

**RULES OF THE
WAVERLEY LIFE ACTIVITIES CLUB INC.**

(Certificate of Incorporation Reg No A0052831F)

Date: 10/9/2013

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APPENDIX

Application for Membership of the Waverley Life Activities Club Inc.

Preamble

The Life Activities Club movement aims to promote healthy ageing in the company of good friends (our motto is *Life's Better Together*), focussing particularly on physical, social, recreational and educational activities for older people. No specific age limits apply, but the objective is to keep older people from all sectors of the community active and engaged, physically, socially and intellectually, as a means of deferring, or preferably avoiding, the time when they might otherwise become dependent on high-cost government and community support.

There is strong scientific evidence that empowering people to live active, independent and fulfilling lives helps to counteract the adverse impacts of ageing, including by combating social isolation, depression and a range of other health-related conditions. It improves the quality of life (as well as longevity) for most people, enabling them to contribute to the economy and donate their time and skills to helping others for much longer, as well as saving substantial public resources.

Life Activities Clubs aim to 'keep people young', thereby providing an important preventative health measure and delivering substantial benefits to their members as well as the public at large.

Note: The persons who from time to time are members of the Club are an incorporated association by the name given in Rule 1 of these Rules. Under Section 46 of the Associations Incorporation Reform Act 2012, these Rules constitute the terms of a contract between the Association and its members.

RULES

1. NAME

The name of the incorporated association is **Waverley Life Activities Club Incorporated** (in these Rules called the 'Club').

2. PURPOSES

The Purposes for which the Club is established are to:

- (a) Create a greater awareness in the local community of the benefits of an active life style.
- (b) As an affiliate of Life Activities Clubs Victoria Inc., encourage and assist men and women, particularly those transitioning to and in retirement, living in Monash City Council and surrounding areas, to keep physically, mentally and socially active while enjoying the company of others.
- (c) Provide a program of healthy and stimulating leisure, educational, personal development and social activities, with opportunities for members to meet regularly as a group to follow and enjoy their common interest.
- (d) Provide a Club environment where members feel secure and find support when experiencing life-changing events.
- (e) Provide opportunities for members to participate as volunteers in the management, organisation and operation of the Club.

3. POWERS

To facilitate the carrying out the above purposes, the Committee of the Club is empowered to:

- (a) Affiliate the Club and maintain the Club's affiliation with Life Activities Clubs Victoria Inc.
- (b) Pay to Life Activities Clubs Victoria Inc. such affiliation fees as are determined by Life Activities Clubs Victoria Inc.
- (c) Promote and facilitate joint activities with other Life Activities Clubs and/or Life Activities Clubs Victoria Inc.
- (d) Promote and facilitate activities and services that are not inconsistent with the above purposes and which assist the Club to fulfil its purposes.
- (e) Provide opportunities for, and use Club resources to do, such things as, in the opinion of the Committee, would benefit the local and/or wider community.
- (f) Do such things and provide or facilitate such services as the Committee of the Club may consider conducive or appropriate to the achievement of the above purposes.

4. DEFINITIONS

In these Rules, unless a contrary intention appears:

'Act' means the Associations Incorporation Reform Act 2012 or any alternative legislation enacted in substantial replacement thereof and includes any regulations made under that Act.

'activity group' means a special interest or activity group of members organised in accordance with Rule 46.

'affiliated' means the Club is connected with the Association through its membership of the Association as a member Club.

'Association' means Life Activities Clubs Victoria Inc.

'Club' means Waverley Life Activities Club Inc.

'Committee' means the Committee of Management of the Club.

'financial year' means the year ending on 30 June.

'general meeting' means a general meeting of members convened in accordance with Rule 20.

'member' means a member of the Club.

'officer' means a member of the Committee who is an officer of the Club under Rule 29.

'ordinary member of the Committee' means a member of the Committee who is not an executive officer of the Club under Rule 30.

'Regulations' means regulations under the Act.

'relevant documents' has the same meaning as in the Act.

'special resolution' means a resolution that requires not less than three-quarters of the members voting at a general meeting to vote in favour of the resolution.

5. ALTERATION OF THE RULES

- (a) These Rules of the Club may only be amended by special resolution at a general meeting of the Club, with the affirmative vote of not less than three-quarters of those members present and voting, notice of such meeting and proposed amendment(s) having been given to all members in accordance with Rule 20.

- (b) Such amendment(s) shall not be effective:
 - (i) unless approved by Life Activities Clubs Victoria Inc., and
 - (ii) until acknowledged by Consumer Affairs Victoria as being in compliance with the requirements of the Act.

