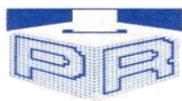


PROPORTIONAL REPRESENTATION SOCIETY OF AUSTRALIA (VICTORIA-TASMANIA) INC.



Tel. +613 9589 1802
Mobile +61429176725
A0048538N Victoria
ABN 31 010 090 247

18 Anita Street
BEAUMARIS VIC 3193
vtpre@prsa.org.au
www.prsa.org.au
16 October 2013

Constitution of Proportional Representation Society of Australia (Victoria-Tasmania) Incorporated

Note: The persons who from time to time are members of the Association are an incorporated association by the name given in Rule 1 of these Rules.

Under Section 46 of the Associations Incorporation Reform Act 2012, these Rules are taken to constitute the terms of a contract between the Association and its members.

PART 1—PRELIMINARY

1 Name

- (1) The name of the incorporated association is Proportional Representation Society of Australia (Victoria-Tasmania).
- (2) The name of the incorporated association may be abbreviated to PRSAV-T Inc.

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

2 Purposes

The purposes of the association are

- (a) succeed, and to continue the work of, the **Proportional Representation Society of Australia (Victoria-Tasmania Branch)**, it having originally been an unincorporated body, the Proportional Representation Society of Victoria, that was formed at the Inaugural Meeting of its members in 1945, and whose Constitution was adopted in 1945 and altered at its Annual General Meetings held in 1946, and in 1984 when its members became members of the Proportional Representation Society of Australia and its name was altered to Proportional Representation Society of Australia (Victorian Branch), and in 2000 when its name was further altered to Proportional Representation Society of Australia (Victoria-Tasmania Branch); and it having been the organization whose members were the founding members of the Association, pursuant to a resolution, in accordance with the Constitution of the Proportional Representation Society of Australia (Victoria-Tasmania Branch), of a General Meeting, held on 29th March 2006;
- (b) secure the adoption and entrenchment of the quota-preferential method of proportional representation for all relevant elections and polls; for Federal, State, and Municipal representative bodies, Committees of Clubs, Unions, School Committees, Boards, Commissions and other organizations and elected groups;
- (c) promote a public conscience favourable to the carrying out of the above purposes;
- (d) buy, own, sell and lease land and property, and to mortgage the same, to further the above purposes;
- (e) enter into correspondence and to make contracts with other organizations, persons and corporations and with municipal and other authorities to further the above purposes;
- (f) do all such things as might, in the opinion of the Association, assist in the furthering of the above purposes; and
- (g) co-operate or conjoin in any suitable way with other bodies or organizations having purposes completely or in part similar to and not inconsistent with those of the Association.

3 Financial year

The financial year of the Association is each period of twelve months ending on 30 June.

4 Definitions

In these Rules—

absolute majority, of the Council, means a majority of the Council members currently holding office and entitled to vote at the time (as distinct from a majority of Council members present at a Council meeting);

Chairperson, of a general meeting or Council meeting, means the person chairing the meeting as required under Rule 46;

Council means the Council having management of the business of the Association;

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

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

disciplinary appeal meeting means a meeting of the members of the Association convened under Rule 23(3);

disciplinary meeting means a meeting of the Council convened for the purposes of Rule 22;

disciplinary subcommittee means the subcommittee appointed under Rule 20;

financial year means the twelve month period specified in Rule 3;

general meeting means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

member means a member of the Association;

member entitled to vote means a member who under Rule 13(2) is entitled to vote at a general meeting;

special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

the Act means the [Associations Incorporation Reform Act 2012](#) and includes any regulations made under that Act;

the Registrar means the Registrar of Incorporated Associations.

PART 2—POWERS OF ASSOCIATION

5 Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting Sub-rule (1), the Association may—
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust moneys may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf;
 - (g) enter into any other contract it considers necessary or desirable.

- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not for profit organization

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Sub-rule (1) does not prevent the Association from paying a member—
 - (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the member—

if this is done in good faith on terms no more favourable than if the member was not a member.

Note

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7 Minimum number of members

The Association must have at least five members.

