

The Ballarat & Queen's Old Grammarians' Association Inc.

Proposed Amendment to the Rules of Association Explanatory Documentation – February 2018

In 2012, the *Associations Incorporation Reform Act 2012* (The Act) was introduced in Victoria. The Act provided a transition arrangement whereby an Incorporated Association could continue to operate under its existing rules of association until such time as the Association adopted any changes to its Rules. At that time the Association would be required, under The Act, to ensure that its' Rules address the 23 mandatory matters contained in The Act.

The Association Reform Regulations 2012 provide a set of "Model Rules for an Incorporated Association". These Model Rules cover the 23 mandatory matters in The Act and an Association may either adopt these Model Rules or update their own rules, using the Model Rules as a guide, to address the 23 mandatory matters.

The Ballarat & Queen's Old Grammarians' Association Inc. (B&QOGA) Rules were last updated in August 2009.

The B&QOGA committee has been exploring options to maintain the Association's autonomy as much as possible while being able to operate under the School's umbrella to streamline administration, reduce unnecessary costs such as Insurance premiums, and open up funding options for "approved" activities.

The attached documents set out the proposed changes to the Rules and how each mandatory matter has been addressed.

The revised Rules will be put to members to adopt (or reject) at the Annual General Meeting to be held in May 2018.

Attachment 1 – Comparison between existing Rules and proposed new Rules

B&QOGA Rules (August 2009)	Proposed B&QOGA Rules (February 2018)
<p>1. Name & Purpose <i>This rule has been split into 2 separate rules and the paragraph on the agreement between the School and the Association has been included in a new rule 4</i></p>	<p>1. Name <i>No Change</i></p> <p>2. Purposes <i>No Change</i></p> <p>4. Agreement with the School <i>Adds sub-rules that stipulate that neither the School nor the Association will take legal action against each other; that the Association will seek endorsement of the School Board to the Associations office holders; and that the School and the Association will adopt an MOU outlining areas of support for the Association from the School</i></p>
<p>2. Definitions <i>Reference to the Secretary replaced by new rule 29</i></p>	<p>3. Definitions <i>Updated reference to the new Act and financial year period</i></p>
<p>3. Alteration of the rules</p>	<p>5. Alteration of the rules <i>Updated to comply with new Act</i></p>
<p>4. Membership, entry fees and subscriptions <i>Rule separated for clarity</i></p>	<p>6. Membership</p> <p>7. Annual subscription and fee on Joining <i>Sub-rules added to comply with new Act</i></p> <p>8. General rights of members <i>Sub-rules added to comply with new Act</i></p>
	<p>9. Rights not transferable <i>Rule added to comply with the new Act</i></p>
<p>5. Register of members</p>	<p>11. Register of members <i>Sub-rule added to clarify process of becoming a "registered member"</i></p>
<p>6. Ceasing membership</p>	<p>10. Ceasing membership <i>No change</i></p>
<p>7. Discipline, suspension and expulsion of members</p>	<p>12. Discipline, suspension and expulsion of members <i>No change</i></p>
<p>8. Disputes and mediation</p>	<p>13. Disputes and mediation <i>No change</i></p>
<p>9. Annual general meeting</p>	<p>14. Annual general meeting <i>No change</i></p>
<p>10. Special general meetings</p>	<p>15. Special general meetings <i>No change</i></p>
<p>11. Special business</p>	<p>16. Special business <i>No change</i></p>
<p>12. Notice of general meetings</p>	<p>17. Notice of general meetings <i>No change</i></p>
<p>13. Quorum at general meetings</p>	<p>18. Quorum at general meetings <i>No change</i></p>
<p>14. Presiding at general meetings</p>	<p>19. Presiding at general meetings <i>No change</i></p>

