**The Old Carey Performing Arts Club Incorporated**

**Reg No 1591920006**

**table of provisions**

PART 1—PRELIMINARY 2

1 Name 3

2 Purposes 3

3 Financial year 3

4 Definitions 3

PART 2—POWERS OF ASSOCIATION 4

5 Powers of Association 4

6 Not for profit organisation 4

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES 4

Division 1—Membership 4

7 Minimum number of members 4

8 Who is eligible to be a member 4

9 Application for membership 5

10 Consideration of application 5

11 New membership 5

12 Annual subscription and fee on joining 5

13 General rights of members 5

14 Rights not transferable 6

15 Ceasing membership 6

16 Resigning as a member 6

17 Register of members 6

Division 2—Disciplinary action 7

18 Grounds for taking disciplinary action 7

19 Disciplinary Process 7

Division 3—Grievance procedure 7

20 Application 7

21 Parties must attempt to resolve the dispute 7

22 Appointment of mediator 7

23 Mediation process 8

24 Failure to resolve dispute by mediation 8

PART 4—GENERAL MEETINGS OF OCPAC 8

25 Annual general meetings 8

26 Special general meetings 8

2 7 Special general meeting held at request of members 9

28 Notice of general meetings 9

29 Use of technology 9

30 Quorum at general meetings 9

31 Adjournment of general meeting 10

32 Voting at general meeting 10

33 Special resolutions 10

34 Determining whether resolution carried 11

35 Minutes of general meeting 11

PART 5—COMMITTEE 11

Division 1—Powers of Committee 11

36 Role and powers 11

37 Delegation 12

Division 2—Composition of Committee and duties of members 12

38 Composition of Committee 12

39 General Duties 12

40 President and Vice-President 12

41 Secretary 13

42 Treasurer 13

Division 3—Election of Committee members and tenure of office 13

43 Who is eligible to be a Committee member 13

44 Positions to be declared vacant 13

45 Nominations 14

46 Election of President etc. 14

47 Election of ordinary members 14

48 Ballot 14

49 Term of office 15

50 Vacation of office 15

51 Filling casual vacancies 16

Division 4—Meetings of Committee 16

52 Meetings of Committee 16

53 Notice of meetings 16

54 Urgent meetings 16

55 Procedure and order of business 16

56 Use of technology 17

57 Quorum 17

58 Voting 17

59 Conflict of interest 17

60 Minutes of meeting 18

61 Leave of absence 18

PART 6—FINANCIAL MATTERS 18

62 Source of funds 18

63 Management of funds 18

64 Financial records 18

65 Financial statements 19

PART 7—GENERAL MATTERS 19

66 Common seal 19

67 Registered address 19

68 Notice requirements 19

69 Custody and inspection of books and records 20

70 Winding up and cancellation 20

71 Alteration of Rules 20

PART 1—PRELIMINARY

 1 Name

The name of the incorporated association is "Old Carey Performing Arts Club Incorporated" (in this constitution OCPAC).

 2 Purposes

The purposes of OCPAC are:

1. To provide an enjoyable and encouraging environment for Old Carey Grammarians and members of the wider community to engage in a recreational and professional interest in performing arts.
2. To provide the necessary resources and training, the club strives to mount productions which demonstrate and enhance the talent of its members in the performing arts.
3. To artistically enrich the Carey school community and the community at large.
4. To raise for funds to enhance OCPAC’s activities
5. To provide such other forms of assistance as OCPAC may from time to time determine to further its purposes
6. To encourage diversity within the performing arts

 3 Financial year

The financial year of OCPAC is each period of 12 months ending on 31 December.

 4 Definitions

In these Rules—

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

***Chairperson***, of a general meeting or committee meeting, means the person chairing the meeting

***Committee*** means the Committee having management of the business of OCPAC;

***committee meeting*** means a meeting of the Committee held in accordance with these Rules;

***committee member*** means a member of the Committee elected or appointed

***disciplinary appeal meeting*** means a meeting of the members of OCAPC

***disciplinary meeting*** means a meeting of the Committee convened under these rules

***disciplinary subcommittee*** means the subcommittee appointed under these rules

***financial year*** means the 12 month period specified in rule 3;

***general meeting*** means a general meeting of the members of OCPAC 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 OCPAC;

***member entitled to vote*** means a member who is entitled to vote at a general meeting;

***special resolution*** means a resolution that requires not less than three-quarters of the members who are present at a general meeting, 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, OCPAC has power to do all things incidental or conducive to achieve its purposes.

