

Rules of the:

VICTORIAN CICHLID SOCIETY INCORPORATED

1. NAME

- 1.1 The name of the incorporated association is – VICTORIAN CICHLID SOCIETY INCORPORATED (hereinafter referred to as "the Society").

2. DEFINITIONS

- 2.1 In these rules, unless contrary intention appears –
- "Committee" means the Committee of Management of the Society;
 - "Financial Year" means 1 November to 31 October each year;
 - "General Meeting" means a General Meeting of the members convened in accordance with Rule 10 (General Meetings);
 - "Member" means a member of the Society;
 - "Ordinary Member of the Committee" means a member of the Committee who is not a member of the Executive of the Society under Rule 19 (Committee Constitution);
 - "The Act" means the Associations Incorporation Act 1981;
 - "Normal Rights" means the right to participate in all Society activities except voting;
 - "Full Rights" means "Normal Rights" plus voting rights in accordance with Rule 13 (Voting).
- 2.2 In these rules, a reference to the Secretary of the Society is a reference:
- (a) Where a person holds office under the rules as Secretary of the Society – to that person; and
 - (b) In any other case, to the Public Officer of the Society.
- 2.3 Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretations Act 1958 and the Act as in force from time to time.

3. MEMBERSHIP

- 3.1 Any person who undertakes to be bound by the Statement of Purposes and Rules of the Society may apply to become a member of the Society.
- 3.2 An application for membership shall be made in the form prescribed and shall be forwarded to the Secretary with the prescribed subscription and joining fee.
- 3.3 A candidate for membership shall not be deemed to have been elected a member until they have:
- (a) Been declared by the Committee a fit and proper person to be a member of the Society, and;
 - (b) Complied with such other requirements as the Committee may impose, in addition to or in lieu of all or any of the requirements of this clause.
- 3.4 For the purpose of Paragraph (b) of Sub-clause 3.3 the Committee shall have the power to interview a candidate for membership.
- 3.5 A family unit that undertakes to be bound by the Statement of Purposes and rules of the Society may in the manner set out in Sub-clause 3.2 hold family membership in the Society and subject to Sub-clause 3.3 and 3.4 may be elected a member.
- 3.6 For the purpose of Sub-clause 3.5 "family unit" means two (2) or more persons residing together.
- 3.7 Junior membership will be available for persons up to the age of 18 years.
- 3.8 Life membership of the Society may be conferred on a member who has rendered exceptional services to the Society, but shall not be conferred unless:
- (a) (i) The recommendation has been endorsed by not less than two-thirds of the committee members present at a Committee meeting, and;
 - (ii) The recommendation has been endorsed by not less than two-thirds of the members present at the next Annual General Meeting, or a Special General Meeting convened for the purpose;
 - (b) Any person who fails to achieve the appropriate endorsement at any of the above levels can not be nominated again for a period of eighteen (18) months.

- 3.9 Honorary membership may be conferred on a member of the public who has rendered exceptional services to the Society, in a like manner to which life membership may be conferred on a member of the Society.
- 3.10 Continued valuable service by a Life Member of more than 10 years standing may be recognised by elevating that person to the perpetual status of Fellow of the Society if a three-fourths majority of the members who are entitled to vote and are present at an Annual General Meeting of the Society, or a Special General Meeting convened for that purpose, should so decide in a secret ballot held at that meeting.

4. MEMBERSHIP FEES

- 4.1 Members shall pay such annual subscription and joining fee (if applicable) as determined by the Committee from time to time. Any subscription not paid by the day of the Annual General Meeting in December each year will result in membership being deemed to have lapsed.
- 4.2 Annual subscriptions are due on 1 November each year.

5. REGISTER OF MEMBERS

- 5.1 The Secretary shall keep and maintain a Register of Members in which shall be entered the full name, address and date of entry of each member and a copy of the Register shall be available for inspection by members (at a mutually agreed time) at the address of the Public Officer or the Secretary.

6. ANNUAL GENERAL MEETINGS

- 6.1 The Society shall, in December each year, convene an Annual General Meeting of its members.
- 6.2 The Annual General Meeting shall be specified as such in the notice convening it.
- 6.3 The ordinary business of the Annual General Meeting shall be:
- To confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
 - To receive from the Committee, reports upon the transactions of the Society during the preceding financial year;
 - To elect the Executives of the Society and the Ordinary Members of the Committee; and
 - To receive and consider the financial statement submitted by the Society in accordance with Section 30(3) of the Act.
- 6.4 The Annual General Meeting may transact special business of which notice is given in accordance with these rules.
- 6.5 The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

7. SPECIAL GENERAL MEETINGS

- 7.1 All General Meetings other than the Annual General Meeting and Ordinary General Meetings shall be called Special General Meetings.
- 7.2 The Committee may, whenever it considers fit, convene a Special General Meeting of the Society; and where, but for this sub-clause, more than 15 (fifteen) months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration that period.
- 7.3 The Committee shall, on the requisition in writing of no less than 12 (twelve) voting members, convene a Special General Meeting of the Society.
- 7.4 The requisition for a Special General Meeting shall state the objects of the meeting and 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.
- 7.5 If the Committee does not cause a Special General Meeting to be held within one (1) month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any seven (7) of them, may convene a Special General Meeting to be held not later than two (2) months after that date.
- 7.6 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 Society to the person/s incurring the expenses.

