

# Constitution of the Melbourne Science Fiction Club

## 1. NAME

The name of the incorporated association is Melbourne Science Fiction Club Incorporated (in these rules called "The Association").

## 2. STATEMENT OF PURPOSES

The purpose for which this incorporated association has been established is :-

To promote the enjoyment, analysis, and discussion of Science Fiction, Fantasy and Speculative Fiction in novels, films, television, comics, and any other media through organised activities such as Conventions, Group Functions, regular meetings and publications such as clubzines and newsletters.

## 3. DEFINITIONS

(1) In these rules, unless the contrary Intention appears: -

"The Act" or "Act" means the Associations Incorporation Act 1981 and all related amendments there to "Committee" means the Committee of Management of the Association.

"Ordinary Member of the Committee" means a member of the Committee who is not an officer of the Association under Section 23.

"Financial year" means the year ending on the 30th of June.

"General Meeting" means a general meeting of members convened in accordance with Section 14.

"The Regulations" means regulations under the Act.

"Relevant Documents: has the same meaning as in the act.

"Natural Person" means a living human being not a corporate or legal entity.

"Natural Justice" means the right to a fair hearing and that proceedings be free from bias.

(2) In these Rules, a reference to the secretary of an Association is a reference: -

(a) If a person holds office under these Rules as secretary of the Association - to that person; and

(b) In any other case, to the public officer of the Association.

#### **4. ALTERATION OF THE RULES**

These rules and the statement of purpose of the Association shall not be altered except in accordance with the Act, subject to such alteration being approved at a Special General Meeting or an Annual General Meeting as defined in the sections 11 and 12 of this document

#### **5. APPLICATION FOR MEMBERSHIP**

(1) A natural person may:-

- (a) Apply for membership to the association; or
- (b) Be nominated by two members of the Association; or
- (c) Be nominated by the Committee of the Association.

(2) A natural person who applies and is approved for membership as provided in these rules is eligible to be a member of the Association on payment of the annual subscription payable under these rules.

(3) A natural person who is nominated by the committee or two members of the Association and is approved for membership provided in these rules is eligible to be a member of the Association on receipt of the annual subscription payable under these rules.

(4) 'Life Membership' may be granted to a natural person nominated by the Committee or ten ordinary members of the association for:-

- (a) Exceptional services to the Association; or
- (b) Outstanding support of the Associations aims and purposes; or
- (c) Outstanding achievement in the genres supported by the association.

(5) Any nomination for either a membership or a 'Life Membership' shall :-

- (a) For an ordinary membership bear :-
  - (i) The nominees name, signature and date of acceptance; and
  - (ii) Be verified by the committee.
- (b) For a Life Membership bear :-
  - (i). The nominees name, signature or proof of acceptance and date of acceptance;  
and
  - (ii). Be verified by the committee.

(6) A natural person nominated for 'Life Membership' must be approved by a two thirds majority vote of the Committee and of the Ordinary members of the Association present at:-

- (a) An Annual General Meeting; or
- (b) A Special General Meeting called for this purpose.

(7) A 'Life Membership' shall, if granted have all the rights and obligations of an ordinary member with the exception of the annual subscription not being payable.

(8) A person who is not a member of the Association at the time of the incorporation of the Association (or who was a member at that time but has ceased to be a member) must not be admitted to membership unless: -

- (a) They apply or are nominated as provided in subclause(2)(3); and
- (b) The admission as a member is approved by the Committee.

(9) A application or nomination of a person for membership of the Association must: -

- (a) Be made in writing on a form as prepared by the Committee, and
- (b) Be lodged with the Secretary of the Association.

(10) As soon as is practicable after the receipt of an application or nomination, the secretary must refer the application or nomination to the Committee.

(11) Upon an application or nomination being referred to the Committee, the Committee must determine whether to approve or to reject the application or nomination.

(12) Upon an application or nomination being approved by the Committee, the Secretary must, as soon as is practicable:-

- (a) notify the applicant or nominee in writing that they are approved for membership of the association; and
- (b) request payment within the period of 28 days after receipt of the notification of the sum payable under these rules as the first year's annual subscription.

