

THE GENEALOGICAL SOCIETY OF VICTORIA INCORPORATED  
ABN 86947919608  
A0022763D

# RULES

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These Rules were approved by a special resolution of the membership  
of the GSV at its Annual General Meeting on 5 October 2013  
and approved by the Victorian Department of Justice on 22 October 2013.

The Rules are based on the Model Rules issued by the Government of Victoria following the enactment of the *Associations Incorporation Reform Act 2012*. Modified rules pertaining to particular requirements of the GSV have been included.

# THE GENEALOGICAL SOCIETY OF VICTORIA INC.

## RULES

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## PART 1—PRELIMINARY

### 1 Name

The name of the incorporated association is "The Genealogical Society of Victoria Incorporated" (the GSV).

### 2 Purposes

The GSV was founded on 17 March 1941. Its purposes are to:

- (a) facilitate, encourage and promote genealogical research, and to educate and assist members and others in the study of genealogy, family history, heraldry and allied subjects;
- (b) hold regular meetings of members and the public at which presentations shall be given and discussions take place in connection with the various aspects of genealogical study;
- (c) make permanent records and indexes of births, baptisms, marriages, deaths, funerals, wills, monumental and other inscriptions, parish registers and other records of genealogical interest;
- (d) acquire and conduct a reference library containing books, papers, magazines, manuscripts, maps, microforms, video and sound recordings, and electronic data etc., on genealogical, heraldic, historical, biographical and allied subjects for the use of members and the general public, located within the GSV or in other libraries and institutions;
- (e) print, publish, purchase and disseminate such journals, periodicals, books and other items as may assist achievement of any of the purposes of the GSV;
- (f) liaise with other organizations within and without Australia having similar purposes as the GSV;
- (g) adopt such means of making known to the general public the purposes of the GSV as may seem expedient and to otherwise further the interests of members in particular by advertising and promoting on-line and in the press, matters relating wholly to the purposes of the GSV, and by granting prizes and making donations; and
- (h) initiate or participate in genealogical and related events.

### 3 Financial year

The financial year of the GSV is each period of 12 months ending on 30 June.

### 4 Definitions

In these Rules—

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

***by-laws*** means by-laws approved by the Council in accordance with rule 5(2)(i).

***chairperson***, of a general meeting or Council meeting, means the person chairing the meeting as required under rule 49;

***council*** means the Committee having management of the business of the GSV;

***council meeting*** means a meeting of the Council held in accordance with these rules;

***councillor*** means a member of the Council elected or appointed under Division 3 of Part 5;

***disciplinary appeal meeting*** means a meeting of the members of the GSV convened under rule 25(3);

***disciplinary meeting*** means a meeting of the Committee convened for the purposes of rule 23;

***disciplinary committee*** means the committee appointed under rule 22;

***financial year*** means the 12 month period specified in rule 3;

***general meeting*** means a general meeting of the members of the GSV 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 GSV;

***member entitled to vote*** means a member who under rule 14(3) is entitled to vote at a general meeting;

***office-bearers*** means the President, Vice-Presidents, Secretary and the Treasurer;

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

***the Act*** means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

***the Registrar*** means the Registrar of Incorporated Associations.

## **PART 2—POWERS OF THE GSV**

### **5 Powers of the GSV**

- (1) Subject to the Act, the GSV has power to do all things incidental or conducive to achieve its purposes.
  - (2) Without limiting subrule (1), the GSV 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 trust monies may lawfully be invested;
    - (d) raise or 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;
    - (h) confer on qualified members such honours and awards as may be determined by Council;
    - (i) by Council approval, create by-laws that have the authority of these Rules, for the purpose of elaborating upon GSV policies and processes; and
    - (j) amalgamate with any companies, institutions, societies, or associations having purposes altogether or in part similar to those of the GSV and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society under and by virtue of rule 6.
  - (3) The GSV may only exercise its powers and use its income and assets (including any surplus) for its purposes.
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## **6 Not for profit organisation**

- (1) The GSV must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) The GSV shall not appoint a person who is an office bearer or a member of the Council to any position which is remunerated.
- (3) Subrule (1) and (2) do not prevent the GSV 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.

## **PART 3—MEMBERS, PATRONS, DISCIPLINARY PROCEDURES AND GRIEVANCES**

### **Division 1—Membership**

#### **7 Minimum number of members**

The GSV must have at least 5 members.