8. SPECIAL GENERAL MEETINGS – NOTICE

- 8.1 The Secretary of the Society shall, at least seven (7) days before the date fixed for holding a Special General Meeting of the Society, cause to be sent to each member of the Society to the address appearing on the register of members, a notice by pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at that meeting.
- 8.2 No business other than that set out in the notice convening the meeting shall be transacted at that meeting.

9. SPECIAL GENERAL MEETINGS – PROCEDURE

- 9.1 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.
- 9.2 No item of business shall be transacted at a Special General Meeting unless a quorum of members entitled to vote under these rules is present.
- 9.3 Seven (7) 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 Special General Meeting.
- 9.4 If, within half-an-hour after the appointed time for the commencement of a Special 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 (not being less than five [5]) shall be a quorum.

10. ORDINARY GENERAL MEETINGS

- 10.1 The Committee shall arrange, generally on a monthly basis, a meeting for the benefit of the members.
- 10.2 The business of the meetings shall be to:
 - (a) Confirm the minutes of the previous like meeting;
 - (b) Receive from the Treasurer a progress financial report;
 - (c) Receive progress reports from sub-committees;
 - (d) Receive a report from the Committee on the day-to-day operations of the Society; and
 - (e) Assist the Committee, if requested, to make decisions relating thereto.
- 10.3 A member desiring to bring any business before a meeting may give notice of that business in an acceptable form to the Secretary, who shall include that business in the notice calling the next General Meeting after the receipt of the notice.

11. CHAIRPERSON

- 11.1 The President, or in the President's absence, the Vice-President shall preside as Chairperson at each meeting of the Society.
- 11.2 If the President and the Vice-President are absent from a meeting, or decline to take the chair, the members present shall select one of their number to preside as Chairperson at the meeting.

12. ADJOURNMENT

- 12.1 The Chairperson of a 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.
- 12.2 Where a meeting is adjourned for fourteen (14) days or more, a like notice of the adjourned meeting shall be given as in the case of the General Meeting.
- 12.3 Except as provided in Sub-clauses 12.1 and 12.2, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

13. VOTING

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

The Chairperson at a meeting may direct that a ballot be held.

- 13.2 (a) Upon any question arising at a meeting of the Society, the following voting rights shall apply:

Life Membership	– one (1) vote per member;
Honorary Membership	– one (1) vote per member;
Fellow of the Society	– one (1) vote per member;
Ordinary Membership	– one (1) vote per member;
Concessional Membership (Pensioner)	– one (1) vote per member;



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| Junior Membership | – one (1) vote per member over the age of 15 (fifteen) years at the time of the ballot; |
| Family Membership | – two (2) votes per membership (to be cast only by members who are over the age of 15 (fifteen) years at the time of the ballot); |
| Overseas Membership | – one (1) vote per member. (Overseas members may indicate their preferences or nominate a proxy in writing.) |

- (b) Proxy votes are allowed at Annual General Meetings and Special General Meetings, but are not permitted at Ordinary General Meetings. All proxies shall be in writing.
- (c) The Chairperson of a meeting does not normally vote, but in the case of an equality of voting on a question, he/she is entitled to exercise a casting vote.

- 13.3 If at a meeting a ballot on any question is demanded by not less than two (2) members, it shall be taken at that meeting in such manner as the Chairperson may direct, and the resolution of the ballot shall be deemed to be a resolution of the meeting on that question.
- 13.4 A ballot that is demanded on the selection of a Chairperson or on a question of an adjournment shall be taken forthwith, and a ballot that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairperson may direct.
- 13.5 A member is not entitled to vote; stand for office; second, or speak for or against any motion (except in the event of an expert being invited to do so by the chairperson) at any meeting, unless all monies due and payable by the member to the Society have been paid including the amount of the annual subscription payable in respect of the current financial year.
- 13.6 A member is not entitled to vote at any meeting on any motion in which the member is deemed to have a vested interest.

14. RESOLUTION OF QUESTIONS

- 14.1 Where a question arising at any meeting can not be resolved due to the subject not being covered by these rules, the procedure indicated by the standard text "Roberts Rules of Order" shall be followed.