6. RELATIONSHIP WITH LIFE ACTIVITIES CLUBS VICTORIA INC.

- (a) The Club shall operate under the auspices of Life Activities Clubs Victoria Inc. and has rights and obligations deriving from the Rules and policies of that organisation as varied from time to time. The Club shall enjoy those rights and comply fully with those obligations unless the Association approves any specific exceptions on the request of the Club.
- (b) In the event of any dispute between the Club and the Association, the Club shall consult fully and frankly with the Association and if necessary, follow the dispute provisions of the Association.
- (c) In the event that it is not possible for the Club to resolve the dispute with the Association, the Committee shall call a special general meeting to consider the issue.
- (d) At any general meeting at which the Club considers severing its affiliation with the Association:
 - (i) the Board of the Association shall be invited to delegate two of its members to attend and address the meeting, and
 - (ii) any vote to sever the affiliation shall be taken by a poll at which not less than three quarters of the votes cast must be in favour of separation to be carried.
- (e) If the Club confirms its decision to sever affiliation with the Association, it shall forthwith:
 - (i) cease to use the words 'Life Activities Club' or any derivation of them in its name or otherwise,
 - (ii) cease to use the logo or other symbols of the Association or any derivation of them,
 - (iii) return any property including any materials or records of any sort, electronic or otherwise, of Life Activities Clubs Victoria Inc. to the Association, and
 - (iv) within not more than 3 months, seek approval under the Act to change its name and Statement of Purposes and Rules to avoid any perception of an ongoing affiliation with the Association.
- (f) Nothing in this Rule prevents the Club from seeking re-affiliation with the Association at any time.

7. MEMBERSHIP

- (a) A person who applies for and is approved for membership as provided for in these Rules is eligible to be a member of the Club on payment of the entrance fee (if any) and annual subscription payable under these Rules.
- (b) A person who is not a member of the Club at the time of the incorporation of the Club (or who was a member at that time, but has ceased to be a member) must not be admitted to membership unless
 - (i) he/she applies for membership in accordance with sub-Rule (c), and
 - (ii) his/her admission as a member is approved by the Committee.
- (c) Applications for membership of the Club must
 - (i) be made in writing, substantially in the form set out in the Appendix,
 - (ii) be lodged with the Secretary or Membership Secretary of the Club, and
 - (iii) be accompanied by the sum payable under these Rules as the entrance fee (if any) and the first year's subscription.
- (d) As soon as practicable after receipt of an application, the Secretary or Membership Secretary shall refer the application to the Committee.
- (e) The Committee must determine whether to approve or reject the application.

- (f) No person shall be denied membership by reason of race, religion, marital status, sexual orientation, political persuasion or any other discriminatory practice proscribed by Victorian legislation.
- (g) If the Committee approves an application for membership, the Secretary or Membership Secretary must, within 14 days, notify the applicant in writing of that approval and enter the applicant's name in the register of members.
- (h) An applicant for membership becomes a member and is entitled to exercise the rights and obligations of membership when his/her name is entered in the register of members.
- (i) If the Committee rejects an application, the Secretary or Membership Secretary must, as soon as practicable, notify the applicant in writing that the application has been rejected and refund the amount paid by way of entrance fee (if any) and annual subscription without delay.
- (j) A right, privilege or obligation of a person by reason of his/her membership of the Club
 - (i) is not capable of being transferred or transmitted to another person, and
 - (ii) with the exception of an obligation to pay money owing to or by the Club, terminates upon the cessation of membership, whether by death or resignation or otherwise.
- (k) Continuing membership is not contingent on meeting any attendance or participation requirement.
- (l) No disciplinary action shall be taken against a member except as provided for in these Rules.

8. CLASSES OF MEMBERSHIP

Membership of the Club may be approved in the following classes:

- (i) Ordinary membership,
- (ii) Associate membership,
- (iii) Life membership, and
- (iv) Other classes of membership if approved by special resolution at a general meeting convened to approve any such class pursuant to Rule 11.

9. ASSOCIATE MEMBERS

- (a) Associate members are persons who are fully paid-up members of another Club that is a member of the Association and who have
 - (i) nominated that other Club as their primary or home Club, and
 - (ii) satisfied the Committee that they have paid the full subscription to that other Club with respect to the current year.
- (b) Associate members shall have all the rights and obligations of ordinary members with the sole exception that the annual subscription shall be reduced by a sum equal to the capitation fee payable by the Club to the Association with respect to that year.

10. LIFE MEMBERS

- (a) Life membership may be awarded to a member of the Club whose contribution to the Club, other than any financial contribution, has been both exceptional and sustained over not less than ten years.
- (b) Any proposal for life membership must have the support of not less than three-quarters of the Committee entitled to vote.
- (c) Life members shall have all the rights and obligations of ordinary members with the sole exception that they shall not be required to pay an annual subscription and the Club shall meet the cost of the capitation fee payable to the Association on their behalf.

