

ASSOCIATIONS INCORPORATION REFORM ACT (2012)

RULES OF THE COLLINGWOOD CHILDREN'S FARM INCORPORATED ASSOCIATION

Note

The persons who from time to time are members of the Association are an incorporated association by the name given in rule 1 of these Rules. Under section 46 of the Associations Incorporation Reform Act 2012 (**the Act**), these Rules are taken to constitute the terms of a contract between the Association and its members.

PART 1—PRELIMINARY

1. Name

The name of the incorporated association is the Collingwood Children's Farm Incorporated Association (**the Farm**).

Note

Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

2. Purposes

The purposes and objects of the Farm are:

Primary Aim

To improve the lives of children, the disadvantaged, disabled, unemployed and marginalised persons within the Victorian community (**Children and Disadvantaged Persons**) by providing inclusive services and support to build independence and quality of life for Children and Disadvantaged Persons.

Objectives

The Farm will provide assistance to Children and Disadvantaged Persons through operating a rustic community working farm which provides diverse training programs encouraging:

- (a) the building of self esteem and self worth of Children and Disadvantaged Persons, by working with animals, learning new skills and extending physical abilities;
- (b) the participation of Children and Disadvantaged Persons, in particular, disadvantaged children and their families, in broader community life; and

- (c) further opportunities for training through apprenticeships and job search assistance to break the unemployment cycle and marginalisation from the community whilst volunteering with the Farm.

The Farm recognises the importance of the following in making any decision according to its Purposes:

- (a) managing its resources responsibly, now and for the future;
- (b) operating effectively with a welcoming and skilled team of staff and volunteers;
- (c) encouraging diversity of participation; and
- (d) the United Nations' *Convention on the Rights of the Child*.

3. Financial year

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

4. Definitions

In these Rules, unless the contrary intention appears:

absolute majority, of the Committee, means a majority of the committee members currently holding office (as distinct from a majority of committee members present at a committee meeting);

associate member means a member referred to in rule 14(1);

Chairperson, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 45;

Committee means the committee of management of the Farm;

committee meeting means a meeting of the Committee held in accordance with these Rules;

committee member means a member of the Committee elected or appointed under Division 3 of Part 5;

disciplinary appeal meeting means a meeting of the members of the Farm who are entitled to vote convened under rule 22(3);

disciplinary meeting means a meeting of the Committee convened for the purposes of rule 21;

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

membership fee means the amount determined from time to time under rule 12(3);

general meeting means a general meeting of members of the Farm convened in accordance with rule 29 and includes an annual general meeting and a special general meeting but does not include a disciplinary appeal meeting;

member means a member of the Farm;

ordinary member of the committee means a member of the committee who is not an officer of the Farm under rule 51;

Regulations means regulations under the Act;

relevant documents has the same meaning as in the Act;

Secretary means the person who holds office under rule 51 as Secretary of the Farm and, in any other case, to the public officer of the Farm;

special resolution means a resolution that requires at least three-quarters of the members to vote in favour of it to be passed;

the Act means the *Associations Incorporation Reform Act 2012* (Vic) and includes any regulations made under that Act.

the Registrar means the Registrar of Incorporated Associations.

PART 2—POWERS OF THE FARM

5. Powers of the Farm

1. Subject to the Act, the Farm has power to do all things incidental or conducive to the attainment of its purposes.
2. Without limiting sub rule (1), the Farm 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 Farm may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6. The Farm must not secure pecuniary profit for members

The Farm must not secure pecuniary profit for the members.

Note

Section 4 of the Act sets out the circumstances under which an incorporated association is not taken to secure pecuniary profits for its members.

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

Division 1—Membership

7. Minimum number of members

The Farm must have at least 5 members.

8. Eligibility

Any person who supports the purposes of the Farm is eligible for membership.

9. Application for membership

- 1. To apply to become a member of the Farm, a person must submit a written application to the Farm stating that the person:
 - (a) wishes to become a member of the Farm; and
 - (b) supports the purposes of the Farm; and
 - (c) agrees to comply with these Rules.
- 2. The application must be:
 - (a) Signed by the applicant; and
 - (b) Accompanied by the relevant joining fee; and
 - (c) In writing in the appropriate form set out in Appendix 1; and

(d) Lodged with the Secretary of the Farm.

