

## **RULES OF NETWORK SOCIAL CLUB Inc** (incorporating amendments 2020)

### **Purpose**

We are a not for profit association formed to provide a friendly non-threatening environment for social engagement between members, assisting them to meet new people and develop and maintain a network of friends.

### **1. Name**

The name of the incorporated association is Network Social Club Incorporated (in these rules called "the Association").

### **2. Definitions**

(1) In these rules, unless the contrary intention appears -

"Committee" means the Committee of Management of the Association.

"Financial year" means the year ending on the last day of February.

"General Meeting" means a general meeting of members convened in accordance with Rule 11.

"Member" means a member of the Association.

"Ordinary Member of the Committee" means a member of the Committee who is not an officer of the Association under Rule 21.

"The Act" means the Associations Incorporation Act 1981.

"The Regulations" means Regulations under the Act.

"Provisional Member" means an applicant for membership on payment of subscription.

"Membership Secretary" means the person appointed by the Committee to maintain the register of members.

(2) In these Rules, a reference to the Secretary of an Association is a reference -

- (a) where a person holds office under these Rules as Secretary of the Association - to that person; and
- (b) in any other case, to the public officer of the Association.

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

### **3. Membership**

(1) A natural person who is nominated and approved for membership as provided in these rules is eligible to be a member of the Association on payment of annual subscription payable under these rules.

(2) A Person who is not a member of the Association at the time of the incorporation of the Association (or who was such a member at that time but has ceased to be a member) shall not be admitted to membership -

- (a) unless nominated as provided in sub-clause (3); and
- (b) the admission as a member is approved by the Committee.

(3) A nomination of a person for membership of the Association -

- (a) shall be made in writing in a form approved by the Committee; and
- (b) shall be lodged with the Membership Secretary of the Association

- (4) As soon as is practicable after the receipt of a nomination, the Membership Secretary shall refer the nomination to the Committee.
- (5) Upon a nomination being referred to the Committee, the Committee shall determine whether to approve or to reject the nomination.
- (6) Upon a nomination being approved by the Committee, the Membership Secretary shall, with as little delay as possible, notify the nominee in writing of the approval for membership of the association.
- (7) The Membership Secretary shall, within the period referred to in that sub-clause, enter the nominee's name in the register of members and, upon the name being so entered, the nominee becomes a member of the association.
- (8) A right, privilege, or obligation of a person by reason of membership of the association -
  - (a) is not capable of being transferred or transmitted to any person;
  - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.
- (9) Notwithstanding clauses 3(1) to 3(8) inclusive any Committee Member or the Membership Secretary appointed by the Committee may accept the subscription from a prospective member. Upon acceptance of this subscription a prospective member will become a Provisional Member entitled to the rights of a member until his or her membership is considered pursuant to clause 3(5)
- (10) A Nomination of a Provisional Member for membership shall be considered by the Committee within 3 months of payment of subscription. If this is not done, or the nomination is refused, the provisional member shall be entitled to a full refund of subscription, and on receipt of this refund shall cease to be a member.

#### **4. Subscription**

- (1) The annual subscription for new members is \$50.00. The period of payment is at the discretion of the Committee.
- (2) The subscription may be changed by a resolution of a general meeting.

#### **5. Register of members**

The Committee shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection at the address of the Treasurer.

#### **6. Ceasing membership**

- (1) A member of the Association may resign from the Association by giving notice in writing to the Secretary of his or her resignation and upon the receipt of the notice by the Secretary, the member shall cease to be a member.
- (2) Upon a member ceasing to be a member, whether by resignation or otherwise, the Membership Secretary shall make in the register of members an entry recording the date on which the person ceased to be a member.
- (3) The Committee may, by resolution, terminate a person's membership if the member -
  - (a) has failed to pay any amount due to the association by the due date; and
  - (b) is advised in writing that the amount is overdue, and that the membership of that person will be terminated unless the outstanding amount is paid by a stated date, being not less than one month from the date of emailing, posting or delivering the notice; and
  - (c) the member fails to pay the outstanding amount by the stated date.