(13) The Secretary must, upon payment of the amounts referred to in subclause(11) within the period referred to in that subclause, enter the applicant's/nominee's name in the register of members

(14) An applicant or nominee for membership becomes a member and is entitled to exercise the rights of membership when their name is so entered in the register of members.

(15) If the Committee rejects an application or nomination, the Committee must, as soon as practicable, notify the applicant/nominee in writing that the application/nomination has been rejected clearly stating the reason/s for the rejection.

(16) A right, privilege, or obligation of a person by reason of membership of the association:-

- (a) Is not capable of being transferred or transmitted to another person; and
- (b) Terminates upon the cessation of his membership whether by death or resignation or otherwise.

## **6. ENTRANCE FEE AND ANNUAL SUBSCRIPTION**

(1) The annual subscription is payable not later than two months after the expiration of the previous year's membership.

## **7. REGISTRATION OF MEMBERS**

- (1) The secretary must keep and maintain a register of members containing:-
  - (a) the full name; and
  - (b) a contact or postal address of each member; and
  - (c) the date on which each member's name was entered in the register.
- (2) The register shall consist of either a card file or A4 binder containing a single card or page per member.
- (3) (Deleted)
- (4) (Deleted)
- (5) A computer database shall be kept by the Secretary containing :
  - (a) The information contained within the register; and
  - (b) where such are made available, the e-mail address and contact telephone number/s of members; and
  - (c) the date on which each member's name was entered in the register, the membership number assigned to the member; and
  - (d) the expiration date, financial status, etc. of the member; and
  - (e) an entry indicating the willingness of the member to have their mailing details provided to other organisations, on the discretion of the secretary of The Association.
- (6) A backup copy of the database referred to in subclause(5) shall be kept by another Officer of the Committee of the Association who is chosen by the Secretary.
- (7) The database referred to in subclause(5) will:-
  - (a) be made available to members of the committee for administration purposes at the discretion of the Secretary.
  - (b) not be made available for viewing to any other persons, businesses or associations.
- (8) Upon expiration of the term of office of the Committee of the Association, all copies of the database will be handed over to the new committee within 14 days of the end of that term.

## **8. RESIGNATION OR CESSATION OF MEMBERSHIP**

- (1) A member of the Association who has paid all moneys due and payable by the member to the Association may resign from the Association by giving one months notice in writing to the Secretary of their intention to resign.
- (2) After the expiry of the period referred to in subclause(1):-
  - (a) the member ceases to be a member; and
  - (b) the secretary must record in the register of members the date on which the member ceased to be a member.

(3) A member of the Association who has remained in a non-financial condition in concern to their membership subscription for a period of greater than two calendar months shall be:-

- (a) Sent notification that their membership has been suspended; and
- (b) at the end of the following calendar month their membership will be revoked.

(4) After the period referred to in subclause(3) the Secretary will, if no action has been taken by the member, record in the register of members the date on which the member ceased to be a member of the Association.

## **9. DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS**

(1) Subject to these rules, if the Committee is of the opinion that a member has, whilst at a club meeting or any other function organised by the club or in connection with their membership:-

(a) refused or neglected to comply with these rules on more than one occasion and has been given written notice by the committee that their behaviour is unacceptable; or

(b) engaged in conduct which is prejudicial to the interests of the Association  
the Committee may by resolution: -

- (a) Fine a member an amount not more than \$500; or
- (b) Suspend a member from membership of the Association for a specified period; or
- (c) Expel a member from the Association;

(2) For the purposes of this clause, "conduct which is prejudicial to the interests of the association" means but is not limited to criminal activity, theft, physical violence, bullying, sexual harassment, repeated verbal abuse, vilification; the encouragement, authorisation or assistance of discrimination, harassment, criminal behaviour, or failure to allow natural justice.

(3) A resolution of the Committee under subclause(1) does not take effect unless :-

(a) at a meeting held in accordance with subclause(4) the Committee confirms the resolution; and

(b) if the member exercises a right of appeal to the Association under this clause, the Association confirms the resolution in accordance with this clause.

(4) A meeting of the Committee to confirm or revoke a resolution passed under subclause(1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given in accordance with subclause(5).