- (d) This privilege shall be forfeited in the event that the member fails to comply with the other obligations of membership or, in the opinion of the Committee, wilfully acts contrary to the interests of the Club or the Association.

11. OTHER CLASSES OF MEMBERSHIP

- (a) Other classes of membership may be created by a special resolution at a general meeting called for the purpose on the recommendation of the Committee.
- (b) The rights and obligations, including voting rights, the basis for subscriptions, any special conditions and other relevant matters shall be defined in any motion to create an additional class of membership.
- (c) Any proposal to create a new class of membership must have the support of both
 - (i) a resolution by the Committee at which not less than three-quarters of the officers voted in favour of the proposal, and
 - (ii) a resolution pursuant to sub-Rule (a) at which not less than three-quarters of the members present and voting vote in favour of the new class.
- (d) Any new class of membership created by this process shall remain null and void unless and until it is incorporated into these Rules and acknowledged by Consumer Affairs Victoria as being in compliance with the requirements of the Act.

12. ENTRY FEE AND SUBSCRIPTION

- (a) The amount of the entrance fee (if any) payable on admission to membership and the amount of the annual subscription payable in respect of each financial year, shall be such sums as are determined by the members in general meeting, following consideration of the sums recommended by the Committee.
- (b) The annual subscription is due and payable on 1 July in each year.
- (c) Thirty days of grace will be allowed from the due date for payment of each annual subscription and any subscription remaining unpaid upon the expiry of the days of grace will be an overdue subscription.
- (d) A member in respect of whom an annual subscription remains overdue upon the expiry of ninety days from the due date will be deemed to have resigned with effect from the previous 30 June.
- (e) The subscription payable by a person admitted to membership pursuant to Rule 7(a) during a financial year shall be the annual subscription determined in general meeting or such lesser amount as may be determined by the Committee, having regard to the date on which the person applied for membership.
- (f) Notwithstanding the date on which a person is admitted to membership, the entry fee (if any) is payable in full.

13. REGISTER OF MEMBERS

- (a) The Secretary or the Membership Secretary must keep and maintain a register of members containing
 - (i) for each member, the member's name, the member's class of membership, contact postal address, contact email address and contact telephone number (where provided by the member), and
 - (ii) the date on which each member's name was entered in the register.
- (b) Subject to any contrary decision by the Committee, the register may be inspected free of charge by any member, upon request and by appointment with the Secretary or Membership Secretary.
- (c) Subject to any contrary decision by the Committee, a member may make a copy of entries in the register, upon request and by appointment with the Secretary or Membership Secretary.
- (d) If the Secretary or Membership Secretary provides access to the records of the Club in accordance with this Rule, he/she is indemnified by the Club from any action taken against him/her pursuant to any Privacy legislation.

14. CEASING MEMBERSHIP

- (a) A member who has paid all moneys due and payable to the Club may resign by giving notice in writing to the Secretary or Membership Secretary of his/her intention to do so and that person shall forthwith cease to be a member.
- (b) Upon the occurrence of the events described in Rule 12(d) or upon receipt of a notice pursuant to sub-Rule (a)
 - (i) the person ceases to be a member, and
 - (ii) the Secretary or the Membership Secretary must record in the register of members the date on which the person ceased to be a member.
- (c) Where the date of resignation or forfeiture of membership pursuant to this Rule, or of expulsion from the Club pursuant to Rule 15, falls during the financial year, there is no entitlement to a refund of the membership fee or of any portion of the membership fee paid in respect of that financial year.

15. DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS

- (a) Subject to these Rules, if the Committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Club or the Association, the Committee shall give notice to the member, setting out the grounds for the proposed action and allowing him/her 14 days in which to present reasons why disciplinary action should not be taken against him/her.
- (b) If the member does not provide reasons, or if the Committee does not consider the reasons adequate, it may by resolution
 - (i) reprimand the member,
 - (ii) suspend that member from membership of the Club or from participation in specified activity groups for a specified period, or
 - (iii) expel that member from the Club.
- (c) A resolution of the Committee under sub-Rule (b) does not take effect unless
 - (i) at a meeting held in accordance with sub-Rule (d), the Committee confirms the resolution, and
 - (ii) if the member exercises a right of appeal to the Club under this Rule, the Club confirms the resolution in accordance with this Rule.
- (d) A meeting of the Committee to confirm or revoke a resolution passed under sub-Rule (b) 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 sub-Rule (e).
- (e) For the purposes of giving notice in accordance with sub-Rule (d), the Secretary must, as soon as practicable, cause to be given to the member a written notice
 - (i) setting out the resolution of the Committee and the grounds on which it is based,
 - (ii) stating that the member, or his/her representative, may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member,
 - (iii) stating the date, time and place of that meeting;
 - (iv) informing the member that he/she may do one or both of the following
 - (1) attend that meeting, and/or
 - (2) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution, and
 - (v) informing the member that, if at that meeting, the Committee confirms the resolution, he/she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he/she wishes to appeal to the Club in general meeting against the resolution.
- (f) At a meeting of the Committee to confirm or revoke a resolution passed under sub-Rule (b), the Committee must

