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## Document Title – Friends of the Astor Association Incorporated Rules of Association.

### Table of Contents

Document Title – Friends of the Astor Association Incorporated Rules of Association....	1
Table of Contents .....	1
0. Document Release & Control Information .....	3
0.1 Document History .....	3
0.2 Document Control & Release Information .....	3
0.3 Contact Details for this Document.....	3
<b>RULES OF ASSOCIATION for the FRIENDS of the ASTOR ASSOCIATION Inc.</b>	
Purposes and Objectives .....	4
<b>RULES OF ASSOCIATION FOR AN INCORPORATED ASSOCIATION.....</b>	<b>5</b>
1. Name and Purpose .....	5
2. Definitions.....	6
3. Alteration of the rules .....	6
4. Membership, entry fees and subscription .....	6
5. Register of members .....	7
6. Ceasing membership.....	8
7. Discipline, suspension and expulsion of members .....	8
8. Disputes and mediation.....	9
9. Annual general meetings.....	11
10. Special general meetings.....	11
11. Special business .....	12
12. Notice of general meetings .....	12
13. Quorum at general meetings .....	13
14. Presiding at general meetings .....	13
15. Adjournment of meetings .....	14
16. Voting at general meetings .....	14
17. Poll at general meetings.....	14
18. Manner of determining whether resolution carried .....	15
19. Proxies.....	15
20. Committee of management.....	15
21. Office holders.....	16
22. Ordinary members of the committee .....	16
23. Election of officers and ordinary committee members.....	17
24. Vacancies .....	17
25. Meetings of the committee.....	18
26. Notice of committee meetings .....	18

Body	Author	Security	Rev	Date
	David Kube	Released	6.3	04-04-2013

27.	Quorum for committee meetings .....	18
28.	Presiding at committee meetings .....	18
29.	Delegation by committee to sub-committee .....	19
30.	Voting at committee meetings .....	20
31.	Payment of committee member .....	20
32.	Removal of committee member .....	21
33.	Minutes of meetings.....	21
34.	Funds.....	21
35.	Insurance .....	22
36.	Association Documents .....	22
37.	Seal.....	22
38.	Notice to members .....	22
39.	Winding up.....	23
40.	Custody and inspection of books and records.....	23
41.	Patron .....	23
42.	Additional Rules Applicable to the Association's Registration under the Charitable Collections Act, 1934.....	24
43.	Public Fund .....	25
44.	Holding of Inaugural Meeting .....	26
45.	APPENDICES .....	28
	APPENDIX 1.....	29
	APPENDIX 2.....	30
	APPENDIX 3.....	31
	APPENDIX 4.....	32

Body	Author	Security	Rev	Date
	David Kube	Released	6.3	04-04-2013

## 0. Document Release & Control Information

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### 0.3 Contact Details for this Document

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Body	Author	Security	Rev	Date
	David Kube	Released	6.3	04-04-2013

## **RULES OF ASSOCIATION for the FRIENDS of the ASTOR ASSOCIATION Inc. Purposes and Objectives**

REGISTRATION NUMBER: **VRN. 0055426P**

*The Association's primary purposes and objectives are to:*

- 1. Provide a forum for people interested in the preservation and promotion of pre-multiplex film culture to share this interest and further develop their knowledge and appreciation of the single-screen film going experience as embodied by the Astor Theatre.*
- 2. Preserve, protect, and maintain the architectural heritage of the Astor Theatre as Melbourne's longest operating, purpose built, single-screen cinema and to continue utilisation of the building for its original purpose.*
- 3. Showcase the Astor Theatre as a venue for the screening of 35mm and 70 mm films and so provide audiences with the opportunity to experience these original formats in the digital age.*
- 4. Develop the Astor Theatre as a popular centre for moving images on film, video and new media into the 21st Century.*
- 5. Build public awareness of, and appreciation for, the Astor Theatre and the unique film-going experience it offers to benefit the wider population by encouraging the greatest possible access to film related activities in this heritage venue.*
- 6. Foster relationships with other film-centric bodies, heritage movie theatres and film preservation archives in Australia and internationally, with a particular emphasis on film.*
- 7. Secure public and private funding to promote the objectives of the Association.*

Body	Author	Security	Rev	Date
	David Kube	Released	6.3	04-04-2013

# **RULES OF ASSOCIATION FOR AN INCORPORATED ASSOCIATION**

**Friends of the Astor Association Inc.**


**REGISTRATION NUMBER: VRN. 0055426P**

## **1. Name and Purpose**

(1) The name of the incorporated association is the Friends of the Astor Association Incorporated (in these Rules called "the Association").