3. Subject to subrule (1) and (2), membership is effective immediately.

10. Consideration of application

1. As soon as practicable after an application for a membership is received, the Committee must decide whether to accept or reject the application.
2. The Committee must notify the applicant in writing if the application is rejected.
3. If the Committee rejects the application, the Farm must return any money accompanying the application to the applicant.
4. No reason need be given for the rejection of an application.
5. The Committee can delegate their power to approve or reject an application for membership to another individual with the approval of the majority of the Committee.

11. New membership

1. If an application for membership is approved by the Committee:
 - (a) the resolution to accept the membership must be recorded in the minutes of the committee meeting; and
 - (b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
2. A person becomes a member of the Farm and, subject to rule 13(3), is entitled to exercise his or her rights of membership from the date, on which the person pays the joining fee.

12. Annual membership

1. The Committee may determine the amount of the annual membership for the following year.
2. The date for payment of the annual membership fee is 12 months from the date of the previous year's annual membership payment.
3. The Committee may determine that a lower annual membership is payable by associate members.
4. The rights of a member (including the right to vote) who has not paid the annual membership by the relevant due date are suspended until the membership is paid.

13. General rights of members

1. A member of the Farm who is entitled to vote has the right:
 - (a) to receive notice of general meetings and 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.
 - (e) to have access to the minutes of general meetings and other documents of the Farm as provided under rule 74; and
 - (f) to inspect the register of members.
2. A member is entitled to vote if:
 - (a) the member is a member other than an associate member; and
 - (b) more than 10 working days have passed since he or she became a member of the Farm; and
 - (c) the member's membership has not been suspended for any reason.

14. Associate members

1. An associate member of the Farm includes—
 - (a) members under the age of 15 years;
 - (b) any other category of member as determined by resolution at a general meeting.
2. An associate member must not vote but may have other rights as determined by the Committee or by resolution at a general meeting.

15. Rights not transferable

The rights, privileges, or obligations of a person by reason of membership of the Farm is not capable of being transferred or transmitted to another person and ends on the cessation of membership.

16. Cessation of membership

1. The membership of a person ceases on resignation, expulsion or death.

2. If a person ceases to be a member of the Farm, the Secretary must, without delay, enter the date the person ceased to be a member in the relevant register of members.

17. Resignation

1. A member who has paid all moneys due and payable by a member to the Farm may resign by giving one month's written notice to the Secretary.
2. After the expiry of the period referred to in subrule (1):
 - (a) the member ceases to be a member; and
 - (b) the Secretary must record in the register of members the date on which the member ceased to be a member.
3. A member is taken to have resigned if the member's annual membership is more than 12 months in arrears.

18. Register of members

1. The Secretary must keep and maintain a register of members containing:
 - (a) the name, postal address and email address of each member;
 - (b) the date on which each member's name was entered in the register;
 - (c) if the member is an associate member, a notation to that effect;
 - (d) any other information determined by the Committee; and
 - (e) for each former member, the date of ceasing to be a member.
2. Any member may, at a reasonable time, inspect the register of members.

Note

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances.

Division 2—Disciplinary action

19. Grounds for taking disciplinary action

1. The Committee may take disciplinary action against a member in accordance with this Division if the Committee is satisfied that the member—
 - (a) has refused to comply with these Rules; or

- (b) has been guilty of conduct unbecoming a member; or
- (c) has engaged in conduct prejudicial to the Farm.

20. Notice to member

1. Before taking disciplinary action against a member, the Secretary must give written notice to the member—
 - (a) stating that the Committee intends to take disciplinary action against the member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the Committee intends to take the disciplinary action (the ***disciplinary meeting***); and
 - (d) advising the member that he or she may do one or both of the following:
 - i. attend the disciplinary meeting and address the Committee at that meeting;
 - ii. give to the Committee at any time before the disciplinary meeting a written statement; and
 - (e) setting out the member's appeal rights under rule 22.
2. The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

21. Decision of Committee

1. At the disciplinary meeting, the Committee must:
 - (a) give the member an opportunity to be heard; and
 - (b) consider any written statement submitted by the member.
2. After complying with subrule (1), the Committee may:
 - (a) take no further action against the member; or
 - (b) subject to subrule (3):
 - i. reprimand the member; or
 - ii. suspend the membership of the member for a specified period; or
 - iii. expel the member from the Farm.

