

# **EIGHTY CLUB MELBOURNE INC.**



## **The Constitution of the Eighty Club Melbourne Inc.**

**25th August 2013**

# THE EIGHTY CLUB MELBOURNE INCORPORATED

Incorporation Number A0013333T

## RULES

### 1. NAME & ADDRESS

- 1.1 The Club shall be called "The Eighty Club Melbourne Incorporated" ("the Club").
- 1.2 The postal address of the Club shall be that of the Honorary Administrative Secretary.

### 2 INTERPRETATIONS

In these rules unless the contrary intention appear:

"Act" means *the Associations Incorporation Reform Act 2012* and any amendments or modifications thereof -

"Committee" means the Management Committee of the Club more particularly described in Rule 6 and its associated sub-rules.

"Financial Year" means the year ending 30<sup>th</sup> June.

"Member" means a member of the Club, a natural person accepted to membership under Rule 4 and its relevant Sub-Rules.

"Officer of the Club" means a member of the Management Committee as stated at Sub-Rule 6.1.

"Ordinary Member of the Committee" means a member of the Management Committee as stated at sub-Rule 6.1.1 to 6.1.3.

"Secretary" means for the purposes of the Act, the Public Officer of the Club, as defined in the Act, not being an Officer of the Club under Rule 6.1 but who shall be appointed as an Ordinary Member of the Committee.

Words or expressions contained in these Rules shall be interpreted in accordance *with* the provisions of the Acts Interpretation of Legislation Act 1984 and the Act in force from time to time.

### **3. STATEMENT OF PURPOSE**

The Club is a non-political, non-sectarian, non-profit organisation established solely for charitable community service purposes.

- 3.1 The Club has as its main object the relief of poverty in Australia and in the Burgher community in Sri Lanka who, by reason of youth, age, infirmity, disablement, poverty, homelessness, educational disadvantage, social and economic circumstances have a need for assistance in every form and including regular monetary gifts or pensions, special purpose donations, educational and training supplements, food, clothing and other basic needs.
- 3.2 With respect to relief of poverty in Australia such relief shall include monetary gifts to charities approved by the Federal and State Governments and their Instrumentalities.
- 3.3 In support of the objectives in 3.1 and 3.2 the Club will levy subscriptions on members, circulate newsletters to members about activities and achievements, organise fundraising events, food fairs, raffles, special appeals, social donations for both specific and general purposes and perform all such matters that are incidental to and conducive to the maximisation of its purpose and objectives.

### **4 MEMBERSHIP**

Membership shall be limited to persons who have an interest in providing assistance to the needy members of the Burgher community in Sri Lanka.

- 4.1 An application for membership must be written.
  - 4.1.1 on the form that may be prescribed from time to time by the Committee, and be :
  - 4.1.2 sponsored by two financial members of the Club and approved by the Committee, and
  - 4.1.3 lodged with the Honorary Membership Secretary of the Club, and
  - 4.1.4 accompanied by the payment of 50% of the annual subscription.
- 4.2 Nominations shall be referred to the Committee by the Honorary Membership Secretary and the Committee shall decide whether to approve or to reject the nomination.
  - 4.2.1 The Committee shall not be required to give reasons for the rejection of any application for membership.
- 4.3 The Honorary Membership Secretary shall maintain or cause to be maintained a register of all members showing the name, postal address and dates of acceptance and cessation of membership.
  - 4.3.1 The Membership Register shall be available for inspection by members.

4.4 Resignations from the Club must be in writing and addressed to the Honorary Membership Secretary and may be posted to the Honorary Membership Secretary or handed to any member of the Committee. Resigning members shall be liable to pay arrears due unless such dues are waived by the Committee.

4.4.1 A Member's membership of the Club ceases on death or resignation. Upon a person ceasing to be a Member of the Club, the Honorary Membership Secretary must as soon as practicable thereafter enter the date of cessation of membership in the Register of Members.

4.5 Upon admission each member shall be entitled to a copy of the Constitution of the Club.

4.6 A husband and wife may both be accepted as Members of the Club upon payment of one membership fee, each shall have the same voting rights as the other.

4.7 A Member of the Club, who is financial and entitled to vote at the Annual General Meeting has the right to :

4.7.1 receive notices of all Club meetings in the manner and time prescribed by these Rules;

4.7.2 submit items of business for consideration at a general meeting,

4.7.3 attend, be heard and vote at general meetings,

4.7.4 have access to the Minutes and other documents as prescribed in Rule 11.2 but subject at all times to Rule 7.3.1 and

4.7.5 inspect the Register of Members free of cost.

