

RULES

OF

**NORTH MELBOURNE LANGUAGE AND LEARNING
INCORPORATED**

[As amended Sept 2014]

1. Name

The name of the Incorporated Association is North Melbourne Language and Learning Incorporated ("the Association").

2. Definitions

(1) In these Rules, unless the contrary intention appears:

"Act" means the Associations Incorporation Reform Act 2012;

"Committee" means the Management Committee of the Association;

"Community" means residents of North and West Melbourne (and surrounding areas), Victoria, Australia

"Financial Year" means the year ending on 30 June;

"General Meeting" means a general meeting of Members convened in conformity with Rules 12 and 13;

"Member" means member of the Association;

"Ordinary Member of the Committee" means a member of the committee who is not an officer of the Association under Rule 24;

"Regulations" means regulations under the Act;

"Special Resolution" means a resolution that requires not less than three-quarters (75 percent) of the members voting at a general meeting, in person or by proxy, to vote in favour of the resolution.

(2) In these Rules a reference to the Secretary of the 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, the public officer of the Association.

(3) Words or expressions contained in these Rules will be interpreted in accordance with the Interpretation of Legislation Act 1984 or the Act as in force from time to time.

OBJECTS

3. Objects of Association

The Association's primary objective is the provision of benevolent relief by way of education, training and other support programs to individuals, primarily from a culturally and linguistically diverse background, who are experiencing disadvantage, including poverty, misfortune, sickness, disability, or other barriers to participation or attainment ('The Target Group').

Specifically, the Association aims to:

- a) Address helplessness and promote the well-being of The Target Group by:
 - o Providing literacy training and support to those with low levels of literacy and education.
 - o Providing education programs designed to improve health, wellbeing and personal safety
 - o Providing support and advice to ensure fair, adequate and equitable access to services provided by government and other third-party agencies.

- b) Improve the employment prospects of The Target Group by:

- o Providing education programs that teach valuable work and life skills
 - o Providing resources to further their education towards positive employment outcomes; and
 - o Linking community members with training pathways and employment opportunities.
- c) Strengthen community integration, and support and celebrate diversity by:
- o Providing English-speaking programs to linguistically diverse individuals
 - o Providing forums for the marginalised to interact and share their cultural knowledge and experiences with each other; and
 - o Facilitate and encourage social and racial tolerance and understanding within the community.

POWERS OF ASSOCIATION

4. Powers of Association

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

MEMBERS

5. Membership

- (1) The Association must have at least 5 Members.
- (2) Any person who supports the purposes of the Association is eligible for Membership.
- (3) Members may be admitted to Membership of the Association for the current financial year of the Association by written application to the Secretary in the form set out in Appendix 1 and lodged with the Secretary of the Association.
- (4) As soon as practicable after the receipt of the application referred to in Rule 5 (1), the Secretary must refer the application to the Committee to consider at the next meeting of the Committee and, in the absence of objection by the Committee, the applicant will be admitted to Membership of the Association.
- (5) The Secretary must as soon as practicable notify the applicant in writing of the approval of Membership.

- (6) If the Committee rejects an application, the Committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- (7) An applicant for Membership becomes a Member and is entitled to exercise the rights of Membership when his or her name is entered into the register of Members.
- (8) 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 cessation of Membership whether by death or resignation or otherwise.

6. General rights of Members

- (1) A Member who is entitled to vote has the right:
 - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a general meeting; and
 - (c) to attend and be heard at general meetings; and
 - (d) to vote at a general meeting; and
 - (e) to have access to the minutes of general meetings and other documents of the Association as provided under Rule 37; and
 - (f) to inspect the register of Members.
- (2) A Member is entitled to vote if:
 - (a) more than 10 business days have passed since he or she became a Member; and
 - (b) the Member's Membership rights are not suspended for any reason.

7. Register of Members

- (1) The Secretary must keep and maintain a register of Members in which will be entered for each current Member:
 - (a) the Member's name;
 - (b) the address for notice last given by the Member;
 - (c) the date of becoming a Member; and
 - (d) any other information determined by the Committee.
- (2) The register will be available, free of charges, for inspection. A request for a copy of the register of Members must be for proper purpose and comply with the Act and :
 - (a) be in a form as determined by the Committee; and
 - (b) outline the reasons for the request.