8 Who is eligible to be a member

Any person or organization that supports the purposes of the Association is eligible for membership.

9 Application for membership

- (1) To apply to become a member of the Association, a person or organization must submit a written application to the Treasurer in the general form set out in Appendix 1 stating that the person or organization—
 - (a) wishes to become a member of the Association;
 - (b) supports the purposes of the Association; and
 - (c) agrees to comply with these Rules.
- (2) The application must be signed by the applicant or, in the case of an organization, a duly authorized representative of the organization.

10 Membership, entrance fees and annual fees

- (1) A member of the Association shall be a member in only one of the following four classes of membership:
 - (a) Membership as an Individual Member, in which a natural person is the member,
 - (b) Membership as a Member Body, which shall be either an incorporated body or an unincorporated body, but the rights and privileges as a member shall only be exercised by a single Representative that has been nominated by the Member Body in writing to the Treasurer, and whose nomination and contact details required under these Rules have been received by the Treasurer at least twenty-four hours before the meeting or other activity has begun, and registered in the register of members by the Treasurer.
 - (c) Life Membership, in which the Life Member is a natural person that has been admitted as a member for life by resolution of the Council upon the payment to the Association of the fee for a Life Membership, which shall be twenty times the annual fee for an Individual Member at the time of admission, or

(d) Honorary Life Membership, in which the Honorary Life Member is a natural person that has been recommended by the Council, in a citation included in the notice of a General Meeting, to be admitted as an Honorary Life Member for distinguished services rendered towards the purposes of the Association, and that has been admitted as an Honorary Life Member by a resolution of that General Meeting carried by the vote of a three quarters majority.

- (2) There shall be no entrance fee required to be paid in addition to the annual fee, or the fee for Life Membership, nor is any payment required from an Honorary Life Member, but a member admitted as an Honorary Life Member ceases to be a member in any other class of membership on such admission.
- (3) The annual fee for an Individual Member in a particular financial year shall be that most recently set by a resolution of the Annual General Meeting in a financial year prior to the financial year in question, and the annual fee for a Member Body shall be twice that fee. Until the annual fee of an Individual Member has been so set it shall be eighteen dollars.
- (7) A person or organization that applies and is approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the annual fee payable under these Rules.

11 Consideration of application for membership

- (1) As soon as practicable after an application for membership is received, the Council must decide by resolution whether to accept or reject the application.
- (2) The Council must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) If the Council rejects the application, it must return any money accompanying the application to the applicant.
- (4) No reason need be given for the rejection of an application.
- (5) If an application for membership is approved by the Council—
 - (a) the resolution to accept the membership must be recorded in the minutes of the Council meeting; and
 - (b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (6) A person or organization becomes a member of the Association and, subject to Rule 13(2), is entitled to exercise his, her or its rights of membership from the date on which the Council approves the membership.

12 Annual fee

The annual fee is prescribed in Rule 10(3).

13 General rights of members

- (1) A member of the Association that is entitled to vote has the right—
 - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a general meeting; and
 - (c) to attend and be heard at general meetings; and
 - (d) to vote at a general meeting; and
 - (e) to have access to the minutes of general meetings and other documents of the Association as provided under Rule 75; and

(f) to inspect the register of members.

- (2) A person is entitled to vote if that person is a member, or the representative of a Member Body authorized in writing, and that member's or Member Body's membership rights are not suspended for any reason.

14 Referendums

A referendum of all members on any question, other than the alteration of these Rules, or a motion for a special resolution, shall be conducted by the Returning Officer referred to in Rule 52 by postal ballot within 21 days of the written requisition of one quarter of the members, or the Council, or the President supported by another Officer. If a three-fifths majority of the votes received within 14 days of posting the ballot-papers is in favour of the question the result shall be binding unless and until reversed by a special resolution of a subsequent General Meeting, which requires a three quarters majority vote.

15 Rights not transferable

The rights of a member are not transferable and end when membership ceases.