4.8 The rights of a Member are not transferrable.

## **5 SUBSCRIPTIONS**

5.1 There shall be no entrance fee.

5.2 The annual subscriptions for Members may only be varied by majority vote at the Annual General Meeting.

## **6. MANAGEMENT COMMITTEE**

The assets and income of the Club shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to the Members of the Eighty Club except as bone fide remuneration for services rendered or expenses incurred on behalf of the Club.

The Club shall be managed by a Committee comprising of:

6.1 Officers of the Club who are a -

- President
- Vice-President
- Honorary Administrative Secretary
- Honorary Membership Secretary
- Honorary Treasurer
- Honorary Assistant Treasurer
- Honorary Student Sponsorship Co-ordinator, and
- Honorary Welfare Co-ordinator
- Ordinary Members of the Committee, who are –

6.1.1 at least five (5) but not more than ten (10) Members of the Club, one of whom shall be appointed as Secretary of the Club and all of whom shall be elected at Annual General Meeting and by the Committee under Rule 6.7 and

6.1.2 the Ex-President who held office in the year or the major part thereof preceding the election of a new President, or

6.1.3 in the event of the President being re-elected, at least six but not more than ten Members of the Club, elected as in sub-Rule 6.1.1

6.2. The Committee shall control and manage the business affairs of the Club. It may, subject to these Rules, the Regulations and the Act exercise all powers and functions as may be exercised by the Club other than those powers and functions that are required by Special General Meetings of the Club.

6.3 Subject to these Rules, the regulations and the Act, the Committee has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the Club.

6.4 The Committee shall, with the exception of the ex-President in the year following his Presidency, be elected at the Annual General Meeting of the Club.

6.5 All Committee Members including the Secretary shall hold office until the Annual General Meeting next after the date of their election or appointment, but are eligible for re- election.

6.6 On election of a new President, the out-going President shall without being subject to the process of election, become a Member of the Committee.

- 6.7 In the event of a casual vacancy occurring in the office of a member of the Committee or in the office of Secretary, the Committee may appoint a member of the Club to fill the vacancy. The member so appointed shall hold office also subject to these rules, until the Annual General Meeting next, following the date of his/her appointment.
- 6.8 In Committee any five Members of the Committee shall constitute a quorum for the transaction of the business of a meeting of the Committee.
- 6.9 Nominations for elected positions on the Committee for the ensuing year will be lodged with the Honorary Administrative Secretary at least two weeks prior to the Annual General Meeting.
- 6.10 For the purpose of these Rules, the office of a member of the Committee becomes vacant if the member –
- 6.10.1 ceases to be a member of the Club.
  - 6.10.2 becomes insolvent under administration within the meaning of the Companies (Vic) code.
  - 6.10.3 resigns his office by notice given in writing to the Honorary Administrative Secretary, or
  - 6.10.4 is absent from three consecutive Committee Meetings without reasonable cause acceptable to the Committee.
- 6.11 For the avoidance of doubt, the duties of the Honorary Administrative Secretary are only those specified in these Rules and the Secretary has no obligation in relation thereto other than those of Public Officer for the purposes of the Act.

## **7. MEETINGS**

- 7.1 Meetings shall be held at a time and place determined by the Honorary Administrative Secretary in consultation with the Committee.
- 7.2 All meetings will be presided over by the President or in his/her absence the Vice President or in their absence by a chairperson who shall be chosen by the members gathered at the meeting.
- 7.3 The Honorary Administrative Secretary or in his/her absence, a member of the Committee nominated by the Chairperson presiding at the meeting shall keep minutes of the meetings.
- 7.3.1 The Committee may refuse to permit a Member the right to inspect the records (including Minutes of the Committee of the Club) that relate to confidential, personal, employment, commercial or legal matters or where to do so may prejudice the interests of the Club.

