

VINTAGE MEN INCORPORATED.

MELBOURNE CHAPTER OF PRIME TIMERS INTERNATIONAL.

CONSTITUTION.

Associations Incorporation Reform Act. 2012 (State of Victoria)

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STATEMENT OF PURPOSE

- 1 :- (1) The name of the Incorporated Association is VINTAGE MEN and is a social and support group for gay & bisexual men and their male friends. The aims are to provide emotional educational and social support in a safe environment.
The association may also carry out any other activities, which a Board Meeting may from time to time determine.
- (2) The association has the power to bank and deal with money not immediately required, raise money as it thinks fit, secure for repayment of loans, debts or securities on all or any other property on trust, do all other things incidental or conducive to the attainment of the purpose and the exercises of the Association.
- 2: (1) In these rules unless the contrary intention appears: -
“Board” means the Board of Management of the Association.
“Financial Year” means the Year ending 30th June in any one year.
“Special General Meeting” means a special meeting of members convened in accordance with Rule 11.
“Member” means a member of the Association.
“Ordinary Member of the Board” means a member of the Board who is not an officer of the Association under Rule 21.
“The Act” means the Association Incorporation Act 1981.
“Regulations” means regulations under the Act.
- (2) In the Rules, a reference to the Secretary of the Association is a reference:-
(a) Where a person holds office under these Rules as Secretary of the Association – to that person;
and
(b) In any other case, to the Public Officer of the Association.
- (3) Words of expression contained in these rules shall be interpreted in accordance with the provisions of the Acts interpretation Act 1958 and the Act as in force from time to time.

APPLICATION FOR MEMBERSHIP.

- 3:- (1) All men who identify as gay or bisexual men are eligible for membership.
- (2) Any eligible person may apply for membership by paying the Annual Subscription as set by the board.

ANNUAL SUBSCRIPTIONS AND INCIDENTAL FEES.

- 4:- (1) Annual Subscription shall be as determined by the Board from time to time, and made payable on the First day of January in any one year or on such other date as may be determined by the Board of Management.

The Board may at determine proportional subscriptions from members admitted during the year.

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The Board may at its discretion waive all or part of the subscription fees for any member who in its opinion, is in disadvantaged ore necessitous circumstances.

- (2) Entrance fees:- Non-Members shall pay a donation, nominated by the Board at each meeting they attend.

REGISTER OF MEMBERS.

- 5:- (1) The Secretary shall keep and maintain a register of members in which shall be entered the full Name, Address, Phone Number, Email Address and date of entry each member.

RESIGNATION AND EXPULSION.

- 6:- (1) **RESIGNATION:-** Members may resign from the Association by notice in writing or by non-payment of membership fees within 2 months of a notice that such fees are due and payable.

- 7:- (1) **REMOVAL:-** The Board may suspend or expel any member of the Association:- (a) Who commits any breach of any rule or by-law of the Association; or (b) Who, in the opinion of the Board, acts in a manner which is contrary to the interests of the Association; or (c) No longer complies with the membership requirements of the Association. The member shall be informed of the reasons for their suspension, in writing from the Secretary, being sent by certified mail, and invited to present a verbal or written explanation to the Board Meeting; at which the matter will then be considered.

- (2) **APPEAL:-**
- (a) Any member of the Association who feels aggrieved by any decision of the Board under Rule 7: (1) may by notice in writing given to the Secretary one calendar month from the date thereof; appeal against such decision to a Special General Meeting.
 - (b) Such notice shall state the ground/s of appeal and such appeal shall be heard at a Special General Meeting to be held not later than one month from the giving of such notice to the Secretary.
 - (c) On the hearing of any such appeal the member who feels aggrieved shall be afforded a full opportunity of being heard.
 - (d) Until the hearing of any such appeal the decision of the Board shall have full force and effect.

The decision of the Special General Meeting shall be final.

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DISPUTES AND MEDIATION.

- 8:-** (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.
- (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 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 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.

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ANNUAL GENERAL MEETING.