(5) For the purposes of giving notice in accordance with subclause(3), the Secretary must, as soon as practicable, cause to be given to the member a written notice in person or by registered mail:-

- (a) Setting out the resolution of the Committee and the grounds on which it is based; and
- (b) Stating that the member or their representative may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after notice has been given to the member; and
- (c) Stating the date, place and time of that meeting; and
- (d) Informing the member that they may do one or both 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;

(e) informing the member that, if at the meeting, the committee confirms the resolution, they may not later than 48 hours after the date of the meeting, lodge with the secretary a notice to the effect that they wish to appeal to the Association in general meeting against the resolution.

(6) At a meeting of the Committee to confirm or revoke a resolution passed under subclause(1), the committee must: -

- (a) give to the member or their representative, an opportunity to be heard; and
- (b) give due consideration to any written statement submitted by the member; and
- (c) determine by resolution whether to confirm or to revoke the resolution.

(7) If at the meeting of the Committee, the Committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that they wish to appeal to the Association in general meeting against the resolution.

(8) If the Secretary receives a notice under subclause (6), they shall notify the Committee and the Committee must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.

(9) At a general meeting of the Association convened under subclause(7): -

- (a) No business other than the question of the appeal shall be transacted; and
- (b) The Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
- (c) The member or their representative shall be given an opportunity to be heard; and
- (d) The members present must vote by secret ballot on the question of whether the resolution is confirmed or revoked.

(10) A resolution is confirmed if, at the general meeting, not less than Two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

## **10. DISPUTES AND MEDIATION**

(1) The grievance procedure set out in this section applies to disputes under these rules between –

- (a) two or more members; or
- (b) a member or group of members and the association

(2) Notice of a dispute must be made in writing to the committee, and this notification must be signed and dated, describe the substance of the dispute, the remedy sought, and name all parties to the dispute.

(3) If the committee receives notice of a dispute in writing, they must notify all parties to the dispute that a notice has been received and provide all parties other than the complainant with a copy of the notice. In the case where a group of members collectively is one of the parties to the dispute, if one member of that group receives a copy of the notice of a dispute, that member must ensure that all members of the group receive the Notice.

(4) The parties to the dispute must meet and discuss the matter in dispute within 28 days of the committee receiving the Notice of dispute with the aim of reaching a resolution that is satisfactory to all parties. If a resolution cannot be reached, all parties must advise the committee of a suggested person or body to mediate the dispute. If all parties can agree on a person or body, that person or body shall mediate the dispute. If all parties cannot agree, the committee shall request the Department of Justice or another independent body of the committee's choosing to mediate the dispute.

(5) A member of the association can be a mediator

(6) The mediator cannot be a member who is 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.

## **11. ANNUAL GENERAL MEETING**

(1) The Committee of the Association shall in each financial year cause to be convened an annual general meeting of its members

(2) The Committee may determine the date, time, and place of the annual general meeting of the Association, at any point within a six week period of the end of the financial year.

(3) The notice convening the annual general meeting must specify that the meeting is the annual general meeting.

- (4) The ordinary business of the annual general meeting shall be: -
- (a) To confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting.
  - (b) To receive from the Committee reports upon the transactions of the Association during the last preceding financial year;
  - (c) To elect officers of the Association and the ordinary members of the Committee; and
  - (d) To receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act
- (5) The annual general meeting may transact any special business of which notice has been given in accordance with these rules.

## **12. SPECIAL GENERAL MEETING**

- (1) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.
- (2) All general meetings other than the annual general meeting shall be called special general meetings.
- (3) The Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (4) If, but for this subclause, more than 15 months would elapse between annual general meetings, the Committee must convene a special general meeting before the expiration of that period.
- (5) The Committee must, on request in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the Association.
- (6) The request for a special general meeting must:-
- (a) state the objects of the meeting; and
  - (b) be signed by the members requesting the meeting; and
  - (c) be sent to the address of the Secretary.
  - (d) may consist of several documents in a like form, each signed by one or more of the members making the request.
- (7) If the Committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (8) If a special general meeting is convened by members in accordance with this rule, it shall be considered as being convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.



### **13. SPECIAL BUSINESS**

(1) All business that is conducted at a special general meeting and all business that is conducted at the Annual General Meeting, except for business conducted under the rules as ordinary business of the Annual General Meeting, is deemed to be special business.