3. The Committee must not take action under subrule (2)(b) unless an absolute majority of the Committee vote at the disciplinary meeting in favour of taking the action.
4. The suspension or expulsion of a member by the Committee under this rule takes effect immediately the vote is passed.

22. Appeal rights

1. A person whose membership has been suspended or who has been expelled from the Farm under rule 21 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
2. The notice must be in writing and given:
 - (a) to the Committee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the Secretary not later than 48 hours after the vote.
3. If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
4. Notice of the disciplinary appeal meeting must be given to each voting member of the Farm as soon as practicable and must:
 - (a) specify the date, time and place of the meeting; and
 - (b) state:
 - i. the name of the person against whom the disciplinary action has been taken; and
 - ii. the grounds for taking that action; and
 - iii. that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

23. Conduct of disciplinary appeal meeting

1. At a disciplinary appeal meeting:
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.

2. After complying with subrule (1), the members present at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
3. A member may not vote by proxy at the meeting.
4. The decision is upheld if not less than three quarters of the members present at the meeting vote in favour of the decision.

Division 3—Grievance procedure

24. Application

1. The grievance procedure set out in this Division applies to disputes under these Rules between—
 - (a) a member and another member; or
 - (b) a member and the Committee; or
 - (c) a member and the Farm.
2. A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

25. Parties must attempt to resolve the dispute

The parties to a dispute must first attempt to resolve the dispute between themselves.

26. Appointment of mediator

1. If the parties to a dispute are unable to resolve the dispute between themselves, the parties must:
 - (a) notify the Committee of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
2. The mediator must be:
 - (a) a person chosen by agreement between the parties, and confirmed by the Committee; or

- (b) in the absence of agreement:
 - i. if the dispute is between a member and another member, a person appointed by the Committee; or
 - ii. if the dispute is between a member and the Committee of the Farm, a person appointed or employed by the Dispute Settlement Centre of Victoria.
- 3. A mediator appointed by the Committee may be a member or former member of the Farm but in any case must not be a person who:
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.

27. Mediation process

- 1. The mediator to the dispute, in conducting the mediation, must:
 - (a) give the parties 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.
- 2. The mediator must not determine the dispute.

28. Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4—GENERAL MEETINGS OF THE FARM

29. Annual general meetings

- 1. The Committee must convene an annual general meeting of the Farm within 5 months after the end of each financial year.
- 2. The Committee may determine the date, time and place of the annual general meeting.
- 3. The ordinary business of the annual general meeting is as follows:

- (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then; and
 - (b) to receive and consider:
 - i. the annual report of the Committee on the activities of the Farm during the preceding financial year; and
 - ii. the financial statements of the Farm for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
 - (c) to elect the members of the committee.
4. The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

30. Special general meetings

- 1. Any general meeting of the Farm, other than an annual general meeting, is a special general meeting.
- 2. The Committee may convene a special general meeting whenever it thinks fit.
- 3. No business other than that set out in the notice under rule 32 may be conducted at the meeting.
- 4. However, if notice is given that items of general business may be considered at the meeting any other item of business may be considered unless opposed by a majority of members present.

31. Special general meeting held at request of members

- 1. The Committee must convene a special general meeting if a request to so do is made in accordance with subrule (2) by at least 10% of the total number of members.
- 2. A request for a special general meeting must:
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the members requesting the meeting; and
 - (d) be given to the Secretary.

3. If the committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene a special general meeting.
4. A special general meeting convened by members under subrule (3):
 - (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.
5. The Farm must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

32. Notice of general meetings

1. The Secretary (or, in the case of a special general meeting convened under rule 31(3), the members convening the meeting) must give to each member of the Farm:
 - (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) specify if the meeting is an annual general meeting; and
 - (d) 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
 - (e) comply with rule 33(4).
3. Notice may be sent:
 - (a) by post to the address appearing in the register of members; or
 - (b) by electronic transmission to the address appearing in the register of members.

4. No business other than that set out in the notice convening the meeting may be conducted at the meeting.
5. A member intending to bring any business before a meeting must in writing notify the Secretary of that business, who must include that business in the notice calling the next general meeting.