#### **8 Who is eligible to be a member**

Any person who is aged 18 years or more, or society or corporate entity, who supports the purposes and who is willing to abide by the Rules of the GSV is eligible for membership.

#### **9 Membership categories**

The GSV shall consist of Fellows, Honorary Fellows, Ordinary Members, Joint Members, Life Members, Joint Life Members, Member Societies, Corporate Members, Youth Members and any other category of membership which the Council may from time to time decide by resolution. Additionally, some privileges of membership are accorded, and these Rules shall apply, to day visitors, reciprocal society visitors, invited guests and participants in open days.

- (1) **FELLOWS:** A Fellow or Honorary Fellow of the GSV shall be a natural person nominated in accordance with By-law 1 and shall be presented for election at a General Meeting of the GSV upon the recommendation of the Council. Once elected as a Fellow, the full rights and privileges of membership of the GSV are available to the Fellow for life.
- (2) **ORDINARY MEMBERS:** An Ordinary Member shall be a natural person who has paid the subscription applicable to the Ordinary Member category of membership.
- (3) **JOINT MEMBERS:** Joint Members shall be any two or more natural persons of the one nominated address who have paid the subscription applicable to this category of membership. Joint Members shall be entitled to one vote each.
- (4) **LIFE MEMBERS/JOINT LIFE MEMBERS:** Life Members and Joint Life Members shall be natural persons who have paid the subscriptions applicable to the relevant category of membership. Joint Life Members shall be entitled to one vote each.
- (5) **MEMBER SOCIETIES:** Any company, institution, society or association, whether incorporated or unincorporated, formed with a principal object of promoting and participating in the study and research of genealogy, family or local history, heraldry and allied subjects and which is bound by a constitution, rules or by-laws approved by its members is eligible to be a Member Society. Such an organisation desiring membership under this Rule shall apply in writing to the Council in accordance with the By-laws and, upon payment of the requisite fees, may be admitted as a Member Society. A Member Society may from time to time, but at

least once in every year, nominate a person to be its representative and, subject to these Rules, the person so nominated shall have the same rights, privileges and obligations as an Ordinary Member.

- (6) **CORPORATE MEMBERS:** A Corporate Member shall be any incorporated or unincorporated body such as an association, institution, government department or instrumentality, local government body, trust, or other organisation (not being a natural person) as may from time to time be approved by Council and which has paid the appropriate fees. A Corporate Member may from time to time, but at least once in every year, nominate a person to be its representative, and, subject to these Rules, the person so nominated shall have the same rights, privileges and obligations as an Ordinary Member.
- (7) **YOUTH MEMBERS:** A Youth Member shall be a natural person between the ages of 18 and 25 years who has paid the subscription applicable to this category of membership.

## **10 Application for membership**

- (1) To apply to become a member of the GSV, an application must be completed in the required form, stating that the person or entity--
  - (a) wishes to become a member of the GSV; and
  - (b) supports the purposes of the GSV; and
  - (c) agrees to comply with these Rules.
- (2) The application—
  - (a) must include the applicant's signature or electronic acceptance as appropriate; and
  - (b) must be accompanied by the appropriate fees.

## **11 Consideration of application**

- (1) As soon as practicable after an application for membership is received, the Council must decide by resolution whether to accept or reject the application.
- (2) The Council must notify the applicant of its decision to reject the application as soon as practicable after the decision is made.
- (3) If the Council 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.

## **12 New membership**

- (1) If an application for membership is approved by the Council—
  - (a) the resolution to accept the membership must be recorded in the minutes of the Council 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.
- (2) A person becomes a member of the GSV and, subject to rule 14(3) is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—
  - (a) the Council approves the person's membership; or
  - (b) the person pays the appropriate fees.
- (3) Once the appropriate fees have been credited to the GSV, an applicant for membership may be granted immediate access to certain GSV services and facilities. The intention behind this is to ensure that applicants are not unduly disadvantaged by the membership processing interval.

### **13 Annual subscription and fee on joining**

- (1) There shall be such joining fee and annual subscription payable by each category of member as is decided by the Council from time to time.
- (2) The applicable annual subscription is payable each year, in advance, on or before the anniversary of the first day of the month of the member's election to membership.
- (3) A member desiring to transfer from one category of membership to another shall receive full credit for the amount already paid in respect of that financial year's subscription and he or she shall be required to pay only the difference between that amount and the amount applicable to the other category of membership as at the date of application to transfer.