### **14. NOTICE OF GENERAL MEETINGS**

(1) The Secretary of the Association shall, at least 14 days or, if the special resolution has been proposed, at least 21 days before the date fixed for holding a general meeting of the Association, cause to be sent to each member of the Association a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

(2) Notice may be sent:-

- (a) by pre-paid post to the address appearing in the register of members; or
- (b) if the member requests, by facsimile transmission or electronic transmission.

(3) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.

(4) A member intending to bring any business before a meeting may notify in writing, or electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

### **15. QUORUM AT GENERAL MEETINGS**

(1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.

(2) 9 members or half the entire membership, whichever is the lesser, personally present (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

(3) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present-

- (a) in the case of a meeting convened upon the request of members the meeting shall be dissolved and
- (b) in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairman 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.

(4) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 3) shall be a quorum.

## **16. PRESIDING AT GENERAL MEETINGS**

- (1) The President, or in his absence, the Vice-President shall preside as Chairperson at each general meeting of the Association.
- (2) If the President and the Vice President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

## **17. ADJOURNMENT OF MEETINGS**

- (1) The person presiding may, with the consent of a majority of the members present at the meeting, adjourn the meeting from time to time and place to place.
- (2) No business may be transacted at an adjourned meeting other than the business left unfinished at the meeting which was adjourned.
- (3) If a meeting is adjourned for 14 days or more, a notice of the adjourned meeting must be given as in accordance with clause(13).
- (4) Except as provided in subclause(2) and (3), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **18. VOTING AT GENERAL MEETINGS**

- (1) Upon any question arising at a general meeting of the Association, a member has one vote only.
- (2) All votes must be given personally or by proxy.
- (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the financial year.

## **19. POLL AT GENERAL MEETINGS**

- (1) If at any meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairperson or on a question of adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

## **20. MANNER OF DETERMINING WHETHER A RESOLUTION IS CARRIED**

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

(a) a declaration by the Chairman that a resolution has been :-

- (i) carried; or
- (ii) carried unanimously; or
- (iii) carried by a particular majority; or
- (iv) lost; and

(b) an entry to that effect in the Minute book of the Association:-

- (i) is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

## **21. PROXIES**

(1) Each member shall be entitled to appoint another member as his proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

(2) The notice appointing the proxy must be:-

- (a) for a meeting of the Association convened under section 9 clause(7), in the form set out in appendix 2; or
- (b) in any other case, in the form set out in appendix 3

## **22. COMMITTEE OF MANAGEMENT**

(1) The affairs of the Association shall be managed by a Committee of Management.

(2) The Committee: -

- (a) Shall control and manage the business and affairs of the Association; and
- (b) May, subject to these rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers that are required by these rules to be exercised by general meetings of the members of the Association; and
- (c) May perform such additional acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association, subject to these rules, the Regulations, and Acts. Proper management does not extend to regulating the relationships between members.
- (d) . The Committee may at its discretion delegate any of its powers (save this power of delegation) to any subcommittee and may impose restrictions to be observed in the exercise of such powers.

(3) Subject to section 23 of the Act, the Committee shall consist of:-

- (a) The officers of the Association; and
- (b) Five ordinary members, each of whom shall be elected at the annual general meeting of the Association each year.

## **23. OFFICE HOLDERS**

(1) The officers of the Association 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 subclause (1)

(3) Each officer of the Association shall hold office until the annual general meeting next after the date of his election but is eligible for re-election.

(4) In the event of a casual vacancy in any office referred to in subclause(1), the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

(5) The following offices of the Committee of Management of the Association will bear signatory rights as to financial and legal affairs of the Association :-

- (a) The President
- (b) The Vice-President
- (c) The Secretary
- (d) The Treasurer

(6) A guide to the duties of the Officers of the Association is provided in appendix 1 of this document.

## **24. ORDINARY MEMBERS OF THE COMMITTEE**

(1) Subject to these rules, each ordinary member of the Committee shall hold office until the annual general meeting next after the date of the election but is eligible for re-election.