15. Adjournment of meetings	20. Adjournment of meetings <i>No change</i>
16. Voting at general meetings	21. Voting at general meetings <i>No change</i>
17. Poll at general meetings	22. Poll at general meetings <i>No change</i>
18. Manner of determining whether resolution carried	23. Manner of determining whether resolution carried <i>No change</i>
19. Proxies	24. Proxies <i>No change</i>
20. Committee of Management	25. Committee of Management <i>Minor update of sub-rule (3) to clarify number of committee members</i>
21. Office holders	26. Office holders <i>No change</i>
22. Ordinary members of the committee	27. Ordinary members of the committee <i>Added sub-rule stipulating timeframe for filling position of Secretary if it becomes vacant</i>
23. Election of officers and ordinary committee members	28. Election of officers and ordinary committee members <i>No change</i>
	29. Secretary <i>New rule to comply with the Act regarding the role and duties of the Secretary</i>
	30. Treasurer <i>New rule to comply with the Act regarding the role and duties of the Treasurer</i>
24. Vacancies	31. Vacancies <i>Inclusion of additional means of creating a vacancy</i>
25. Meetings of the committee	32. Meetings of the committee <i>Added minor procedural sub-rules</i>
26. Notice of committee meetings	33. Notice of committee meetings <i>No change</i>
27. Quorum for committee meetings	34. Quorum for committee meetings <i>No change</i>
	35. Urgent meetings <i>New rule to comply with the Act</i>
28. Presiding at committee meetings	36. Presiding at committee meetings <i>No change</i>
29. Voting at committee meetings	37. Voting at committee meetings <i>No change</i>
30. Removal of committee member	38. Removal of committee member <i>No change</i>
	39. Conflict of Interest <i>New rule to comply with the Act</i>
31. Minutes of meetings	40. Minutes of meetings <i>No change</i>
32. Funds	41. Funds <i>No change</i>

33. Seal	42. Seal <i>No change</i>
	43. Management of funds <i>New rule to comply with the Act</i>
	44. Financial records <i>New rule to comply with the Act</i>
	45. Financial statements <i>New rule to comply with the Act</i>
34. Notice to members	46. Notice to members <i>No change</i>
35. Winding up	47. Winding up <i>No change</i>
36. Custody and inspection of books and records	48. Custody and inspection of books and records <i>No change</i>
Appendix 1 – Form Of Appointment Of Proxy	Appendix 1 – Form Of Appointment Of Proxy <i>Added reference to being a "registered member"</i>
Appendix 2 – Membership requirements <i>Removed, as membership requirements regarding joining fees and annual subscriptions are covered in rule 7 of the updated Rules</i>	

Attachment 2 - Mandatory Matters to be addressed

Associations Incorporation Reform Act 2012 <i>"Matters" to be addressed</i>	B&QOGA Inc Proposed Rules <i>Where each "Matter" is covered in Association Rules</i>
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Mandatory Matters

Matter 1 - name of the incorporated association	
1. Name	1. Name
Matter 2 – purposes of the incorporated association	
2. Purposes	2. Purposes
Matter 3 – qualifications (if any) for membership of the incorporated association	
8. Who is eligible to be a member	6. Membership
Matter 4 – entrance fees, subscriptions and other amounts (if any)	
9. Application for membership	11. Register of members
Matter 5 – rights, obligations and liabilities of members	
13. General rights of members	8. General rights of members
14. Associate members	3. Definitions [3(1)] and 8. General rights of members [(8(3))]
15. Rights not transferable	9. Rights not transferrable
Matter 6 – resignation of a member or cessation of membership	
16. Ceasing membership	10. Ceasing membership
17. Resigning as a member	10. Ceasing membership
Matter 7 – procedure (if any) for the disciplining of members	
19. Grounds for taking disciplinary action	12. Discipline, suspension and expulsion of members
20. Disciplinary subcommittee	12. Discipline, suspension and expulsion of members
21. Notice to member	46. Notice to members
22. Decision of subcommittee	12. Discipline, suspension and expulsion of members
23. Appeal rights	13. Disputes and mediation
24. Conduct of disciplinary appeal meeting	12. Discipline, suspension and expulsion of members
Matter 8 – The grievance procedures for settling disputes	
25. Application	13. Disputes and mediation [13(1)]
26. Parties must attempt to resolve the dispute	13. Disputes and mediation [13(2)]
27. Appointment of mediator	13. Disputes and mediation [13(3); 13(4); 13(5); 13(6)]
28. Mediation process	13. Disputes and mediation [13(8); 13(9)]
29. Failure to resolve dispute by mediation	13. Disputes and mediation [13(10)]
Matter 9 – name, membership and powers of the committee	
42. Role and powers	25. Committee of management
44. Composition of Committee	25. Committee of management [25(3)]; 26. Office holders
45. General Duties	25. Committee of management [25(2)]