(2) The Association shall operate as a non-profit organisation with primary purposes and objectives as follows:

- (i) To provide a forum for people interested in the preservation and promotion of pre-multiplex film culture to share this interest and further develop their knowledge and appreciation of the single-screen film going experience as embodied by the Astor Theatre.
- (ii) To preserve, protect, and maintain the architectural heritage of the Astor Theatre as Melbourne's longest operating, purpose built, single-screen cinema and to continue utilisation of the building for its original purpose.
- (iii) To showcase the Astor Theatre as a venue for the screening of 35mm and 70 mm films and so provide audiences with the opportunity to experience these original formats in the digital age.
- (iv) To develop the Astor Theatre as a popular centre for moving images on film, video and new media into the 21st Century.
- (v) To build public awareness of, and appreciation for, the Astor Theatre and the unique film-going experience it offers to benefit the wider population by encouraging the greatest possible access to film related activities in this heritage venue.
- (vi) To foster relationships with other film-centric bodies, heritage movie theatres and film preservation archives in Australia and internationally.
- (vii) To secure public and private funding to promote the objectives of the Association

Body	Author	Security	Rev	Date
	David Kube	Released	6.3	04-04-2013

## 2. Definitions


- (1) In these Rules, unless the contrary intention appears —
- committee* means the committee of management of the Association;
  - financial year* means the year ending on 30 June;
  - general meeting* means a general meeting of members convened in accordance with rule 12;
  - member* means a member of the Association;
  - ordinary member of the committee* means a member of the committee who is not an officer of the Association under rule 21;
  - Regulations* means regulations under the Act;
  - relevant documents* has the same meaning as in the Act;
  - the Act* means the Associations Incorporation Act 1981.
- (2) In these Rules, a reference to the Secretary of an Association is a reference—
- (a) if 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.

## 3. Alteration of the rules

These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act.

## 4. Membership, entry fees and subscription


- (1) A person who applies and is approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the entrance fee and annual subscription payable under these Rules.
- (2) A person who is not a member of the Association at the time of the incorporation of the Association (or who was a member at that time but has ceased to be a member) must not be admitted to membership unless—
- (a) he or she applies for membership in accordance with subrule (3); and
  - (b) the admission as a member is approved by the committee.
- (3) An application of a person for membership of the Association must—
- (a) be made in writing in the form set out in Appendix 1; and
  - (b) be lodged with the Secretary of the Association.

Body	Author	Security	Rev	Date
	David Kube	Released	6.3	04-04-2013

- (4) As soon as practicable after the receipt of an application, the Secretary must refer the application to the committee.
- (5) The committee must determine whether to approve or reject the application.
- (6) If the committee approves an application for membership, the Secretary must, as soon as practicable—
- (a) notify the applicant in writing of the approval for membership; and
  - (b) request payment within 28 days after receipt of the notification of the sum payable under these Rules as the entrance fee and the first year's annual subscription.
- (7) The Secretary must, within 28 days after receipt of the amounts referred to in subrule (6), enter the applicant's name in the register of members.
- (8) An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register of members.
- (9) If the committee rejects an application, the committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- (10) A right, privilege, or obligation of a person by reason of membership of the Association—
- (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.
- (11) The entrance fee is the relevant amount set out in Appendix 4.
- (12) The annual subscription is the relevant amount set out in Appendix 4 and is payable in advance on or before 1 July in each year.
- (13) A person shall be removed by the membership of the Association if he or she remains unfinancial for more than 2 months.