- 7.4 An Annual General Meeting shall be held each calendar year providing it is held within five(5) months of the end of the Financial Year. Notice of the Annual General Meeting shall be given to the general membership at least two weeks prior to the meeting.
- 7.5 At gatherings of members, the President and/or Honorary Administrative Secretary will report on general progress and on items and issues of specific interest to Members.
- 7.6 Committee Meetings shall be held at least four (4) times a year. Notice of such meetings shall be given to Members of the Committee at least two weeks prior to the meeting. Shorter notice will be permissible if agreed by a majority of the Committee.
- 7.7 All general meetings other than the Annual General Meeting shall be called Special General Meetings. The Committee may, whenever it thinks fit, convene a Special General Meeting of the Members. The Committee shall, on requisition in writing of members representing not less than 5% of the total number of Members who are financial, direct that the Honorary Administrative Secretary convene a Special General Meeting of Members.
- 7.7.1 The requisition for a Special General Meeting shall state the objects of the meeting and be signed by the Members making the requisition.
- 7.7.2 The meeting shall be held within one month of the date on which the requisition is sent to the Honorary Administrative Secretary's address and two week's notice of such meeting together with a statement of the objects of the meeting shall be issued to the Members of the Club.
- 7.7.3 Individual Members of the Committee shall produce or cause to be produced any records, books or correspondence relating to management of the Club, held in their possession, provided that the production of such records, books or correspondence is requested in the requisition for the Special General Meeting.
- 7.8 The quorum for meetings shall be –
- |                         |   |   |
|-------------------------|---|---|
| Annual General Meeting  | - | Fifteen (15) financial Members  |
| Special General Meeting | - | 5% of the membership who are financial at the date at which meeting is to be summoned |
| Committee               | - | Five Committee Members who are financial.   |
- 7.9 Voting at meetings shall, except at contested elections, be by a show of hands.
- 7.10 If the number of candidates duly proposed and seconded exceeds the number to be elected, voting shall be by written ballot.
- 7.11 In the case of equality of voting, the Chairperson shall have a second or casting vote if required.

## **8. MOTIONS**

Any notice of motion must be in the hands of the Honorary Administrative Secretary at least three weeks prior to the meeting at which the motion is to be put forward.

## **9. ACCOUNTS**

9.1 The financial year shall commence on 1<sup>st</sup> July and end on 30<sup>th</sup> June each year and separate financial records shall be maintained for every such period. The Honorary Treasurer, as the Officer responsible for the functions of treasury, accounting, book-keeping, credit, collections, payments and remittances, funds control and budgeting, has the control of and responsibility for the following –

- 9.1.1 Preparing both actual and projected Income and Expenditure Statements and source and application of Funds Statements, for the information and action by the Officers at Management Committee meetings.
- 9.1.2 The correct collection of all monies due to the Club and their disbursements as duly authorised by the Constitution and the Management Committee.
- 9.1.3 Ensuring that all monies received are promptly banked and accounted in the Club's financial records.
- 9.1.4 Ensuring that monies received and expenses paid by persons delegated to accept the Club's receipts and including the Honorary Membership Secretary and the co-ordinators for specific fund-raising events and members of the Fund Raising Committee are properly accounted, balance monies deposited in the Club's Bank account and income and expenditure brought to account promptly in the Club's records.
- 9.1.5 Organising the remittance, through the Club's bankers of periodic payments and regular pensions. These are to be on an already established basis and are to be submitted, together with all other disbursements for approval by the Chairperson at the regular Management Committee meetings.
- 9.1.6 Consulting with, and after approval of the Management Committee investing surplus funds in Trustee Securities, rolling over/re-investing the securities as necessary, redeeming the securities to meet budgeted expenditures and retaining in safe custody all appropriate documentation.
- 9.1.7 Retaining in custody the Club's Books of Account, registers, vouchers, authorisations, certificates of deposit, records of receipts and payments, income and expenditure, assets and liabilities, comparative financial statements, annual and periodic financial reports to the Management Committee and Members' journals, cash books, cheque books, bank statements and other records of a financial, accounting and audit interest.



9.1.8 Making available for inspection by Members, after notice, the records in 9.1.7.

9.1.9 Preparation of the Annual Financial Statements of Assets and Liabilities, Income and Expenditure, explanatory supporting statements, comparisons of current period with past periods and, after approval by the Management Committee and Auditor, their distribution to members prior to the Annual General Meeting.

9.2 The Honorary Assistant Treasurer shall deputise for the Honorary Treasurer as and when necessary and shall perform such duties of the Honorary Treasurer as the Honorary Treasurer may delegate from time to time. The Honorary Assistant Treasurer shall also perform such other functions, within the limits imposed by the constitution, as decided by the Management Committee.

