

ASSOCIATIONS INCORPORATION ACT 1981 (VICTORIA)

RULES OF INCORPORATED ASSOCIATION

COMPUTERBANK Victoria INCORPORATED

1. NAME

The name of the Incorporated Association is Computerbank Victoria Incorporated (in these Rules called the "**Association**").

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In these Rules, unless the contrary intention appears:

"**Annual General Meeting**" means the annual general meeting of the Association pursuant to Rule 9;

"**Associate Member**" has the meaning given in Rule 3.9(a);

"**Auditor**" is the person or body appointed in accordance with Rule 28;

"**By-Laws**" are those by-laws made by the Committee from time to time, in accordance with Rule 30.

"**Committee**" means the Committee of Management of the Association;

"**Committee Members**" means the officers of the Association, the Co-Ordinators and the Elected Committee Members from time to time;

"**Corporate Member**" has the meaning given in Rule 3.8(a);

"**Co-Ordinator**" means a Member holding the position of a co-ordinator of one of the Association's functional divisions appointed by the Committee under Rule 21.4.

"**Elected Committee Member**" has the meaning given in Rule 21.1(c);

"**Eligible Member**" means a Full Member, Corporate Member or Group Member who under these Rules is entitled to vote at General Meetings;

"**Financial Year**" means the year ending 30 June;

"**Full Member**" has the meaning given in Rule 3.6(a);

"**General Meeting**" means an Annual General Meeting or a Special General Meeting convened in accordance with Rules 9 and 10 respectively;

"**Group Member**" has the meaning given in Rule 3.7(a);

"**Member**" means a Full Member, Group Member, Corporate Member or Associate Member;

"**Membership Application Form**" means the form set out in Appendix 1;

"**Secretary**" has the meaning given in Rule 2.2;

"**Special General Meeting**" means the special general meetings of the Association pursuant to Rule 10;

"**Technology**" includes radio, telephone, closed circuit television or other electronic means or telecommunications device for audio or audio-visual communication.

"**The Act**" means the Associations Incorporation Act 1981;

"**The Regulations**" means Regulations under the Act;

"**Written**" and "**In Writing**" shall include E-mail.

2.2 Interpretation

In these Rules, a reference to the secretary of the 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.

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

2.4 In these Rules unless inconsistent with the context or subject matter:

- (a) a reference to any legislation or legislative provision includes any statutory modification or re-enactment of, or legislative provision substituted for, and any subordinate legislation issued under, that legislation or legislative provision and that reference will include ordinances, by-laws, regulations, rules, other statutory instruments issued and orders made;
- (b) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings;
- (c) any marginal notes or headings are included for convenience and will not affect the interpretation of these Rules;
- (d) the singular includes the plural and vice versa;
- (e) words denoting any gender include all genders;
- (f) if any day appointed or specified by these Rules falls on a Saturday, Sunday or a day appointed under the Public Holidays Act 1993 (Vic) as a holiday for the whole day, the day so appointed or specified will be the day next following the day so appointed or specified which is not in turn a Saturday, Sunday or day so appointed as a holiday for the whole day;
- (g) a reference to a recital, rule, subrule, paragraph, schedule, annexure, appendix or attachment is to a recital, rule, subrule, paragraph, schedule, annexure, appendix or attachment of or to these Rules;
- (h) the terms "**including**" and "**include**" mean "**including**" or "**include**" (as applicable) without limitation.

3. MEMBERSHIP OF ASSOCIATION

3.1 A natural person who was a member of Computerbank Victoria immediately prior to incorporation, shall on incorporation of the Association be deemed to be a Full Member.

3.2 A body corporate or natural person nominated and approved for membership as provided in these Rules is eligible to be a Member of the Association on payment of the relevant entrance fee (if any) and the annual subscription fee payable under these Rules.

3.3 Subject to these Rules, a natural person or body corporate which is not a member of the Association at the time of the incorporation of the Association or who was such a member at that time but has ceased to be a member shall not be admitted to membership unless:

- (a) nominated as provided in these Rules; and

(b) admission of that person or body as a Member is approved by the Committee.