## **7. Discipline, suspension and expulsion of members**

- (1) Subject to these rules, the Committee may by resolution expel a member from the Association if the Committee is of the opinion that the member -
  - (a) has refused or neglected to comply with these rules; or
  - (b) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association.
  - (c) has engaged in conduct which endangered other members.
- (2) Prior to considering a proposal to discipline a member under this rule, the Committee must be satisfied that the complaints procedures as determined by the Committee have been followed.
- (3) Any proposed changes to the complaints procedures referred to in sub-clause (2) must be notified to the members before being adopted.
- (4) If a motion is proposed at a meeting of the Committee that a member be disciplined under sub-clause (1) -
  - (a) The motion must not be dealt with at that meeting.
  - (b) The motion must be placed on the agenda of a meeting of the Committee to be held not less than fourteen days later, at which the only business must be the deferred motion.
  - (c) The member must be notified at least ten days prior to the later meeting that a motion has been proposed to discipline the member, and of the allegations on which the motion is based.
  - (d) The notice must give the details of the later meeting, and state that the member has the right to attend and speak at that meeting, to submit a written statement in defence, or to both submit a statement and attend and speak.
  - (e) The Committee at the later meeting must consider any statement submitted and hear the member, if present.
  - (f) The motion to discipline the member is not carried at the later meeting unless more than half of all the members of the Committee vote in favour of the resolution.
  - (g) If the motion to discipline the member is carried, the member may, within 7 days of being notified of the decision, lodge with the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the decision. In this case, the President or Secretary must convene a special general meeting of the Association to consider an appeal by that member.
  - (h) If the member appeals to the members in General Meeting, the decision of the Committee does not take effect unless and until it is confirmed by the members in General Meeting. The decision is confirmed if two-thirds of the members present and voting vote in favour of the confirmation of the resolution; otherwise, the resolution is revoked.

## **8. Annual general meetings**

- (1) The Association shall in each calendar year convene an annual general meeting of its members.
- (2) The annual general meeting shall be held within five months of the end of the financial year on such day as the Committee determines.
- (3) The annual general meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the annual general meeting shall be -
  - (a) to confirm the minutes of the last preceding annual general meeting and of ... any general meeting held since that meeting;

- (b) to receive from the Committee reports upon the transactions of the Association during the last preceding financial year;
  - (c) to elect officers of the Association and the ordinary members of the Committee; and
  - (d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
- (5) The annual general meeting may transact special business of which notice is given in accordance with these rules. A special resolution is passed at a general meeting if not less than three quarters of entitled members, including proxies, vote in favour of the resolution.
  - (6) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

## **9. Special general meetings**

- (1) All general meetings other than the annual general meeting shall be called special general meetings.
- (2) The Committee may, whenever it thinks fit, convene a special general meeting of the Association and, where, but for this sub-clause, more than 15 months would elapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
- (3) The Committee shall, on the requisition in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the Association.
- (4) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- (5) If the Committee does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (6) A special general meeting convened by members in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

## **10. Notice of general meetings**

- (1) The Secretary of the Association shall, at least 14 days before the date fixed for holding a general meeting of the Association, advise each member of the Association of the place; date and time of the meeting and the nature of the business to be transacted at the meeting.
- (2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (3) A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

## **11. Special business**

- (1) All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these rules as being the ordinary business of the annual general meeting shall be deemed to be special business.

## **12. Quorum at General Meetings**

- (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.

- (2) Five members personally present (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case 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 and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall be a quorum.

### **13. Use of technology**

- (1) 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.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (4) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

### **14. Presiding at general meetings**

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

### **15. Adjournment of meetings**

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a meeting is adjourned for fourteen days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.

Except as provided in sub-clauses (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

### **16. Voting at general meetings**

A question arising at a general meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, an entry to that effect in the Minute Book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

- (1) Upon any question arising at a general meeting of the Association, a member has one vote only.
- (2) All votes shall be given personally or by proxy.
- (3) 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.
- (4) A member is not entitled to vote at any general meeting unless all moneys due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

## **17. Poll at general meetings**

- (1) If at a meeting a poll on any question is demanded by not less than three members, it shall 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.
- (2) A poll that is demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairperson may direct.

## **18. Proxies**

- (1) Each member shall be entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form approved by the Committee.

## **19. Committee of Management**

- (1) The affairs of the Association shall be managed by a Committee of Management constituted as provided in Rule 22.
- (2) The Committee -
  - (a) shall control and manage the business and affairs of the Association.
  - (b) may, subject to these rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by general meetings of the members of the Association; and
  - (c) subject to these rules, the regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.
  - (d) the Committee may make bylaws which will not be inconsistent with these rules.