8. Ceasing Membership

- (1) A Member may resign from the Association by giving one month's notice in writing to the Secretary of his or her intention to resign.
- (2) After the expiry of the period referred to in Rule 8(1):

- (a) the Member ceases to be a Member; and
- (b) the Secretary must, as soon as practicable, record in the register of Members the date on which the Member ceased to be a Member.

DISCIPLINARY ACTION

9. Discipline, suspension and expulsion of Members

- (1) Subject to these Rules, the Committee may by resolution:
 - (a) expel a Member from the Association.
 - (b) suspend a Member from Membership of the Association for a specified period; or
 - (c) fine a Member an amount not exceeding \$20;if the Committee is of the opinion that the Member;
 - (d) has refused or neglected to comply with these Rules; or
 - (e) has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Association.
- (2) A resolution of the Committee under Rule 9(1) does not take effect unless:
 - (a) the Committee, at a meeting held in accordance with Rule 9(3) confirms the resolution; and
 - (b) if the Member exercises a right of appeal to the Association under this Rule, the Association confirms the resolution in accordance with this Rule.
- (3) A meeting of the Committee to confirm or revoke a resolution passed under Rule 9(1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the Member in accordance with Rule 9(4).
- (4) For the purposes of giving notice in accordance with Rule 9(3), the Secretary must, as soon as practicable, cause to be given to the Member a notice in writing:
 - (a) setting out the resolution of the Committee and grounds on which it is based; and
 - (b) stating that the Member, or his or her 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 he or she may do one or more of the following:
 - (i) attend that meeting; or
 - (ii) give to the Committee before the date of that meeting a written statement seeking the revocation of that resolution; and
 - (e) informing the Member that, if at that meeting, the Committee confirms the resolution, he or she may, not later than 24 hours before the date of that meeting give to the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (5) At a meeting of the Committee to confirm or revoke a resolution passed under Rule 10(1), the Committee must:
 - (a) give to the Member, or his or her representative, an opportunity to be heard;

- (b) give due consideration to any written statement submitted by the Member; and
 - (c) determine by resolution whether to confirm or revoke the resolution.
- (6) If at the meeting of the Committee, the Committee confirms the resolution, the Member may, not later than 48 hours after that meeting, give to the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (7) If the Secretary receives a notice under Rule 9(6), he or she must notify the Committee, and the Committee will convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- (8) At a general meeting of the Association convened under Rule 9(7):
- (a) no business other than the question of the appeal will be conducted;
 - (b) the Committee may place before the meeting details for the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) the Member, or his or her representative, will be given an opportunity to be heard; and
 - (d) the Members present will vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (9) A resolution is confirmed if, at the general meeting, not less than fifty (50 percent) of the Members present and entitled to vote at the meeting, vote in favour of the decision.

GRIEVANCE PROCEDURE

10. Disputes and mediation

- (1) The grievance procedure set out in this Rule applies to disputes under these Rules between:
- (a) a Member and another Member; or
 - (b) a Member and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be:
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement-
 - (i) in the case of a dispute between a Member and another Member, a person appointed by the committee of the Association; or

- (ii) in the case of a dispute between a Member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A Member can be a mediator.
- (6) The mediator cannot be a Member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must:
 - (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

GENERAL MEETINGS OF THE ASSOCIATION

11. Annual General Meetings

- (1) The Association will in each calendar year convene an annual general meeting of its Members.
- (2) The annual general meeting will be held on such day, time and place as the Committee determines.
- (3) The annual general meeting will be specified as such in the notice convening it.
- (4) The ordinary business of the annual general meeting will be:
 - (a) to confirm the minutes of the preceding annual general meeting and if any 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 the Committee of Management;
 - (d) to receive and consider the financial statements submitted by the Association in accordance with Section 100 of the Act; and
 - (e) to receive and consider the annual report of the Committee on the activities of the Association during the preceding financial year.
- (5) The annual general meeting may transact special business of which notice is given in accordance with these Rules.
- (6) The annual general meeting will be in addition to any other general meetings that may be held in the same year.

12. Special General Meetings

- (1) All general meetings other than the annual general meeting will be called special meetings.