3.4 A nomination of a natural person or body corporate for membership of the Association:

(a) shall be in writing on the Membership Application Form; and

(b) shall be lodged with the Secretary.

3.5 There shall be the following categories of membership:

(a) Full Membership;

(b) Group Membership;

(c) Corporate Membership;

(d) Associate Membership,

and any other categories approved by resolution of the Association at an Annual General Meeting in accordance with these Rules.

3.6 **Full Members of the Association**

(a) Subject to Rule 3.1, a Full Member of the Association is a natural person who in accordance with these Rules:

(i) has been nominated for membership of the Association as a Full Member;

(ii) has been approved by the Committee; and

(iii) has paid the entrance fee (if any) and the annual subscription fee applicable to this category of membership.

(b) A Full Member shall be entitled to one vote at General Meetings of the Association.

3.7 **Group Members of the Association**

(a) A Group Member of the Association is a non-profit body whether incorporated or otherwise, which in accordance with these Rules:

(i) has been nominated for membership of the Association as a Group Member;

(ii) has been approved by the Committee; and

(iii) has paid the entrance fee (if any) and the appropriate annual subscription fee applicable to this category of membership.

(b) A Group Member shall be entitled to one vote at General Meetings of the Association.

3.8 **Corporate Members of the Association**

(a) A Corporate Member of the Association is a body corporate, partnership, sole trader or other business operated with a view to profit whether incorporated or otherwise, which in accordance with these Rules:

(i) has been nominated for membership of the Association as a Corporate Member;

- (ii) has been approved by the Committee; and
 - (iii) has paid the entrance fee (if any) and the appropriate annual subscription fee applicable to this category of membership.
- (b) A Corporate Member shall be entitled to one vote at General Meetings of the Association.

3.9 **Associate Members of the Association**

- (a) An Associate Member of the Association is a natural person who in accordance with these Rules:
- (i) has been nominated for membership of the Association as an Associate Member;
 - (ii) has been approved by the Committee; and
 - (iii) has paid the entrance fee (if any) and the appropriate annual subscription fee applicable to this category of membership.
- (b) An Associate Member shall have no vote at General Meetings of the Association.

3.10 As soon as is practicable after the receipt of a nomination, the Secretary shall refer the nomination to the Committee.

3.11 Upon a nomination being referred to the Committee, the Committee shall determine whether to approve or to reject the nomination.

3.12 Upon a nomination being approved by the Committee, the Secretary shall, with as little delay as possible:

- (a) notify the nominee in writing that the nominee is approved for membership of the Association; and
- (b) if a cheque or money order has not been attached to the Membership Application Form for the total of the sums payable under these Rules as the entrance fee (if any) and the first year's annual subscription fee for the applicable category of membership, request from the nominee payment of the sum payable within the period of 28 days after receipt of the notification.

3.13 Upon payment of the amounts referred to in Rule 3.12 within the period referred to in that Rule, the Secretary shall enter the nominee's name in the register of Members kept by the Secretary and, upon the name being so entered, the nominee shall become a Member of the Association.

3.14 A right, privilege, or obligation of a person or body by reason of that person's or body's membership of the Association:

- (a) is not capable of being transferred or transmitted to another person or body; and
- (b) terminates upon the cessation of that person's or body's membership whether by death or resignation or otherwise.

4. **RIGHTS AND PRIVILEGES OF MEMBERS**

All Members shall be entitled to:

- (a) subject to paragraph (b), participate in all activities of the Association;
- (b) attend, speak at and, if eligible, vote at all General Meetings of the Association; and
- (c) receive the Association E-mail list or other communication; in the case of Corporate

Members, one copy to the designated E-mail address.

5. ANNUAL SUBSCRIPTION FEE AND ENTRANCE FEE

- 5.1 Subject to Rule 5.2, the annual subscription fees in respect of each category of membership shall be determined by the Committee from time to time.
- 5.2 The annual subscription fees may be varied no more frequently than once annually by the Committee, and shall not be varied without due consideration and care for the financial state of the membership.
- 5.3 Annual subscription fees are payable in advance on or before 1 February in each year. Members joining at any time during a year, who wish to be financial members for that year, shall pay the full annual subscription fee.
- 5.4 Any Member whose annual subscription fee is not paid by the due date shall cease to exercise the privileges of membership and all entitlements provided for by these Rules including without limitation the right (where applicable) to vote at General Meetings of the Association.
- 5.5 The entrance fees (if any) in respect of each category of membership shall be determined by the Committee from time to time.