### **14 General rights of members**

- (1) A member of the GSV is entitled to access the services and facilities of the GSV as determined by the Council from time to time.
- (2) A member of the GSV has the right—
  - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules;
  - (b) to submit items of business for consideration at a general meeting; and
  - (c) to attend and be heard at a general meeting;
  - (d) to vote at a general meeting;
  - (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, subject to rule 19(2).
- (3) A member is entitled to vote if—
  - (a) more than 10 business days have passed since he or she became a member of the GSV; and
  - (b) the member's membership rights are not suspended for any reason.

### **15 Rights not transferable**

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

### **16 Obligations of membership**

- (1) Every member shall be governed by the Rules of the GSV and shall refrain from doing any act likely to prejudice the GSV or its members in any way. All members shall be considered to have assented to and agreed to be bound by these Rules.
- (2) Membership of the GSV does not entitle a member to give the name and address of the GSV as his or her address or otherwise for the purposes of private identification or endorsement.
- (3) It shall be the responsibility of each member to advise the GSV of any change to his or her address or other material particular, as soon after the change as is reasonably possible, to enable the register of members to be kept up to date.

### **17 Ceasing membership**

- (1) Any member whose subscription is one month or more in arrears shall be debarred from being a member of Council, from nominating any candidate for election or appointment to Council, or from voting on any GSV matter.

- (2) Written notice of arrears in subscription shall be sent to the member and, after allowing a reasonable time (not less than 14 days) for a reply thereto, the Council may remove his or her name from the Register of Members whereupon he or she shall be held to have forfeited all rights and privileges in the GSV. Upon payment of all arrears the Council may reinstate the member and restore his or her name to the Register.
- (3) The membership of a person also ceases on resignation, expulsion or death in which case the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

## **18 Resigning as a member**

- (1) A member may resign by notice in writing given to the GSV.
- (2) A member is taken to have resigned if—
  - (a) the member's annual subscription is more than three months in arrears; or
  - (b) where no annual subscription is payable—
    - (i) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
    - (ii) the member has not, within three months after receiving that request, confirmed in writing that he or she wishes to remain a member.

## **19 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 notices last given by the member;
    - (iii) the date of becoming a member;
    - (iv) if the member is a student member, a note to that effect;
    - (v) any other information determined by the Council; and
  - (b) 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. This is subject to section 59 of the Act wherein 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.

## **20 Patrons**

Such person as shall be invited by a resolution of the Council to grant his or her patronage to the GSV shall, upon so doing, be accorded the style and title of Patron of the Genealogical Society of Victoria. There may be more than one Patron of the GSV.

### **Division 2—Disciplinary action**

## **21 Grounds for taking disciplinary action**

The GSV 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 GSV or

(c) has engaged in conduct prejudicial to the GSV.

## **22 Disciplinary committee**

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

## **23 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 GSV 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 committee 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 committee at that meeting;
    - (ii) give a written statement to the disciplinary committee at any time before the disciplinary meeting; and
  - (e) setting out the member's appeal rights under rule 25.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

## **24 Decision of committee**

- (1) At the disciplinary meeting, the disciplinary committee 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 committee may—
  - (a) take no further action against the member; or
  - (b) may—
    - (i) reprimand the member; or
    - (ii) suspend the membership rights of the member for a specified period; or
    - (iii) expel the member from the GSV.
- (3) The disciplinary committee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary committee under this rule takes effect immediately after the vote is passed.

## **25 Appeal rights**

- (1) A person whose membership rights have been suspended or who has been expelled from the GSV under rule 24 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—
  - (a) to the disciplinary committee immediately after the vote to suspend or expel the person is taken; or
  - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Council as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the GSV 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.

## **26 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 Council 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 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) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the members at the meeting vote in favour of the decision.

### **Division 3—Grievance procedure**

## **27 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 Council;
    - (c) a member and the GSV;
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(d) a member and a member of staff.

- (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.

## **28 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.

## **29 Appointment of mediator**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 28, the parties must within 10 days—
- (a) notify the Council 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 Council; or
    - (ii) if the dispute is between a member and the Council or the GSV—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Council may be a member or former member of the GSV 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.

## **30 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.

## **31 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 GSV**

## **32 Annual general meetings**

- (1) The Council must convene an annual general meeting of the GSV to be held within five months after the end of each financial year.
- (2) The Council may determine the date, time and place of the annual general meeting.