16 Ceasing membership

- (1) The membership of a person or Member Body ceases on resignation or expulsion, that of a natural person ceases if that person dies, and that of a Member Body ceases if that Member Body ceases to exist.
- (2) If a person or Member Body ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person or Member Body ceased to be a member in the register of members.
- (3) Re-admission of expelled members shall require a resolution of a General Meeting, except that in the case of a Member Body that has been expelled and later applies for re-admission after it has been renamed or otherwise substantially altered, the Council shall decide whether such re-admission shall require a resolution of a General Meeting.
- (4) The prescribed fee originally paid by an expelled Life Member, less five per cent of the original amount for each completed year of membership, shall be refunded if a request in writing for such a refund is received by the Treasurer within three months of the expulsion having been finally confirmed.

17 Resigning as a member

- (1) A member may resign by notice in writing addressed to the President or Secretary of the Association.

Note: Rule 74(3) sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the Council.

- (2) A member is taken to have resigned if the member's annual fee is more than twelve months in arrears.

18 Register of members

- (1) The Secretary must keep and maintain a register of members that includes—
- (a) for each current member—
- (i) the member's name;
 - (ii) the address for notice last given by the member;
 - (iii) the date of becoming a member; and
 - (iv) any other information prescribed by the Council; and
- (b) for each former member, the date of ceasing to be a member, but records of a former member may be deleted by resolution of the Council after three years has passed since that person last ceased to be a member.

- (2) Any member may, at a reasonable time and free of charge, inspect the register of members, but may not, without the approval of a resolution of the Council, photograph, copy or record details thereof.

Note: Under Section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

Division 2—Disciplinary action

19 Grounds for taking disciplinary action

The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member—

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association.

20 Disciplinary subcommittee

- (1) If the Council is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Council must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary subcommittee—
 - (a) may be Council members, members of the Association or anyone else; but
 - (b) must not be biased against, or in favour of, the member concerned.

21 Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
 - (a) stating that the Association proposes to take disciplinary action against the member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
 - (d) advising the member that he or she may do one or both of the following—
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (e) setting out the member's appeal rights under Rule 23.
- (2) The notice must be given no earlier than twenty-eight days, and no later than fourteen days, before the disciplinary meeting is held.

22 Decision of subcommittee

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
 - (a) give the member an opportunity to be heard; and
 - (b) consider any written statement submitted by the member.
- (2) After complying with Sub-rule (1), the disciplinary subcommittee may—
 - (a) take no further action against the member; or

- (b) subject to Sub-rule (3)—
 - (i) reprimand the member; or
 - (ii) suspend the membership rights of the member for a specified period; or
 - (iii) expel the member from the Association.
- (3) The disciplinary subcommittee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

23 Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under Rule 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
 - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the Secretary not later than forty-eight hours after the vote.
- (3) If a person has given notice under Sub-rule (2), a disciplinary appeal meeting must be convened by the Council as soon as practicable, but in any event not later than twenty-one days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Association that is entitled to vote as soon as practicable and must—
 - (a) specify the date, time and place of the meeting; and
 - (b) state—
 - (i) the name of the person against whom the disciplinary action has been taken;
 - (ii) the grounds for taking that action; and
 - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

24 Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting—
 - (a) no business other than the question of the appeal may be conducted;
 - (b) the Council must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (c) the person whose membership has been suspended or that has been expelled must be given an opportunity to be heard.
- (2) After complying with Sub-rule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

Division 3—Grievance procedure

25 Application

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

26 Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within fourteen days of the dispute coming to the attention of each party.

27 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 26, the parties must within ten days—
 - (a) notify the Council of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - (i) if the dispute is between a member and another member—a person appointed by the Council; or
 - (ii) if the dispute is between a member and the Council or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Council may be a member or former member of the Association but in any case must not be a person that—
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.