15. MINUTES

- 15.1 The Secretary of the Society shall keep minutes of the resolutions and proceedings of each meeting, in books provided for that purpose, together with a record of the names of persons present at meetings.

16. ELECTION OF COMMITTEE MEMBERS

- 16.1 Nominations of candidates for election as Executives of the Society or as Ordinary Members of the Committee -
 - (a) Shall be made in writing, signed by a member of the Society and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) Shall be delivered to the Secretary of the Society up to and including the time immediately preceding the election. These written nominations shall not preclude any verbal nominations, which shall also be called prior to the election.
- 16.2 Each position on the Committee shall be called in turn – precedence being given to positions for which written nominations have been received. If only one nomination for a particular position is received, that person shall be deemed to be elected.
- 16.3 If more than one nomination is received for a position, a ballot shall be held.
- 16.4 A junior member who is not less than twelve (12) years of age at the time of nomination may run for an "ordinary" position on committee. If elected, the member would have full voting rights at Committee Meetings.
- 16.5 The Committee shall be entitled to fill a casual vacancy within its ranks by inviting another member to hold the office until the expiration of the term.

17. QUORUM AND PROCEDURE AT COMMITTEE MEETINGS

- 17.1 The Committee shall meet at least 10 (ten) times per year, at such place and at such times as the Secretary may determine in consultation with the Committee.
- 17.2 Special meetings of the Committee may be convened by the President or by any three (3) members of the Committee.
- 17.3 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 meeting.
- 17.4 A majority of the serving members of the Committee shall constitute a quorum for the transaction of the business of a meeting of the Committee.

- 17.5 No business shall be transacted unless a quorum is present, and, if within one 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.
- 17.6 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.

18. COMMITTEE POWERS

- 18.1 The affairs of the Society shall be managed by a Committee of Management constituted as provided by Rule 19 (Committee Constitution).
- 18.2 The Committee:
- Shall control and manage the business and affairs of the Society;
 - May, subject to these rules, and the regulations of the Act, exercise all such powers and functions as may be exercised by the Society other than those powers and functions that are required by these rules to be exercised by General Meetings of the members of the Society; and
 - Subject to these rules, and the regulations of 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 Society.

19. COMMITTEE CONSTITUTION

- 19.1 The Executive of the Society shall consist of: the President; the Vice-President; the Treasurer; the Secretary; and the Editor.
- 19.2 Each member of the Committee shall, subject to these rules, hold office until the Annual General Meeting next after the date of the member's election but is eligible for re-election, except as laid down in 19.4 hereunder.
- 19.3 Subject to Section 23 of the Act, the Committee shall consist of:
- The Executive of the Society; and
 - Four (4) ordinary members, each of whom shall be elected at the Annual General Meeting of the Society each year.
- 19.4 The term of office of the President shall be strictly limited to three (3) successive years at any one time.
- 19.5 A period of at least 12 (twelve) months must elapse before the immediate past-president is eligible to again stand for the office of President.
- 19.6 The Committee shall be entitled to co-opt members as necessary, such co-opted members shall not be entitled to vote at meetings of the Committee.

20. REMOVAL OF COMMITTEE MEMBERS

- 20.1 The Committee in meeting may, by resolution, remove a committee member before the expiration of the member's term of office and appoint another member instead to hold office until the expiration of the term of the first-mentioned member.
- 20.2 Where the committee member to whom a proposed resolution referred to in Sub-clause 20.1 makes representations in writing (not exceeding a reasonable length) to the Secretary or President of the Society, and request that they be notified to the members of the Society, the Secretary or the President may send a copy of the representations to each member of the Society, or, if they are not sent, the member may require that they be read out at a General Meeting.

20.3 GROUNDS FOR TERMINATION OF OFFICE

For the purposes of these rules, the office of an Executive of the Society or any ordinary member of the Committee becomes vacant if the Executive or member:

- Ceases to be a member of the Society;
- Becomes an insolvent under administration within the meaning of the Companies (Victoria) Code;
- Resigns office by notice in writing given to the Secretary;
- Resigns office by oral notice to the Committee;
- Is absent from two consecutive meetings of the Committee without leave being granted by the Committee;
- Is deemed by a three-fourths majority of the members present at a General Meeting to be unfit for office.

21. EXPULSION OF MEMBERS

- 21.1 The Committee in meeting may, with just cause, and by resolution of three-fourths of the Committee members present, expel a member from the Society.
- 21.2 Where the member to whom a resolution referred to in Sub-clause 21.1 wishes to appeal to the members against the resolution of the Committee, the member may make representations in writing (not exceeding a reasonable length) to the members of the Society, via the Secretary or the President who will send a copy of the representations to each member of the Society, or, if they are not sent, the member may require that they be read out at a General Meeting.