6. REGISTER OF MEMBERS

The Secretary shall keep and maintain a register of Members in which shall be entered the full name, address, E-mail address and date of entry of each Member and the register shall be available for inspection and copying by Members upon request.

7. RESIGNATION OF MEMBER

- 7.1 A Member who has paid all moneys due and payable by the Member to the Association may resign from the Association by first giving one month's written notice to the Secretary of their intention to resign and on expiration of that period ceases to be a Member.
- 7.2 Upon expiration of the period of notice referred to in clause 7.1, the Secretary shall make an entry in the register of Members recording the date of cessation of membership.

8. EXPULSION OF MEMBERS

- 8.1 Subject to these Rules, the Committee may by resolution:

- (a) expel a Member from the Association;
- (b) suspend a Member from membership of the Association for a specified period; or
- (c) fine a Member a reasonable amount as determined by the Committee but not exceeding the amount specified under The Act or The Regulations

if the Committee is of the opinion that the Member:

- (d) has refused or neglected to comply with these Rules; or
- (e) has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Association.

- 8.2 A resolution of the Committee under Rule 8.1:

- (a) does not take effect unless the Committee, at a meeting held not earlier than 14 days nor later than 28 days after service on the Member of the notice under Rule 8.3 confirms the resolution in accordance with Rule 8.4; and
- (b) where the Member exercises a right of appeal to the Association in Special General Meeting under Rule 8.3(d)(iii), does not take effect unless the Association confirms

the resolution in accordance with Rule 8.7.

8.3 If the Committee passes a resolution under Rule 8.1, the Secretary must as soon as practicable cause to be served on the Member a notice in writing:

- (a) setting out the resolution of the Committee and the grounds on which it is based; and
- (b) stating that the Member may address the Committee at a meeting to be held not earlier than 14 days nor later than 28 days following service of the notice;
- (c) stating the date, place and time of the meeting;
- (d) informing the Member that the Member may do one or more of the following:
 - (i) attend that meeting;
 - (ii) give to the Committee before that date a written statement seeking the revocation of the resolution;
 - (iii) not later than 24 hours before the date of the meeting lodge with the Secretary a notice to the effect that the Member wishes to appeal to the Association in Special General Meeting against the resolution.

8.4 At the meeting of the Committee referred to in Rule 8.2(a), the Committee must:

- (a) give the Member an opportunity to be heard;
- (b) give due consideration to any written statement submitted by the Member; and
- (c) by resolution determine whether to confirm or revoke the resolution.

8.5 If the Secretary receives a notice of appeal under Rule 8.3(d)(iii), the Secretary must notify the Committee and the Committee must convene a Special General Meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.

8.6 At a Special General Meeting of the Association convened under Rule 8.5:

- (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) Eligible Members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.

8.7 If at the Special General Meeting of the Association convened under Rule 8.5:

- (a) at least two-thirds of the Eligible Members present vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
- (b) in any other case, the resolution is revoked.

9. ANNUAL GENERAL MEETING

9.1 The Annual General Meeting shall be held each year on a day and time arranged by the Committee provided that it must be held within four (4) months after the end of the Association's financial year.