## 5. Register of members

- (1) The Secretary must keep and maintain a register of members containing—
- (a) the name and address of each member; and
  - (b) the date on which each member's name was entered in the register.
- (2) The register is available for inspection free of charge by any member upon request.
- (3) A member may make a copy of entries in the register.

Body	Author	Security	Rev	Date
	David Kube	Released	6.3	04-04-2013


## 6. Ceasing membership

- (1) A member of the Association who has paid all moneys due and payable by a member to the Association may resign from the Association by giving one month's notice in writing to the Secretary of his or her intention to resign.
- (2) After the expiry of the period referred to in subrule (1)—
  - (a) the member ceases to be a member; and
  - (b) the Secretary must record in the register of members the date on which the member ceased to be a member.

## 7. Discipline, suspension and expulsion of members

- (1) Subject to these Rules, if the committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the committee may by resolution—
  - (a) suspend that member from membership of the Association for a specified period; or
  - (b) expel that member from the Association; or
  - (c) fine that member an amount not exceeding \$500.
- (2) A resolution of the committee under subrule (1) does not take effect unless—
  - (a) at a meeting held in accordance with subrule (3), the committee confirms the resolution; and
  - (b) if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- (3) A meeting of the committee to confirm or revoke a resolution passed under subrule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with subrule (4).
- (4) For the purposes of giving notice in accordance with subrule (3), the Secretary must, as soon as practicable, cause to be given to the member a written notice—
  - (a) setting out the resolution of the committee and the grounds on which it is based; and
  - (b) stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the member that he or she may do one or both of the following—



Body	Author	Security	Rev	Date
	David Kube	Released	6.3	04-04-2013

- (i) attend that meeting;
  - (ii) give to the committee before the date of that meeting a written statement seeking the revocation of the resolution; and
- (e) informing the member that, if at that meeting, the committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.

(5) At a meeting of the committee to confirm or revoke a resolution passed under subrule (1), the committee must—

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

(6) If at the meeting of the committee, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.

(7) If the Secretary receives a notice under subrule (6), he or she must notify the committee and the committee must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.

(8) At a general meeting of the Association convened under subrule (7)—


- (a) no business other than the question of the appeal may be conducted; and
- (b) the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
- (c) the member, or his or her representative, must be given an opportunity to be heard; and
- (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

(9) A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

## **8. Disputes and mediation**

(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.

Body	Author	Security	Rev	Date
	David Kube	Released	6.3	04-04-2013

(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 of the parties.

(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.

(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 of the Association; 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).

(5) A member of the Association can be a mediator.

(6) The mediator cannot be a member who is a party to the dispute.

(7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

(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 accorded to the parties to the dispute throughout the mediation process.

(9) The mediator must not determine the dispute.

(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.


Body	Author	Security	Rev	Date
	David Kube	Released	6.3	04-04-2013

## 9. Annual general meetings

- (1) The committee may determine the date, time and place of the annual general meeting of the Association.
- (2) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (3) The ordinary business of the annual general meeting shall be—
  - (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
  - (b) to receive from the committee reports upon the transactions of the Association during the last preceding financial year; and
  - (c) to elect officers of the Association and the ordinary members of the committee; and
  - (d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
- (4) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

## 10. Special general meetings

- (1) In addition to the annual general meeting, any other general meetings may be held in the same year.
- (2) All general meetings other than the annual general meeting are special general meetings.
- (3) The committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (4) If, but for this subrule, more than 15 months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.
- (5) The committee must, on the request in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the Association.
- (6) The request for a special general meeting must—
  - (a) state the objects of the meeting; and
  - (b) be signed by the members requesting the meeting; and

Body	Author	Security	Rev	Date
	David Kube	Released	6.3	04-04-2013

(c) be sent to the address of the Secretary.

(7) If the committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.

(8) If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

## 11. Special business

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.

## 12. Notice of general meetings


(1) The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

(2) **Notice (of General Meetings) may be sent –**

- (a) by prepaid post to the address appearing in the Register of Members; or
- (b) by facsimile transmission or electronic transmission (email).

