

UNITED BUDGERIGAR SOCIETY INCORPORATED

RULES OF ASSOCIATION

(“the Rules”)

1. *Name*

The name of this incorporated association is –

UNITED BUDGERIGAR SOCIETY INCORPORATED

(hereinafter called “the Club”)

2. *Definitions*

In these Rules, unless the contrary intention appears –

“**Act**” means the Associations Incorporation Act 1981;

“**Committee**” means the committee of management of the Club;

“**financial year**” means the year ending on 31st December;

“**general meeting**” means a general meeting of members convened in accordance with these Rules;

“**member**” means a member of the Club;

“**Officer**” means an executive officer of the Club as defined in Rule 19 of the Act;

“**ordinary member of the Committee**” means a member of the Committee who is not an officer of the Club;

“**Regulations**” means regulations under the Act;

“**relevant documents**” has the same meaning as defined in the Act;

“**Secretary**” means a person holds that office under these Rules as Secretary of the Club. and

3. *Objects*

- (a) To promote and encourage the breeding and exhibiting of Budgerigars primarily as a hobby and not for financial gain;
- (b) Subject to these Rules, to liaise with similar organizations interested in the breeding and exhibiting of Budgerigars;
- (c) To become an affiliated society of the Budgerigar Council of Victoria Incorporated.

4. *Supplementary Powers*

For the purpose of furthering the objects set out in Clause 3, the Committee may –

- (a) conduct such Club events, functions, or exhibitions as deemed appropriate;
- (b) raise funds in the form of subscriptions, donations, sponsorships or otherwise;
- (c) buy, sell or otherwise deal with any articles or commodities;
- (d) borrow or raise money either alone or jointly with any other person or legal entity;
- (e) invest or otherwise deal with the funds of the Club;
- (f) do such other things as may be incidental or conducive to the attainment of the objects and the exercise of powers set out in these Rules.

5. *Membership*

- (a) A person who applies and is approved for membership as provided in these Rules is eligible to be a member of the Club upon payment of such annual subscription and/or entrance fee as determined by the Committee from time to time.
- (b) An application for membership must be submitted in writing to the Secretary who shall, as soon as practicable, refer the application to the Committee.
- (c) The Committee may, in its absolute discretion, accept or reject such an application without giving a reason for such decision.
- (d) The Secretary shall, as soon as practicable, notify the applicant in writing advising of the Committee's decision and if the application has been approved shall request payment of such Club subscription and/or entrance fee as may be determined by the Committee from time to time.
- (e) Upon payment of the Club subscription and/or entrance fee, the applicant will be formally registered as a member of the Club.
- (f) Club membership shall be renewable at the end of each financial year and a written application for renewal of membership shall be submitted to the Secretary on or before 1st January each year together with such annual subscription as may be determined by the Committee from time to time,.
- (g) The Committee may, in its absolute discretion, accept or reject any application for renewal of annual membership without giving a reason for such decision.
- (h) A right, privilege, or obligation of a person by reason of membership of the Club is not capable of being transferred or transmitted to another person and terminates upon the cessation of membership whether by death, resignation or otherwise.

6. *Classifications of Members*

The Club shall consist of the following categories of membership –

- (a) Registered member
A financial member registered in accordance with these rules.
- (b) Life member.
A person appointed to life membership in general meeting in recognition of conspicuous or distinguished service.

7. *Register of members*

- (a) The Secretary shall keep and maintain a register of members containing –
 - (i) the name and address of each member; and
 - (ii) the date on which each member's name was entered in the register
- (b) The register is available for inspection free of charge by any member upon request.

8. *Ceasing membership*

- (a) A member having paid all moneys due and payable to the Club may resign as a member by giving one month's notice in writing to the Secretary of his or her intention to do so.
- (b) After expiry of the period of notice referred to in sub-rule (a) –
 - (i) the member ceases to be a member, and
 - (ii) the Secretary shall record in the register of members the date of such resignation.

9. *Notices to members*

Any notice that is required to be given to a member by the Club may be sent –

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

10. *Disciplinary procedures*

A General Meeting of the Club may –

- (a) By special resolution, remove a committee member from office; and
- (b) Elect an eligible member of the Club to fill the vacant position in accordance with these Rules

11. Disputes

The grievance procedure set out in below applies to disputes under these Rules between

- (a) a member and another member;
- (b) a member and the Committee;
- (c) a member and the Club.

12. Grievance Procedure

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.

- (a) Parties must attempt to resolve a 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.

- (b) Appointment of Mediator

If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Sub-Part (a), the parties must within 10 days –

- (i) Notify the Committee of the dispute; and
- (ii) Agree to or request the appointment of a mediator; and
- (iii) Attempt in good faith to settle the dispute by mediation.