28 Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must—
 - (a) give each party every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

29 Failure to resolve dispute by mediation

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

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

30 Annual general meetings

- (1) The Council must convene an annual general meeting of the Association to be held within five months after the end of each financial year.
- (2) The Annual General Meeting must be held at such time and place as the Council determines, but in September, unless the Council determines otherwise in the twelve month period before the meeting.
- (3) The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting, and the Secretary must post a notice of and agenda for the business of the Annual General Meeting to all members in July, or in such other month, one and not more than one clear month ahead of the meeting, that the Council may determine in the twelve month period before the meeting.
- (4) The ordinary business of the annual general meeting is as follows—
 - (a) to confirm the minutes of the previous general meeting;
 - (b) to receive and consider—
 - (i) the annual report of the Council on the activities of the Association during the preceding financial year; and
 - (ii) the financial statements of the Association for the preceding financial year submitted by the Council in accordance with Part 7 of the Act;
 - (c) to confirm or vary the amounts (if any) of the annual subscription and joining fee.
 - (d) to receive the declaration by the Returning Officer of the results of the postal ballot to elect the members of the Council; and
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

31 Special general meetings

- (1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Council may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under Rule 33 may be conducted at the meeting.

Note: General business may be considered at the meeting if it is included as an item for consideration in the notice under Rule 33 and the majority of members at the meeting agree.

32 Special general meeting held at request of members

- (1) The Council must convene a special general meeting if a request to do so is made in accordance with Sub-rule (2) by at least twenty or one third of the total number of members, whichever is the lesser number.
- (2) A request for a special general meeting must—
 - (a) be in writing;
 - (b) state the business to be considered at the meeting and any resolutions to be proposed;
 - (c) include the names and signatures of the members requesting the meeting; and
 - (d) be given to the Secretary.
- (3) If the Council does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.

- (4) A special general meeting convened by members under Sub-rule (3)—
 - (a) must be held within three months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under Sub-rule (3).

33 Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under Rule 32(3), the members convening the meeting) must give to each member of the Association—
 - (a) at least twenty-one days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least fourteen days' notice of a general meeting in any other case.
- (2) The notice must—
 - (a) specify the date, time and place of the meeting;
 - (b) indicate the general nature of each item of business to be considered at the meeting, including the confirmation of the minutes of the preceding general meeting; and
 - (c) if a special resolution is to be proposed—
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and
 - (d) comply with Rule 34(5).
- (3) This rule does not apply to a disciplinary appeal meeting.

Note: Rule 23(4) sets out the requirements for notice of a disciplinary appeal meeting.

34 Proxies

Proxies are not permitted to be used in proceedings under these Rules.

35 Use of technology

- (1) A member not physically present at a general meeting may be permitted by the Council in accordance with a Regulation 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 Sub-rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

36 Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence in person, or by the use of technology permitted by these rules, of twenty per cent of the members or representatives of Member Bodies entitled to vote, or fifteen such persons, whichever is the smaller number.
- (3) If a quorum is not present within thirty minutes after the notified commencement time of a general meeting—
 - (a) in the case of a meeting convened by, or at the request of, members under Rule 32—the meeting must be concluded;

Note: If a meeting convened by, or at the request of, members is concluded under this sub-rule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under Rule 32.

(b) in any other case—

- (i) the meeting must be adjourned to a date not more than twenty-one days after the adjournment; and
- (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.

(4) If a quorum is not present within thirty minutes after the time to which a general meeting has been adjourned under Sub-rule (3)(b), the members present at the meeting (if not fewer than five) may proceed with the business of the meeting as if a quorum were present.

37 Adjournment of general meeting

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

Example: The members might wish to have more time to examine the financial statements submitted by the Council at an annual general meeting.

- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for fourteen days or more, in which case notice of the meeting must be given in accordance with Rule 33.

38 Voting at a general meeting

- (1) On any question arising at a general meeting—
 - (a) subject to Sub-rule (3), each member that is entitled to vote has one vote; and
 - (b) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the question is decided in the negative.
- (3) This Rule does not apply to a vote at a disciplinary appeal meeting conducted under Rule 24.

39 Special resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting vote in favour of the resolution.

Note: In addition to certain matters specified in the Act, a special resolution is required to alter these Rules, including changing the name or any of the purposes of the Association.