9.2 The Annual General Meeting shall be specified as such in the notice by which it is convened.

- 9.3 The ordinary business of the Annual General Meeting shall include:
- (a) confirmation of the minutes from the previous Annual General Meeting;
 - (b) receipt of the President's report;
 - (c) receipt of the audited Treasurer's report and the Auditor's statement;
 - (d) to confirm the appointment, if possible, of an Auditor for the following year. If this is not carried out at the meeting, the Committee must appoint one at their next meeting;
 - (e) consideration and voting on any levies that need to be imposed (other than annual subscription fees and entrance fees (if any));
 - (f) consideration and voting on motions that have been noted on the agenda; and
 - (g) election of office bearers and Elected Committee Members.
- 9.4 The Annual General Meeting may transact special business (within the meaning of Rule 12.1) of which notice is given in accordance with these Rules.
- 9.5 The Annual General Meeting shall be convened in addition to any other General Meetings that may be held in the same year.
10. **SPECIAL GENERAL MEETING**
- 10.1 All general meetings other than the Annual General Meeting shall be called Special General Meetings.
- 10.2 A Special General Meeting may be called in one of the following ways;
- (a) by resolution of the Committee;
 - (b) by the President;
 - (c) at the written request of any five (5) Eligible Members;
 - (d) by a resolution at a previous Annual General Meeting or Special General Meeting.
- 10.3 A Special General Meeting convened by Eligible 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.
11. **NOTICE OF MEETING**
- 11.1 At least 14 days or, if a transaction of special business (within the meaning of Rule 12.1) has been proposed, at least 21 days before the date fixed for holding a General Meeting of the Association, the Secretary of the Association shall cause to be sent to each Member of the Association at his address or E-mail address appearing in the register of Members, a written notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 11.2 No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- 11.3 A Member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary who shall include that business in the notice calling the next General Meeting after the receipt of the notice.

12. PROCEEDINGS AT MEETINGS AND QUORUM

- 12.1 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 in Rule 9.3 as being the ordinary business of the Annual General Meeting) shall be deemed to be special business.
- 12.2 No item of business shall be transacted at a General Meeting unless a quorum of Members entitled to vote under these Rules is present during the time when the meeting is considering that item.
- 12.3 The quorum at General Meetings shall consist of twenty per cent (20%) of all Eligible Members or, 50 Eligible Members, whichever is the lesser.
- 12.4 If a quorum has not been formed within thirty minutes of the appointed time, the meeting shall be dissolved and reconvened within one (1) week of the cancelled meeting. If within thirty minutes of the time appointed for the resumption of an adjourned General Meeting, a quorum is not present, the Eligible Members who are present may proceed with the business of that meeting as if a quorum was present.

13. MEETING OF MEMBERS AT MORE THAN ONE PLACE

- 13.1 A meeting of Members called in accordance with the Rules may be held in 2 or more separate meeting places linked together by an instantaneous audio_visual communication device or any other Technology which, by itself or in conjunction with other arrangements:
- (a) gives the Members as a whole in the separate meeting places a reasonable opportunity to participate in proceedings;
 - (b) enables the chairperson to be aware of proceedings in each such place; and
 - (c) enables the Members in each such place to vote on a show of hands and on a poll.
- 13.2 A Member present at one of the separate meeting places is taken to be present at the meeting of Members and entitled to exercise all rights which the Member is granted under the Rules.
- 13.3 Where a meeting of Members is held in 2 or more separate places pursuant to Rule 13.1, that meeting will be deemed to have been held at one of those places as is determined by the chairperson of the meeting.

14. PRESIDING MEMBER

- 14.1 The President, or in his or her absence, the Vice-President, shall preside as Chairman at each General Meeting of the Association.
- 14.2 If the President and the Vice-President are absent from a General Meeting, the Members present shall elect one of their number to preside as Chairman at the meeting.

15. ADJOURNMENT

- 15.1 The Chairman of a General Meeting at which a quorum is present may with the consent of the meeting adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 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.
- 15.3 Except as provided in Rules 15.1 and 15.2, it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

16. **MAKING OF DECISIONS**

- 16.1 A question arising at a General Meeting of the Association shall be determined on a show of hands. Unless before or on the declaration of the show of hands a poll is demanded in accordance with Rule 16.2, a declaration by the Chairman that a resolution on a show of hands has been carried unanimously or carried by a particular majority or lost, and an entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- 16.2 At a General Meeting a poll on any question may be demanded by not less than 3 Eligible Members.
- 16.3 A poll that is demanded in accordance with Rule 16.2 on the election of a Chairman or on a question of an adjournment shall be taken forthwith and, a poll that is demanded in accordance with Rule 16.2 on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.
- 16.4 The resolution of a poll shall be deemed to be a resolution of the General Meeting on the question the subject of the poll.