 (2) Without limiting subrule (1), OCPAC 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 monies 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) OCPAC may only exercise its powers and use its income and assets (including any surplus) for its purposes.

 6 Not for profit organisation

 (1) OCPAC must not distribute any surplus, income or assets directly or indirectly to its members.

 (2) Subrule (1) does not prevent OCPAC 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.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

 7 Minimum number of members

OCPAC must have at least 5 members.

 8 Who is eligible to be a member

Any person who:

1. supports the purposes of OCPAC
2. agrees to comply with the constitution of OCPAC
3. does not have a material conflict of interest with OCPAC

is eligible for membership

 9 Application for membership

 (1) To apply to become a member of OCPAC, a person must submit a written application to a committee member stating that the person—

 (a) wishes to become a member of OCPAC; and

 (b) supports the purposes of OCPAC; and

 (c) agrees to comply with this constitution and these Rules.

 (2) The application must be—

 (a) signed by the applicant; and

 (b) accompanied by the joining fee as stipulated under rule 12.

 (c) sent or given to OCPAC

 10 Consideration of application

 (1) As soon as practicable after an application for membership is received, the Committee must decide by simple majority whether to accept or reject the application.

 (2) The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.

 (3) If the Committee 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.

 11 New membership

 (1) If an application for membership is approved by the Committee—

 (a) the resolution to accept the membership must be recorded in the minutes of the committee 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.

 (2) A person becomes a member of OCPAC and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—

 (a) the Committee approves the person's membership; or

 (b) the person pays the joining fee.

  12 Annual subscription and fee on joining

 (1) At each annual general meeting, OCPAC must determine—

 (a) the amount of the annual subscription (if any) for the following financial year; and

 (b) the date for payment of the annual subscription.

 (2) OCPAC may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to the joining fee

 (3) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

 13 General rights of members

 (1) A member of OCPAC who 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 OCPAC as provided under these rules; and

 (f) to inspect the register of members.

 (2) A member is entitled to vote if—

 (a) more than 10 business days have passed since he or she became a member of OCPAC; and

 (b) the member's membership rights are not suspended for any reason.

 14 Rights not transferable

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

  15 Ceasing membership

 (1) The membership of a person ceases on resignation, expulsion or death.

 (2) If a person ceases to be a member of OCPAC, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

 16 Resigning as a member

 (1) A member may resign by notice in writing given to OCPAC**.**

 (2) A member is taken to have resigned if—

 (a) the member's annual subscription is more than 2 months in arrears; or

 (b) where no annual subscription is payable—

 (i) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and

 (ii) the member has not, within 1 week after receiving that request, confirmed in writing that he or she wishes to remain a member.

 17 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;

 (iv) if the member is an associate member, a note to that effect;

 (v) any other information determined by the Committee; and

 (b) for each former member, the date of ceasing to be a member.

 (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

Division 2—Disciplinary action

 18 Grounds for taking disciplinary action

OCPAC may by resolution passed by an absolute majority reprimand, suspend, or expel a member for:

 (a) failing to comply with the constitution

 (b) conduct prejudicial to OCPAC (including having a material conflict with OCPAC)

 19 Disciplinary Process

 (1) The committee must not pass a resolution under clause 18 unless the member has been

 (a) informed of what it is alleged the member has done; and

 (b) given a reasonable opportunity to be heard

 (2) OCPAC may not fine members

Division 3—Grievance procedure

 20 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 Committee;

 (c) a member and OCPAC.

 (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.

 21 Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

 22 Appointment of mediator

 (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required under these rules, the parties must within 10 days—

 (a) notify the Committee 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 Committee; or

 (ii) if the dispute is between a member and the Committee or OCPAC —a person appointed or employed by the Dispute Settlement Centre of Victoria.

 (3) A mediator appointed by the Committee may be a member or former member of OCPAC but in any case must not be a person who—

 (a) has a personal interest in the dispute; or

 (b) is biased in favour of or against any party.

 23 Mediation process

 (1) The mediator to the dispute, in conducting the mediation, must—

 (a) give each party 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 accorded to the parties throughout the mediation process.

 (2) The mediator must not determine the dispute.

