

RULES AND CONSTITUTION OF FITZROY RESIDENTS' ASSOCIATION

1. Name

The name of the Incorporated Association is Fitzroy Residents' Association Inc. (in these rules called "the Association").

2. Interpretation

(a) In these rules, unless the contrary intention appears:

"Committee" means the Committee of Management of the Association

"Financial year" means the year ending 30th June

"General Meeting" means a general meeting of members convened in accordance with Rule 9.

"Member" means a member of the Association

"Ordinary Committee Member" means a member of the Committee who is not an officer of the Association under Rule 10.

"The Act" means the Associations Incorporation Act 1981

"Regulations" means regulations under the Act.

(b) In these rules, a reference to the Secretary of an Association is a reference:

- Where a person holds office under these rules as Secretary of the Association.
- In any other case, to the Public Officer of the Association.
- Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Associations Act as in force from time to time.

3. Application for Membership

All persons who are resident in Fitzroy, interested in and support the Association's aims are eligible for membership.

Any person wishing to join the Association must complete an application for membership in the form endorsed by the committee. The committee will consider each application. The Secretary will enter names and addresses of successful applicants in the Register of Members.

4. Entrance Fee and Annual Subscription

(a) **Entrance Fees.** Members shall pay the entrance fee (if any is set by the Association) as determined by the Committee of Management.

- (b) **Subscriptions.** Annual Subscriptions shall be set and made payable (if any is set by the Association) on the first day of January in each year or on such other date as may be determined by the Committee of Management.

The Committee may determine proportional subscriptions for members admitted during the year.

The Committee may, at its discretion, waive all or part of the subscription fees for any member who, in its opinion, is in disadvantaged or necessitous circumstances.

5. Register of Members

The Secretary (or Convenor) shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection by members at the address of the Public Officer.

6. Resignation and Expulsion

- (a) **Resignation.** Members may resign from the Association by written or verbal notice, or by non-payment of membership fees within two months of a notice that such fees are overdue.
- (b) Upon expiration of the notice given under sub clause (a), the Secretary shall make in the register of members an entry recording the date on which the member ceased to be a member.

7. Removal

- (a) The Committee may suspend or expel any member of the Association:
- who commits any breach of any rule or by-law of the Association; or
 - who, in the opinion of the Committee, acts in a manner which is contrary to the interests of the Association; or
 - no longer complies with the membership requirements of the Association.

The member shall be informed of the allegation and invited to present a verbal or written explanation to the Committee meeting at which the matter is to be considered.

Reasonable notice shall be given of such meeting to the member, which shall be not less than 14 days notice.

- (b) Appeal
- Any member of the Association who feels aggrieved by any decision of the Committee under rule 7(a) may by notice in writing given to the Secretary within one calendar month from the date thereof, appeal against such a decision to a general meeting.

- Such notice shall state the grounds of appeal and such appeal shall be heard at a General Meeting to be held not later than one month from the giving of such notice to the Secretary;
- On the hearing of any such appeal the member who feels aggrieved shall be afforded a full opportunity of being heard;
- Until the hearing of any such appeal the decision of the Committee shall have full force and effect.
- The decision of the General Meeting shall be final.

8. Annual General Meeting

- (a) The Association shall in each calendar year convene an Annual General Meeting of its members.
- (b) The Annual General Meeting shall be held on such a day as the Committee determines.
- (c) The Annual General Meeting shall be specified as such in the notice convening it. It shall comply with clause 9(b) Notice of Meeting.
- (d) The ordinary business of the Annual General Meeting shall be:
 - to confirm the minutes of the last preceding Annual General Meeting and of any general meeting held since that meeting;
 - to receive from the Committee, reports on the transactions of the Association during the last preceding financial year;
 - to elect Officers of the Association and the ordinary members of the Committee; and
 - to receive and consider the statement submitted by the Association in accordance with Section 10 (3) of the Act.

The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.

The Annual General Meeting shall be in addition to any other general meetings that may be held in the same year.

9. General Meeting

- (a) General Meetings of all members may be called:
 - i) by resolution of the Committee
 - ii) at the request of the Chairperson of the Association
 - iii) by the written request of not less than five members of the Association

Such a general meeting shall be held no less than 14 days or more than one month after the request or resolution is made. In the case of (iii) request by

members, the members may convene the General Meeting if a meeting has not been held within the required time.

- (b) **Notice of Meeting.** The Secretary of the Association shall, at least 14 days before the date fixed for holding a general meeting of the Association, notify all members of the Association verbally or in writing stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (c) **Omission of Notice.** The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any member shall not invalidate any proceedings or resolutions at any meeting of the Association or any committee thereof.
- (d) **Chairperson of Meeting.** The Chairperson of the Association shall preside at all general meetings. In his/her absence or if unwilling to chair the meeting, a Chairperson may be appointed for that meeting.
- (e) **Adjournment.** Members present at a meeting may agree to adjourn any meeting but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.
- (f) **Voting.** Each member present is entitled to one vote. Resolutions other than special resolutions shall be carried by a majority of the members present and voting. In the case of equality of votes the Chairperson shall have a second or casting vote.
- (g) **Division.** At any general meeting a declaration by the Chair that a resolution has been carried or not shall be sufficient of members' voting intention unless three members call for the poll.