(2) In the event of a casual vacancy in the office of an ordinary member of the committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

(3) Subject to these rules, each Ordinary Member of Committee shall be delegated a specific role and its incumbent responsibilities.

(4) A guide to the duties of the Ordinary Members of the Committee is provided in Appendix 1 of this Document. From time to time, the duties may include all but are not limited to those listed.

## **25. SPECIAL ACTIVITIES POSITIONS**

(1) The committee of the Association shall have the right to appoint ordinary members of the Association to Special Activities Positions. Special Activities Positions shall fulfill the duties and roles as required listed in Appendix 1.

(2) Special Activities appointees shall be assumed to have the requisite powers and abilities to set policy in relation to their delegated positions only; and

- (3) Any major financial, legal or material commitments relating to a Special Activities Position must be referred to the Committee of the Association; and
- (4) The Committee of the Association shall review and / or appoint members to the Special Activities positions within sixty days of the commencement of their term of office or of the Special Activities Positions being created; and
- (5) Appointees to Special Activities Positions will report to the Committee on a regular basis not more than two calendar months apart; and
- (6) Appointee's are required to carry out any and all duties relating to their posting to the best of their abilities.

## **26. APPOINTMENT OF THE RETURNING OFFICER**

- (1) The Committee of management shall, not less than 5 weeks prior to the announced date of the Annual General Meeting, appoint a member of the association, not currently on the Committee of Management, to the position of Returning Officer.
- (2) The Returning Officer cannot stand for any position on the Committee of Management for the upcoming election.
- (3) The Returning Officer shall call for and receive nominations for candidates standing for election as officers of the Association or as ordinary members of the Committee.
- (4) Nominations for all positions must be: -
  - (a) made in writing; and
  - (b) signed by two members of the Association; and
  - (c) endorsed by the candidate,(candidates signature on the nomination form); and
  - (d) delivered to the Returning Officer not less than 14 days before the date fixed for the holding of the annual general meeting.
- (5) A candidate may only be nominated for one office, or as an ordinary member of the Committee, prior to the Annual General Meeting.
- (6) A candidate nominated for an office, or as an ordinary member of the committee must declare any executive offices held with any other associations or groups with related purposes to the association at the time of nomination.
- (7) All nominations received by the Returning officer will be available for viewing by the members of the Association on request to the Returning Officer.
- (8) The Returning Officer shall post a list of all nominees and the positions for which they are standing not less than 7 days prior to the Annual General Meeting.

## **27. ELECTION OF OFFICERS AND ORDINARY COMMITTEE MEMBERS**

- (1) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- (2) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (3) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

(4) The ballot for the election of officers and ordinary members of the committee shall be conducted at the annual general meeting in such manner as the Committee may direct.

## **28. VACANCIES**

(1) The office of an officer of the Association, or of an ordinary member becomes vacant if the officer or member: -

- (a) Ceases to be a member of the Association; or
- (b) Becomes an insolvent under administration within the meaning of the Corporations Law; or
- (c) Resigns his office by notice in writing given to the Secretary.

## **29. MEETINGS OF THE COMMITTEE**

(1) The Committee shall meet at least 3 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 Vice-President or by any 5 of the members of the Committee.

(3) The Committee shall be permitted to hold these forms of Committee meetings; They are :-

(a) A closed Committee meeting :-

- (i) This meeting is closed to the general members of the Association with the exception of subclause(a)(iii); and
- (ii) Only the Officers of the Association and Ordinary members of the Committee may speak unless this meeting is in accordance with section 9 or 10 of the constitution; and
- (iii) Up to but not more than four ordinary members of the Association may be in attendance at any time as witness to the proceedings at the discretion of the members of the Association;

(b) A General meeting :-

- (i) This meeting is open to all members of the Association who wish to attend; and
- (ii) If requested by the Chairperson any member desiring to do so may speak on the questions then at hand; and
- (iii) If requested by the Chairperson a poll of the attending members of the Association may be taken to determine the result of a question then at hand; and
- (iv) A poll taken in this manner is binding as to its results upon the Committee and the question then being tabled;

(c) An Impromptu meeting :-

- (i) This meeting has the same restrictions as a closed meeting with the exception of subclause(a)(iv).
- (ii) This meeting can be called only in the event of urgent business directly affecting the Association that can not be held off until the next scheduled meeting of the Committee.