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

(4) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.


Body	Author	Security	Rev	Date
	David Kube	Released	6.3	04-04-2013

### **13. Quorum at general meetings**

- (1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- (2) Nine (9) financial members or one-sixth of the financial membership, whichever is the smaller, present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting, whether it be an Annual General meeting, Special General Meeting or Ordinary General Meeting.
- (3) If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present—
  - (i) in the case of a meeting convened upon the request of members—the meeting must be dissolved; and
  - (ii) in any other case—the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 3) shall be a quorum.

### **14. Presiding at general meetings**

- (1) The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the Association.
- (2) If the President and the Vice-President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

Body	Author	Security	Rev	Date
	David Kube	Released	6.3	04-04-2013

## 15. Adjournment of meetings


- (1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 12.
- (4) Except as provided in subrule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

## 16. Voting at general meetings

- (1) Upon any question arising at a general meeting of the Association, a member has one vote only.
- (2) All votes must be given personally or by proxy but no member may hold more than five (5) proxies.
- (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

## 17. Poll at general meetings

- (1) If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

Body	Author	Security	Rev	Date
	David Kube	Released	6.3	04-04-2013

## 18. Manner of determining whether resolution carried

If a question arising at a general meeting of the Association is determined on a show of hands—

(a) a declaration by the Chairperson that a resolution has been—

- (i) carried; or
- (ii) carried unanimously; or
- (iii) carried by a particular majority; or
- (iv) lost; and

(b) 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.

## 19. Proxies

(1) Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

(2) The notice appointing the proxy must be—

- (a) for a meeting of the Association convened under rule 7(7), in the form set out in Appendix 2; or
- (b) in any other case, in the form set out in Appendix 3.

## 20. Committee of management


(1) The affairs of the Association shall be managed by the committee of management.

(2) The committee—

- (a) shall control and manage the business and affairs of the Association; and
- (b) may, subject to these Rules, the Act and the Regulations, 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 meetings of the members of the Association; and
- (c) subject to these Rules, the Act and the Regulations, 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.

(3) Subject to section 23 of the Act, the committee shall consist of—

- (a) the officers of the Association; and
- (b) not less than two (2) and not more than nine (9) ordinary members—

Body	Author	Security	Rev	Date
	David Kube	Released	6.3	04-04-2013

each of whom shall be elected at the annual general meeting of the Association in each year.

## 21. Office holders

(1) The officers of the Association shall be—

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

(2) The provisions of rule 23, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in subrule (1).

(3) Each officer of the Association shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.


(4) In the event of a casual vacancy in any office referred to in subrule (1), the committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

## 22. Ordinary members of the committee

(1) Subject to these Rules, each ordinary member of the committee shall hold office until the annual general meeting next after the date of election but is eligible for re-election.

(2) In the event of a casual vacancy occurring in the office of an ordinary member of the committee, the committee may appoint a member of the Association to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.



Body	Author	Security	Rev	Date
	David Kube	Released	6.3	04-04-2013


## 23. Election of officers and ordinary committee members

- (1) Nominations of candidates for election as officers of the Association or as ordinary members of the committee must be—
- (a) made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (b) delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.
- (2) A candidate may only be nominated for one office, or as an ordinary member of the committee, prior to the annual general meeting.
- (3) Subject to Section 23 of the Act the Committee shall consist of:
- (a) the officers of the Associates; and
  - (b) not less than two (2) and not more than nine (9) ordinary members;
  - (c) the immediate past President each of whom except for 20(3)(c) shall be elected at the Annual General Meeting of the Association in each year. If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- (4) 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.
- (5) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (6) The ballot for the election of officers and ordinary members of the committee must be conducted at the annual general meeting in such manner as the committee may direct.

## 24. Vacancies

The office of an officer of the Association, or of an ordinary member of the committee, becomes vacant if the officer or member—

- (a) ceases to be a member of the Association; or
- (b) becomes an insolvent under administration within the meaning of the Corporations Act; or
- (c) resigns from office by notice in writing given to the Secretary.