33. Proxies

1. A voting member may appoint another voting member as his or her proxy to attend, speak and vote on his or her behalf at a general meeting.
2. The appointment of a proxy must:
 - (a) Be in writing in the appropriate relevant form set out in Appendix 2, and
 - (b) Be signed by the member making the appointment: and
 - (c) Be lodged with the Secretary of the Farm no less than 24 hours before the before the time of the meeting in respect of which the proxy is appointed
3. Notice of a general meeting given to a member under rule 32 must:
 - (a) state that the member may appoint another member as a proxy for the meeting; and
 - (b) include a copy of Appendix 2.
4. A member must not act as proxy for more than 10 members or more than 10% of the members (whichever is the lesser) on any one occasion.

34. Use of technology

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

35. Quorum at general meetings

1. No business may be conducted at a general meeting unless a quorum of voting members is present.
2. The quorum for a general meeting is the presence (physically or as allowed under rule 34) of five members entitled to vote.

3. If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
 - (a) in the case of a meeting convened by, or at the request of, members under rule 31—the meeting must be dissolved;

Note

If a meeting convened by, or at the request of, members is dissolved under rule 35(3)(a), the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 31.

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

36. Adjournment of general meeting

1. The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
2. Without limiting subrule (1), a meeting may be adjourned:
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.

Example

The members may wish to have more time to examine the financial statements submitted by the Committee at an annual general meeting.

3. No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
4. Notice of the adjournment of a meeting is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 32.

37. Voting at general meetings

1. On any question arising at a general meeting of the Farm,
 - (a) subject to subrule (3) and (4), each member who is entitled to vote has one vote; and
 - (b) members may vote personally or by proxy; and
 - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
2. If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
3. If the question is whether or not to confirm the minutes of a previous meeting only members who were present at that meeting may vote.
4. A member is not entitled to vote at a general meeting if their membership is suspended under rule 12(4).

38. Special resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

Note

In addition to certain matters specified in the Act, a special resolution is required:

- (a) to remove from office a committee member;
- (b) to alter these Rules, including changing the name or any of the purposes of the Association.

39. Determining whether resolution carried

1. Subject to subrule (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been:
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost;

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

2. If a poll (where votes are cast in writing) is demanded by three or more members on any question:
 - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and

- (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- 3. A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately 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.
- 4. A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

40. Minutes of general meeting

- 1. The Committee must ensure that minutes are taken and kept of each general meeting.
- 2. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 3. In addition, the minutes of each annual general meeting must include:
 - (a) the financial statements submitted to the members in accordance with rule 29(3)(b)(ii); and
 - (b) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—MANAGEMENT COMMITTEE

Division 1—Powers of Committee

41. Role and powers

- 1. The business of the Farm must be managed by or under the direction of the Committee.
- 2. The committee may exercise all the powers of the Farm except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Farm:
- 3. The Committee:
 - (a) May appoint and remove staff;

- (b) May establish subcommittees consisting of members with terms of reference it considers appropriate.
 - (c) Shall control and manage the business and affairs of the Farm; and
 - (d) 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 for the proper management of the business and affairs of the Farm.
4. A general meeting of the members may by resolution direct the Committee on any matter within the Committee's powers.

42. Delegation

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

Division 2—Composition of Committee and duties of Members

43. Composition of Committee

The Committee consists of:

- (a) a President;
- (b) a Vice-President;
- (c) a Secretary;
- (d) a Treasurer; and
- (e) 8 ordinary members; one of whom is a City of Yarra councillor nominated to this position by the City of Yarra:

each of whom shall be elected for a two-year term at an annual general meeting of the Farm.

44. 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 Farm complies with the Act and that individual members of the Committee comply with these Rules.

Note

See also Division 3 of Part 6 of the Act which imposes general duties on the office holders of an incorporated association.

3. 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.

45. President and Vice-President

1. Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.
2. If the President and the Vice-President are both absent, 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.
3. Before the election of new committee members at an annual general meeting, the President must present to the meeting the annual report of the Committee on the activities of the Farm during the last financial year

46. Secretary

1. The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

Example

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

2. The Secretary must:
 - (a) maintain the register of members in accordance with rule 18; and
 - (b) keep custody of the common seal (if any) of the Farm and all books, documents and securities of the Farm in accordance with rules 71 and 74;

- (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.

47. Treasurer

1. The Treasurer must:
- (a) receive all moneys paid to or received by the Farm and issue receipts for those moneys in the name of the Farm; and
 - (b) ensure that all moneys received are paid into the account of the Farm within 5 working days after receipt; and
 - (c) make any payments authorised by the Committee or by a general meeting of the Farm from the Farm's funds; and
2. The Treasurer must:
- (a) ensure that the financial records of the Farm are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the Farm and their submission to the annual general meeting of the Farm.
3. The Treasurer must:
- (a) ensure that at least one other committee member has access to the accounts and financial records of the Farm.
 - (b) hold and maintain the Farm's funds consistent with the purposes listed in the Statement of Purposes, to be applied in accordance with these Rules.