- (i) give the member, or his/her representative, an opportunity to be heard,
 - (ii) give due consideration to any written statement submitted by the member, and
 - (iii) determine by resolution whether to confirm or to revoke the resolution.
- (g) If at the meeting of the Committee, the Committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary notice to the effect that he/she wishes to appeal to the Club in general meeting against the resolution.
- (h) If the Secretary receives a notice under sub-Rule (g), he/she must notify the Committee and the Committee must convene a general meeting of the Club to be held within 35 days after the date the Secretary received the notice.
- (i) At a general meeting of the Club convened under sub-Rule (h)
 - (i) no business other than the question of the appeal may be conducted,
 - (ii) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution,
 - (iii) the member, or his/her representative, must be given an opportunity to be heard,
 - (iv) a member may not vote by proxy at the meeting, and
 - (v) the members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (j) A resolution is confirmed if, at the general meeting, not less than two-thirds of the members present vote in favour of the resolution. In any other case, the resolution is revoked.

16. DISPUTES AND MEDIATION

- (a) The grievance procedure set out in this Rule applies to disputes under these Rules between
 - (i) a member and another member, or
 - (ii) a member and the Club or any or all members of the Committee.
- (b) 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.
- (c) 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 14 days, hold a meeting in the presence of a mediator.
- (d) The mediator must be
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement
 - (1) in the case of a dispute between a member and another member, a person appointed by the Committee of the Club, or
 - (2) in the case of a dispute between a member and the Club or any members of the Committee, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (e) A member of the Club can be a mediator.
- (f) The mediator cannot be a member who is a party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The mediator, in conducting the mediation, must
 - (i) give the parties to the mediation every opportunity to be heard,
 - (ii) allow due consideration by all parties of any written statement submitted by any party, and
 - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

- (i) The mediator must not determine the dispute.
- (j) 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.

17. ANNUAL GENERAL MEETINGS

- (a) The annual general meeting of the Club must be held within five months after the end of the Club's financial year.
- (b) The Committee shall determine the date, time and place of the annual general meeting of the Club.
- (c) The notice convening the annual general meeting must specify that the meeting is the annual general meeting.
- (d) The ordinary business of the annual general meeting shall be
 - (i) to confirm the Minutes of the previous annual general meeting,
 - (ii) to receive from the Committee reports upon the transactions of the Club during the preceding financial year,
 - (iii) to elect the officers of the Club,
 - (iv) to receive and consider the statement submitted by the Committee in accordance with Part 7 of the Act, and
 - (v) to determine the need for, and if appropriate, to appoint a Reviewer for the ensuing year pursuant to Rule 44.
- (e) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.
- (f) The Minutes of each annual general meeting must include:
 - (i) the names of the members attending the meeting; and
 - (ii) the financial statements submitted to the members in accordance with Part 7 of the Act, and
 - (iii) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Club; and
 - (iv) any accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

18. SPECIAL GENERAL MEETINGS

- (a) In addition to the annual general meeting, other general meetings may be held in the same year.
- (b) All general meetings other than the annual general meeting are special general meetings.
- (c)
 - (i) The Committee may, whenever it thinks fit, convene a special general meeting of the Club.
 - (ii) Unless the members of the Club in general meeting have determined otherwise, the Committee must by default convene a general meeting at least once in each quarter except that in which falls the date of the annual general meeting.
- (d) The Committee must, on a request in writing of not less than 5% of the total number of members, convene a special general meeting of the Club.
- (e) The request for a special general meeting must:
 - (i) state the objects of the meeting,
 - (ii) be signed by the members requesting the meeting, and
 - (iii) be sent to the Secretary.
- (f) If the Committee does not cause a special general meeting to be held within six weeks after the date on which the request is sent to 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.

- (g) 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 must be met by the Club.
- (h) If, within 3 months after the date on which the request was sent to the Secretary, a special general meeting is not convened by the Committee or by the members making the request in accordance with this Rule, the request shall lapse absolutely.