- (3) 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 Council on the activities of the GSV during the preceding financial year; and
    - (ii) the financial statements of the GSV for the preceding financial year submitted by the Council in accordance with Part 7 of the Act;
  - (c) to elect members of the Council;
  - (d) to consider the election of any member or person who has been nominated as a Fellow or Honorary Fellow; and
  - (e) to appoint an Auditor if required.
- (4) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules. Other matters of information or questions may be raised without notice by members, on the understanding that they may be referred to the next meeting of the Council for its consideration.
- (5) The annual general meeting may receive an address, lecture or other presentation as may be arranged by the Council.

### **33 Special general meetings**

- (1) Any general meeting of the GSV, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Council may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 35 may be conducted at the meeting.
- (4) General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 35 and the majority of members at the meeting agree.

### **34 Special general meeting held at request of members**

- (1) The Council must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 5% 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 and signatures of the members requesting the meeting; and
    - (d) be given to the Secretary.
  - (3) If the Council 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 half 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 months after the date on which the original request was made; and
-

- (b) may only consider the business stated in that request.
- (5) The GSV must reimburse all administrative expenses incurred by the members convening a special general meeting under subrule (3).

### **35 Notice of general meetings**

- (1) The Secretary (or, in the case of a special general meeting convened under rule 34(3), the members convening the meeting) must give to each member of the GSV—
  - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - (b) at least 14 days' notice of a general meeting in any other case.
- (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; and
  - (d) comply with rule 36(5).
- (3) This rule does not apply to a disciplinary appeal meeting.

### **36 Proxies**

- (1) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) The member may use the form for the appointment of a proxy approved by Council or any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under rule 35 must—
  - (a) state that the member may appoint another member as a proxy for the meeting; and
  - (b) provide guidance as to acceptable proxy forms as per subrule 36(4).
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the GSV no later than 24 hours before the commencement of the meeting.

### **37 Use of technology**

- (1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.

- (2) For the purposes of this Part, a member participating in a general 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) The GSV is under no obligation to provide a member with the technology needed to enable distant participation in meetings.
- (4) Use of technology may also be permitted for Council and committee meetings in accordance with subrules (1), (2) and (3).

### **38 Quorum at general meetings**

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or remotely as allowed under rule 37) of 20 members.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
  - (a) in the case of a meeting convened by, or at the request of, members under rule 34— the meeting must be dissolved;

#### **Note**

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 34.

- (b) in any other case—
    - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
    - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 5) may proceed with the business of the meeting as if a quorum were present.

### **39 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 14 days or more, in which case notice of the meeting must be given in accordance with rule 35.

#### **40 Voting and rulings at general meeting**

- (1) On any question arising at a general meeting—
  - (a) subject to subrule (3), each member has one vote; and
  - (b) members may vote personally or by proxy; and
  - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (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 26.
- (5) At all general meetings when questions of order, procedure or interpretation of the Rules or by-laws arise, the ruling of the Chairperson shall be accepted as final.

#### **41 Special resolutions**

- (1) A special resolution is passed if not less than three quarters of the members at a general meeting (whether voting in person or by proxy) vote in favour of the resolution.
- (2) In addition to certain matters specified in the Act, a special resolution is required—
  - (a) to remove a Council member from office ;
  - (b) to alter these Rules, including changing the name or any of the purposes of the GSV.

#### **42 Determining whether resolution carried**

- (1) Subject to subsection (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 three or more 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.

#### **43 Minutes of general meeting**

- (1) The Council 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) proxy forms given to the Chairperson of the meeting under rule 36(6); and
  - (c) the financial statements submitted to the members in accordance with rule 32(3)(b)(ii); and
  - (d) the certificate signed by two Council members certifying that the financial statements give a true and fair view of the financial position and performance of the GSV; and
  - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

## **PART 5—COUNCIL**

### **Division 1—Powers of Council**

#### **44 Role and powers**

- (1) The business of the GSV must be managed by or under the direction of a Council.
- (2) The Council may exercise all the powers of the GSV except those powers that these Rules or the Act require to be exercised by general meetings of the members of the GSV.
- (3) The Council may—
  - (a) appoint and remove staff;
  - (b) establish committees consisting of members with terms of reference it considers appropriate.