40 Determining whether motion carried

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

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

- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question
 - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (b) the Chairperson must declare the result of the motion on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.
- (5) If a member demands a division on a question, the names of the members voting for, against, or abstaining from voting must be declared to the meeting by the Chairperson.
- (6) If a member demands that the results of a division be recorded in the minutes, or that his or her dissent be recorded, the results or the dissent must be so recorded.

41 Minutes of general meeting

- (1) The Council must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any motion on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
 - (a) the names of the members and other persons attending the meeting;
 - (b) the financial statements submitted to the members in accordance with Rule 30(4)(b)(ii);
 - (c) the certificate signed by two Council members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (d) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—COUNCIL

Division 1—Powers of Council

42 Role and powers

- (1) The business of the Association must be managed by or under the direction of a Council.
- (2) The Council may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (3) The Council may—
 - (a) appoint and remove staff;
 - (b) establish subcommittees consisting of members with terms of reference it considers appropriate.

43 Delegation

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

Division 2—Composition of Council and duties of its members

44 Composition of Council

Subject to the Act, the Council shall consist of a prescribed odd number of members of the Association greater than three, which number shall have been fixed by a resolution to determine that number carried at the Annual General Meeting in a previous year at which the number was last determined, but if no number has been so determined that number shall be five, and the members shall be elected as prescribed in Rule 52.

45 General Duties

- (1) As soon as practicable after being elected to the Council, each Council member must become familiar with these Rules and the Act.
- (2) The Council is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Council comply with these Rules.
- (3) Council members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Council members must exercise their powers and discharge their duties—
 - (a) in good faith in the best interests of the Association; and
 - (b) for a proper purpose.
- (5) Council members and former Council members must not make improper use of—
 - (a) their position; or
 - (b) information acquired by virtue of holding their position—so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

Note: See also Division 3 of Part 6 of the Act, which sets out the general duties of the office holders of an incorporated association.

- (6) In addition to any duties imposed by these Rules, a Council member must perform any other duties imposed from time to time by resolution at a general meeting.

46 President and Vice-President

- (1) Subject to Sub-rule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any Council meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
 - (a) in the case of a general meeting—a member elected by the other members present; or
 - (b) in the case of a Council meeting—a Council member elected by the other Council members present.

47 Secretary

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

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

- (2) The Secretary must—
 - (a) maintain the register of members in accordance with Rule 18;
 - (b) keep custody of the Common Seal (if any) of the Association and, except for the financial records referred to in Rule 70(3), all books, documents and securities of the Association in accordance with Rules 72 and 75;

- (c) subject to the Act and these rules, provide members with access to the register of members, the minutes of general meetings and other books and documents;
 - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must, if the occupant of that position has changed, give to the Registrar notice of his or her election within fourteen days after that election.

48 Treasurer

- (1) The Treasurer must—
- (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association;
 - (b) ensure that all moneys received are paid into the account of the Association within five working days after receipt;
 - (c) make any payments authorized by the Council or by a general meeting of the Association from the Association's funds; and
 - (d) ensure that cheques are signed by at least two Council members.
- (2) The Treasurer must—
- (a) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the Association and their certification by the Council prior to their submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that at least one other Council member has access to the accounts and financial records of the Association.

Division 3—Regulations, Election of Council members, and tenure of office

49 Persons eligible to be a Council member

A member is eligible to be elected or appointed as a Council member if the member—

- (a) is eighteen years or over; and
- (b) is entitled to vote at a general meeting.

50 Regulations

The Council may make serially-numbered **Regulations**, not inconsistent with these Rules, that shall, upon being included in minutes confirmed by a subsequent Council meeting, have binding force on the Association, and that may not be altered or rescinded, except by a general meeting or a referendum.

51 Nominations

- (1) Nominations of candidates for election as members of the Council must be:
- (a) made in writing and accompanied by the written consent of the candidate, which may be endorsed on the form of nomination prescribed by the Returning Officer, and
 - (b) delivered to the Returning Officer not later than the time and date that he or she has notified members as being the time and date for the close of nominations.
- (2) If insufficient nominations are received to fill all vacancies on the Council, the candidates nominated shall be deemed to be elected and further nominations may be received at the Annual General Meeting.
- (3) 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.
- (4) If the number of nominations exceeds the number of vacancies to be filled, a postal ballot must be held as prescribed in Rule 54.

