the decision-making process of the Council of ex-Presidents;
 - (e) Council of ex-Presidents may provide advice and recommendations to the management committee when required;
 - (f) Council of ex-Presidents may attend the management committee meeting at the request of the President or Secretary.
- (4) The Council of ex-Presidents shall manage the Society for a continuous period not exceeding one hundred and eighty (180) days in any one year, with the exception of events such as pandemic, war or any other natural disaster.
 - (5) If a member of the Council of ex-Presidents resigns, or ceases to be a member by Virtue of the fact that he / she has ceased to be a member, the Management Committee shall co-opt to fill the vacancy from the pool of ex-Presidents of the Society.
 - (6) If a new Management Committee is not installed by 31st of October due to events such as Pandemic, War or any other natural disaster that are beyond the control of the society, Council of ex-Presidents can request the current management committee to continue the management of the affairs of the society until it is feasible to conduct the Annual General Meeting without further delay.

81 Winding up and Cancellation or Amalgamation

- (1) The Association may be wound up or amalgamated voluntarily by a special resolution. This special resolution requires the approval of minimum seventy five percent (75%) of the financial members eligible to vote present at that General meeting, voting in favour of the resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by a special resolution. This special resolution requires the approval of minimum seventy five percent (75%) of the financial members eligible to vote present at that General meeting, voting in favour of the resolution.

82 Alteration of Rules

These Rules may only be altered by special resolution of a general meeting of the Association.

Note

An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the Association is taken to have adopted its own rules, not the model rules.

83 Indemnity

Every member of the Committee of the Society shall be indemnified out of the assets of the Society against the liability arising out of the lawful duties of their office, which is

incurred by the office-bearer in defending any proceedings whether civil or criminal, in which judgement is given in his / her favour or in which he / she is acquitted.

84 Transitional Arrangements

When a new Committee is elected by the Society at the Annual general Meeting, it is the responsibility of the outgoing Committee including President, Secretary, Treasurer, and any other office bearers, to duly handover the records, documents, inventory items and properties to the respective new office bearers within a period of two (2) weeks.

For a smooth transition and continuity, the outgoing committee shall provide any support and training to the incoming committee when required for a period of thirty (30) days.

85 Cassus-Ommisus

In circumstances where the constitution is silent in relation to any matter, such matter may be decided in accordance with the Laws of the Land.