#### **45 Delegation**

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

#### **46 By-laws**

- (1) The Council may make such by-laws as it deems necessary for the proper and effective administration of the GSV.
- (2) Where a member of Council proposes to create, amend or repeal a by-law, appropriate notice must be given at the Council meeting prior to the Council meeting at which it is planned to vote on the proposal.
- (3) Subsequent to the approval, amendment or revocation of a by-law by Council, within a reasonable time details shall be published in either precise or general form for the information of members. The publication and lodgement of the by-law on the GSV's notice

board and/or website and in the library copy of the GSV's manual containing the Rules and by-laws shall be deemed to be sufficient for the purpose of this subrule.

## **Division 2—Composition of Council and duties of members**

### **47 Composition of Council**

- (1) The Council consists of—
  - (a) a President; and
  - (b) two Vice-Presidents, one of whom shall be appointed Senior Vice-President by the Council; and
  - (c) a Secretary; and
  - (d) a Treasurer; and
  - (e) 11 ordinary members.
- (2) Each member of the Council shall, subject to these Rules, hold office for two years.
- (3) Each year as at the conclusion of the annual general meeting one half of the members of the Council shall retire from office, those members being those who have been longest in office since their last election. Any retiring member of the Council shall be eligible for re-election.

### **48 General Duties**

- (1) As soon as practicable after being elected or appointed to the Council, each councillor must become familiar with these Rules and the Act.
- (2) The Council is collectively responsible for ensuring that the GSV complies with the Act and that individual members of the Council comply with these Rules.
- (3) Councillors must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Councillors must exercise their powers and discharge their duties—
  - (a) in good faith in the best interests of the GSV; and
  - (b) for a proper purpose.
- (5) Councillors and former councillors 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 GSV.

**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 councillor must perform any other duties imposed from time to time by resolution at a general meeting.

### **49 President and Vice-Presidents**

- (1) Subject to subrule (2), the President or, in the President's absence, one of the Vice-Presidents is the Chairperson for any general meetings and for any Council meetings.

- (2) If the President and the Vice-Presidents are 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 Council meeting—a Council member elected by the other Council members present.

## **50 Secretary**

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (2) The Secretary must—
  - (a) maintain the register of members in accordance with rule 19; and
  - (b) keep custody of the common seal of the GSV and, except for the financial records referred to in rule 70(3), all books, documents and securities of the GSV 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.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

## **51 Treasurer**

- (1) The Treasurer must—
  - (a) receive all moneys paid to or received by the GSV and issue receipts, if requested, for those moneys in the name of the GSV;
  - (b) ensure that all moneys received are paid into an account of the GSV no later than five working days after receipt;
  - (c) make any payments authorised by the Council or by a general meeting of the GSV from the GSV's funds; and
  - (d) ensure cheques are signed by two members of the Council or other persons authorised by the Council.
- (2) The Treasurer must—
  - (a) ensure that the financial records of the GSV are kept in accordance with the Act; and
  - (b) coordinate the preparation of the financial statements of the GSV and their certification by the Council prior to their submission to the annual general meeting of the GSV.
- (3) The Treasurer must ensure that at least one other Council or staff member has access to the accounts and financial records of the GSV.

### **Division 3—Election of Council members and tenure of office**

## **52 Who is eligible to be a Council member**

- (1) A member is eligible to be elected or appointed as a Council member if the member is entitled to vote at the AGM.
- (2) To be eligible to be Secretary a member must reside in Australia.

### **53 Election of members to Council**

- (1) The Council shall not less than three months before each annual general meeting of the GSV, invite all members to nominate themselves or other candidates for so many of the positions of Council which are or will become vacant at the meeting.
- (2) Nominations of candidates for election:
  - (a) shall be made in writing on the form prescribed by the Council, signed by two members of the GSV and be accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (b) shall be delivered to the Secretary not less than 35 days before the date fixed for the holding of the annual general meeting.
- (3) Subject to subrules (4) and (5), at the annual general meeting a separate election must be held for each position.
- (4) If insufficient nominations by position are received to fill all vacancies on the Council, the candidates nominated shall be declared to be elected and further nominations shall be received at the annual general meeting.
- (5) If the number and specified position(s) of nominations received are equal to the number of vacancies to be filled, the persons nominated shall be declared to be elected.
- (6) If the number of nominations exceeds the number of vacancies to be filled, a secret ballot shall be held in accordance with rule 54.
- (7) On his or her election, the new President may take over as Chairperson of the meeting.