Division 3—Election of Committee members and tenure of office

48. Eligibility

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

- (a) is 18 years or over; and

- (b) resides in Australia; and
- (c) is entitled to vote at a general meeting.

49. Positions to be declared vacant

1. This rule applies to:
 - (a) the first annual general meeting of the Farm after its incorporation; or
 - (b) any subsequent annual general meeting of the Farm, after the annual report and financial statements of the Farm have been received.
2. Subject to Rule 54(1), the Chairperson of the meeting must declare all relevant positions on the Committee vacant and hold elections for those positions in accordance with rules 50 to 53.

50. Nominations

1. Nominations of candidates for election as must be:
 - (a) made in writing and signed by the candidate; and
 - (b) delivered to the Secretary of the Farm not less than 14 days before the date fixed for the holding of the annual general meeting.
2. An eligible member of the Farm may:
 - (a) Nominate himself or herself; or
 - (b) With the member's consent, be nominated by another member.

51. Election of Office Bearers

1. At the first meeting of the Committee after the annual general meeting, separate elections must be held for each of the following positions:
 - (a) President;
 - (b) Vice-President;
 - (c) Secretary;
 - (d) Treasurer.
2. If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
3. If more than one member is nominated, a ballot must be held in accordance with rule 53.

4. On his or her election, the new President may take over as Chairperson of the meeting.

52. Election of ordinary members

1. The annual general meeting must by resolution decide the number, not exceeding 8, of members of the Committee it wishes to elect.
2. A single election may be held to fill all of those positions.
3. If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
4. 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.
5. If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 53.

53. Ballot

1. If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a returning officer to conduct the ballot.
2. The returning officer must not be a member nominated for the position.
3. Before the ballot is taken, each candidate may make a short speech in support of his or her election.
4. The election must be by secret ballot.
5. The returning officer must give a piece of paper listing all candidates to:
 - (a) each member present in person; and
 - (b) each proxy appointed by a member.

Example

If a member has been appointed the proxy of 5 other members, the member must be given 6 ballot papers - one for the member and one each for the other members.

6. The voter must indicate on the ballot paper the candidate for whom they wish to vote.
7. If the ballot is for more than one position:
 - (a) the voter must indicate clearly on the ballot paper the candidate for whom they wish to vote;

- (b) the voter must not vote for more candidates than the number to be elected.
- 8. Ballot papers that do not comply with subrules (7)(a) and (b) are informal.
- 9. Each formal ballot paper on which the voter has clearly indicated the candidate counts as one vote for that candidate.
- 10. The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- 11. If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must:
 - (a) conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected; or
 - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

54. Term of office

- 1. Subject to subrule (3) and rule 55, a committee member holds office until the annual general meeting held two years after the date of their election.
- 2. A committee member (whether they hold office as an office bearer or ordinary member) may be re-elected:
 - (a) For a maximum of 5 consecutive terms (of two years) or 10 consecutive years, whichever is longer.
 - (b) Members are eligible to nominate for election to the Committee after a minimum one year absence from the Committee.
- 3. A general meeting of the Farm may:
 - (a) by special resolution remove a committee member from office; and
 - (b) elect an eligible member of the Farm to fill the vacant position in accordance with this Division.

55. Vacation of office

- 1. A committee member may resign from the Committee by written notice addressed to the Secretary.
- 2. A person ceases to be a committee member if the member:
 - (a) ceases to be a member of the Farm; or

- (b) is removed from office by special resolution; or
- (c) fails to attend 3 consecutive committee meetings without leave of absence under rule 66; or
- (d) ceases to reside in Australia; or
- (e) otherwise ceases to be a committee member by operation of section 78 of the Act.

56. Filling casual vacancies

1. The Committee may appoint an eligible member of the Farm to fill a position on the Committee that:
 - (a) has become vacant because of rule 55; or
 - (b) is not filled by election at the last annual general meeting.
2. If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
3. The member appointed by the Committee shall hold office, subject to these Rules, until the commencement of the annual general meeting next following the date of the appointment.
4. Rule 54 applies to any committee member appointed by the Committee under subrule (1) or (2).
5. The Committee may continue to act despite any vacancy in its membership.