19. SPECIAL BUSINESS

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except the business conducted under these Rules as the ordinary business of the annual general meeting, is deemed to be special business.

20. NOTICE OF GENERAL MEETINGS

- (a) The Secretary must, at least 14 days before, or if a special resolution has been proposed, at least 21 days before, the date fixed for holding a general meeting, cause to be sent to each member, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- (b) Notice may be
 - (i) sent by either prepaid post or by electronic means, as determined by the Secretary, to the relevant contact address appearing in the register of members, or
 - (ii) delivered by hand, under arrangements approved by the Committee and supervised by the Secretary.
- (c) If a special resolution is to be proposed, the notice must
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution.
- (d) A member wishing to bring any business before a general meeting may notify the Secretary in writing, or by electronic means, of that business, and the Secretary must include that business in the notice calling the next general meeting.
- (e) Business other than that set out in the notice convening the meeting may only be conducted at the meeting with the consent of the chair of the meeting.

21. QUORUM AT GENERAL MEETINGS

- (a) No item of business may be conducted at a general meeting unless a quorum of members entitled to vote under these Rules is present when the meeting is considering that item.
- (b) 10% of the total number of members entitled under these Rules to vote at a general meeting constitute a quorum for the conduct of the business of a general meeting.
- (c) If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present
 - (i) in the case of a meeting convened upon the request of members, the meeting must be dissolved, or
 - (ii) in any other case, the meeting shall 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.
- (d) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 5) shall constitute a quorum.

22. PRESIDING AT GENERAL MEETINGS

- (a) The President, or in the President's absence the Vice-President, shall preside at each general meeting of the Club.

- (b) If the President and the Vice-President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside.

23. ADJOURNMENT OF MEETINGS

- (a) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- (b) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (c) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with Rule 20.
- (d) Except as provided in sub-Rule (c) or sub-Rule 21(c)(ii) it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

24. VOTING AT GENERAL MEETINGS

- (a) Upon any question arising at a general meeting of the Club, a member has one vote only.
- (b) All votes must be given personally and proxies and voting papers are not allowed.
- (c) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (d) A member is not entitled to vote at any general meeting unless all moneys due and payable by the member to the Club have been paid other than the amount of the annual subscription payable in respect of the current financial year.
- (e) 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.
- (f) Unfinancial members as described in sub-Rule (d) are not entitled to speak at any general meeting unless invited to do so by the Chairperson.

25. POLL AT GENERAL MEETINGS

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

26. SPECIAL RESOLUTIONS

A special resolution is passed if not less than three quarters of the members present and voting at a general meeting vote in favour of the resolution.

27. USE OF TECHNOLOGY

- (a) 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.
- (b) For the purposes of this Rule, a member participating in a general meeting as permitted under sub-Rule (a) is taken to be present at the meeting and, if the member votes at the meeting, he/she is taken to have voted in person.
- (c) Where a poll or ballot is required, members who are participating in the meeting through the use of technology may communicate their vote by the most effective means to the returning officer and one other person selected by the meeting, and the votes cast thereby shall be counted.

28. MANNER OF DETERMINING WHETHER RESOLUTION CARRIED

If a question arising at a general meeting of the Club is determined on a show of hands,

- (a) 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
- (b) an entry to that effect is made in the Minutes of the meeting ,
is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

29. COMMITTEE OF MANAGEMENT

- (a) The affairs of the Club shall be managed by a Committee of Management, called the Committee.
- (b) The Committee
 - (i) shall control and manage the business and affairs of the Club,
 - (ii) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Club, and
 - (iii) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Committee to be essential or appropriate for the proper management of the business and affairs of the Club.
- (c) The Committee shall consist of
 - (i) the executive officers of the Club, and
 - (ii) such number of officers as the members of the Club in general meeting shall from time to time determine, such number not to exceed six,each of whom, except for the Immediate Past President, shall be elected at the annual general meeting of the Club in each year.

30. EXECUTIVE OFFICERS

The executive officers of the Club shall be

- (i) the President,
- (ii) the Vice-President,
- (iii) the Secretary,
- (iv) the Treasurer, and
- (v) the Immediate Past President, who shall be the President who vacates that office at the annual general meeting at which another member is elected as President in his/her stead.

31. DURATION OF APPOINTMENT

- (a) Subject to these Rules, each officer shall hold office until the conclusion of the annual general meeting next following that at which he/she was elected to the particular office and shall be eligible for nomination and re-election provided that:
 - (i) the President shall occupy that office for not more than three consecutive years on each occasion, and
 - (ii) the Immediate Past President shall occupy that office for not more than one year on each occasion.
- (b) Notwithstanding sub-Rule (a), if there are no nominations for a new President when a President becomes ineligible for re-election pursuant to sub-Rule (a)(i), the Club may resolve to dispense with this restriction for one year only.