- (2) The Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (3) If ,but for this Rule 12(3), more than 15 months would elapse between annual general meetings, the Committee will convene the special general meeting before the expiration of that period.
- (4) The Committee must, on the request in writing, of Members representing not less than -10 percent of the total number of Members, convene a special general meeting of the Association.
- (5) The request for a special general meeting:
 - (a) must be in writing and signed by the Members requesting the meeting;
 - (b) must state the – business to be considered at the meeting and any resolutions to be proposed: and;
 - (c) must be sent to the address of the Secretary; and
 - (d) may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- (6) If the Committee does not cause a special general meeting to be held within 1 month after the date in 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.
- (7) If a special general meeting is convened by Members in accordance with this Rule, it must be convened in the same manner as far as possible as a meeting convened by the Committee and all reasonable expenses incurred in convening the special general meeting will be refunded by the Association to the persons incurring the expenses.
- (8) A special general meeting convened by Members under Rule 12(7):
 - (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.

13. Special business

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 these Rules as ordinary business of the annual general meeting are deemed to be special business.

14. Convening of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under Rule 13 the Members convening the meeting) must give to each Member:
 - (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 40.
- (3) This Rule does not apply to a disciplinary appeal meeting.
- (4) No business other than that set out in the notice convening the meeting will be conducted at the meeting.
- (5) A Member intending to bring any business before a meeting, may give notice of that business in writing or by electronic transmission to the Secretary, who must include that business in the notice calling the next general meeting.

15. Quorum at general meetings

- (1) No item of business will be conducted at a general meeting unless a quorum of Members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- (2) 5 Members personally present (being Members entitled under these Rules to vote at a general meeting) constitute a quorum for the transaction of the business of the general meeting.
- (3) If, within half an hour of 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 must be dissolved, and
 - (b) in any other case, the meeting will stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson 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 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 business of the meeting as if a quorum were present.

16. Presiding at general meetings

- (1) The Chairperson, or in the Chairperson's absence, the Secretary will preside as Chairperson at each general meeting of the Association.
- (2) If the Chairperson and the Secretary are absent from a general meeting, the Members present will elect one of their number to preside as the Chairperson at the meeting.

17. Adjournment of general meetings

- (1) The person presiding at a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business will be conducted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting will be given in accordance with Rule 12.
- (3) Except as provided in Rules 17(1) and 17(2), it is not necessary to give notice of an adjournment or of the business to be conducted as an adjourned meeting.

18. Manner of determining whether resolution carried

If a question arising at a general meeting of the Association is determined on a show of hands, unless before or on the declaration of the show of hands a poll is demanded:

(a) a declaration by the Chairperson that a resolution has been:

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

(b) an entry to that effect in the minute book of the Association,

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

19. Poll at General Meetings

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

20. Voting at General Meetings

- (1) For any question arising at a general meeting of the Association, each Member has one vote only.
- (2) All votes will be given personally or by proxy.
- (3) In the case of an equality of voting on question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) 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.
- (5) The notice appointing the proxy will be in the form set out in Appendix 2

COMMITTEE

21. Management Committee

- (1) The affairs of the Association will be managed by the Management Committee.
- (2) The Management Committee:
 - (a) will control and manage the business and affairs of the Association;
 - (b) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Association of those powers and functions that are required by these Rules to be exercised by general meetings of the Members; and
 - (c) subject to these Rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Management Committee to be essential for the proper management of the business and affairs of the Association.

- (3) Subject to the Act the Management Committee Members will consist of:
 - (a) the officers of the Association; and
 - (b) up to 4 other Members.
- (4) Subject to these Rules, each Member of the Committee will hold office until the annual general meeting next after the date of the election but is eligible for re-election.
- (5) In the event of a casual vacancy occurring in the office of a Member of the Committee, the Committee may appoint a Member to fill the vacancy and the Member appointed will hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

22. General Duties

- (1) As soon as practicable after being elected or appointed to the Committee, each committee Member must become familiar with these Rules and the Act.
- (2) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual Members of the Committee comply with these Rules.
- (3) Committee Members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Committee Members must exercise their powers and discharge their duties:
 - (a) in good faith in the best interests of the Association; and
 - (b) for a proper purpose.
- (5) Committee Members and former committee Members must not make improper use of:
 - (a) their position; or
 - (b) information acquired by virtue of holding their position,so as to gain an advantage for themselves or any other person or to cause detriment to the Association.
- (6) In addition to any duties imposed by these Rules, a committee Member must perform any other duties imposed from time to time by resolution at a general meeting.

