

**STATEMENT OF PURPOSES**

**A. PURPOSES OF THE ASSOCIATION:**

The Purposes of the Association are to;

- A.1 Provide a forum for the discussion of any issue as may, on an individual basis, warrant the attention of the community of Raymond Island;
- A.2 Represent the views of members of the Association on issues concerning;
  - (a) Access, Land Use and Amenities;
  - (b) Environmental and Conservation Issues;
  - (c) Social Issues.
- A.3 Effectively liaise with individuals, other groups, governments, government bodies, emergency services and welfare services to advance the purposes of the Association;
- A.4 Improve and protect the native flora and fauna of Raymond Island;
- A.5 Act as Committee of Management for the Raymond Island Community Hall.

**B. POWERS OF THE ASSOCIATION:**

In addition to the purposes set out above, and as approved by the members, the Association shall have the power to;

- B.1 Invest and deal with monies of the Incorporated Association not immediately required in such manner as is from time to time thought applicable;
- B.2 Raise or borrow money upon such terms and in such manner as it thinks applicable;
- B.3 Secure the repayment of monies so raised or borrowed or the repayment of debt or liability of the Incorporated Association by giving mortgages, charges or security upon or over all or any of the property of the Incorporated Association;
- B.4 Perform all such acts as are incidental or conducive to the attainment of the purposes and the exercise of the powers of the Incorporated Association;
- B.5 Act as Trustee and accept and hold upon trust real and personal estate. Provided however, that the Association shall not have power as Trustee of a trust to do any act or thing that, if done by it otherwise than as Trustee, would contravene the provisions of the Act or the Statement of Purposes or the Rules.

## RULES OF THE ASSOCIATION

### 1. NAMES, TERMS & DEFINITIONS:

#### 1.1 Name of the Incorporated Association:

The name of the Incorporated Association is Raymond Island \_\_\_\_\_ Incorporated (in these Rules called the 'Association').

#### 1.2 Terms & Definitions:

- 1.2.1 In these Rules, unless the contrary intention appears;  
'Committee' means the Committee of Management of the Association.  
'Financial Year' means the year ending on 31st December.  
'General Meeting' means a General Meeting of Members convened in accordance with clause 4.  
'Member' means a financial member of the Association.  
'Ordinary Member of the Committee' means a Member of the Committee who is not an Officer of the Association.  
The 'Act' means the Associations Incorporations Act that is current.  
The 'Regulations' means regulations under the Act.
- 1.2.2 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.
- 1.2.3 Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the current Acts Interpretation Act.

### 2. COMMITTEE OF MANAGEMENT OF THE ASSOCIATION:

#### 2.1 Committee Powers:

- 2.1.1 The affairs of the Association shall be managed by a Committee of Management as constituted in sub-clause 2.2.
- 2.1.2 The Committee;  
(a) shall, as endorsed at an Annual General Meeting, Special General Meeting or General Meeting - 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) refer issues of major importance to the Members at a General Meeting.  
(d) 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.

#### 2.2 Constitution of the Association:

- 2.2.1 The Committee of Management shall consist of;  
(a) **President;** to act as Chairperson at meetings of the Association subject to clause 4.8.  
(b) One **Vice-President;** to act as Chairperson at meetings of the Association in the absence of the President subject to sub-clause 4.8.  
(c) **Treasurer;** The Treasurer shall;  
(i) collect and receive all monies due to the Association and make all payments authorised by the Association;

- (ii) 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;
  - (iii) prepare reports on the financial status of the Association at General Meetings and Annual General Meetings;
  - (iv) make available accounts and books referred to above for inspection by Members on request.
- (d) **Secretary:** The Secretary shall;
- (i) record minutes of meetings as provided in sub-clause 4.14.
  - (ii) except as otherwise provided in these Rules, have custody, maintain and control all books, including correspondence, documents, asset register and securities of the Association.
- (e) Subject to the Act, the Committee shall also consist of the Officers of the Association; and -
- (i) **3 Ordinary Members.**
  - (ii) **Public Officer:** As elected, or in-lieu of, the Secretary.
  - (iii) **Sub-Committee Members:**  
Committee of Management for Raymond Island Community Hall and other Sub-Committees as appointed. Junior Members will be formed under a Junior Member Sub-Committee.

2.2.2 Members of the Committee shall hold office until the next Annual General Meeting after the date of their election and are eligible for re-election, subject to the provisions of sub-clause 2.3.