46. President and Vice-President	32. Meetings of the committee [32(5)] 35. Presiding at committee meetings
47. Secretary	29. Secretary
48. Treasurer	30. Treasurer
52. Election of President etc.	26. Office holder [26(2)] 28. Election of officers and ordinary committee members
53. Election of ordinary members	28. Election of officers and ordinary committee members
55. Term of office	26. Office holder [26(4)] 27. Ordinary members of the committee 37. Removal of committee member [37(4)]
56. Vacation of office	31. Vacancies
57. Filling casual vacancies	27. Ordinary members of the committee [27(2); 27(3)]
58. Meetings of Committee	32. Meetings of the committee
59. Notice of meetings	33. Notice of meetings
60. Urgent meetings	35. Urgent meetings
61. Procedure and order of business	32. Meetings of the committee [32(6) & 32(7)]
62. Use of technology	32. Meetings of the committee [32(8)]
63. Quorum	18. Quorum at general meetings 34. Quorum at committee meetings
64. Voting	21. Voting at general meetings 36. Voting at committee meetings
65. Conflict of interest	38. Conflict of interest
66. Minutes of meeting	39. Minutes of meetings
Matter 10 – procedures for the appointment and removal of the secretary	
52. Election of President etc.	26. Office holder [26(2)] 28. Election of officers and ordinary committee members
55. Term of office	26. Office holder [26(4)] 27. Ordinary members of the committee 37. Removal of committee member [37(4)]
56. Vacation of office	31. Vacancies
57. Filling casual vacancies	27. Ordinary members of the committee [27(2); 27(3)]
59. Notice of meetings	33. Notice of meetings
Matter 11 – responsibility for custody of records, securities and other relevant documents	
47. Secretary	29. Secretary
48. Treasurer	30. Treasurer
Matter 12 – custody and use of the association’s common seal	
47. Secretary	29. Secretary
72. Common seal	41. Seal
Matter 13 – access to, and ability to obtain copies of, the records, securities and other relevant documents	
75. Custody and inspection of books and records	47. Custody and inspection of books and records

Matter 14 – preparation and retention (custody and storage) of accurate minutes	
41. Minutes of general meeting	39. Minutes of meetings
47. Secretary	29. Secretary
66. Minutes of meeting	39. Minutes of meetings
Matter 15 – access to, and to ability to obtain copies of, minutes of general meetings, including financial statements	
75. Custody and inspection of books and records	47. Custody and inspection of books and records 11. Register of members [11(2)]
Matter 16 – right of access (if any) members have to minutes of meetings of the committee	
75. Custody and inspection of books and records	47. Custody and inspection of books and records
Matter 17 – general meetings to be held each year	
30. Annual general meetings	14. Annual general meetings
33. Notice of general meetings	17. Notice of general meetings
Matter 18 – procedure to be followed at general meetings	
34. Proxies	24. Proxies
36. Quorum at general meetings	18. Quorum at general meetings
37. Adjournment of general meeting	20. Adjournment of meetings
38. Voting at general meeting	21. Voting at general meetings
40. Determining whether resolution carried	23. Manner of determining whether resolution carried 22. Poll at general meetings
41. Minutes of general meeting	39. Minutes of meetings
Matter 19 – notice required to be given to members of a forthcoming general meeting	
33. Notice of general meetings	17. Notice of general meetings
Matter 20 – sources from which funds of the incorporated association will be or may be derived	
68. Source of funds	40. Funds [40(2)]
Matter 21 – manner in which the funds of the incorporated association must be managed	
69. Management of funds	42. Management of funds
Matter 22 – process to be followed to alter your rules	
77. Alteration of Rules	5. Alteration of the rules
Matter 23 – surplus assets of the association if it is wound up or dissolved	
76. Winding up and cancellation	46. Winding up