- (c) The mediator must be-

- (i) person chosen by agreement between the parties; or
- (ii) In the absence of agreement-

- (i) If the dispute is between a member and another member – a person appointed by the Committee; or
- (ii) if the dispute is between a member and the Committee or the Club – a person appointed or employed by the Dispute Settlement Centre of Victoria.

- (d) A mediator appointed by the Committee may be a member or former member of the Club but in any case must not be a person who-

- (i) Has a personal interest in the dispute; or
- (ii) Is biased in favour of against any party.

13. Mediation process

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.

14. 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.

15. Annual General Meeting

- (a) The Committee shall convene an Annual General Meeting of members no later than five (5) months after the end of the financial year.
- (b) The Annual General Meeting shall be so specified in the notice of meeting.
- (c) The ordinary business of the Annual General Meeting shall be;
 - (i) to confirm the minutes of the previous Annual General Meeting
 - (ii) to receive Committee reports on the activities of the Club during the preceding financial year
 - (iii) to receive the annual financial report presented in accordance with Section 30(3) of the Act.
 - (iv) to elect Officers and ordinary Committee members in accordance with these Rules.
- (d) Special business may be transacted at the Annual General Meeting provided that due notice has been given to members in accordance with these Rules.

16. General Meetings

- (a) All general meetings other than the Annual General Meeting are special general meetings.
- (b) The Committee may, whenever it thinks fit, convene a special general meeting of members.
- (c) The President, or in the President's absence, the Vice-President, shall preside as chairperson.
- (d) If the President and the Vice-President are absent or are unable to preside, the members present shall appoint one of their number to preside as chairperson.
- (e) The Committee shall convene a special general meeting of members following receipt of a written request for same signed by at least ten (10) members of the Club.
- (f) A member wishing to bring any business before a general meeting must give notice in writing to the Secretary. Such business shall be included in the notice calling the general meeting next following the expiration of 30 days from the date of receipt of the member's request.
- (g) No business other than that set out in the notice convening a general meeting shall be transacted at such meeting.

17. Notices of general meetings

- (a) The Secretary shall, at least 21 days before the date fixed for holding a general meeting, cause to be sent to each member a notice stating the date, place and time of the meeting and the nature of the business to be transacted at that meeting.
- (b) If such business includes a special resolution as defined by the Act, full details of such resolution in the form of a formal notice of motion shall be included in the notice convening the meeting.

18. Quorum at general meetings

- (a) Five (5) members personally present, being members entitled under these rules to vote at a general meeting, shall constitute a quorum for the transaction of business.
- (b) No item of business may be transacted at a general meeting unless a quorum of members is present when the meeting is considering that item.
- (c) If, within 30 minutes after the appointed time for commencement of a general meeting, a quorum is not present; -

- (i) in the case of a meeting convened upon a request of members, the meeting shall be dissolved, and
 - (ii) in any other case, the meeting shall stand adjourned to the same time on the same day in the next week and (unless another place is specified by the chairperson at the time of the adjournment) at the same place.
- (d) If at the adjourned meeting a quorum is not present within 30 minutes of the appointed time for commencement, the members personally present, (being not less than 5 in number) shall be a quorum.

19. *Adjournment of general meetings*

- (a) The chairperson may, with the consent of a majority of members present at a general meeting, adjourn the meeting from time to time and place to place.
- (b) No business may be conducted at an adjourned general meeting other than the unfinished business from the meeting so adjourned.

20. *Voting at general meetings*

- (a) Upon any question arising at a general meeting, each member personally present shall have one vote.
- (b) All votes must be given personally or by proxy.
- (c) In the case of an equality of voting on any question, the chairperson of the meeting is entitled to exercise a second or casting vote.

21. *Poll at general meetings*

- (a) If, at a general meeting, a poll on any question is demanded by not less than three (3) members, it shall be taken in such a 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.
- (b) A poll that is demanded on the appointment of a chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the chairperson may direct.

22. *Manner of determining whether resolution carried*

- (a) If a question arising at a general meeting of the Club is determined on a show of hands—
- (b) a declaration by the Chairperson that a resolution has been—
 - (i) carried; or
 - (ii) carried unanimously; or
 - (iii) carried by a particular majority; or
 - (iv) lost; and
- (c) an entry to that effect in the minute book of the Club is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

23. *Proxies*

- 1) Each member is entitled to appoint another member as a 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 rule 7(7) of the Act, in the form set out in Appendix 2; or
 - (b) in any other case, in the form set out in Appendix 3.