(4) All dates, places and times of any committee meeting with the exception of impromptu meetings will be made available to any member of the Association upon request.

(5) All resultant minutes and decisions of all committee meetings must be made available in print or electronic form to all members of the association.

### **30. NOTICE OF COMMITTEE MEETINGS**

(1) Written notice of each Committee meeting must be given to each member of the Committee at least 2 Business days before the date of the meeting;

(2) Written notice must be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.

### **31. QUORUM FOR COMMITTEE MEETINGS**

(1) Any 5 members of the Committee or the nearest whole number of committee members which is greater than half the entire number of members on the Committee constitute a quorum for the transaction of the business of a meeting of the Committee

(2) No business shall be transacted unless a quorum is present.

(3) If within half an hour of the time appointed for the meeting a quorum is not present:-

(a) In the case of a special general meeting - the meeting lapses.

(b) In any other case - the meeting shall stand adjourned to the same place and at the same time and day in the following week.

(4) The Committee may act notwithstanding any vacancy on the Committee.

### **32. PRESIDING AT COMMITTEE MEETINGS**

(1) At meetings of the Committee: -

(a) The President or in the President's absence the Vice President presides; or

(b) If the President and the Vice President are absent, or unable to preside, the members must choose one of their number to preside.

### **33. VOTING AT COMMITTEE MEETINGS**

(1) Questions arising at a meeting of the Committee or at a meeting of any sub-committee appointed by the Committee shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at the meeting may determine.

(2) Each member present at a meeting of the Committee or at a meeting of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

### **34. REMOVAL OF MEMBER OF COMMITTEE**

(1) The Association in general meeting may, by resolution, remove any member of the Committee before the expiration of that member's term of office and appoint another member in their place to hold office until the expiration of the term of the first mentioned member

(2) A member who is the subject of a proposed resolution referred to in subclause(1) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.

(3) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

(4) Where a Committee member in their execution of their duties or powers as a Committee member has engaged in conduct which would breach clause 9 of this Constitution, then that member may be removed or suspended from the Committee by a two-thirds majority vote of the Committee. Suspensions shall not go beyond 30 June of the financial year of the Committee's incumbency. Appeal shall be by way of the DISPUTES AND MEDIATION procedure (Clause 10).

### **35. MINUTES OF MEETINGS**

(1) The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting, and committee meeting, together with a record of the names of the persons present at committee meetings.

### **36. FUNDS**

(1) The Treasurer of the Association must :-

(a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and

(b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditures connected with the activities of the Association.

(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two officers of the Committee of the Association who have signatory rights.

(3) The funds of the Association shall be derived from entrance fees, annual subscriptions, donations, and such other sources as the Committee determines.



(4) As a guideline, the funds of the Association should generally be maintained at \$3,000 or greater. The purpose of this level of funds is to provide good cushion for unexpected events. Drawing on this \$3,000 should be regarded as unusual or exceptional.

### **37. SEAL**

- (1) The Commons Seal of the Association 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 attested by the signatures either of two members of the Committee or of one member of the Committee and of the Public Officer of the Association.

### **38. NOTICE TO MEMBERS**

- (1) Except for the requirements of Clause 13, any notice that is required to be given to a member, by or on the behalf of the Association, under these rules may be given by :-
  - (a) delivering the notice to the member personally; or
  - (b) sending it by prepaid post to the member at the member's address shown in the Register of Members; or
  - (c) facsimile transmission, if the member has requested that the notice be given to them in this manner; or
  - (d) electronic transmission, if the member has requested that the notice be given to them in this manner.
- (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.

### **39. WINDING UP OR CANCELLATION**

- (1) In the event of the winding up or the cancellation of the Incorporation of the Association:
  - (a) The library of the Association shall be donated to:-
    - (i) An organisation of like aims and purposes as the Association or
    - (ii) A library either of public or private means willing to keep the entire collection intact.
  - (b) The net assets of the Association will be distributed to the charity then being supported by the Association as a final donation from the Association.