17. **VOTING**

- 17.1 All votes shall be given personally or by proxy.
- 17.2 Subject to Rule 8.7, at every General Meeting a motion put to vote must be passed by a majority of not less than seventy-five per cent (3/4) of Eligible Members present, including proxies.
- 17.3 For the election of Committee Members, where there is more than one candidate, all votes will be cast by a secret written ballot.

18. **APPOINTMENT OF PROXIES**

- 18.1 Each Eligible Member shall be entitled to appoint another Member as his proxy by notice given to the Secretary no later than three (3) days before the time of the meeting in respect of which the proxy is appointed.
- 18.2 The notice appointing the proxy shall be in the form set out in Appendix 2 and may (but need not) direct the proxy as to how to vote on any resolution particulars of which are set out in the notice of meeting. Any such direction will be binding on the proxy.

19. **COMMITTEE**

- 19.1 The affairs of the Association shall be managed by the Committee constituted in accordance with Rule 21.
- 19.2 The Committee:
- (a) shall control and manage the business and affairs of the Association;
 - (b) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by General Meeting of the Members of the Association; and
 - (c) subject to these Rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.
- 19.3 The assets and income of the Association shall be applied solely in furtherance of its statement of purposes and no portion shall be distributed directly or indirectly to the Members of the Association except as bona fide compensation for services rendered or expenses incurred on

behalf of the Association.

20. **OFFICERS**

20.1 The officers of the Association shall be:

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

20.2 The provisions of Rule 22, apply to and in relation to the election of persons to any of the offices mentioned in Rule 20.1.

20.3 Each officer of the Association shall hold office until the Annual General Meeting next after the date of his election but is eligible for re-election.

20.4 In the event of a casual vacancy in any office referred to in Rule 20.1, the Committee may appoint a Member of the Association to fill the vacancy and the Member so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of his appointment.

21. **CONSTITUTION OF COMMITTEE**

21.1 Subject to section 24 of the Act, the Committee shall consist of:

- (a) the officers of the Association;
- (b) the Co-Ordinators;
- (c) two Full Members of the Association, each of whom shall be elected at the Annual General Meeting of the Association (the "**Elected Committee Members**"); and
- (d) any other person eligible to be a Committee Member in accordance with any By-Law.

21.2 Subject to these Rules, each Committee Member (other than a Committee Member who holds office as such only by reason of his or her being a Co-Ordinator) shall hold office until the Annual General Meeting next after the date of his election but is eligible for re-election.

21.3 In the event of a casual vacancy occurring in the office of an Elected Committee Member, the Committee may appoint a Full Member of the Association to fill the vacancy and the Member so appointed shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of his appointment.

21.4 Subject to Rule 21.5, the Committee may from time to time and as required appoint a Member to the position of a co-ordinator of one of the Association's functional divisions.

21.5 The Committee shall not appoint a Member as a co-ordinator of one of the Association's functional divisions under Rule 21.4 without the prior written consent of the Member to be appointed.

22. **ELECTION OF OFFICERS AND VACANCY**

22.1 Nominations of candidates for election as officers of the Association and as Elected Committee Members:

- (a) shall be made in writing, signed by 2 Members of the Association 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 not less than 7 days before the date fixed for the holding of the Annual General Meeting.
- 22.2 If insufficient nominations are received to fill all vacancies, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- 22.3 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.
- 22.4 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held in accordance with Rule 15.3.
- 22.5 Subject to these Rules, the ballot for the election of officers and Elected Committee Members shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.
- 22.6 A nomination of a candidate for election under this Rule is not valid if that candidate has been validly nominated for another office for election at the same election.
- 22.7 For the purposes of these Rules, the office of a Committee Member becomes vacant if the person or body:
 - (a) ceases to be a Member of the Association;
 - (b) becomes an insolvent under administration within the meaning of the Corporations Law;
 - (c) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his creditors or makes an assignment of his estate for their benefit;
 - (d) resigns his office by notice in writing given to the Secretary;
 - (e) is removed from office;
 - (f) dies; or
 - (g) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.