24. *Officers of the Club*

- (a) The Officers of the Club shall be;
 - (i) a President
 - (ii) a Vice-President
 - (iii) a Treasurer
 - (iv) a Secretary
- (b) The Officers shall be elected in accordance with these Rules.
- (c) Each Officer of the Club shall hold office until the conclusion of the annual general meeting next following his or her election but is eligible for re-election.
- (d) In the event of a casual vacancy in any office referred to in sub-rule (a) the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office until the conclusion of the annual general meeting next following the date of such appointment.

25. *Committee of management*

- (a) The affairs of the Club shall be managed by the Committee.
- (b) The Committee shall consist of –
 - (i) the Officers of the Club; and
 - (ii) at least two (2) ordinary members of the Committee who shall be elected at the Annual General Meeting each year.
- (c) In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Club to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of the appointment.

26. *Eligibility to be elected or appointed to the Committee*

A member is eligible to be elected or appointed as a committee member if the member-

- (a) Is 18 years or over; and
- (b) Is entitled to vote at a general meeting

27. *Election of Officers and ordinary Committee members*

- (a) Nominations of candidates for election as Officers of the Club or as ordinary members of the Committee must be –
 - (i) made in writing, signed by two (2) members of the Club and accompanied by the written consent of the candidate, and
 - (ii) be delivered to the Secretary not less than seven (7) days before the date fixed for the holding of the Annual General Meeting.
- (b) separate elections must be held for each of the following positions –
 - (i) President;
 - (ii) Vice-President;
 - (iii) Secretary;
 - (iv) Treasurer
- (c) A candidate may only be nominated for one office, or as an ordinary member of the Committee, prior to the Annual General Meeting
- (d) If only one member is nominated for the position, the Chairman of the meeting must declare the member elected to the position.
- (e) On his or her election, the new President may take over as Chairman of the meeting.
- (f) 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.

- (g) If the number of nominations received is equal to the number of vacancies to be filled, the candidates nominated shall be deemed to be elected.
- (h) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be conducted.
- (i) A ballot for the election of Officers or ordinary members of the Committee shall be conducted at the Annual General Meeting in such manner as the chairperson may direct.
- (j) If insufficient nominations are received to fill all vacancies on the Committee at the Annual General Meeting, the Committee may subsequently nominate and allow additional committee members for the current year.

28. Vacancies

The office of an Officer of the Club, or of an ordinary member of the Committee, becomes vacant if the Officer or member –

- (a) ceases to be a member of the Club; or
- (b) resigns from office by notice in writing given to the Secretary; or
- (c) is removed from office by a special resolution of the general meeting convened for such a purpose; or
- (d) becomes an insolvent under administration within the meaning of the Corporations Law.

29. Meetings of the Committee

- (a) The Committee shall meet at least four (4) times each year at such place and such time as the Committee may determine.
- (b) Special meetings of the Committee may be convened by the President or by any three (3) members of the Committee.
- (c) Notice of each Committee meeting shall be given to each member of the Committee at least seven (7) business days in advance of such meeting.
- (d) Notice may be given of more than one committee meeting at one time.
- (e) The notice must state the date, time and place of the meeting.
- (f) Notice of a special meeting of the Committee shall specify the general nature of the business to be conducted and no other business may be conducted at such meeting.
- (g) Four (4) members of the Committee shall constitute a quorum for the conduct of business of a meeting of the Committee.

30. Minutes of meetings

The Secretary of the Club shall keep minutes of the resolutions and proceedings of each general meeting and each committee meeting.

31. Funds

- (a) The Treasurer of the Club shall –
 - (i) collect and receive all moneys due to, and make all payments authorised by the Club; and
 - (ii) keep correct books and accounts showing the financial affairs of the Club with full details of all receipts and expenditure connected with the activities of the Club.
- (b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Committee, at least one of whom shall be an Officer of the Club.
- (c) The funds of the Club shall be derived from entrance fees, annual subscriptions, donations, sponsorships and such other sources as the Committee may determine.

32. Seal

- (a) The common seal of the Club shall be kept in the custody of the Secretary.
- (b) The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures either of two members of the Committee or of one member of the Committee and of the public officer of the Club.

33. *Custody and inspection of books and records*

- (a) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Club.
- (b) All accounts, books, securities and other relevant documents of the Club shall be available for inspection free of charge by any member upon request.
- (c) A member may make a copy of any accounts, books, securities and any other relevant documents of the Club.

34. *Winding up*

- (1) The club may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the club, the surplus assets of the club must not be distributed to any members of former members of the club.
- (3) Subject to the Act and any court orders made under Section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the club and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

35. *Alteration of the Rules*

These Rules cannot be altered except in accordance with the Act.