### **40. CUSTODY AND INSPECTION OF BOOKS AND RECORDS**

- (1) Except as otherwise provided in these Rules, the secretary shall keep in his custody or control all books, documents and securities of the Association.
- (2) A member may request to inspect free of charge all accounts, books, securities and any other relevant documents of the association. All reasonable requests will be granted. On occasion when requests may not be granted for legal reasons, these may include:-
  - (a) personal details that would directly or indirectly identify an individual member;
  - (b) any document or section of a document where, in the reasonable opinion of the committee, disclosure of the document would result in a breach of privacy obligations or acceptable standards.

(3) The committee shall have the power to black out any section of a document that would fall within one of the exceptions in subclauses (a) and (b) and then disclose the document to the member making the request. A member may make a copy of any such suitable documents.

## **41. LIBRARY**

(1) The Library shall be administered by the Librarian.

(2) The librarian shall have the right to appoint members of the Association as assistants and / or temporary helpers.

(3) Library items shall consist of books, magazines, fanzines, videos, films and / or other media materials relating to the statement of purposes of the Association.

(4) Any or all library items shall be made available for loan from the library at the discretion of the librarian.

(5) A library item may only be borrowed / loaned by a current financial member of the Association.

(6) All loans must be recorded in the library loans book as per the procedures determined by the librarian and the Committee of the Association.

(7) Library items can be borrowed / loaned for one calendar month only, loans may be renewed by application in person to the librarian to a maximum of two calendar months.

(8) Items overdue more than two months must be returned to the library and cannot be renewed or reloaned by the same member for a period not greater than that equal to the period overdue.

(9) If an item borrowed by a member can not be returned due to either loss or damage the member responsible for borrowing the item must either replace the item or pay the replacement cost of the item.

(10) The librarian has, with the consent of the committee, the right to dispose of any library materials deemed by both parties to be damaged beyond acceptable condition or in excess of library requirements.

(11) Disposal of excess or damaged goods may be :-

(a) by sale to members of the Association; or

(b) by sale to non-members; or

(c) by any other means at the discretion of the librarian.

(12) The librarian shall refer any theft or wilful damage of library items to the Committee for investigation and / or disciplinary action under section 9 of this document.

(13) Library policy and regulations beyond those stated here shall be formulated by the librarian and will be reviewed by the Committee of the Association on a regular basis.

(14) Other non-media related items used by the Association and contained / stored within the library may be loaned / borrowed only with permission from the committee of the Association and must be returned within one week of the date borrowed.

## **42. CONSTITUTION**

(1) The library shall contain a copy of the current constitution of the Association.

## **APPENDIX 1**

### **DUTIES OF THE OFFICERS OF THE ASSOCIATION**

The duties of the Officers of the Association are :-

- (1) The President will :-
  - (a) chair all meetings with the exception of sub-committee meetings and the Annual General Meeting; and
  - (b) be the visible representative for the committee and the Association as a whole; and
  - (c) be responsible for directing the general progress of the Association; and
  - (d) will carry out any other duties the committee may request of them.
  
- (2) Vice President will :-
  - (a) In the absence of the president:-
    - (i) chair all meetings with the exception of sub-committee meetings and the Annual General Meeting; and
    - (ii) be the visible representative for the committee and the Association as a whole; and
  - (b) be will assist the president and/or any other committee member in any project assigned to them by the committee; and
  - (c) will carry out any other duties the committee may request of them.
  
- (3) Secretary will :-
  - (a) keep minutes of the resolutions and proceedings:-
    - (i) of each general meeting in books provided for that purpose; and
    - (ii) of each committee meeting in books provided for that purpose; and
    - (iii) records of those persons present at committee meetings.
  - (b) receive correspondence in relation to the Association; and
  - (c) keep a record of the date on which the correspondence was received and reply, if needed, was sent
  - (d) present correspondence to the committee at the first meeting after it has been received; and
  - (e) draft responses where needed for committee approval or on request of the committee; and
  - (f) will carry out any other duties the committee may request of them.
  
- (4) Treasurer will:-
  - (a) collect and receive all moneys due to the Association; and
  - (b) make all payments authorised by the Association; and
  - (c) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association; and
  - (d) In conjunction with the Kitchen Manager assist in the running of the Funding Subcommittee; and
  - (e) will carry out any other duties the committee may request of them.