### **54 Ballot**

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
  - (2) The returning officer must not be a member nominated for the position.
  - (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
  - (4) The election must be by secret ballot.
  - (5) The returning officer must give a blank piece of paper to—
    - (a) each member present in person; and
    - (b) each proxy appointed by a member.
  - (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
  - (7) If the ballot is for more than one position—
    - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
    - (b) the voter must not write the names of more candidates than the number to be elected.
  - (8) Ballot papers that do not comply with subrule (7)(b) are not to be counted.
  - (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
  - (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
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- (11) If the returning officer is unable to declare the result of an election under subrule (10) because two or more candidates received the same number of votes, the returning officer must—
  - (a) conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected; or
  - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

## **55 Term of office**

- (1) Subject to rules 47 (2) and (3) and rule 57(5), a Council member holds office until the next annual general meeting.
- (2) A Council member may be re-elected.

## **56 Vacation or termination of office**

- (1) A Council member may resign from the Council by written notice addressed to the Council.
- (2) A person ceases to be a Council member if he or she—
  - (a) ceases to be a member of the GSV; or
  - (b) fails to attend three consecutive Council meetings without leave of absence under rule 67; or
  - (c) otherwise ceases to be a Council member by operation of section 78 of the Act.
- (3) A general meeting of the GSV may—
  - (a) by special resolution remove a Council member from office; and
  - (b) elect an eligible member of the GSV 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 GSV (not exceeding a reasonable length) and may request that the representations be provided to the members of the GSV.
- (5) The Secretary or the President may give a copy of the representations to each member of the GSV 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 Filling casual vacancies**

- (1) The Council may appoint an eligible member of the GSV to fill a position on the Council that—
  - (a) has become vacant under rule 56; or
  - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Council must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 55 applies to any Council member appointed by the Council under subrule (1) or (2).
- (4) The Council may continue to act despite any vacancy in its membership.
- (5) A Council member appointed to fill a casual vacancy shall hold office only until the next annual general meeting.

## **Division 4—Operations of Council**

### **58 Executive Committee**

- (1) There shall be an Executive Committee of Council.
- (2) The Executive Committee shall consist of the Office-Bearers of the GSV. Other members of the Council may be appointed from time to time by resolution of Council.
- (3) The Council may prescribe by resolution, by-laws to regulate the proceedings and conduct of the Executive Committee.
- (4) The Executive Committee shall exercise such powers and functions and perform such duties as are conferred upon it by the Council or by these Rules.

### **59 Meetings of Council**

- (1) The Council must meet at least four times in each year at the dates, times and places determined by the Council.
- (2) The date, time and place of the first Council meeting must be determined by the members of the Council as soon as practicable after the annual general meeting of the GSV at which the members of the Council were elected.
- (3) Special Council meetings may be convened by the President or by any four members of the Council. In the case of a special meeting requested by members of Council, written notice of their wish to convene such a meeting shall be given to the Secretary who, in turn, shall forthwith notify all members of the Council accordingly.

### **60 Notice of meetings**

- (1) Notice of each Council meeting must be given to each Council member no later than seven days before the date of the meeting.
- (2) Notice may be given of more than one Council meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special Council 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 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 Council member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Council.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.
- (4) Straightforward Council decisions not requiring extensive discussion may at the request of the President be resolved by use of written communications technology such as email provided that the issue and decision are recorded in the minutes of the next meeting of Council.

## **62 Procedure and order of business**

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

## **63 Quorum**

- (1) No business may be conducted at a Council meeting unless a quorum is present.
- (2) The quorum for a Council meeting is the presence (in person or as allowed under rule 37) of a majority of the Council members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Council 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 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.
- (4) Subject to the quorum requirements the Council may act notwithstanding any vacancy on the Council. However, if the number of Councillors appointed falls below eight, the Council shall act only for the purpose of filling vacancies until there are at least eight members of Council.

## **64 Voting**

- (1) On any question arising at a Council meeting, each Council member present at the meeting has one vote.
- (2) A motion is carried if a majority of Council 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 Council.
- (4) An absolute majority is required at urgent meetings on one particular topic, this being determined at the discretion of the Chairperson.
- (5) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (6) Voting by proxy is not permitted.
- (7) In the ordinary course voting shall be by a show of hands but, if demanded by a Council member, a secret poll shall be taken in such manner as the person presiding at the meeting shall determine.
- (8) No resolution of the Council shall be rescinded at any subsequent meeting unless notice of the proposed rescission has been sent by the Secretary to all Councillors at least seven days before the date of such meeting, and the rescission is agreed upon at that meeting.