Division 4—Meetings of Committee

57. Meetings of the committee

1. The committee must meet at least 3 times in each year at the dates, times and places determined by the Committee.
2. Special meetings of the committee may be convened by the President or by any 4 members of the committee.

58. Notice of committee meetings

1. Written notice of each committee meeting must be given to each committee member of the committee no later than 7 days before the date of the meeting.
2. Notice may be given of more than one committee meeting at the same time.
3. The notice must state the date, time and place of the meeting.

4. If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.

59. Urgent meetings

1. In cases of urgency, a meeting can be held without notice being given in accordance with rule 58 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
2. Any resolution made at the meeting must be passed by an absolute majority of the Committee.

60. Procedure and order of business

1. The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
2. The order of business may be determined by the members present at the meeting.
3. At a special committee meeting or an urgent meeting held under rule 59, the only business that may be conducted is the business for which the meeting is convened.

61. 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 subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

62. Quorum

1. No business may be conducted at a Committee meeting unless a quorum is present.
2. The quorum for a committee meeting is the presence (in person or as allowed under rule 61) of any 4 committee members.
3. If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting:
 - (a) in the case of a special meeting, the meeting lapses;

- (b) in any other case, the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 58.

63. Voting

1. On any question arising at a committee meeting, each committee present at the meeting has one vote.
2. A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
3. Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
4. If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
5. Voting by proxy is not permitted.
6. The poll may be taken in such manner as the person presiding at that meeting may determine.

64. 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.

Note

Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

3. This rule does not apply to a material personal interest:
 - (a) that exists only because the member belongs to a class of persons for whose benefit the Farm is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the Farm.

65. Minutes of meeting

1. The Committee must ensure that minutes are taken and kept of each committee meeting.
2. The minutes must record the following:
 - (a) names of persons present;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under rule 64.

66. Leave of absence

1. The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.
2. The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

PART 6 — FINANCIALMATTERS

67. Source and use of funds

1. The funds of the Farm may be derived from entrance fees, membership fees, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.
2. The Funds must at all time be open to contribution by members of the public and the Committee may seek contribution to the Funds by members of the public.
3. Subject to Rule 67(2) but not withstanding any other provision of these Rules, the Farm must apply the profits (if any), gifts or other income and property of the Farm solely towards the promotion of the non-profit activities listed in the Statement of Purposes and no portion of it may be paid or transferred, directly or indirectly, to any member of the Farm whether by way of distribution, bonus or otherwise.
4. Nothing in Rule 67(3) prevents the Farm making any payment in good faith of:
 - (a) reasonable and proper consideration to any member for any services actually rendered or goods or property actually supplied to the Farm;
 - (b) the payment or reimbursement of out-of-pocket expenses incurred by a member on behalf of the Farm where the amount payable does not exceed an amount previously approved by the committee;

- (c) reasonable and proper rent or fees to a member for premises leased or licensed by any member to the Farm and approved by the committee;
 - (d) money to any member, being a solicitor, accountant or other person engaged in any profession or other charges for work done by that person or that person's firm or employer, where the provision of the service has the prior approval of the committee and the amount payable is approved by the committee and is not more than the amount which commercially would be reasonable payment for the service; or
 - (e) interest to a member at a reasonable and proper rate not exceeding a rate approved by the committee on money borrowed by the Farm from the member.
5. The Farm must issue a receipt to each and every donor of gifts which complies with the requirements of the relevant legislation from time to time.

68. Management of funds

1. The Farm must open an account with a financial institution from which all expenditure of the Farm is made and into which all of the Farm's revenue is deposited.
2. Subject to any restrictions imposed by a general meeting of the Farm, the Committee may approve expenditure on behalf of the Farm.
3. The Committee may authorise the Treasurer to expend funds on behalf of the Farm up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
4. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two committee members, or Farm staff to whom this power has been delegated.
5. All funds of the Farm, must be deposited into the financial account of the Farm no later than 5 working days after receipt.
6. With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

69. Financial records

1. The Farm must keep financial records that:
 - (a) correctly record and explain its transactions and financial position and performance; and
 - (b) would enable true and fair financial statements to be prepared as required by the Act.