52 Election of members of the Council

A Returning Officer, not being a member of the Council or a candidate for election to the Council, shall be appointed by the Council, and such Returning Officer need not be a member of the Association, and the Returning Officer shall conduct the election of the Council by a secret postal ballot of the members of the Association, posting the call for nominations with the notice of the Annual General Meeting, using a similar time frame to that prescribed in the [Constitution](#) of the [Proportional Representation Society of Australia](#) so that a result of the election is available in time to be announced at the Annual General Meeting and, if a ballot as provided for in Rule 54 is required, using the [rules of the quota-preferential method of proportional representation](#) prescribed in the Proportional Representation Manual 1977 of the Proportional Representation Society of Australia, with fully optional preferential marking of ballot-papers printed in the general form set out in Appendix 2 of these Rules.

53 Election of Officers

(1) The Officers of the Association shall be:

- (a) the President;
- (b) the Vice-President;
- (c) the Secretary; and
- (d) the Treasurer.

(2) The election of Officers of the Association shall be held at the first meeting of the Council following each Annual General Meeting, and where there is only one nomination for any office the Chairperson shall declare the person nominated to be duly elected, but where there is more than one nomination for any office, the election for that office shall be conducted by [optional preferential secret ballot](#).

54 Ballot

- (1) If the number of nominations received for the election of members of the Council exceeds the number of positions to be filled, so that a postal ballot is required, the Returning Officer must inform each candidate of the time and place at which the scrutiny of the votes will be undertaken, and must invite each candidate to appoint a scrutineer in writing to be present during the scrutiny.
- (2) The result of the postal ballot for the election of members of the Council must be advised to the scrutineers at the conclusion of the scrutiny, and be declared at, and recorded in the minutes of, the Annual General Meeting.

55 Term of office

- (1) Each member of the Council shall, subject to these Rules, hold office from the end of the Annual Meeting at which his or her election is declared until the end of the next Annual General Meeting, but is eligible for re-election.
- (2) Each Officer of the Association shall hold office from the time of his or her election until the election prescribed in Sub-rule 3, to be held at the first meeting of the Council following the Annual General Meeting next after the date of his or her election, but is eligible for re-election.
- (3) A member that is the subject of a proposed special resolution under Sub-rule (3)(a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (4) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

56 Vacation of office

- (1) A person ceases to be a Council member if he or she—
 - (a) ceases to be a member of the Association;
 - (b) resigns from the Council by written notice addressed to the President or the Secretary.
 - (c) fails to attend three consecutive Council meetings (other than special or urgent Council meetings) without leave of absence under Rule 67; or
 - (d) otherwise ceases to be a Council member by operation of Section 78 of the Act.
- (2) The office of an Officer of the Association becomes vacant if the officer:
 - (a) ceases to be a member of the Council, or
 - (b) resigns his or her office as an Officer by notice in writing given to the President or the Secretary.

Note: A Council member may not hold the office of Secretary if they do not reside in Australia.

57 Filling casual vacancies

- (1) In the event of a casual vacancy occurring in the place of a member of the Council, the Returning Officer shall re-examine the ballot-papers from the last annual election of members of the Council, which he or she shall have securely retained, and shall declare the vacancy filled using the principles for by-elections under [Schedule 6](#) of the Tasmanian Electoral Act 2004. If there are no continuing candidates as defined by that Act, the vacancy may be filled by the Council. Failure to fill a vacancy shall not invalidate any action of the Council.
- (2) The Council may elect one or more eligible members of the Association to fill one or more positions on the Council that were not filled by the election declared at the last annual general meeting.
- (3) If the position of Secretary becomes vacant, the Council must elect a member of the Council to the position within 14 days after the vacancy arises.
- (4) Rule 55 applies to any Council member elected by the Council under Sub-rule (1) or (2).
- (5) The Council may continue to act despite any vacancy in its membership.
- (6) In the event of a casual vacancy in any office referred to in Sub-rule 56(2), the Council may elect one of its members to the vacant office, and the member elected may continue in office up to and including the election of officers required to be held at the first meeting of the Council after the Annual General Meeting next following the occurrence of that vacancy.