32. ELECTION OF OFFICERS

- (a) Nominations of candidates for election as officers of the Club must be
 - (i) made in writing, signed by two members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination), and
 - (ii) delivered to the Secretary of the Club not less than 7 days before the date fixed for the holding of the annual general meeting.
- (b) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be voted upon individually and each candidate who receives support from a majority of members present and voting 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 candidates nominated shall be voted upon individually and each candidate who receives support from a majority of members present and voting shall be deemed to be elected.
- (d) If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.
- (e) The ballot for the election of officers must be conducted at the annual general meeting in such manner as the Committee may direct.

33. VACANCIES

- (a) The office of an officer of the Club becomes vacant and the vacancy thereby caused shall be regarded as a casual vacancy if the officer
 - (i) ceases to be a member of the Club, or
 - (ii) becomes insolvent or under administration within the meaning of the Corporations Act, or
 - (iii) resigns from office by notice in writing given to the Secretary.
- (b) In the event of an officer absenting him/herself from more than two consecutive meetings of the Committee without having first obtained from the Committee leave to be so absent, that member may be deemed by the Committee to have resigned from that office and the vacancy thereby caused shall be regarded as a casual vacancy.
- (c) In the event of a casual vacancy occurring in the office of an officer of the Club, the Committee may appoint one of its number to fill that vacancy, but if none is available to accept the appointment, the Committee may appoint another member of the Club to fill the vacancy. The person so appointed shall, subject to these Rules, hold that office until the conclusion of the annual general meeting next following the date of the appointment.

34. GENERAL DUTIES

- (a) As soon as practicable after being elected or appointed to the Committee, each officer must become familiar with these Rules and the Act.
- (b) The Committee is collectively responsible for ensuring that the Club complies with the Act and that individual members of the Committee comply with these Rules.
- (c) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (d) Committee members must exercise their powers and discharge their duties:
 - (i) in good faith in the best interests of the Club, and
 - (ii) for a proper purpose.
- (e) Committee members and former committee members must not make improper use of
 - (i) their position, or
 - (ii) information acquired by virtue of holding their position

to gain an advantage for themselves or any other person or to cause detriment to the Club.

35. MEETINGS OF THE COMMITTEE

- (a) The Committee shall meet at least four times in each year at such place and such times as the Committee may determine.
- (b) Special meetings of the Committee may be convened by the President or by any four members of the Committee.

36. NOTICE OF COMMITTEE MEETINGS

- (a) At least two business days prior notice of each Committee meeting must be given either verbally or in writing by the Secretary to each member of the Committee.
- (b) At least five business days prior notice of each special meeting of the Committee must be given in writing to each member of the Committee, specifying the general nature of the business to be conducted, and no other business may be conducted at such a meeting.

37. QUORUM FOR COMMITTEE MEETINGS

- (a) Any four members of the Committee constitute a quorum for the conduct of the business of a meeting of the Committee.
- (b) No business may be conducted unless a quorum is present.
- (c) If within half an hour of the time appointed for the meeting a quorum is not present
 - (i) in the case of a special meeting, the meeting lapses, or
 - (ii) in any other case, the meeting shall stand adjourned to the same place and the same time and day in the following week.
- (d) The Committee may act notwithstanding any vacancy on the Committee.

38. PRESIDING AT COMMITTEE MEETINGS

At meetings of the Committee

- (a) the President or, in the President's absence, the Vice-President presides, or
- (b) if the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.

39. VOTING AT COMMITTEE MEETINGS

- (a) Questions arising at a meeting of the Committee, or at a meeting of any sub-committee appointed by the Committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- (b) Each officer present at a meeting of the Committee, or at a meeting of any sub-committee appointed by the Committee (including the person presiding at the meeting), is entitled to vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

40. REMOVAL OF OFFICER

- (a) The Club in general meeting may, by special resolution, remove any member of the Committee before the expiration of the member's 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) A member who is the subject of a proposed resolution referred to in sub-Rule (a) may make representations in writing (not exceeding a reasonable length) to the Secretary or President of the Club and may request that the representations be provided to the members of the Club.

- (c) The Secretary or the President may give a copy of the representations to each member of the Club or, if they are not so given, the member must be given the opportunity to read the representations at the meeting.