23. Office Holders

- (1) The officers of the Association will be:
 - (a) a Chairperson
 - (b) a Treasurer; and
 - (c) a Secretary.
- (2) The provisions of Rule 27, 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 Rule 24(1).
- (3) Each officer of the Association will hold office until the annual general meeting next, after the date of his or her election but is eligible for re-election.
- (4) In the event of a casual vacancy in any office, referred to in Rule 24(1) the Management 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.

24. Chairperson

- (1) Subject to Rule 25(2), the Chairperson is the Chair for any general meetings and for any committee meetings.
- (2) If the Chair is absent, or are unable to preside, the Chairperson of the meeting must be:
 - (a) in the case of a general meeting—a Member elected by the other Members present; or
 - (b) in the case of a committee meeting—a committee Member elected by the other committee Members present.

25. 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 will:
 - (a) maintain the register of Members in accordance with Rule 8;
 - (b) keep custody of the common seal (if any) of the Association and all books, documents and securities of the Association;
 - (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.

26. Election of Management Committee

- (1) Nominations of candidates for election as officers of the Association or as members of the Management Committee must be:
 - (a) made in writing, signed by two Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) delivered to the Secretary of the Association prior to the commencement of the annual general meeting.
- (2) A candidate may only be nominated for one office, or as a member of the Committee prior to the annual general meeting.
- (3) If insufficient nominations are received to fill all the vacancies on the Management Committee, the candidates nominated will be deemed to be elected and further nominations will be received at the annual general meeting.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated will be deemed to be elected.
- (5) If the number of nominations exceeds the number of vacancies to be filled in each of the categories of membership, a ballot will be held among the Members of the Association respectively.
- (6) The officers of the Association, namely the Chairperson, Treasurer and Secretary will, in the case where a ballot is necessary, be elected by all the members of the Management Committee and each of the Members will have one vote each. The

officers of the Association will be elected from among those elected as members of the Management Committee.

- (7) Any ballot required for the election of members of the Management Committee will be conducted at the annual general meeting in such usual and proper manner as the Management Committee may direct.

27. Vacancy of Management Committee

For the purposes of these Rules, the office of an officer of the Association or of a member of the Management Committee becomes vacant if the officer or the member:

- (a) ceases to be a Member;
- (b) becomes an insolvent under administration within the meaning of the corporations law; or
- (c) resigns from office by notice in writing given to the secretary.

28. Procedures of Management Committee

- (1) The Management Committee will meet at least 6 times in each year at such place and such times as the Management Committee may determine.
- (2) Special meetings of the Management Committee may be convened by the Chairperson or by any 4 member of the Management Committee.
- (3) Notice will be given to members of the Management Committee of any special meeting specifying the general nature of the business to be conducted and no other business should be conducted at such a meeting.
- (4) Any four members of the Management Committee constitute a quorum for the transaction of the business of a meeting for the Management Committee.
- (5) No business will be, unless a quorum is present and if, within half an hour of the time appointed for the meeting a quorum is not present the meeting will stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
- (6) At meetings of the Management Committee:
 - (a) The Chairperson, or, in the Chairperson's absence, the Secretary will preside; or
 - (b) If the Chairperson and the Secretary are absent such one of the remaining members of the Management Committee as may be chosen by the members present will preside.
- (7) Questions arising at a meeting of the Management Committee or of any sub-Committee appointed by the Management Committee will be determined on a show of hands, or if demanded by a Member, by a poll and in such a manner as the person presiding at the meeting may determine.
- (8) Each member present at a meeting of the Management Committee or of any sub-Committee appointed by the Management 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.
- (9) Written notice of each meeting of the Management Committee will be served on each member of the Management Committee by delivering it to the member at a reasonable time before the meeting or by sending it by pre-paid post or electronic means to each member at that member's usual or last known place of abode at least two business days before the date of the meeting.

- (10) Subject to Rule 29 the Management Committee may act notwithstanding any vacancy on the Management Committee.

29. Conflict of interest

- (1) A committee Member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The Member:
- (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.
- (3) This Rule does not apply to a material personal interest:
- (a) that exists only because the Member belongs to a class of persons for whose benefit the Association is established; or
 - (b) that the Member has in common with all, or a substantial proportion of, the Members of the Association.

30. Removal of Committee Members

- (1) The Association in a general meeting may, by resolution, remove any Member of the Management Committee before the expiration of that Member's term of office and appoint another Member in his or her place to hold office until the expiration of the term of the first-mentioned Member of the Management Committee.
- (2) A Member who is subject to a proposed resolution referred to in Rule 30(1) may make representations in writing to the Secretary or Chairperson 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 Chairperson may give a copy of the representations to each Member, or if they are not so given, the Member may require that the representations be read out at that meeting.

