



Rules of Association for Express Media Inc. (Constitution)

1. NAME

The name of the incorporated association is the “Express Media Inc.” (In these rules called The Association).

2. INTERPRETATION

(1) In these rules, unless the contrary intention appears:-

- a. “Committee” mean the Committee of Management of the Association.
- b. “Financial year” means the year ending on 31 December.
- c. “General Meeting” means a general meeting of members convened in accordance with Rule 11.
- d. “Member” means a member of the Association.
- e. “Ordinary Member of the Committee” means a member of the Committee who is not an officer of the Association under Rule 21.
- f. “The Act” means the Associations Incorporation Act 1981.
- g. “Regulations” means regulations under the Act.

(2) In these Rules, a reference to the Secretary of the Association is a reference:-

- a. where a person holds office under these Rules as Secretary of the Association – to that person; and
- b. in any other case to the public officer of the Association.

(3) Words or expressions 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.

3. APPLICATION FOR MEMBERSHIP

- (1) All persons who support the aims of the association are eligible for membership.
- (2) Any eligible person may apply for membership by filling out the appropriate membership form that includes: full name, address, date, and signature.
- (3) Membership application shall be considered at the next meeting of the Committee.
- (4) The Committee may reject the application with due reason.

4. ENTRANCE FEE AND ANNUAL SUBSCRIPTION

- (1) Entrance Fees - Members shall pay the entrance fee (if any is set by the Association) as determined by the Committee. Membership to the organisation is valid for twelve months from the receipt of entrance fee. The Committee may, at its discretion, waive all or part of that membership fee.
- (2) Subscriptions – An annual subscription fee shall be set by the Committee. The Committee may at its discretion waive all or part of the subscription fees for any member who, in its opinion, is in disadvantage or necessitous circumstances. Subscriptions are valid for twelve months from the receipt of the subscription fees.

5. REGISTER OF MEMBERS

The Secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection by members at the address of the Public Officer.

6. RESIGNATION AND EXPULSION

(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 overdue.

(2) Removal - The Committee 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 committee, 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 allegation and invited to present a verbal or written explanation to the committee meeting at which the matter is to be considered.

(3) Appeal –

- a. Any member of the association who feels aggrieved by any decision of the committee under rule 7.1 may by notice in writing given to the Secretary within one calendar month from the date thereof, appeal against such decision to a general meeting;
- b. Such notice shall state the grounds of appeal and such appeal shall be heard at a 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 committee shall have full force and effect. The decision of the General Meeting shall be final.

7. ANNUAL GENERAL MEETING

(1) The Association shall in each calendar year convene an Annual General Meeting of its members.

(2) The Annual General Meeting shall be held on such day, as the Committee determines.

(3) The Annual General Meeting shall be specified as such in the notice convening it. It shall comply with Clause 8(2) Notice of Meeting.

(4) The ordinary business of the Annual General Meeting shall be:-

- a. to confirm the minutes of the last preceding Annual General Meeting and of any general meeting held since that meeting;
- b. to receive from the Committee reports upon the transactions of the Association
- c. during the last preceding financial Year;
- d. to elect officers of the Association and the ordinary members of the Committee; and
- e. to receive and consider the statement submitted by the Association in accordance with
- f. 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.

8. GENERAL MEETING

(1) General Meetings - Meetings of all members may be called:

- a. by resolution of the Committee;

- b. at the request of the Chairperson of the Association;
 - c. by the written request of not less than 10 members of the Association.
- Such a general meeting shall be held no less than 14 days or more than 1 month after the request or resolution is made. In the case of (c.) request by members, the members may convene the general meeting if a meeting has not been held within the required time.
- (2) Notice of Meeting - 14 days notice in writing of every 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 general meeting.
 - (3) 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 of any committee.
 - (4) Chairperson of Meetings - The chairperson of the association shall preside at all general meetings. In his/her absence or if unwilling to chair the meeting; a chairperson may be appointed for that meeting.
 - (5) Adjournment - Members present at a meeting may, agree to adjourn any meeting but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment take place.
 - (6) 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 chairperson shall have a second or casting vote.
 - (7) Division - At any general meeting a declaration by the chair that a resolution has been carried or not shall be sufficient evidence of members voting intention unless 3 members call for the poll. When a poll is taken the number of votes in favour and against the resolution shall be recorded.
 - (8) Proxies - Every member shall be entitled to one vote at every general meeting and may appoint any other member by proxy, which shall be deposited with the secretary at least twenty-four hours before the time of the meeting in respect of which the proxy is appointed.