Division 4—Meetings of Council

58 Meetings of Council

- (1) The Council must meet at least four times in each year at the dates, times and places determined by the Council.
- (2) The date, time and place of the first Council meeting must be determined by the President as soon as practicable after the annual general meeting of the Association at which the members of the Council were declared elected.
- (3) Special Council meetings may be convened by the President or by an absolute majority of the members of the Council.
- (4) The Council may act notwithstanding any vacancy on the Council.

59 Notice of meetings

- (1) Notice of each Council meeting must be given to each Council member no later than seven days before the date of the meeting.

- (2) Notice of more than one Council meeting may be given at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a Special Council meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

60 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with Rule 59 provided that as much notice as practicable is given to each Council member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Council.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

61 Procedure and order of business

- (1) The procedure to be followed at a meeting of a Council must be determined from time to time by the Council.
- (2) The order of business may be determined by the members present at the meeting.

62 Use of technology

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

63 Quorum

- (1) No business may be conducted at a Council meeting unless a quorum is present.
- (2) The quorum for a Council meeting is the presence (in person or as allowed under Rule 62) of a majority of the Council members holding office.
- (3) If a quorum is not present within thirty minutes after the notified commencement time of a Council meeting—
 - (a) in the case of a special meeting—the meeting lapses;
 - (b) in any other case—the meeting must be adjourned to a date no later than fourteen days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with Rule 59.

64 Voting

- (1) On any question arising at a Council meeting, each Council member present at the meeting has one vote.
- (2) A motion is carried if a majority of Council members present at the meeting vote in favour of the motion.
- (3) Sub-rule (2) does not apply to any motion or question that is required by these rules to be passed by an absolute majority of the members of the Council.

- (4) Questions arising at a meeting of the Council, or at a meeting of any sub-committee appointed by the Council, shall be determined on a show of hands, except that if a division or the recording in the minutes of a member's dissent or the result of a division is demanded, the Chairperson shall ensure that such division or such recording is conducted as provided for in Rule 40.
- (5) Each member present at a meeting of the Council, or at a meeting of any sub-committee appointed by the Council, 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 question shall be resolved in the negative.
- (6) Voting by proxy is not permitted.

65 Conflict of interest

- (1) A Council member that has a material personal interest in a matter being considered at a Council meeting must disclose the nature and extent of that interest to the Council.
- (2) The member—
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.

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

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

66 Minutes of meeting

- (1) The Council must ensure that minutes are taken and kept of each Council meeting.
- (2) The minutes must record the following—
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote; and
 - (d) any material personal interest disclosed under Rule 65.

67 Leave of absence

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

PART 6—FINANCIAL MATTERS

68 Source of funds

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Council.

69 Management of funds

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Council may approve expenditure on behalf of the Association.

- (3) The Council may authorize the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Council for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two committee members.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than five working days after receipt.
- (6) With the approval of the Council, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

70 Financial records

- (1) The Association must keep financial records that—
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for seven years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control—
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorized by the Council.

71 Financial statements

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

PART 7—GENERAL MATTERS

72 Common seal

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

73 Registered address

The registered address of the Association is —

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

74 Notice requirements

- (1) Any notice required to be given to a member or a Council member under these Rules may be given—
 - (a) by handing the notice to the member personally; or
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) by email or facsimile transmission.
- (2) Sub-rule (1) does not apply to notice given under Rule 60.
- (3) Any notice required to be given to the Association or the Council may be given—
 - (a) by handing the notice to a member of the Council; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) if the Council determines that it is appropriate in the circumstances by email to the email address of the Association or the Secretary.

75 Custody and inspection of books and records

- (1) Members may on request inspect free of charge—
 - (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to Sub-rule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Council meetings.

Note: See note following Rule 18 for details of access to the register of members.