 24 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 OCPAC

 25 Annual general meetings

 (1) The Committee must convene an annual general meeting of OCPAC to be held within 5 months after the end of each financial year.

 (2) Despite subrule (1), OCPAC may hold its first annual general meeting at any time within 18 months after its incorporation.

 (3) The Committee may determine the date, time and place of the annual general meeting.

 (4) The ordinary business of the annual general meeting is as follows—

 (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;

 (b) to receive and consider—

 (i) the annual report of the Committee on the activities of OCPAC during the preceding financial year; and

 (ii) the financial statements (including assets and liabilities) of the OCPAC for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;

 (c) to elect the members of the Committee;

 (d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.

 (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

 26 Special general meetings

 (1) Any general meeting of OCPAC, other than an annual general meeting, is a special general meeting.

 (2) The Committee may convene a special general meeting whenever it thinks fit.

 (3) No business other than that set out in the notice under these rules may be conducted at the meeting.

 2 7 Special general meeting held at request of members

 (1) The Committee must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of members.

 (2) A request for a special general meeting must—

 (a) be in writing; and

 (b) state the business to be considered at the meeting and any resolutions to be proposed; and

 (c) include the names and signatures of the members requesting the meeting; and

 (d) be given to the Secretary.

 (3) If the Committee 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 subrule (3)—

 (a) must be held within 3 months after the date on which the original request was made; and

 (b) may only consider the business stated in that request.

 (5) OCPAC must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

 28 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 OCPAC —

 (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or

 (b) at least 14 days' notice of a general meeting in any other case.

 (2) The notice must—

 (a) specify the date, time and place of the meeting; and

 (b) indicate the general nature of each item of business to be considered at the 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).

 29 Use of technology

 (1) A member not physically present at a general meeting may be permitted 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 subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

 30 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 (physically, or as allowed under rule 29) of 10% of the members entitled to vote.

 (3) If a quorum is not present within 30 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 dissolved;

 (b) in any other case—

 (i) the meeting must be adjourned to a date not more than 21 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 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

 31 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 subrule (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.

 (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 14 days or more, in which case notice of the meeting must be given in accordance under these rules

 32 Voting at general meeting

 (1) On any question arising at a general meeting—

 (a) subject to subrule (3), each member who is entitled to vote has one vote; and

 (b) members may vote personally or by use of technology; and

 (c) 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 Chairperson of the meeting has a second or casting vote.

 (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

 33 Special resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by technology) vote in favour of the resolution.

 34 Determining whether resolution carried

 (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—

 (a) carried; or

 (b) carried unanimously; or

 (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 resolution 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.

 35 Minutes of general meeting

 (1) The Committee must ensure that minutes are taken and kept of each general meeting.

 (2) The minutes must record the business considered at the meeting, any resolution 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 attending the meeting; and

 (b) the financial statements submitted to the members in accordance with these rules

 (c) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of OCPAC; 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—COMMITTEE

Division 1—Powers of Committee

 36 Role and powers

 (1) The business of OCPAC must be managed by or under the direction of a Committee.

 (2) The Committee may exercise all the powers of OCPAC except those powers that these Rules or the Act require to be exercised by general meetings of the members of OCPAC.

 (3) The Committee may—

 (a) appoint and remove staff;

 (b) establish subcommittees consisting of members with terms of reference it considers appropriate.

 37 Delegation

 (1) The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than—

 (a) this power of delegation; or

 (b) a duty imposed on the Committee by the Act or any other law.

 (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.

 (3) The Committee may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of Committee and duties of members

 38 Composition of Committee

The Committee must consist of a minimum of —

 (1) (a) a President; and

 (b) a Vice-President; and

 (c) a Secretary; and

 (d) a Treasurer; and

 (e) ordinary members (if any) elected under these rules.

 (2) The maximum number of committee members is 10

 39 General Duties

 (1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.

 (2) The Committee is collectively responsible for ensuring that OCPAC complies with the Act and that individual members of the Committee comply with these Rules.

 (3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.

 (4) Committee members must exercise their powers and discharge their duties—

 (a) in good faith in the best interests of OCPAC; and

 (b) for a proper purpose.

 (5) Committee members and former committee 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 OCPAC.

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

 40 President and Vice-President

 (1) Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee 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 committee meeting—a committee member elected by the other committee members present.