9.3 Cheques, Drafts, Certificates of Deposit, Bills of Exchange and other negotiable instruments shall be signed by the Honorary Treasurer or the Honorary Assistant Treasurer and counter signed by the President or Vice President. The Management Committee may, in the absence of any of the above officers, nominate another office-bearer as signer or co-signer for cheques, Drafts, Bills of Exchange, other negotiable documents and Certificates of Deposit.

## **10. HONORARY AUDITOR**

An Auditor shall be elected at the Annual General Meeting and shall not be a Member of the Committee.

## **11. HONORARY ADMINISTRATIVE SECRETARY**

11.1 Subject to the exceptions of sub-Rule 7.3 – The Honorary Administrative Secretary shall keep Minutes of the Resolutions and proceedings of meetings together with records of names and numbers of those present, as well as retain custody of all and any documents and other records that may be specified in those Minutes. Meetings shall for the purposes of this Rule include both Committee Meetings and any meetings of Members.

11.2 Subject to Rule 7.3.1 and upon receiving a written request from a Member, the Honorary Administrative Secretary shall make available for perusal by a member at a mutually convenient time and place and Minutes specified by the Member.

11.3 Except as otherwise provided in these rules, the Honorary Administrative Secretary shall keep in his/her custody or under his/her control all books, documents and securities of the Club.

11.4 The Honorary Administrative Secretary shall cause to be sent to each Member or Committee Member at the address appearing in the Membership Register, all notices of meetings referred to in Rule 7 and its associated sub-Rules.

#### **11A HONORARY MEMBERSHIP SECRETARY**

The financial year of the Club is from the 1<sup>st</sup> July and members' subscriptions are payable yearly in advance and may be paid in instalments. The Honorary Membership Secretary is responsible for all subscription matters pertaining to individual Members including names, addresses, subscription status, verbal and written communications and records.

The Membership Secretary shall :

- 11A.1 Retain blank application forms and completed and approved membership applications.
- 11A.2 Maintain records of members' names, identification numbers, addresses and contact telephone numbers.
- 11A.3 Prior to 1<sup>st</sup> July each year, advise members of subscriptions due by general notices in the Club Newsletter and also by subsequent additional advice to members who are in arrears by mail and/or personal contact.
- 11A.4 Receive each week advice from the Honorary Treasurer of the individual amounts, names and membership particulars of subscriptions received directly by the Honorary Treasurer and transfer this information to the individual Member's membership records.
- 11A.5 Report to the Honorary Treasurer, by copy of Bank deposit receipt, subscription monies received and banked directly by the Honorary Membership Secretary to the Club's Bank account.
- 11A.6 Acknowledge all receipts of subscriptions either in the next newsletter and/or by mail to Members individually.
- 11A.7 Maintain records of subscriptions status of individual Members in Membership Registers. These Registers to contain membership names and serial numbers, date of joining and dates and amounts of subscriptions received, receipt numbers, correspondence with members about subscriptions and other information appropriate to maintain full contact with Club Members.
- 11A.8 Liaise with Honorary Treasurer regularly report to meetings of the Committee, on the status of members' subscriptions, requesting their assistance as necessary.

## **12. COMMON SEAL**

- 12.1 The Common seal of the Club shall be kept in the custody of the Honorary Administrative Secretary.
- 12.2 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 Members of the Committee, one of whom shall be an Officer of the Club.

## **13. ALTERATIONS OF RULES AND STATEMENT OF PURPOSES**

The Rules and Statement of Purposes of the Club shall not be altered except in accordance with the Act.

## **14. WINDING-UP OR CANCELLATION**

- 14.1 In the event of the winding-up or the cancellation of the incorporation of the Club, the assets of the Club shall be disposed of in accordance with the provisions of the Act.
- 14.2 The Club shall not be wound up by special resolution unless –
- 14.2.1 notice of the motion for such winding-up is given to all members not less than twenty-one (21) days before the meeting to consider the motion, and
- 14.2.2 not less than 75% of the members present at the meeting vote in favour of the Special Resolution.
- 14.3 In the event of the Club being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be paid and applied by the Committee of the Club in accordance with the provisions of the Act and its powers to any organisation which has similar objects and which has rules prohibiting the distribution of its assets and income to its members.

## **15. MODEL RULES**

Where, in respect of any matter in relation to which the Model Rules in the Act make provision but the Rules of the Club do not make such provision, the Model Rules shall apply in relation to that matter and be deemed to be included in the Rules of the Club.

## **16. FUNDS**

The funds of the Club shall be derived from monthly subscriptions, donations, bequests and other sources as the Committee determines from time to time.