Body	Author	Security	Rev	Date
	David Kube	Released	6.3	04-04-2013

## 25. Meetings of the committee

- (1) The committee must meet at least 3 times in each year at such place and such times as the committee may determine.
- (2) Special meetings of the committee may be convened by the President or by any 4 members of the committee.

## 26. Notice of committee meetings

- (1) Written notice of each committee meeting must be given to each member of the committee at least 2 business days before the date of the meeting.
- (2) Written notice must be given to members of the committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.


## 27. Quorum for committee meetings

- (1) Any 4 members of the committee constitute a quorum for the conduct of the business of a meeting of the committee.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present—
  - (i) in the case of a special meeting—the meeting lapses;
  - (ii) in any other case—the meeting shall stand adjourned to the same place and the same time and day in the following week.
- (4) The committee may act notwithstanding any vacancy on the committee.

## 28. Presiding at committee meetings


At meetings of the committee—

- (a) the President or, in the President's absence, the Vice-President presides; or
- (b) if the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.

Body	Author	Security	Rev	Date
	David Kube	Released	6.3	04-04-2013

## 29. Delegation by committee to sub-committee

- (1) The Committee may, by instrument in writing, delegate to one or more Sub-Committees (consisting of such member or members of the Society as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:-
- (i) this power of delegation; and
  - (ii) a function which is imposed on the Committee by the Act or by any other law.
- (2) A function, the exercise of which has been delegated to a Sub-Committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the Sub-Committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Subject to these Rules and to any directions of the Committee, each Sub-Committee shall regulate its own affairs as it sees fit and in particular:
- (a) Shall choose its own Chair and Secretary;
  - (b) may co-opt additional members;
  - (c) may involve any other person whether a member of the Society or not who can assist in the work of the Sub-Committee;
  - (d) may submit written reports to the Committee or the Society whenever felt appropriate;
  - (e) may meet in open or closed session and adjourn as it thinks proper;
  - (f) may liaise with any other Sub-Committee;
  - (g) may appoint Sub-Committees, only with the approval of the Committee;
  - (h) may form joint Sub-Committees, only with the approval of the Committee; and
  - (i) shall draft any letters, circulars, submissions, media releases which it deems appropriate but only with the knowledge and consent of the Committee.
- (5) Notwithstanding any delegation under this rule, the Committee may continue to exercise any function delegated.
- (6) Any act or thing done or suffered by a Sub-Committee acting in the exercise of a delegation under this rule, has the same force and effect as it would have if it had been done or suffered by the Committee.

Body	Author	Security	Rev	Date
	David Kube	Released	6.3	04-04-2013

(7) The Committee, on receiving a request to that effect from a Sub-Committee, shall arrange for one or more representatives from that Sub-Committee to meet with the Committee.

(8) A member of a Sub-Committee shall not if absent be represented by any other person at any meeting of the Sub-Committee.

(9) Proxies are not permitted in a Sub-Committee.

(10) The quorum for meetings of a Sub-Committee shall be one third of its membership, providing the one-third is not less than two (2) people.

(11) The Committee may, by instrument in writing, revoke wholly or in part, any delegation under this rule.

### **30. Voting at committee meetings**

(1) Questions arising at a meeting of the committee, or at a meeting of any subcommittee appointed by the committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.


(2) Each member present at a meeting of the committee, or at a meeting of any subcommittee appointed by the committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

### **31. Payment of committee member**

(1) A member of the Committee shall not be appointed to any salaried office of the Society or any office of the Society paid by fees or commissions and no remuneration or other benefit in money or money's worth shall be given by the Society to any member of the Committee except:-

(a) repayment of any reasonable out-of-pocket expenses incurred by a member in the course of their conduct of the Society's business, providing that the claim for such reimbursement has been approved, by way of a signature, by the Treasurer and one other Committee member;

(b) interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the Society's bankers for money lent to the Society; and

Body	Author	Security	Rev	Date
	David Kube	Released	6.3	04-04-2013

(c) where such payment is approved by resolution at a general meeting and is made in consideration of specific services provided to the Society or for reasonable and proper rent for premises let to the Society.