2.2.3 In the event of a casual vacancy in any office referred to in sub-clause 2.2.1, the Committee may appoint one of its Members to the vacant office and the Member so appointed may continue in office up to the next Annual General Meeting after the date of their appointment.

2.2.4 Subject to the above sub-clauses, the Committee may act notwithstanding any vacancy on the Committee.

## 2.3 Election of Committee Members:

2.3.1 Nominations of candidates for election as Members the Committee shall -

- (a) be made in writing, signed by two Members and with the written consent of the candidate (which may be endorsed on the form of nomination); and be delivered to the Secretary not less than 7 days before the date fixed for the holding of the Annual General Meeting; or
- (b) be received by nomination at the Annual General Meeting.

2.3.2 If only one nomination is received for a vacancy to be filled, the Member nominated shall be deemed to be elected.

2.3.3 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

2.3.4 The ballot for the election of Members of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Chairperson may direct.

2.3.5 Members of the Committee are eligible for re-election each year for a maximum of;

- (a) 2 years in the case of President
- (b) 3 years in the case of Secretary, Treasurer and other Members of the Committee.

After a lapse of 2 years such Officers and Members are eligible for re-nomination.

## 2.4 Grounds For Termination of Office of a Committee Member:

2.4.1. For the purposes of these Rules, the Office of a Committee Member becomes vacant if the Officer or Member-

- (a) ceases to be a Member;
- (b) becomes an insolvent under administration with the meaning of the Companies (Victoria) Code;
- (c) resigns from office by notice in writing given to the Secretary;
- (d) by removal by Members in sub-clause 2.5.

## **2.5 Removal of Members of the Committee:**

- 2.5.1 The Association in General Meeting may by resolution remove any Member of the Committee before the expiration of their term of office and appoint another Member in their stead to hold office until expiration of the term of the first-mentioned Member.
- 2.5.2 A Member to whom a proposed resolution is issued by the Committee may;
- make a representation in writing to the Secretary or President
  - request that the representation be sent to the Members by the Secretary or President.
  - if the representation is not sent, request that the representation be read out at the next General Meeting.

## **2.6 Signing of Negotiable Instruments:**

- 2.6.1 All cheques, drafts, bill of exchange, promissory notes and other negotiable instruments shall be signed by two Members of the Committee.

## **2.7 Common Seal:**

- 2.7.1 The Common Seal of the Association shall be kept in the custody of the Secretary.
- 2.7.2 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 signature either of two Members of the Committee or by one Member of the Committee and of the Public Officer of the Association.

## **2.8 Funding of the Association:**

- 2.8.1 The funds of the Association shall be derived from annual subscriptions, donations, grants and such other sources as the Association determines.

## **2.9 Postal Address of the Association:**

- 2.9.1 The official Postal Address of the Association shall be;  
P.O. Box 20, PAYNESVILLE. VIC. 3880.
- 2.9.2 All correspondence shall be forwarded to the Secretary (or Officer as addressed) at the above postal address.

- 2.9.3 The Secretary and President (or Officer as delegated) shall have custody of the keys and be responsible for collection of mail from the mail box.

## **3. MEMBERSHIP:**

### **3.1 Eligibility and Application For Membership:**

#### **3.1.1 Eligibility For Membership.**

- Member of the Association;  
A person who is 18 years of age or over and is a resident and/or ratepayer of Raymond Island and any other individual or group who makes an application under sub-clause 3.1.2. and is approved for membership as provided in these Rules is eligible to be a Member of the Association
- Junior Member of the Association;  
A person who is under 18 years of age and is a resident of Raymond Island and who makes an application under sub-clause 3.1.2 and is approved for membership as provided in these Rules is eligible to be a Junior Member of the Association.

#### **3.1.2 Application For Membership**

- A application of a person for membership of the Association shall be lodged with the Secretary of the Association or by nomination at a General Meeting.
- As soon as practicable after the receipt of an application, the Secretary shall refer the application to the Members present at a General Meeting.
  - The application or nomination for membership is to be put to a vote by Members present at that General Meeting in accordance with sub-clause 4.12.
  - The Secretary shall, with as little delay as possible, notify the applicant that their membership is approved and the Annual Subscription is payable at the next General Meeting.
  - Upon payment of the Annual Subscription, the Secretary shall enter the applicant's name in the Register of Membership.