31. Use of technology

- (1) A committee Member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee Member and the committee Members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a committee Member participating in a committee meeting as permitted under Rule 31(1) is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

32. Minutes of the Meetings

The Secretary of the Association will keep minutes of the resolution and proceedings of each general meeting and each meeting of the Management Committee in books provided for that purpose together with a record of the names of the persons present at the meetings of the Management Committee.

FINANCIAL MATTERS

33. Financial records

- (1) The Association must keep financial records that:

- (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control:
- (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Committee.

34. Financial statements

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting Rule 34(1), those requirements include:
- (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Committee;
 - (d) the submission of the financial statements to the annual general meeting of the Association;
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.
- (3) The Treasurer:
- (a) must collect and receipt of all monies of the Association and make all payments authorised by the Association;
 - (b) must 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;
 - (c) may delegate any of these tasks included in (a) and (b) but will retain responsibility for the tasks despite any such delegation;
 - (d) must ensure that the financial records of the Association are kept in accordance with the Act; and
 - (e) must coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.
- (4) All payments will be authorised by the Association's Manger as the delegated authority of the Treasurer as specified in clause 34 (3) (c).
- (5) The Treasurer must ensure that at least one other committee Member has access to the accounts and financial records of the Association.

35. Source of funds

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

36. Custody and inspection of books and records

- (1) Members may on request inspect free of charge:
 - (a) the minutes of general meetings; and
 - (b) subject to Rule 36(2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.
- (2) The Committee may refuse to permit a Member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Committee must on request make copies of these Rules available to Members and applicants for Membership free of charge.
- (4) Subject to Rule 36(2), a Member may make a copy of any of the other records of the Association referred to in this Rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (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 Association and includes the following:
 - (a) its financial statements;
 - (b) its financial records; and
 - (c) records and documents relating to transactions, dealings, business or property of the Association.

GENERAL MATTERS

37. Alteration of Rules and Statement of Purposes

These Rules may be altered from time to time providing any alterations are approved as a special resolution being of at least 75% of Members present and entitled to vote either in person or by proxy at a validly constituted meeting.

38. Notices to Members

Except for the requirements in Rule 12, any notice that is required to be given to a Member by or on behalf of the Association upon any Member, under these Rules may be given by:

- (a) delivering the notice to the Member personally;
- (b) sending it by pre-paid post addressed to the Member at that Member's address shown in the Register of Members;
- (c) facsimile transaction, if the Member has requested that the notice be given to him or her in this manner; or
- (d) electronic transaction, if the Member has requested that the notice be given to him or her in this manner.

39. Winding up

In the event of winding up or the cancellation of the Association:

- (a) the assets of the Association will be disposed in accordance with the provisions of the Act; and

- (b) the assets that remain after the dissolution and the satisfaction of all debts and liabilities will be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.

APPENDIX 1

APPLICATION FOR MEMBERSHIP OF

NORTH MELBOURNE LANGUAGE AND LEARNING INCORPORATED

I, _____, of _____,

desires to become a _____
(*name and occupation*) _____ (address)

Member of **NORTH MELBOURNE LANGUAGE AND LEARNING INCORPORATED**

In the event of my admission as a Member, I agree to be bound by the rules of the Association for the time being in force.

Signature of Applicant

Date

APPENDIX 2

FORM OF APPOINTMENT OF PROXY

I,

(name)

of

(address)

being a Member of North Melbourne Language and Learning Incorporated 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/special* general meeting of the Association to be held on

** Delete if not applicable*

(date of meeting)

and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against* the following resolution (insert details of resolution).

Signed

Date

APPENDIX 3

FORM OF APPOINTMENT OF PROXY

FOR MEETING OF ASSOCIATION CONVENED UNDER RULE 10

I,

(name)

of

(address)

being a Member of North Melbourne Language and Learning Incorporated

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 10, 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 (insert details of resolution passed under rule 19).

Signed

Date

APPENDIX 4

2009 Amendments to the Rules

The 2009 amendments relate to:

- documenting the non-profit objects and winding up procedures of the Association;
- amalgamating ordinary, student and institutional Members into one category of Members; and
- updating wording to align with Model Rules of the Act.