21.3 GROUNDS FOR EXPULSION

For the purposes of these rules, the Committee can expel any member of the Society if the member:

- (a) Is found guilty in a court of law, of smuggling prohibited, protected, or endangered animals (expulsion in this instance is automatic – no Committee resolution is required);
- (b) Deals fraudulently with the Society;
- (c) Brings the Society into disrepute;
- (d) Resigns by written or oral notice to the members at a General Meeting;
- (e) Is deemed by a three-fourths majority of the members present at a General Meeting to be unfit for membership. The member must have been given notice in writing of the proposed resolution and the opportunity to reply as described in Rule 21.2.

22. TREASURER

22.1 The Treasurer of the Society shall:

- (a) Collect and receive all monies due to the Society and make all payments authorised by the Society.
- (b) Shall keep correct accounts and books showing the financial affairs of the Society with full details of all receipts and expenditure connected with the activities of the Society.

22.2 The accounts and books referred to in Sub-clause 22.1 shall be available for inspection by members at general meetings and/or by arrangement at other times.

23. AUDITORS

23.1 A professional auditor shall be appointed to audit all accounts of the Society as at the end of the financial year. The Auditor's Report and the Treasurer's Report shall be presented at the Annual General Meeting.

24. PROPERTY

24.1 An inventory of all property of the Society shall be compiled and valued as at the last day in September each year. A copy of the values is to be given to the auditor by the 15th day of October each year.

25. CUSTODY OF BOOKS AND OTHER DOCUMENTS

25.1 Except as otherwise provided in these rules, the Secretary shall keep control of all books, and documents of the Society.

26. FUNDING

26.1 The funds of the Society shall be derived from joining fees, annual subscriptions, donations and other such sources as the Committee determines.

26.2 Where monies have been set aside for specific purposes, the Committee must gain approval from a majority of the Life Members to redirect any part of those monies to other purposes.

27. PUBLIC OFFICER

27.1 The First Public Officer of the Society is the person upon whose application the Society was incorporated.

27.2 Where the office of Public Officer of the Society at any time becomes vacant, the Committee shall, within 14 (fourteen) days after the vacancy arises, appoint a person to fill the vacancy. Such appointee must meet the requirements for office as laid down by the Act, and must notify the Registrar of the appointment as laid down in the Act.

28. SIGNING OF NEGOTIABLE INSTRUMENTS

28.1 All cheques shall be signed by the Treasurer or President and one other authorised member. Alternatively, they must be signed by the Treasurer and the President.

29. COMMON SEAL

29.1 The Common Seal of the Society shall be kept in the custody of the Secretary.

29.2 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 (2) members of the Committee or one (1) member of the Committee and of the Public Officer of the Society.

30. ALTERATION OF STATEMENT OF PURPOSES AND RULES

30.1 These rules and the Statement of Purposes may only be amended at an Annual General Meeting, or at a Special General Meeting convened for such purpose, and then only by special resolution supported by not less than three-fourths of members present.

- 30.2 A Notice of Motion stating the nature of the proposed alteration/s must be handed out at a General Meeting or sent, by prepaid post, to each member of the Society at the member's address appearing in the Register of Members, at least one month before the date of the meeting, and stating the date, place and time of the meeting.
- 30.3 Any alterations to the Rules and the Statement of Purposes shall have no effect until lodgement with the Registrar of Incorporated Associations as laid down by the Act.

31. SERVICE OF NOTICES

- 31.1 A notice may be served by, or on behalf of the Society upon any member either personally or by sending it by post to the member at the members address shown in the Register of Members.
- 31.2 Where a document is properly addressed, prepaid 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 letter would have been delivered in the ordinary course of the post.
- 31.3 Where a document is properly addressed, and transmitted to a person as electronic mail (e-mail), the document shall, unless the contrary is proved, be deemed to have been given to the person the next day.

32. CANCELLATION OF INCORPORATION

- 32.1 In the event of cancellation of the incorporation of the Society, the assets of the Society shall be disposed of in accordance with the provisions of the Act.

33. WINDING-UP

- 33.1 The Society may be wound-up voluntarily if the Society so resolves by special resolution, supported by at least three-fourths of the members present at a Special General Meeting called for such purpose. Where it would not contravene the provisions of the Act, the assets of the Society remaining after settlement of all debts and liabilities shall be disposed of in such manner and to such purpose as determined by a three-fourths majority of the members present
- 33.2 Members must receive at least 21 days notice of a Special General Meeting called for the purpose of winding-up the Society.



Daryl Hutchins,



Graham Rowe,

Constitution Sub-Committee

December 2008