 41 Secretary

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

 (2) The Secretary must—

 (a) maintain the register of members in accordance with rule 18; and

 (b) keep custody of the common seal (if any) of OCPAC and, except for the financial records referred to in these rules; all books, documents and securities of OCPAC in accordance with these rules; and

 (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; and

 (d) perform any other duty or function imposed on the Secretary by these Rules.

 (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

  42 Treasurer

 (1) The Treasurer must—

 (a) receive all moneys paid to or received by OCPAC and issue receipts upon request for those moneys in the name of OCPAC; and

 (b) ensure that all moneys received are paid into the account of OCPAC within 5 working days after receipt; and

 (c) make any payments authorised by the Committee or by a general meeting of OCPAC from OCPAC’s funds; and

 (d) ensure cheques are signed by at least 2 committee members.

 (2) The Treasurer must—

 (a) ensure that the financial records of OCPAC are kept in accordance with the Act; and

 (b) coordinate the preparation of the financial statements of OCPAC and their certification by the Committee prior to their submission to the annual general meeting of OCPAC.

 (3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of OCPAC.

Division 3—Election of Committee members and tenure of office

 43 Who is eligible to be a Committee member

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

 (a) is 18 years or over; and

 (b) is entitled to vote at a general meeting.

 44 Positions to be declared vacant

 (1) This rule applies to—

 (a) the first annual general meeting of OCPAC after its incorporation; or

 (b) any subsequent annual general meeting of OCPAC, after the annual report and financial statements of OCPAC have been received.

 (2) The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with these rules.

  45 Nominations

 (1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.

 (2) An eligible member of OCPAC may—

 (a) nominate himself or herself; or

 (b) with the member's consent, be nominated by another member.

 (3) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

 46 Election of President etc.

 (1) At the annual general meeting, separate elections must be held for each of the following positions—

 (a) President;

 (b) Vice-President;

 (c) Secretary;

 (d) Treasurer.

 (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.

 (3) If more than one member is nominated, a ballot must be held in accordance with these rules.

 (4) On his or her election, the new President may take over as Chairperson of the meeting.

 47 Election of ordinary members

 (1) The annual general meeting must by resolution decide the number of ordinary members of the Committee (if any) it wishes to hold office for the next year.

 (2) A single election may be held to fill all of those positions.

 (3) If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.

 (4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with these rules.

 48 Ballot

 (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.

 (2) The returning officer must not be a member nominated for the position.

 (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.

 (4) The election must be by secret ballot.

 (5) The returning officer must give a blank piece of paper to—

 (a) each member present in person; and

 (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.

 (7) If the ballot is for more than one position—

 (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;

 (b) the voter must not write the names of more candidates than the number to be elected.

 (8) Ballot papers that do not comply with subrule (7)(b) are not to be counted.

 (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.

 (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.

 (11) If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must—

 (a) conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected; or

 (b) with the agreement of those candidates, decide by lot which of them is to be elected.

 49 Term of office

 (1) Subject to subrule (3), a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.

 (2) A committee member may be re-elected.

 (3) A general meeting of OCPAC may—

 (a) by special resolution remove a committee member from office; and

 (b) elect an eligible member of OCPAC to fill the vacant position in accordance with this Division.

 (4) A member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary or President of OCPAC (not exceeding a reasonable length) and may request that the representations be provided to the members of OCPAC.

 (5) The Secretary or the President may give a copy of the representations to each member of OCPAC 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.

 50 Vacation of office

 (1) A committee member may resign from the Committee by written notice addressed to the Committee.

 (2) A person ceases to be a committee member if he or she—

 (a) ceases to be a member of OCPAC; or

 (b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under these rules; or

 (c) otherwise ceases to be a committee member by operation of section 78 of the Act.

 51 Filling casual vacancies

 (1) The Committee may appoint an eligible member of OCPAC to fill a position on the Committee that—

 (a) has become vacant under these rules; or

 (b) was not filled by election at the last annual general meeting.

 (2) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.

 (3) These rules apply to any committee member appointed by the Committee under subrule (1) or (2).

 (4) The Committee may continue to act despite any vacancy in its membership.

Division 4—Meetings of Committee

 52 Meetings of Committee

 (1) The Committee must meet at least 4 times in each year at the dates, times and places determined by the Committee.

 (2) The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of OCPAC at which the members of the Committee were elected.