## **32. Removal of committee member**

(1) The Association in general meeting may, by resolution, remove any member of the committee before the expiration of the 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 member.

(2) A member who is the subject of a proposed resolution referred to in subrule (1) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.

(3) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

## **33. Minutes of meetings**

(1) Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting, and each committee meeting, together with a record of the names of persons present at committee meetings.

(a) Minutes of general meetings, including the annual general meeting, along accounting records and financial statements, shall be accessible to members.


(b) Minutes of meetings of the committee of management may be made available to general members of the association on request. The committee of management reserves the right to withhold access to committee meeting minutes in specific circumstances but must document such refusals in writing to the requesting member.

## **34. Funds**

(1) The Treasurer of the Association must—

(a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and

(b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

Body	Author	Security	Rev	Date
	David Kube	Released	6.3	04-04-2013

(2) All cheques, drafts, bills of exchange, electronic transmission of funds, promissory notes and other negotiable instruments must be signed or authorised by two members of the committee.

(3) The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the committee determines.

## **35. Insurance**

(1) The Association may effect and maintain any insurance as it deems necessary.

## **36. Association Documents**

(1) All office-holders, former office holders or members of the association are required to return documents belong to the Association within 28 days of ceasing to hold office or to be members of the Association.

## **37. Seal**


(1) The common seal of the Association must be kept in the custody of the Secretary.

(2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of two members of the committee or, of one member of the committee and the Secretary of the Association.

## **38. Notice to members**

Except for the requirement in rule 12, any notice that is required to be given to a member, by or on behalf of the Association, under these Rules may be given by—

- (a) delivering the notice to the member personally; or
- (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
- (c) facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
- (d) electronic transmission, if the member has requested that the notice be given to him or her in this manner.

Body	Author	Security	Rev	Date
	David Kube	Released	6.3	04-04-2013

### **39. Winding up**


In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association must be disposed of in accordance with the provisions of the Act.

### **40. Custody and inspection of books and records**

- (1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- (2) All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.
- (3) A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

### **41. Patron**

- (1) If:
  - a. The Committee is unanimous in its opinion that a person is suitable to be a patron of the Association; and
  - b. The person considered suitable to be a patron agrees in writing, then the Committee may appoint such person to be a patron.
- (2) The responsibilities of a patron shall be agreed between the patron and the Committee from time to time having regard to the other offices held by the patron and the patron's interest and expertise on the one hand, and the objectives and priorities of the Association on the other.
- (3) A patron may resign at any time by notice in writing
- (4) The tenure of a patron may be reviewed by the Committee at any time, but will come under review every five years
- (5) A patron may be, but need not be a member of the Association.
- (6) A patron is not an officer of the Association unless the patron is also a member of the Committee.

Body	Author	Security	Rev	Date
	David Kube	Released	6.3	04-04-2013

## 42. Additional Rules Applicable to the Association's Registration under the Charitable Collections Act, 1934

This Part is added to the Rules in consideration of the Society's intention to apply for registration under the Charitable Collections Act, 1934.

### Payment of Officers and members

(1) A member of the Committee shall not be appointed to any salaried office of the Association or to any office of the Association paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Society to any member of the Committee except:-

- a. repayment of out-of-pocket expenses;
- b. interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the Association's bankers for money lent to the Association; and
- c. reasonable and proper rent for premises let to the Association.

### Vacation of office

(2) The office of a member of the Committee shall become vacant if:-

- a. the member holds an office of profit in the Association;
- b. the member is directly or indirectly interested in any contract or proposed contract with the Association.

### Surplus Property

(3) At the first general meeting of the Association, the Association shall pass a special resolution nominating a charity registered under the Charitable Collections Act, 1934, or exempted from registration by or under that Act, in which is to vest its surplus property pursuant to section 53(2) of the Act in the event of the winding up or the cancellation of the incorporation of the Association.

(4) The charity so nominated shall be one which fulfils the requirements specified in section 53(2) (a)-(c) of the Act.