## **65 Conflict of interest**

- (1) A Council member who has a material personal interest in a matter being considered at a Council meeting must disclose the nature and extent of that interest to the Council.
- (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 Council 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 GSV is established; or
  - (b) that the member has in common with all, or a substantial proportion of, the members of the GSV.

### **66 Minutes of meeting**

- (1) The Council must ensure that minutes are taken and kept of each Council 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 65.

### **67 Leave of absence**

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

## **PART 6—FINANCIAL MATTERS**

### **68 Source of funds**

The funds of the GSV may be derived from joining fees, annual subscriptions, sales of publications, donations, fund-raising activities, grants, interest and any other sources approved by the Council.

### **69 Management of funds**

- (1) The GSV must open accounts with financial institutions from which all expenditure of the GSV is made and into which all of the GSV's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the GSV, the Council may approve expenditure on behalf of the GSV.
- (3) The Council may authorise office bearers and/or staff members to expend funds on behalf of the GSV (including by electronic funds transfer) up to a specified limit without requiring approval from the Council for each item on which the funds are expended.
- (4) All cheques or other negotiable instruments must be signed by two members of the Council or other persons authorised by the Council.
- (5) All funds of the GSV must be deposited into a financial account of the GSV no later than five working days after receipt.
- (6) With the approval of the Council, the Treasurer and/or staff member 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.

## **70 Financial records**

- (1) The GSV 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 GSV must retain the financial records for seven 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 Council.

## **71 Financial statements**

- (1) For each financial year, the Council must ensure that the requirements under the Act relating to the financial statements of the GSV 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 Council;
  - (d) the submission of the financial statements to the annual general meeting of the GSV;
  - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## **72 Indemnification**

The office bearers, all members of Council and GSV representatives as specified in the by-laws, shall be indemnified by the GSV against, and reimbursed for, all costs, losses and expenses which they may incur or become liable to pay by reason of any contract entered into or obligation incurred by them, or any act or thing lawfully done or permitted by them, as office bearers, members of the Council or GSV representatives.

## **PART 7—GENERAL MATTERS**

### **73 Common seal**

- (1) The GSV shall have a common seal, and—
  - (a) the name of the GSV 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 Council and the sealing must be witnessed by the signatures of two Council members;
  - (c) the common seal must be kept in the custody or in the control of the Secretary.

### **74 Registered address**

The registered address of the GSV is—

- (a) the address determined from time to time by resolution of the Council; or
- (b) if the Council has not determined an address to be the registered address—the postal address of the Secretary.

## 75 Notice requirements

- (1) Any notice required to be given to a member or a Council member under these Rules may be given—
  - (a) by handing the notice to the member personally; or
  - (b) by sending it by post, by email or by other electronic means to the member at the address recorded for the member on the register of members.
- (2) Any notice required to be given to the GSV or the Council may be given—
  - (a) by handing the notice to a member of the Council; 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 Council determines that it is appropriate in the circumstances—
    - (i) by email to the email address of the GSV or the Secretary; or
    - (ii) by facsimile transmission to the facsimile number of the GSV.

## 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) and rule 19(2), the financial records, books, securities and any other relevant document of the GSV, including minutes of Council meetings.
  - (2) The Council may refuse to permit a member to inspect records of the GSV that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the GSV.
  - (3) The Council 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 obtain a copy of any of the other records of the GSV referred to in this rule and the GSV may charge a reasonable fee for provision of a copy of such a record.
  - (5) For purposes of this rule—

***relevant documents*** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the GSV and includes the following—

    - (a) its membership records;
    - (b) its financial statements;
    - (c) its financial records;
    - (d) records and documents relating to transactions, dealings, business or property of the GSV.
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## **77 Winding up and cancellation**

- (1) The GSV may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the GSV, the surplus assets of the GSV must not be distributed to any members or former members of the GSV.
- (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 or bodies having purposes similar to the purposes of the GSV and whose rules shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the GSV under rule 6.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

## **78 Alteration of Rules**

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

### **Note**

An alteration of these Rules does not take effect unless or until it is approved by the Registrar.