- (e) A right, privilege or obligation of a member by reason of their membership;
  - (i) is not capable of being transferred or transmitted to another person;
  - (ii) terminates upon the cessation of membership whether by death, or resignation or otherwise.

### **3.2 Honorary Life Membership:**

#### **3.2.1. Eligibility for Honorary Life Membership:**

A Member is eligible for nomination as an Honorary Life Member after 15 years of active service including 15 years of service in either of the two Foundation organisations.

#### **3.2.2 Nomination and Acceptance for Honorary Life Membership:**

A Member may be nominated for Honorary Life Membership by two(2) other Members in writing to the Secretary for inclusion as special business at the next Annual General Meeting for acceptance by a vote.

### **3.3 Register of Membership:**

#### **3.3.1 The Secretary shall keep and maintain a Register of Membership detailing for each Member;**

- (a) their full name;
- (b) private address;
- (c) full postal address;
- (d) contact telephone number(s); and
- (e) date of entry of membership.

#### **3.3.2 The Register of Membership shall be made available for inspection by Members by appointment with the Secretary or the Public Officer.**

#### **3.3.3 The Register of Membership is confidential to the Members and is to be used solely for the purposes of the Association.**

### **3.4 Annual Subscription:**

#### **3.4.1. The Annual Subscription shall be recommended by the outgoing Committee for the approval of Members at the Annual General Meeting and is due and payable in advance on or before the 1st day of April in each year, or otherwise stated in these Rules.**

#### **3.4.2 A Member whose current membership has lapsed can reapply for membership as a New Member.**

### **3.5 Resignation of Member:**

#### **3.5.1 A Member may resign from the Association by first giving one month's notice in writing to the Secretary of their intention to resign and upon the expiration of that period of notice, the Member shall cease to be a Member.**

#### **3.5.2 Upon the expiration of a notice given under sub-clause 3.5.1, the Secretary shall make in the Register of Membership, an entry recording the date of which the Member by whom the notice was given, resigned.**

### **3.6 Expulsion or Suspension of Members:**

#### **3.6.1 If the Committee is of the opinion that a Member has refused or neglected to comply with these Rules; or been guilty of conduct unbecoming a Member or prejudicial to the interests of the Association, subject to these Rules, the Committee may by resolution;**

- (a) expel a Member from the Association; or
- (b) suspend a Member from the Association for a specific period.

#### **3.6.2 A resolution of the Committee under sub-clause 3.6.1;**

- (a) does not take effect unless the Committee confirms the resolution at a Committee Meeting held not earlier than 14 days and not later than 28 days after the service on the Member of a notice under sub-clause 3.6.3; and
- (b) where the Member exercises the right of appeal to the Association under this clause, does not take effect unless the Association confirms the resolution in accordance with this clause.

#### **3.6.3 Where the Committee passes a resolution under sub-clause 3.6.1, the Secretary shall, as soon as practicable, serve a notice in writing on the Member;**

- (a) setting out the resolution of the Committee and the grounds on which it is based;
- (b) stating that the Member may address the Committee at a Committee Meeting to be held not earlier than 14 days and not later than 28 days after the service of the notice;
- (c) stating the date, place and time of that meeting;

- (d) informing the Member that they may do one or more of the following:
  - (i) Attend that meeting
  - (ii) Give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution;
  - (iii) Not later than 24 hours before the date of that meeting, lodge with the Secretary a notice to the effect that they intend to appeal to the Association in a Special General Meeting against the Committee's resolution.
- 3.6.4 At a meeting of the Committee held in accordance with sub-clause 3.6.2, the Committee shall;
  - (a) give the Member an opportunity to be heard;
  - (b) give due consideration to any written statement submitted by the Member;
  - (c) by resolution determine whether to confirm or to revoke the resolution.
- 3.6.5 Where the Secretary receives notice under sub-clause 3.6.3, they shall notify the Committee and the Committee shall convene a Special General Meeting to be held within 21 days after the date on which the Secretary received the notice.
- 3.6.6 At a Special General Meeting convened under sub-clause 3.6.5;
  - (a) no business other than the question of the appeal shall be transacted;
  - (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
  - (c) the Member shall be given an opportunity to be heard; and
  - (d) the Members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 3.6.7 If at the Special General Meeting;
  - (a) two-thirds of the Members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
  - (b) in any case, the resolution is revoked.