### Notification of proposed alteration of rules

(5) A proposed alteration of the rules or of the statement of objects of the Association shall be notified to the Minister administering the Charitable Collections Act, 1934, in the manner required by the regulations under that Act.

### Compliance with Charitable Collections Act, 1934


(7) The Association shall comply with such of the provisions of the Charitable Collections Act, 1934, and the regulations thereunder as are applicable to it.



Body	Author	Security	Rev	Date
	David Kube	Released	6.3	04-04-2013

### 43. Public Fund

- (1) The Association will establish and maintain a public fund.
- (2) Donations will be deposited into the public fund listed on the Register of Cultural Organisations ("deposited monies").
- (3) The deposited monies will be kept separate from other funds of the Association and will only be used to further the principal purposes of the Association.
- (4) Investment of the deposited funds in this fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.
- (5) The fund will be administered by a management committee or a sub-committee of the management committee, the majority of whom, because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the cultural objectives of the cultural association.
- (6) Of the five members of the sub-committee, at least three of the five members shall have a degree of responsibility of the community and shall include persons who perform a public function or belong to a professional body that has a professional code of ethics in rules of conduct (such as the Institute of Chartered Accountants, Law Societies Medical Registration Board) or alternatively, have received formal recognition from the Government for their services or have been appointed by the Chief Justice of the Supreme Court.
- (7) No part of the fund will be distributed to members or office bearers of the Association except as reimbursement for out of pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.
- (8) If any amendments or alterations are proposed to the fund the department responsible for the Administration of the Register of Cultural Organisations is to be notified to enable it to assess the effect of any amendments on the public funds continuing deductible gift recipient status.
- (9) In the event of the fund being wound up or dissolved, any surplus assets remaining after the payment of the fund's liabilities shall be transferred to another fund, authority or institution which has similar objects and to which income tax deductible gifts can be made.
- (10) Any gifts given to the public fund shall be supplied with a receipt which will include:

Body	Author	Security	Rev	Date
	David Kube	Released	6.3	04-04-2013

- (i) the name of the public fund and that the receipt is for a gift made to the public fund;
- (ii) the Australian Business Number for the company;
- (iii) the fact that the receipt is a gift;

#### **44. Holding of Inaugural Meeting**

(1) A written notice, of the intent to hold an Inaugural Meeting of the Society on Tuesday 26th October 2010 in the state of Victoria, commencing at 7.30 pm, was issued to a number of prospective members on 25th August 2010.

(2) Persons attending the Inaugural Meeting will be asked to become provisional members of the Society and to indicate their intent to become financial provisional members of the Society by completing a membership application form prior to the commencement of the Inaugural Meeting.

(3) Provisional members will be given ten (10) days in which to become financial provisional members.

(4) A draft of these Rules will be submitted to the Inaugural Meeting.

(5) The Rules will be proposed for adoption at the first annual general meeting held following the Inaugural Meeting.

(6) Any persons who become provisional members at the Inaugural Meeting and who, within the time period specified in (3), become financial provisional members, shall be given the opportunity to accept the Rules at the first general meeting.


(7) The initial Committee shall consist of not less than six (6) and not more than nine (9) members, comprising:-

- i. four (4) officers of the Association, refer 21(1); and
- ii. not less than two (2) and not more than five (5) ordinary members.

(8) The initial Committee shall be elected in accordance with the procedures stated in rule 40(12).

(9) Members of the initial Committee will be asked to vacate their offices fourteen (14) days following the date of the Inaugural Meeting if they have not by then become financial members.


(10) The initial Committee shall hold office until the conclusion of the first Annual General Meeting which will be held in accordance with rule 9

Body	Author	Security	Rev	Date
	David Kube	Released	6.3	04-04-2013


(11) All clauses relating to the Inaugural Meeting, contained in these Rules, shall be deemed repealed as from the conclusion of the first Annual General Meeting.