41. SECRETARY

- (a) The Secretary must keep and maintain a register of the Club's By-Laws.
- (b) The Secretary must ensure that Minutes are kept of all resolutions and proceedings of each general meeting and each Committee meeting, together with a record of the names of persons present at Committee meetings.
- (c) The Secretary shall deal with correspondence and such other business as the Committee may direct and as required pursuant to these Rules or by the Act.
- (d) The Secretary shall in time for each annual general meeting of the Club, prepare or cause to be prepared and published for the information of all members of the Club, an annual report of the activities of the Club which occurred during the financial year to which the report relates.

42. TREASURER

The Treasurer must

- (a) collect and receive all moneys due to the Club and make all payments authorised by the Club,
- (b) keep correct accounts and books showing the financial affairs of the Club with full details of all receipts and expenditure connected with the activities of the Club,
- (c) keep and maintain a register of the assets of the Club, and
- (d) submit to the Committee in respect of that year, a statement of the income and expenditure of the Club prepared in accordance with Part 7 of the Act for adoption by the Committee pursuant to Rule 44(d).

43. FUNDS

- (a) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the Committee from among those who have previously been authorised for the purpose by the Committee.
- (b) The funds of the Club shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determines.
- (c) The Committee for the time being of the Club shall establish such bank accounts and deposit facilities as it considers necessary and appropriate for the purposes of the Club and must ensure that each such account and deposit facility is designated as an account or facility of the 'Waverley Life Activities Club Inc'.
- (d) The assets and income of the Club shall be applied solely in the furtherance of its Statement of Purposes and no portion shall be distributed directly or indirectly to the members of the Club except as bona fide compensation for services rendered or expenses incurred on behalf of the Club.
- (e) No contract, agreement or expenditure exceeding \$100 shall be entered into without the consent of the Committee and all accounts against the Club shall be passed by the Committee before payment is made unless otherwise authorised by the Committee.

44. REVIEW

- (a) Unless this requirement is dispensed with in respect of any particular financial year by a resolution adopted at a general meeting, as soon as practicable after the close of each financial year, the Committee shall cause to be reviewed all accounts and records of the Club.
- (b) Subject to sub-Rule (a), the Reviewer shall be appointed each year by members at the annual general meeting subject to the same Rules as apply to the election of officers of the Club, and shall be a person who, in the opinion of the Committee, has

sufficient knowledge and experience to conduct an independent review of the books and records of the Club and who shall not at any time in respect of the financial year to which the review relates, have been an officer of the Club.

- (c) The Reviewer shall undertake such examination as is reasonable to satisfy him/herself that there is nothing in the records that gives rise to concern that the financial statements do not properly reflect the transactions and financial position of the Club.
- (d) The Committee shall by resolution adopt the report presented in accordance with Rule 42(d) as a true and fair record of the position of the Club and certify that the Club is able to meet its obligations as they fall due.

45. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

- (a) Except as otherwise provided in these Rules, the Secretary must keep in his/her custody or under his/her control all books, documents and securities of the Club.
- (b) Unless determined otherwise by the Committee, all accounts, books, securities and other relevant documents of the Club must be available for inspection free of charge by any member upon request.
- (c) Unless determined otherwise by the Committee, a member may take a copy of any accounts, books, securities and any other relevant documents of the Club.
- (d) Members have the right to access their own personal information held by the Club to ensure that it is up-to-date and accurate.
- (e) Nothing in these Rules shall require the Committee or any other person to provide access to or disclose records or documents that might be the subject of litigation, that might result in a liability for defamation, or otherwise put at risk the best interests of the Club.

46. ACTIVITY GROUPS

- (a) Members of the Club may, with the approval of the Committee and under any terms or conditions specified by the Committee, form themselves into activity groups for the purposes of pursuing particular interests or activities.
- (b) The establishment and membership of activity groups shall be arranged through such person or persons as the Committee may direct.
- (c) Each activity group shall appoint its own leader (and its own deputy leader, if such an appointment is considered to be desirable) and at least once in each year shall hold a meeting of the members of the activity group at which the leader and the deputy leader, where applicable, shall retire, but nothing shall prevent either or both of them from being a candidate for re-election.
- (d) The leader, and where applicable the deputy leader, of each activity group shall meet annually with the Committee (or a sub-committee of the Committee appointed for that purpose) at a time, date and place determined by the Committee and report verbally or in writing to each such meeting for the purposes of reviewing the operations and activities of the activity group.
- (e) Save and except that Waverley Life Activities Club Inc members shall enjoy priority, invited guests may attend and participate from time to time in activity group activities and in Club functions, the total of such attendances being limited to three times.
- (f) Members of other member Life Activities Clubs may attend and participate as invited guests in activity group activities and in Club functions, subject to such terms as the Committee, on the recommendation of the activity group where applicable, may determine.
- (g) The limitation on attendance and participation specified in sub-Rule (e) does not apply to
 - (i) invited guests who, having applied for membership of the Club, are awaiting receipt of the Committee's decision on their application, or