- (2) The Council may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may, in the opinion of the Council, be prejudicial to the interests of the Association.
- (3) The Council must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to Sub-rule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.

(5) For purposes of this Rule—

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

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

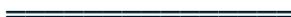
76 Winding up and cancellation

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) Subject to the Act and any court order made under Section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and that is not carried on for the profit or gain of its individual members.
- (4) The body or bodies to which the assets remaining shall be given or transferred shall be determined by a special resolution carried at that meeting; but if that meeting does not decide by a special resolution which body or bodies shall receive such funds, the assets must be given to the Proportional Representation Society of Australia; except that if that organization declines to receive the surplus assets, or it no longer exists, the surplus assets shall be given to the longest established former Branch of that Society, except that if that former Branch declines to receive those assets, or it no longer exists, the assets shall be donated, for the study of and furtherance of quota-preferential electoral systems, to the political science department of a university to be selected by the most senior remaining Officer of the Association.

77 Alteration of Rules

These rules may only be altered by special resolution of a general meeting of the Association.

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



Appendix 1 of the PRSAV-T Inc. Constitution



**Proportional Representation Society of Australia
(Victoria-Tasmania) Inc.**

Tel +61395891802, +61429176725
info@prsa.org.au

18 Anita Street
BEAUMARIS VIC 3193
www.prsa.org.au

1. Membership Application

The Treasurer,
Proportional Representation Society of Australia (Victoria-Tasmania) Inc.

I apply to join Proportional Representation Society of Australia (Victoria-Tasmania) Inc. for 2006-07*, in the membership class for which I have entered the subscription payable below. I agree to be bound by the Rules of the Association for the time being in force.

Signature of Applicant Date20

MEMBERSHIP CLASS	SUBSCRIPTION	AMOUNT PAID
Individual Membership*	\$18.00	\$.....
Member Body*	\$36.00	\$.....
Life Membership	\$360.00	\$.....
Donation to PRSAV-T		\$.....
TOTAL		\$.....

Dr/Mr/Mrs/Ms/Miss		(Please strike out titles not applicable)	
Given Name(s)		Surname(s)	
Address		Postcode	
Telephone		Mobile	
E-mail address			

Appendix 2 of the PRSAV-T Inc. Constitution

BALLOT-PAPER**Election of the 5 Members of the Council 2014-15**

DIRECTIONS: Vote by marking the figures 1, 2, 3 and so on, in your order of preference, in the squares below. Your vote will be as effective as possible if you mark as many of your preferences as you are able to, up to the full number (5) of the candidates standing.

It is nevertheless sufficient, for a valid vote, for the figure 1 to appear against the name of one candidate, but the figure 1 must not appear against the name of more than one candidate.

The votes will be counted by the [quota-preferential method of proportional representation](#), as prescribed by the PRSA's [Proportional Representation Manual 1977](#).

<input type="checkbox"/>	CLARK, Andrew	<input type="checkbox"/>	BARTON, Edmund
<input type="checkbox"/>	SPENCE, Catherine	<input type="checkbox"/>	O'CONNOR, Richard
<input type="checkbox"/>	HARE, Thomas	<input type="checkbox"/>	DEAKIN, Alfred
<input type="checkbox"/>	HILL, Rowland	<input type="checkbox"/>	CHIFLEY, Ben
<input type="checkbox"/>	STRICKLAND, Gerald	<input type="checkbox"/>	EVATT, Herbert
<input type="checkbox"/>	HOWATT, George	<input type="checkbox"/>	MENZIES, Robert

The order of the candidates' names on the ballot-paper has been determined by lot.

O

Completed ballot-papers should be placed in an inner unmarked envelope and sealed, then placed inside an outer envelope, which, in order to be accepted, should be marked with the voter's name, address and signature; sealed; stamped; and addressed to:

Returning Officer's
Initialling of Ballot-paper

Donna De Palma
Returning Officer

Returning Officer, PRSAV-T Inc.
885 Park Street, BRUNSWICK WEST VIC 3055
and posted so that it reaches her by 13th November 2014.