- 9 :-
- (1) The Association shall, in each Calendar year, convene an Annual General Meeting of its members.
 - (2) Annual General Meetings shall be held on such day as the Board determines.
 - (3) Annual General Meeting shall be specified as such in the notice convening it. It shall comply with clause 9:- (2) Notice of Meetings.
 - (4) The ordinary business of the Annual General Meeting shall be:-
 - (a) To confirm the minutes of the last preceding Annual General Meeting.
 - (b) To receive from the Board reports upon the transactions of the Association during the last preceding financial year.
 - (c) To elect Officers of the Association and the ordinary members of the Board:- and
 - (d) To receive and consider the statement submitted by the Association in accordance with section 30 (3) of the Act.
 - (5) The Annual General Meeting may transact special business of which notice is given in accordance with these rules.
 - (6) The Annual General Meeting shall be in addition to any other Special General Meeting that may be held in the same year.

SPECIAL GENERAL MEETINGS.

- 10:-
- (1) A Special General Meeting of all members may be called;
 - (a) By resolution of the Board.
 - (b) At the request of the President of the Association.
 - (c) By written request of not less than 20% of the members of the Association.
 - (2) Such a Special General Meeting shall be held no less than fourteen days, or more than one month, after the request or resolution is made. In case of (c) request by members, the members may convene the Special General Meeting if a meeting has not been held within the required time.
 - (3) **Notice of Meeting:-** No less than fourteen days notice in writing of every Special General Meeting shall be given to every member at the address appearing in the register of members by prepaid post, stating the time, place and the business to be transacted. No business other than that set out in the notice convening the meeting shall be transacted at any Special General Meeting.
 - (4) **Omission of notice:-** the accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any member shall not invalidate any proceedings or resolutions at any meeting of the Association or any Board thereof.

- (5) **Chairperson of meetings:-** The President of the Association shall preside at all Special General Meetings. In his absence, or if unwilling to chair the meeting, a deputy may be appointed for that meeting.
- (6) **Adjournment:-** Members at a meeting may agree to adjourn any meeting but no business shall be transacted at any convened adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.

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- (7) **Voting:-** Each member present is entitled to one vote. Resolutions other than special resolutions shall be carried by a majority of the members present and voting. In the case of equality of votes, the President shall have a second or casting vote.
- (8) **Division:-** At any Special General Meeting a declaration by the chair that a resolution has been carried, or not, shall be sufficient evidence of members voting intentions unless three members call for the poll. When a poll is taken, the number of votes in favour or against the resolution shall be recorded.
- (9) **Proxies:-** No votes may be made by proxies.
- (10) **Quorum at Special General Meeting:-** At any Special General Meeting 20% of the members present shall constitute a quorum. If within thirty minutes from the time appointed for the meeting, a quorum is not present, the meeting, if convened by request of members shall be dissolved. If not so convened, shall stand adjourned to approximately the same day in the next month at the same time and place and at such adjourned meeting those present shall form a quorum for all purposes.
- (11) **Minutes:-** Minutes of proceedings of every Special General Meeting shall be kept in a minute book, which shall be made available by the Secretary, upon request, for inspection by members.
- 11:- (1) The affairs of the Association shall be managed by a Board of Management constituted as provided in rule 10 (3) and 10 (4).
- (2) **The Board:-**
- (a) Shall control and manage the business and affairs of the Association;
 - (b) May, subject to these rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by the General Meetings of the Association;
 - (c) Subject to these rules, regulations and the Act, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.
- (3) **Election and Size:-** The Board of the Association shall have up to 12 members who shall be elected at the Annual General Meeting of the Association. A retiring member is eligible for re-election or for election to another office.
- (4) **Appointment of Office Bearers:-** At the Annual General Meeting the following Officers of the Association shall be elected as per section 11 (4)
- (a) A PRESIDENT.

- (b) A VICE PRESIDENT.
- (c) A SECRETARY, and
- (d) A TREASURER.

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ELECTION OF OFFICERS AND BOARD.