When a poll is taken the number of votes in favour and against the resolution shall be recorded.

- (h) **Proxy voting.** There shall be no proxy voting.
- (i) **Quorum at General Meetings.** At all general meetings five members present in person shall constitute a quorum. If within thirty minutes from the time appointed for the meeting a quorum is not present the meeting if convened by request of members shall be dissolved. If not so convened shall stand adjourned to the same day in the next week at the same time and place and at such adjourned meeting those present shall form a quorum for all purposes.
- (j) **Minutes.** Minutes of the proceedings of every general meeting shall be kept in a minute book, which shall be available at the Associations' official address for inspection by members.

10. Committee

- (a) The affairs of the Association shall be managed by a Committee of Management constituted as provided in Rules 10(c) and 10(d).

(b) The Committee:

- shall control and manage the business and affairs of the Association:
- may, subject to these rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by general meetings of the members of the Association: and
- subject to these rules, the regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.

(c) Election and size. The Committee of the Association shall have up to seven members.

(d) The members at the Annual General Meeting shall elect up to seven members of the Committee. The Committee shall elect a Chairperson, a Secretary and a Treasurer.

(e) The Committee shall have the power to coopt.

11. Elections of Officers and Vacancy

(a) Nominations of candidates for election as members of the Committee shall be made verbally to the Secretary not less than half an hour before the holding of the Annual General Meeting. In the case of a casual vacancy the procedure set out in this rule must be applied to filling such casual vacancy at an ordinary General Meeting and this rule read accordingly.

(b) 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.

(c) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

(d) The ballot for election of officers and ordinary members of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.

(e) A nomination of a candidate for election under this clause is not valid if that candidate has been elected to another office at the same election.

(f) For the purpose of these rules, the office of an officer of the Association or of an ordinary member of the Committee becomes vacant if the officer or member:

- ceases to be a member of the Association
- becomes insolvent under administration within the meaning of the Companies (Victoria) Code; or

- resigns his/her office by verbal or written notice given to the Secretary or Chairperson.

12. Proceedings of Committee

- (a) The Committee shall meet at least 3 times in each year at such place and such times as the Committee may determine.
- (b) A quorum shall be three Committee members.
- (c) At every meeting of the Committee the Chairperson shall preside and in the absence of the Chairperson the members shall choose one of their members to be the Chairperson of the meeting.
- (d) Questions arising at any meeting shall be decided by a majority of votes and in the case of an equality of votes the Chairperson shall have a second or casting vote.
- (e) The Chairperson or two Committee members may at any time summon a meeting of the Committee.
- (f) Verbal or written notice of each Committee meeting shall be served on each member of the Committee at a reasonable time before the date of the meeting.

13. Secretary

The Secretary of the Association shall supervise the keeping of minutes of the resolutions and proceedings of each general meeting and each committee meeting in books provided for that purpose together with a record of the names of persons present at Committee meetings.

14. Treasurer

- (a) The Treasurer of the Association:
 - shall supervise the collection and receipt of all monies due to the Association and make all payments authorised by the Association; and
 - shall 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.
- (b) The accounts and books referred to in sub clause (a) shall be available for inspection by members.

15. Removal of Member of Committee

- (a) The Association in General Meeting may by resolution remove any member of the Committee before the expiration of his/her term of office and appoint

another member in his/her place to hold office until the expiration of the term of the first-mentioned member.

- (b) The member may require the Secretary or Chairperson to send a copy of the reasons to each member of the Association or, if these are not sent, the member may require that they be read out at the meeting.

16. Cheques

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Committee, notably the Treasurer and one other committee member and/or the Co-ordinator or other executive staff member nominated.

17. Seal

- (a) The Common Seal of the Association shall be kept in 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 Association.

18. Alteration of Rules and Statement of Purposes

- (a) No rule of the Association or Statement of Purposes shall be repealed or amended and no new rule shall be made except by a special resolution. 21 days notice of proposed changes must be given and the resolution must be passed by three quarters of the meeting.
- (b) A "Special resolution" is as defined in the Act.

19. Winding Up

In the event of the winding up or the cancellation of the Incorporation of the Association, the assets of the Association shall be disposed of in accordance with the provisions of the Act or shall be transferred to some other organisation having objectives similar to the objectives of this Association.

20. Custody of Records

Except as otherwise provided in these Rules, the Secretary shall keep in his/her custody or under his/her control, all books, documents and securities of the Association. All such books, documents and securities shall be available for inspection by members of the Association upon reasonable notice to the Secretary.

21. Funds

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

22. Statement of Aims / Purpose and Objectives

- i) to provide a forum for residents to discuss issues of relevance to Fitzroy and the City of Yarra.
- ii) to work to promote, protect and enhance residential amenity in the area.
- iii) to carry out any other activities which are of benefit to residents of Fitzroy.