23. **PROCEEDINGS OF COMMITTEE**

- 23.1 The Committee shall meet together for the dispatch of business at such place and such times as the Committee may determine.
- 23.2 Special meetings of the Committee may be convened by the President so long as the Committee Members have more than three days notification.
- 23.3 Each Committee Member has one vote at Committee meetings.
- 23.4 A motion arising at a Committee meeting shall be decided by a majority of votes. If the vote is tied, the motion is considered lost.
- 23.5 At a Committee meeting five (5) members, or 50% of the Committee, whichever is the lesser, shall constitute a quorum.
- 23.6 Any Committee Member wishing to move a motion at any meeting must give the Secretary written notice of the motion, not less than four (4) days before the meeting.
- 23.7 The Secretary shall include the motion received in accordance with Rule 23.6 in the agenda of the next meeting and this shall be distributed in writing to all Committee Members not less than two (2) days prior to the meeting.

23.8 A Committee Member having any direct or indirect pecuniary interest in contracts with or employment by the Association referred to in sections 29B or 29C of the Act shall disclose such interest and refrain from voting on such employment or contract in compliance with that section.

24. **SECRETARY & MINUTES**

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

24.2 All minutes shall be entered into a minute book kept for that purpose. Electronic copies of the minutes shall be made available to Members on the E-mail list between meetings.

24.3 The Chairperson shall ensure that the minutes taken of a General Meeting or Committee meeting are checked and signed as correct at the following meeting. At the following meeting, the Chairperson shall call for a Member present to put the motion at the meeting to accept the minutes and shall then call for a seconder to the motion. The meeting shall then vote that the minutes were an accurate record of that meeting. Any discrepancies shall be noted within the minutes being taken.

24.4 Minutes of all meetings shall be open to inspection by any Member of the Association at any reasonable time and place convenient to the Secretary.

25. **TREASURER AND FINANCIAL MATTERS**

25.1 The Treasurer shall keep correct accounts and books showing the financial affairs of the Association with full details of receipts and payments connected with the activities of the Association.

25.2 The Treasurer shall collect all monies due to the Association and make all payments authorised by the Association.

25.3 There shall be three designated signatories for the Association's negotiable instruments such as cheques. These signatories shall be designated as required by the Committee.

25.4 All cheques, drafts, promissory notes and other negotiable instruments shall require any one of the three current signatories to sign.

26. **REMOVAL OF MEMBER OF THE COMMITTEE**

26.1 The Association in General Meeting may by resolution remove any Committee Member before the expiration of the Committee Member's term of office and appoint another Member in his or her place to hold office until the expiration of the term of the first-mentioned Committee Member.

26.2 Where a Committee Member to whom a proposed resolution referred to in Rule 26.1 makes representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to the Members of the Association, the Secretary or President may, make a copy of the representations available via the mailing list or, the Association's web page, with a hard copy available upon request.

27. **COMMON SEAL**

The Association shall have a seal which shall be in the custody of the Secretary. It shall be affixed to such documents as the Committee determines and it shall be used only by the President and the Secretary who shall countersign every document to which the seal is affixed as evidence of the authority for its use. A true and correct record shall be kept of all such documents to which the seal is affixed in the seal register maintained by the Secretary who shall keep a copy of all such documents.

28. **AUDITOR**

- 28.1 The Auditor shall be appointed by a resolution at the Annual General Meeting.
- 28.2 The Auditor shall inspect the membership roll, audit the annual statement of accounts and balance sheet and certify the same.
- 28.3 The Auditor shall not be a Committee Member nor a relative of the Treasurer.
- 28.4 The Auditor may attend the Annual General Meeting and take part in the discussions relating to the finances.
- 28.5 The Auditor shall be a member of any of the following bodies:
- (a) Institute of Chartered Accountants,
 - (b) The Australian Society of Certified Practising Accountants, or
 - (c) Member of the National Institute of Accountants and the Association of Taxation and Management Accountants.

29. **ALTERATION OF RULES AND STATEMENT OF PURPOSE**

These Rules and the Statement of Purpose of the Association as set out in Appendix 3 shall not be altered except in accordance with the Act.