## **20. Office holders**

- (1) The officers of the Association shall be
  - (a) a President;
  - (b) a Vice-President;
  - (c) a Treasurer; and
  - (d) a Secretary.
- (2) The provisions of Rule 23 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the officers mentioned in sub-clause (1).
- (3) Each officer of the Association shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.
- (4) In the event of a casual vacancy in any office referred to in sub-clause (1), the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of appointment.

## **21. Ordinary members of the committee**

- (1) Subject to section 23 of the Act, the Committee shall consist of –
  - (a) the officers of the Association; and
  - (b) a number of ordinary members not less than two as determined by the annual general meeting of the Association in each year.

- (2) Each ordinary member of the Committee shall, subject to these rules, hold office until the annual general meeting next after the date of election but is eligible for re-election.
- (3) In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

## **22. Election of officers and ordinary committee members**

- (1) Nominations of candidates for election as Officers of the Association or as ordinary members of the Committee-
  - (a) shall be made and seconded by two members of the Association in writing; and
  - (b) shall be notified to the Secretary of the Association one week prior to the annual general meeting.
- (2) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (3) If the number of nominations exceeds the number of vacancies to be filled, proxies shall be sent to all members and a ballot shall be held.
- (4) The ballot for the election of officers and ordinary members of the Committee shall be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.

## **23. Vacancies**

For the purposes of these rules, the office of an officer of the Association or of an ordinary member of the Committee becomes vacant if the officer or member -

- (a) ceases to be a member of the Association;
- (b) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code; or
- (c) resigns from office by notice in writing given to the Secretary.

## **24. Meetings of the committee**

- (1) The Committee shall meet at least 3 times in each year at such place and such times as the Committee may determine.
- (2) Special meetings of the Committee may be convened by the President or by any four of the members of the Committee.
- (3) Notice shall be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- (4) More than half the members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee, but if the number of members of the Committee falls below four, the remaining members of the Committee shall have power only to call a general meeting.
- (5) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
- (6) At meetings of the Committee -
  - (a) the President or in the President's absence the Vice-President shall preside; or

- (b) if the President and the Vice-President are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.
- (7) Questions arising at a meeting of the Committee or of any sub-Committee appointed by the Committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (8) Each member present at a meeting of the Committee or of any sub-Committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote. This subclause does not apply to a motion to discipline a member.
- (9) Written notice of each Committee meeting shall be served on each member of the Committee by delivering it to the member at a reasonable time before the meeting or by emailing it or sending it by pre-paid post addressed to him or her at his or her usual or last known place of abode at least two business days before the date of the meeting.
- (10) Subject to sub-clause (4) the Committee may act notwithstanding any vacancy on the Committee.

## **25. Minutes of meetings**

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

## **26. Removal of committee member**

- (1) The Association in general meeting may by resolution remove any member of the Committee before the expiration of the member's term of office and appoint another member in his or her stead to hold office until the expiration of the term of the first-mentioned member.
- (2) Where the member to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association or, if they are not so sent, the member may require that they be read out at the meeting.

## **27. Funds**

- (1) The Treasurer of the Association -
  - (a) shall collect and receive all moneys due to the Association and make all payments authorised by the Association; and
  - (b) shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- (2) All electronic funds transfers, cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be authorised by two members of the Committee.
- (3) The funds of the Association shall be derived from annual subscriptions, donations and such other sources as the Committee determines.

## **28. Seal**

- (1) The Common Seal of the Association shall be kept in the custody of the Secretary.
- (2) The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either of two members of the Committee or of one member of the Committee and of the Public Officer of the Association

- 29.** These rules and the statement of purposes of the Association shall not be altered except in accordance with the Act.



### **30. Notice to members**

- (1) A notice may be served by or on behalf of the Association upon any member either personally or by emailing or sending it by post to the member at the address shown in the Register of Members.
- (2) Where a document is properly addressed and emailed or pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the email would be received or the letter would have been delivered in the ordinary course of post.

### **31. Winding up**

In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association shall be disposed of in accordance with the provisions of the Act.

### **32. Custody and inspection of books and records**

- (1) Except as otherwise provided in these Rules, the Secretary shall keep in his or her custody or under his or her control all books, documents and securities of the Association.
- (2) All accounts, books, documents and securities of the association shall be available for inspection and copying by any member of the association upon request.