### **3.7 Services of Notices:**

- 3.7.1 A notice in writing may be served by or on behalf of the Association upon any Member either personally or by sending it by post to the Member at their address shown in the Register of Membership.
- 3.7.2 Where a document is properly addressed pre-paid and posted to a Member as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the Member at the time at which the letter would have been delivered in the ordinary course of post.

## **4. MEETINGS:**

### **4.1 Annual General Meeting:**

- 4.1.1 The Association shall in each calendar year convene an Annual General Meeting of its Members on Raymond Island on such date and time as the Committee determines.
- 4.1.2 The Annual General Meeting shall be specified as such in the notice convening it.
- 4.1.3 The ordinary business of the Annual General Meeting shall be to;
  - (a) confirm the minutes of the last preceding Annual General Meeting;
  - (b) receive from the Committee reports upon the transactions of the Association during the preceding financial year;
  - (c) receive and consider the statement submitted by the Association in accordance with the Act;
  - (d) approve the annual subscription.
  - (e) elect Officers of the Association and Members of the Committee;
- 4.1.4 The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.
- 4.1.5 The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

### **4.2 General Meetings:**

- 4.2.1 The Committee shall convene General Meetings of the Association on Raymond Island on such date and time as the Members determine.

#### **4.3 Special General Meetings:**

- 4.3.1 Special General Meetings may be convened by;
- (a) the President or by any four of the Members of the Committee, on Raymond Island on such date and time as the Committee determines; or
  - (b) the requisition in writing of Members representing not less than five percent of the total number of Members.
    - (i) 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 Secretary and may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
    - (ii) 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 Secretary, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three(3) months after that date, on Raymond Island on such date and time as the Members determine.
- 4.3.2 All reasonable expenses incurred in convening the Special General Meeting convened by the Committee or Members in pursuance of these Rules shall be refunded by the Association to the Member(s) incurring the expenses.
- 4.3.3 Where, but for this sub-clause, more than 15 months would lapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.

#### **4.4 Committee Meetings:**

- 4.4.1 The Committee shall convene Committee Meetings of the Association on Raymond Island on such date and time as the Committee determines.

#### **4.5 Sub-Committee Meetings:**

- 4.5.1 The Members of Sub-Committees shall convene Sub-Committee Meetings of the Association on Raymond Island on such date and time as the Sub-Committee Members determine.

#### **4.6 Meetings Notice:**

- 4.6.1 The Secretary shall, by a method determined by the Committee, notify Members of the place, date and time of Meetings of the Association and the nature of business to be transacted at the meetings.
- 4.6.2 The following minimum notification time shall be provided to Members for;
- (a) Annual General Meetings, General Meetings and Special General Meetings; at least five(5) business days before the date of the meeting.
  - (b) Committee and Sub-Committee Meetings; at least two(2) business days before the date of the meeting.
- 4.6.3 A Member desiring to bring any business before any Meeting of the Association may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next Meeting after the receipt of the notice.

#### **4.7 Meeting Venue:**

- 4.7.1 All Meetings of the Association shall be held in the Raymond Island Community Hall or at another venue as determined by the Committee.

#### **4.8 Chairperson at Meetings:**

- 4.8.1 The following Members shall act as Chairperson at Meetings of the Association;
- (a) The President, or in their absence, the Vice-President, shall preside as Chairperson at Meetings of the Association.
  - (b) If the President and Vice-President are absent from, or not represented at any Meeting, the Members present shall elect one of their number to preside as Chairperson at the meeting.

#### **4.9 Quorum at Meetings:**

- 4.9.1 Annual General Meetings, General Meetings and Special General Meetings;  
Five(5) Members personally present constitute a quorum for the transaction of the business of an Annual General Meeting, General Meeting and Special General Meeting.

4.9.2 Committee Meetings;  
Any four(4) Members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.

4.9.3 Sub-Committee Meetings;  
Any three(3) Members of the Sub-Committee constitute a quorum for the transaction of the business of a meeting of the Sub-Committee.

#### **4.10 Meeting Procedures:**

4.10.1 No business shall be transacted at any Meeting of the Association 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 the same hour of the same day in the following week unless the meeting was a Special General Meeting in which case it lapses.

4.10.2 Only business which is notified or agreed to by the Chairperson shall be transacted at the meeting.

#### **4.11 Motions:**

4.11.1 At any Meeting of the Association a Member can make a motion;  
(a) personally at the Meeting; or  
(b) in writing to the Secretary prior to, or at the Meeting.