30. **BY-LAWS**

The Committee may make By-Laws not inconsistent with these Rules and the Statement of Purposes.

31. **DISSOLUTION**

In the event of the Association being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any organisation which has similar objects and which is approved by the Commissioner of Taxation as a public benevolent institution for the purposes of any Commonwealth Taxation Act.

32. **CUSTODY OF RECORDS**

- 32.1 Except as otherwise provided in these Rules, the Secretary shall keep in his custody or under his control all books, documents and securities of the Association.
- 32.2 All accounts, books, securities and any other relevant documents of the Association must be available for inspection by any Member upon reasonable written notice.

33. **FUNDS**

The funds of the Association shall be derived from entrance fees, annual fee subscriptions, donations and such other sources as the Committee determines.

34. **DISPUTES AND MEDIATION**

- 34.1 The grievance procedure set out in this Rule applies to disputes under these Rules between:
- (a) a Member and another Member; or
 - (b) a Member and the Association.
- 34.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute, within 14 days after the dispute comes to the attention of all the parties.
- 34.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

- 34.4 The mediator must be:
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (i) in the case of a dispute between a Member and another Member, a person appointed by the Committee; or
 - (ii) in the case of a dispute between a Member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 34.5 A Member can be a mediator.
- 34.6 The mediator cannot be a Member who is a party to the dispute.
- 34.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 34.8 The mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is afforded to the parties to the dispute throughout the mediation process.
- 34.9 The mediator must not determine the dispute.
- 34.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

**APPENDIX 1
MEMBERSHIP APPLICATION FORM
COMPUTERBANK Victoria INCORPORATED**

92 Rosslyn Street, West Melbourne, Victoria 3003

Tel: (03) 9600 9161

Fax: (03) 8610 2109

Email: computerbank@mbox.com.au

WWW:<http://www.computerbank.org.au/victoria/>

**APPLICATION FOR MEMBERSHIP OF COMPUTERBANK Victoria
INCORPORATED**

To join please fill in the form below, have a member of the Association nominate you for membership and return it to the above address marked attention to "THE SECRETARY" or bring it along to a Computerbank Victoria Incorporated Committee meeting.

You may wish to attach with this form a cheque or money order for the annual subscription fee (payable on a pro-rata reduced basis for anyone joining after 1st February in any year) and the entrance fee (if any) applicable to the category of membership you circle below. Please contact the Association for details of the applicable fees.

I,.....of.....desire to become a member of Computer Victoria Incorporated in the category of membership circled below. In the event of my admission as a member, I agree to be bound by the Rules of the Association for the time being in force.

(A copy of the Rules of Computerbank Victoria Incorporated is available on the Internet. Please contact the Association for the address).

Type of membership: Full Member

(please circle)

Corporate Member

Associate Member

Group Member

Do you wish to be subscribed to the free Computerbank mailing list? Yes/No

Signature of Applicant:.....

Date:.....

I,a member of the Association, nominate the applicant, who is personally known to me, for membership of the Association in the category of membership circled above.

Signature of Proposer:.....

Date:.....

**APPENDIX 2
FORM OF APPOINTMENT OF PROXY**

I, of
being a member of Computerbank Victoria Incorporated and entitled to vote hereby
appoint.....ofbeing a member of that
incorporated Association, as my/our proxy to vote for me/us on my/our behalf at the general
meeting of the Association (annual general meeting or special general meeting, as the case may
be) to be held on the day of 20..... and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the following
resolution(s) set out in the notice of meeting, viz: (insert details):

.....
.....
.....
.....
.....

Signed.....

Date.....

APPENDIX 3

STATEMENT OF PURPOSE

* Computerbank uses volunteers to bring affordable computing and connectivity to low income people and community groups.

* Computerbank is firmly committed to caring for the environment by reusing and recycling donated equipment.

Computerbank achieves this by:

* Using free and open source software to optimise older equipment at the lowest possible cost.

* Streamlining work practice while striving to be a vibrant and effective organisation

Rules of Computerbank Victoria Incorporated.

Date: November 2009

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