 (3) Special committee meetings may be convened by the President or by any 4 members of the Committee.

 53 Notice of meetings

 (1) Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting.

 (2) Notice may be given of more than one committee meeting at the same time.

 (3) The notice must state the date, time and place of the meeting.

 (4) If a special committee 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.

  54 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 committee member by the quickest means practicable.

 (2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.

 (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

 55 Procedure and order of business

 (1) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.

 (2) The order of business may be determined by the members present at the meeting.

 56 Use of technology

 (1) A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.

 (2) For the purposes of this Part, a committee member participating in a committee meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

 57 Quorum

 (1) No business may be conducted at a Committee meeting unless a quorum is present.

 (2) The quorum for a committee meeting is the presence (in person or by technology) of a majority of the committee members holding office.

 (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee 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 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with these rules.

 58 Voting

 (1) On any question arising at a committee meeting, each committee member present or present by technology at the meeting has one vote.

 (2) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.

 (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.

 (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

 (5) Voting by proxy is not permitted.

  59 Conflict of interest

 (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.

 (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.

 (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 OCPAC is established; or

 (b) that the member has in common with all, or a substantial proportion of, the members of OCPAC.

 60 Minutes of meeting

 (1) The Committee must ensure that minutes are taken and kept of each committee 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;

 (d) any material personal interest disclosed under rule 65.

 61 Leave of absence

 (1) The Committee may grant a committee member leave of absence from committee meetings for a period as determined by the committee

 (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

PART 6—FINANCIAL MATTERS

 62 Source of funds

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

 63 Management of funds

 (1) OCPAC must open an account with a financial institution from which all expenditure of OCPAC is made and into which all of OCPAC’s revenue is deposited.

 (2) Subject to any restrictions imposed by a general meeting of OCPAC, the Committee may approve expenditure on behalf of OCPAC.

 (3) The Committee may authorise the Treasurer to expend funds on behalf of OCPAC (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee 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 2 committee members.

 (5) All funds of OCPAC must be deposited into the financial account of OCPAC no later than 5 working days after receipt.

 (6) With the approval of the Committee, 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.

 64 Financial records

 (1) OCPAC 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) OCPAC must retain the financial records for 7 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 authorised by the Committee.

 65 Financial statements

 (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of OCPAC are met.

 (2) Without limiting subrule (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 Committee;

 (d) the submission of the financial statements to the annual general meeting of OCPAC;

 (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

 66 Common seal

 (1) OCPAC may have a common seal.

 (2) If OCPAC has a common seal—

 (a) the name of OCPAC 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 Committee and the sealing must be witnessed by the signatures of two committee members;

 (c) the common seal must be kept in the custody of the Secretary.

 67 Registered address

The registered address of OCPAC is—

 (a) the address determined from time to time by resolution of the Committee; or

 (b) if the Committee has not determined an address to be the registered address—the postal address of the Secretary.

 68 Notice requirements

 (1) Any notice required to be given to a member or a committee 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) Subrule (1) does not apply to notice given under these rules.

 (3) Any notice required to be given to OCPAC or the Committee may be given—

 (a) by handing the notice to a member of the Committee; 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 Committee determines that it is appropriate in the circumstances—

 (i) by email to the email address of OCPAC or the Secretary; or

 (ii) by facsimile transmission to the facsimile number of OCPAC.

 69 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 subrule (2), the financial records, books, securities and any other relevant document of OCPAC, including minutes of Committee meetings.

 (2) The Committee may refuse to permit a member to inspect records of OCPAC that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of OCPAC.

 (3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.

 (4) Subject to subrule (2), a member may make a copy of any of the other records of OCPAC referred to in this rule and OCPAC 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 OCPAC and includes the following—

 (a) its membership records;

 (b) its financial statements;

 (c) its financial records;

 (d) records and documents relating to transactions, dealings, business or property of OCPAC.

 70 Winding up and cancellation

 (1) OCPAC may be wound up voluntarily by special resolution.

 (2) In the event of the winding up or the cancellation of the incorporation of OCPAC, the surplus assets of OCPAC must not be distributed to any members or former members of OCPAC.

 (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 OCPAC and which is not carried on for the profit or gain of its individual members.

 (4) The body to which the surplus assets are to be given must be decided by special resolution.

 71 Alteration of Rules

These Rules may only be altered by special resolution of a general meeting of OCPAC.

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