(12) The following special Committee election procedures apply to the inaugural meeting only:-

- i. Full voting rights in accordance with rule 16, shall be given to those people who indicate their intent to become financial members in accordance with rule 40(2).
- ii. Nominations for specific office-bearers and ordinary members shall be made orally at the time of the inaugural meeting.
- iii. Where only one nomination is tendered for a particular office or Committee vacancy, the nomination shall be approved or rejected by way of a show of hands from those entitled to vote. The nominee shall be deemed to be elected upon approval of the nomination.
- iv. Should the nomination be rejected, the acting chair or elected President may appoint a member to fill the vacancy.
- v. Should more than one nomination be tendered for a specific office or Committee vacancy, a secret ballot shall be held.
- vi. The Committee elected at the inaugural meeting shall take office as soon as the result of the vote is declared.

Body	Author	Security	Rev	Date
	David Kube	Released	6.3	04-04-2013

## 45. APPENDICES

Body	Author	Security	Rev	Date
	David Kube	Released	6.3	04-04-2013

## APPENDIX 1

### APPLICATION FOR MEMBERSHIP OF FRIENDS OF THE ASTOR ASSOCIATION INC. (FOTAA INC.)

*Join FOTAA and support the Astor Theatre as Melbourne's longest operating, purpose built, single-screen cinema and the preservation and promotion of pre-multiplex film culture in this heritage venue.*

NAME:

ADDRESS:

POSTCODE:

TELEPHONE: (HOME) (WORK)

MOBILE:

EMAIL:

**Membership (annual), \$20**

**Discount Membership\*(annual) \$15**

(\*full- time students and pensioners only – copy of current card is to be provided with this form)

Amount: \$

Payment Details

a. Cheque or money order payable to friends of the Astor Association Inc. or to my credit card

b. Cash

Please forward payment details and completed form to:

**Friends of the Astor Association Inc.**


**PO Box 1**

**St Kilda Vic 3182**

Do you have any skills that you would like to contribute to FOTAA? Please indicate your area(s) of interest (tick all that apply):

- Finance
- Fundraising
- Grant Applications
- Graphic Design
- It/Web Design
- Lobbying
- Marketing/Advertising
- Media/Public Relations
- Sponsorship
- Other (Provide Details) .....

If you have any suggestions that could help FOTAA to better achieve its objectives, we would like to hear your ideas! Please write them down below.

Body	Author	Security	Rev	Date
	David Kube	Released	6.3	04-04-2013

## APPENDIX 2

### FORM OF APPOINTMENT OF PROXY FOR MEETING OF ASSOCIATION CONVENED UNDER RULE 7(7)

I,

*(name)*

of

*(address)*

being a member of

*(name of Incorporated Association)*

appoint

*(name of proxy holder)*

of

*(address of proxy holder)*

being a member of that Incorporated Association, as my proxy to vote on my behalf at the  
appeal to the general meeting of the Association convened under rule 7(7), to be held

on—

*(date of meeting)*


and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following  
resolution: *[insert details of resolution passed under rule 7(1)]*

Signed

Date

\_\_\_\_\_

Body	Author	Security	Rev	Date
	David Kube	Released	6.3	04-04-2013

### APPENDIX 3

#### FORM OF APPOINTMENT OF PROXY

I,  
*(name)*  
of  
*(address)*  
being a member of  
*(name of Incorporated Association)*  
appoint  
*(name of proxy holder)*  
of  
*(address of proxy holder)*  
being a member of that Incorporated Association, as my proxy to vote on  
my behalf at the \*annual/\*special general meeting of the Association to be  
held on—  
*(date of meeting)*  
and at any adjournment of that meeting.

My proxy is authorised to vote \*in favour of/\*against the following  
resolution:


*[insert details of resolution]*

Signed

Date

\*Delete if not applicable

\_\_\_\_\_

Body	Author	Security	Rev	Date
	David Kube	Released	6.3	04-04-2013

## APPENDIX 4

<b>SCHEDULE OF FRIENDS OF THE ASTOR ASSOCIATION INC (FOTAA) FEES</b> <i>Fee</i>	<i>Amount</i>
Joining fee	nil
General Membership (annual)	\$20.00
Discount Membership * (annual)	\$15.00