2. The Farm 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.

70. Financial statements

1. For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Farm are met.
2. Without limiting subrule (1), those requirements include—
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the submission of the financial statements to the annual general meeting of the Farm;
 - (d) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

71. Common seal

1. The Farm may have a common seal.
2. If the Farm has a common seal:
 - (a) the name of the Farm must appear in legible characters on the common seal;
 - (b) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two committee members;
 - (c) the common seal must be kept in the custody of the Secretary.

72. Registered address

The registered address of the Farm is:

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

73. Notice requirements

1. Subject to Rule 32, any notice required to be given to a member or a committee member under these Rules may be given:
 - (a) by handing the notice to the member personally; or
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) by email, if the member has requested that the notice be given to him or her in that manner.
2. Subrule (1) does not apply to notice given under rule 59.
3. Any notice required to be given to the Farm or the Committee may be given:
 - (a) by handing the notice to a member of the Committee; or
 - (b) by sending the notice by post to the registered address; or
 - (c) if the Committee determines that it is appropriate in the circumstance, by email to the email address of the Farm or the Secretary.

74. Custody and inspection of books and records

1. Other than the financial records referred to in rule 69(3), the Secretary must keep in his or her custody, or under his or her control, all books, documents and securities of the Farm.
2. All financial records, books, securities and any other relevant document of the Farm must be made available for inspection free of charge to any member upon request.

Note

However, see note following rule 18.

3. A member may make a copy of any accounts, books, securities and any other relevant documents of the Farm.
4. For purposes of this rule:

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

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of the Farm.

75. Winding up and cancellation

1. The Farm may be wound up voluntarily by special resolution.
2. In the event of the winding up or the cancellation of the incorporation of the Farm, the surplus assets of the Farm remaining after the payment of its debts must not be distributed to any members or former members of the Farm.
3. Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that:
 - (a) has similar objects, activities, functions or purposes to the Farm, and
 - (b) whose constituent document prohibits the distribution of its or their income or property to no lesser extent than that imposed on the Farm under Rule 67(3).
4. If there are no bodies corporate, associations or institutions which meet the requirements of Rule 75(3), any surplus assets of the Farm remaining after the payment of its debts must be transferred to one or more bodies corporate, associations or institutions selected by the committee by resolution at or before the dissolution of the Farm:
 - (a) having objects which are the promotion of charity; and
 - (b) which is, or operates as, a deductible gift recipient under the current relevant legislation.
5. If the committee does not make a selection pursuant to Rules 75(3) or (4) for any reason, any surplus assets of the Farm remaining after payment of its debt must be transferred to one or more bodies corporate, associations or institutions meeting the requirement of Rules 75(3) or (4) as approved by a court.
6. The body to which the surplus assets are to be given must be decided by special resolution at or before the dissolution of the Farm.

76. Alteration of Rules

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

Note

An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the Association is taken to have adopted its own rules, not the model rules.

APPENDIX 1

APPLICATION FOR MEMBERSHIP OF COLLINGWOOD CHILDREN'S FARM

I, _____ (name)
of _____ (postal address)

support the purposes of the Collingwood Children's Farm and wish to become a member of the Collingwood Children's Farm Incorporated Association.

I require the following type of membership:

- Family Farm Pass
- Family Concession Farm Pass / individual (plus one child)

I wish to pay for my membership by:

- Credit Card
- Cash
- EFTPOS

My pass is for the following people (for family pass one other adult & up to four children):

1. _____
2. _____
3. _____
4. _____
5. _____

I would like to be contacted by: • Email at _____
• Phone on _____

Please send me information on:

- Farmer's Market
- Family days
- Kids birthdays
- Young Farmers Program
- Garden Plots
- Special events
- Volunteering
- School tours

I visit the farm:

- 1-2 times a year
- 3-4 times a year
- 5-6 times a year
- 7-8 times a year
- over 8 times a year

I was / was not a member last year.

In the event of my admission as a member, I agree to be bound by the Rules of the Farm.

.....
Signature of Applicant

.....
Date

APPENDIX 2
FORM OF APPOINTMENT OF PROXY

I, _____ (name)

of _____ (address)

being a member of Collingwood Children's Farm

appoint _____ (name of proxy holder)

of _____ (address of proxy holder)

being a member of the Farm, as my proxy to vote on my behalf at the *annual /* special general
(please circle) meeting of the Farm 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.

.....
Signature of Applicant

.....
Date