- (ii) members of other Life Activities Clubs participating as invited guests under sub-Rule (f).
- (h) Activity group finances and accounts:
 - (i) each activity group may, with the consent of the Committee, open such bank accounts as the Committee may determine solely for the purpose of facilitating the operation of the activity group,
 - (ii) such account shall be designated as being the account of the '..... Activity Group, Waverley Life Activities Club Inc', and
 - (iii) the operation of the account shall be by any two of the following who have previously been authorised for the purpose by the Committee: two members of the activity group, the Club Secretary, the Club Treasurer.
- (i) Where the finances of any activity group are maintained separate from those of the rest of the Club, a report of those finances shall be presented to the Club at a time and in a manner as near as possible to the report prepared under Rule 42(d).
- (j) Notwithstanding that money is held in accounts in the names of activity groups, all such moneys remain the property of the Club.
- (k) Activity groups may not collect and dispose of member funds other than as provided in this Rule.

47. SEAL

- (a) The common seal of the Club must be kept in the custody of the Secretary.
- (b) The common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures of two officers of the Club.
- (c) If no common seal exists, with the authority of the Committee, any two officers of the Club may attest any instrument required to bind the Club in contract or otherwise.

48. NOTICE TO MEMBERS

Any notice that is required to be given to a member by or on behalf of the Club under these Rules, may be given

- (a) by delivering the notice to the member or eligible voter personally, or
- (b) by sending the notice by either prepaid post or electronic means, as determined by the Secretary, to the relevant contact address appearing in the register of members.

49. PROVISION OF INFORMATION TO LIFE ACTIVITIES CLUBS VICTORIA INC.

On affiliation with Life Activities Clubs Victoria Inc. and thereafter, the Club shall, on request from the Association, provide the Association with information concerning:

- (a) contact details for the Club, its officers and its delegates,
- (b) Club membership statistics, financial data and activities provided, and
- (c) other matters as and when required by the Association.

50. BY-LAWS

- (a) The Club may from time to time in general meeting adopt and/or amend By-Laws embodying additional provisions for the management of the Club.
- (b) The By-Laws must not be inconsistent with the Act, nor with the Statement of Purposes and Rules of the Club, or the Rules or published policies of Life Activities Clubs Victoria Inc.
- (c) By-Laws or amendments to By-Laws must be proposed
 - (i) by notice of motion tabled at the general meeting preceding the general meeting referred to in sub-Rule (a), or
 - (ii) by notice sent to each member of the Club at least 21 days before the general meeting referred to in sub-Rule (a).

51. WINDING UP

In the event of the winding up or the dissolution or the cancellation of the incorporation of the Club, the assets that remain after the satisfaction of debts and liabilities of the Club must be disposed of in accordance with the provisions of the Act; and

- (a) may only be distributed to another association or associations incorporated under the Act having the same or similar purposes as the Club and which is not carried on for profit or gain of its individual members, and
 - (b) must not be distributed to any member or members of the Club.
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WAVERLEY
LIFE ACTIVITIES CLUB INC.
 Reg. No. A0052831F

MEMBERSHIP APPLICATION FORM Sample/ Date/Year

Please complete and return with payment to:-

The Membership Secretary

I/we wish to apply for membership of the above named club. In the event of my being admitted as a member, I agree to be bound by the rules of the Club for the time being in force.

Please PRINT all information, and sign where indicated below.

NAME(s) [Applicant 1] (Mr, Mrs, Miss, Ms.).....

[Applicant 2] (Mr, Mrs, Miss, Ms.).....

ADDRESS.....

..... POSTCODE..... PHONE No.....

Preferred first name(s) for badge(s) [1].....[2].....

Tick if willing and able to receive quarterly newsletter electronically (~ 1.5 MB) ☐

Tick if willing to receive special notices and offers electronically ☐

Email address (Please print clearly)

☛ SIGNATURE(S).....

DATE.....(

How did you learn about our club? (Optional).....

1. Please record the activities in which you are interested, or that you would like to see formed.
 (Refer to newsletter or activities sheet).

Applicant [1].....

Applicant [2].....

2. Please tick appropriate spaces. Working [1]...[2].... Semi-retired [1]...[2]...Retired [1]...[2]....

Age Group 40-50 [1]...[2]... 51-55 [1]...[2]... 56-60 [1]...[2]... 61-65 [1]...[2]... 65+ [1]...[2]....

3. Past/present occupation(optional) [1].....[2].....