### **DUTIES OF THE ORDINARY MEMBERS OF THE COMMITTEE**

- (5) The duties of the ordinary members of the committee are :-
  - (a) Will undertake Committee Positions that the committee delegates to them; and
  - (b) To assist any and all officers of the Association when ever requested to do so by the Committee; and
  - (c) Will carry out any other duties the committee may request of them.

## COMMITTEE ROLES

### Activity Officer :-

- (a) Shall be responsible for the running of activities on the Associations regular calendar;
- (b) Will appoint the members of and preside over any Activities Sub-Committee;
- (c) Shall provide a written report on the success of activities of the club at the Annual General Meeting;
- (d) Will carry out any other duties the committee may request of them.

### Public Relations Officer:-

- (a) Shall be responsible for setting and maintaining the standards for :-
  - (i) Publicity; and
  - (ii) Information for new and potential members
- (b) Will appoint the members of and preside over any Publicity Sub-Committee;
- (c) Shall be responsible for formulating and carrying out the publicity program for the year;
- (d) Shall provide a written report on the success of the publicity program of the club at the Annual General Meeting.
- (e) Will carry out any other duties the committee may request of them.

### The Catering Manager:-

- (a) Will be responsible for the running of regular Kitchen facilities or the appointment of an assistant to so do;
- (b) Will be responsible in part or in whole for the organisation and control of any event the Association runs that requires the use of the Associations catering facilities;
- (c) Shall provide a written report on the success of the fundraising subcommittee at the Annual General Meeting;
- (d) will carry out any other duties the committee may request of them

### The Newsletter Editor:

- (a) Shall undertake all duties necessary to publish the club newsletter, Ethel the Aardvark
- (b) Shall determine editorial and publishing policy for the club newsletter.
- (c) Shall liaise with printers and others in regards to publishing the club newsletter.
- (d) Shall negotiate advertising content in the club newsletter
- (d) Shall provide a written report on the success of the newsletter at the Annual General Meeting.
- (e) Will carry out any other duties the committee may request of them.

### The Librarian:

- (a) Shall be responsible for the proper functioning of the Library as set down by Clause 41 of the Constitution. These functions may include but are not limited to:
  - a. Acquisition of new items for the collection
  - b. Disposal of surplus materials
  - c. Catalogue the library collection
  - d. Oversee Library Loans
  - e. Shelve and store the library collection
- (b) Shall determine and formulate library policy beyond those stated in the constitution at Clause 41.
- (c) Shall appoint library assistants and manage these as appropriate;
- (d) Ensure library facilities are available to members of the Association
- (e) Shall provide written report on the success of the library at the Annual General Meeting.
- (f) Will carry out any other duties the committee may request of them.

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## Appendix 2

Form of Appointment of Proxy for Meeting of Association Convened under Rule 9(7)

I, \_\_\_\_\_  
(Name)

of \_\_\_\_\_  
(Address)

being a member of the Melbourne Science Fiction Club Inc.

appoint \_\_\_\_\_  
(Name of proxy holder)

of \_\_\_\_\_  
(Address of proxy holder)

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the appeal to the general meeting of the Association convened under rule 9(7) to be held

on \_\_\_\_\_  
(Date of meeting)

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution :-

Resolution passed under rule 9(7) :

\_\_\_\_\_  
(Signed)

Name (Please Print) \_\_\_\_\_

Dated \_\_\_\_\_

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## APPENDIX 3

### APPOINTMENT OF PROXY FOR AN ORDINARY VOTE Form of Appointment of Proxy

I, \_\_\_\_\_  
(Name)

of \_\_\_\_\_  
(Address)

being a member of the Melbourne Science Fiction Club Inc.

appoint \_\_\_\_\_  
(Name of proxy holder)

of \_\_\_\_\_  
(Address of proxy holder)

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the Annual\* or Special\* General Meeting of the Association to be held on

\_\_\_\_\_  
(Date of meeting)

and at any adjourned meeting.

My proxy is authorised to vote In Favour\* or Against\* the following resolution :-

\_\_\_\_\_  
(Signed)

Name (Please Print) \_\_\_\_\_

\_\_\_\_\_  
(Dated)

\* Delete if not applicable