- 12:-** (1) Nominations of candidates for election as Officers of the Association or as ordinary members of the Board.
- (a) Shall be 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 nominations) and:
 - (b) Shall be delivered to the Secretary of the Association no fewer than seven days before the date fixed for the holding of the Annual General Meeting.
- (2) If insufficient numbers are received to fill all vacancies on the Board, the candidates nominated, shall be deemed to be elected on approval by the majority of members and further nominations may be received at the Annual General Meeting.
- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected, on approval of the majority of members.
- (4) The ballot for the election of officers and ordinary members of the Board shall be conducted at the Annual General meeting in such usual proper manner as the Board may direct.
- (5) The office of an Officer of the Association or of an ordinary member of the Board becomes vacant if the officer or member:
- (a) Ceases to be a member of the Association.
 - (b) Becomes an insolvent under administration within the meaning of the Companies (Victoria) Code.
 - (c) Resigns his office by notice in writing given to the Secretary, or
 - (d) Fails to attend more than three consecutive meetings without an apology acceptable to the Board.
 - (e) In the event of a casual vacancy occurring in the office of an ordinary member of the Board, the Board may appoint a member of the group to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of the appointment.

REMOVAL OF MEMBERS OF THE BOARD.

- 13:-** (1) The Association in a Special General Meeting may by resolution, remove any member of the Board before the expiration of his term of office and appoint another member in his stead to hold office until the expiration of the term of the first mentioned member.
- (2) The member may require the Secretary or President to send a copy of the representations to each member of the Association or, if they are not sent, the member may require that they be read out at the meeting.

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PROCEEDINGS OF THE BOARD.

- 14:-** (1) The Board shall meet at least three times in each year at such places and such times as the Board may determine.
- (2) A quorum shall be 1/3 of the Board membership plus one.
- (3) At every meeting of the Board, the President shall preside and in the absence of the President, the Vice President shall conduct the meeting. In the absence of both, the members shall choose one of their members to be the chairperson of the meeting.
- (4) Questions arising at any meeting shall be decided by a majority of votes and in the case of an equality of votes, the President shall have a second or casting vote.
- (5) Members of the Board may choose to vote one way or the other, or choose to abstain except that in financial matters, voting shall be compulsory.
- (6) The President or any two Board members may at any time summon a meeting of the Board.

SECRETARY.

- 15:-** (1) The Secretary shall:
- (a) Keep full and correct minutes of all resolutions and proceedings of every Special General Meeting and of all Board meetings in books provided for that purpose, together with a record of the names of members present at all meetings.
- (b) Keep a register of members setting forth their Names, Addresses, Phone Numbers, email addresses and date of entry.
- (c) Attend to all correspondence: and
- (d) Perform such other duties, as the Board require.
- (2) The Board may at its discretion, appoint assistant/s to assist the Secretary with any of these functions.

TREASURER.

- 16:-** (1) The Treasurer of the Association shall:
- (a) Collect and receive all monies due to the Association and make all payments authorized 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.
- The Accounts and books referred to in clause 15 (1) shall be available for inspection by members on reasonable request.

- (c) Present a statement of accounts at each Board meeting: and prepare a full financial statement for Audit as required by the Act.
- (2) The Board may at its discretion appoint assistant/s to assist the Treasurer with any of these functions.

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CHEQUES.

- 17:- (1) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Board as nominated by the Board.

SEAL.

- 18:- (1) The Common Seal of the Association shall be kept in the custody of the Secretary.
- (2) The Common Seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the Common Seal shall be attested by the signatures either of two members of the Board or one member of the Board and the Public Officer of the Association.

ALTERATION OF RULES AND STATEMENT OF PURPOSE.

- 19:- (1) No rule of the Association or statement of purposes shall be repealed or amended and no new rules shall be made except by special resolution. Notice of the resolution shall be given in accordance with the Association and Incorporation Act.

WINDING UP.

- 20:- (1) In the event of winding up or the cancellation of the Incorporation of the Association, the assets of the Association shall be transferred to some other organization having objectives similar to the objectives of this Association, or as a Special General Meeting winding up the Association sees fit, in accordance with the Association Incorporation Act.

CUSTODY OF RECORDS.

- 21:- (1) Except as otherwise provided in these rules, the Secretary shall keep and control all books, documents and securities of the Association. Or such books, documents and securities shall be made available for inspection by members of the Association upon reasonable notice to the Secretary.

FUNDS.

- 22:- (1) The Funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Board determines.