4.11.2 The motion is to be seconded by a Member present at the Meeting.

4.11.3 The motion is to be put to a vote for confirmation by a majority in accordance with sub-clause 4.11.

4.11.4 The motion can then be discussed by Members at the Meeting and any Amendment(s) to the motion can be put forward and voted upon subject to these Rules.

4.11.5 Notice of a Motion can be made by a Member in writing to the Secretary for the motion to be raised at the next applicable Meeting of the Association.

#### **4.12 Voting at Meetings:**

4.12.1 Voting Rights;  
(a) Members of the Association;  
Upon any motion arising at any Meeting of the Association, a Member has one vote only.  
(b) New Members of the Association;

A new Member is not entitled to vote until the next General Meeting following their approval as a member and payment of Annual Subscription.

(c) Junior Members of the Association;  
Junior Members are not entitled to vote at Meetings of the Association other than at Junior Member Sub-Committee Meetings.

4.12.2 Motions arising at any meeting of the Association shall be determined on a show of hands or, if requested by a Member, by a poll taken in such a manner as the Chairperson presiding at the meeting may determine.

4.12.3 All votes shall be given personally or by proxy.

4.12.4 A motion is confirmed by a majority of members voting in favour of the motion.

4.12.5 In the case of an equality of voting on a motion, the Chairperson of the meeting is entitled to exercise a second or casting vote.

#### **4.13 Proxies:**

4.13.1 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.

#### **4.14 Minutes of Meetings:**

4.14.1 Annual General Meetings, General Meetings, Special General Meetings and Committee Meetings;  
The Secretary shall keep Minutes of the resolutions and proceedings of any of the above Meetings of the Association in books provided for that purpose together with a record of the names of Members present.

4.14.2 Sub-Committee Meetings;  
A Member is to be appointed at Sub-Committee Meetings to keep Minutes of the resolutions and proceedings of the Meeting in books provided for that purpose together with a record of the names of Members present.



#### **4.15 Adjournment of Meetings:**

- 4.15.1 The Chairperson at any 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.
- 4.15.2 Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the General Meeting.
- 4.15.3 Except as provided in the above sub-clauses, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

### **5. INSURANCES OF THE ASSOCIATION:**

#### **5.1 Public Liability Insurance.**

- 5.1.1 Under East Gippsland Shire Council's General Public Liability Policy, the Shire shall provide Public Liability Insurance for Members of the Association for;
- (a) Activities undertaken in respect of the management of the Raymond Island Community Hall Complex, for and on behalf of Council, and;
- (b) Voluntary Works conducted for and on behalf of Council, other than on Crown Land. Public Liability Insurance will be provided for Members of the Association for Voluntary Works on Crown Land under the Department of Sustainability and Environment's Public Liability Insurance arrangements.
- 5.1.2 Under East Gippsland Shire Council's Hirers of Council Owned and Controlled Facilities Liability Policy, the Shire shall provide Public Liability Insurance for the Association for meetings, community projects and activities conducted at;
- (a) Raymond Island Community Hall Complex, and
- (b) Raymond Island Ferry Park;
- (c) Other locations as approved by the EGSC.
- Subject to Policy exclusions concerning participants of sporting events, festivals, pop & rock concerts and fireworks displays

- 5.1.3 All Voluntary Works are to be approved by the Responsible Authority and undertaken in accordance with appropriate procedures.
- 5.1.4 An Individual Register of Volunteers shall be maintained for each volunteer assisting at all Voluntary Works.
- 5.1.5 The Association shall provide Public Liability Insurance, where necessary, for any voluntary works not covered in the above sub-clauses.

#### **5.2 Property and Contents Insurance.**

- 5.2.1 The Property and Contents of the Raymond Island Community Hall shall be covered for General Property and Contents Insurance by the East Gippsland Shire Council.
- (a) Property shall include the structure and fixed installations of the Raymond Island Community Hall Complex.
- (b) Contents shall include all items that are directly used in the management and operation of the Raymond Island Community Hall Complex.
- 5.2.2 The Association shall provide insurance for its own property and contents not covered in sub-clause 5.2.1.
- 5.2.3 All other Hall users are to provide their own contents insurance.

### **6. ALTERATIONS OF STATEMENT OF PURPOSES & RULES:**

- 6.1 These Rules and the Statement of Purposes of the Association shall not be altered except in accordance with the Act.

### **7. WINDING UP OF THE ASSOCIATION:**

- 7.1 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 Act.