The instrument appointing a proxy may be in the following form or in a common or usual form:
'Express Media Inc.'

I,..... of being a member of the 'Express Media' Incorporated hereby appoint..... of or failing him..... of as my proxy to vote for me on my behalf at the annual (or general) meeting of the Association, to be held on theday of.....20..... and at any adjournment thereof. My proxy is hereby authorised to vote in favour or against the following resolutions.
Signed thisday of.....20.....

- (9) Quorum at General Meetings - At all general meetings 10 members present in person shall constitute a quorum. If within thirty minutes from the time appointed for the meeting for the meeting a quorum is not present, the meeting, if not so convened by request of members shall be dissolved. If not so convened, shall stand adjourned to the same day in the next week at the same time and place and at such adjourned meeting, those present shall form a quorum for all purposes.
- (10) Minutes - Minutes of the proceedings of every general meeting shall be kept in a minute book, which shall be available at the offices of Express Media Inc. for inspection by members.

9. COMMITTEE OF MANAGEMENT

- (1) The affairs of the Association shall be managed by a Committee of Management constituted as provided in Rule 10(3) and 10(4).
- (2) The Committee:-
 - a. shall control and manage the business and affairs of the Association,
 - b. may, subject to these rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by general meetings of the members of the Association, and

- c. subject to these rules, the regulations and the Act has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association
- (3) Election and Size - The Committee of the Association shall have 6 to 12 members who shall be elected at the annual general meeting of the Association. A retiring Committee member is eligible for re-election or for election to another office.
- (4) Appointment of Office Bearers - At the first meeting of the Committee after the Annual General Meeting the Committee shall select from its numbers: a) A Chair; b) A Secretary; and c) A Treasurer
- (5) Co-option. - The Management Committee shall have power to co-opt from within the Membership as it considers necessary. Co-opted members shall have the power to vote at meetings. In the event of a casual vacancy in any office, the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of his appointment.

10. ELECTION OF OFFICERS AND VACANCY

- (1) Nominations of candidates for election as Officers of the Association or as ordinary members of the Committee-
- 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 nomination); and,
 - b) shall be delivered to the secretary of the Association prior to the annual general meeting.
- (2) 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.
- (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.
- (4) The ballot for the election of officers and ordinary members of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.
- (5) A nomination of a candidate for election under this clause is not valid if that candidate has been elected to another office at the same election.
- (6) 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 so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of his or her appointment.
- (7) 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,
 - 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 3 meetings without apology.

11. REMOVAL OF A MEMBER OF THE COMMITTEE

- (1) The Association in general meeting may by resolution remove any member of the Committee before the expiration of his/her 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 Chair 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.

12. PROCEEDINGS OF THE COMMITTEE

- (1) The Committee shall meet at least 6 (six) times in each Year at such places and such times as the Committee may determine.
- (2) The Chair or any two Committee members may at any time summon a meeting of the Committee.
- (3) A quorum shall be 50% of Committee members, plus one Committee member.
- (4) At every meeting of the committee the Chair shall preside and in the absence of the Chair the members shall choose one of their members to be the Chair of the meeting.
- (5) Questions arising at any meeting shall be decided by a majority of voters and in the case of an equality of votes the Chair shall have a second or casting vote.

13. SECRETARY

The Secretary of the Association shall:

- (1) Keep full and correct minutes of all resolutions and proceedings of every general meeting and of all committee meetings in books provided for that purpose together with a record of the names of persons present at all meetings;
- (2) Keep a register of members setting forth their names and addresses;
- (3) Attend to all correspondence; and
- (4) Perform such other duties as the committee may prescribe.

14. TREASURER

The Treasurer of the Association shall:

- (1) collect and receive all moneys due to the Association and make all payments authorised by the Association;
and
- (2) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditures connected with the activities of the Association.

The accounts and books referred to in sub-clause (1) shall be available for inspection by members.

15. FUNDS

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

16. CHEQUES

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by a minimum of 2 persons authorised by the Committee.

17. COMMON SEAL

- (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 Committee and the affixing of the Common Seal shall be attested by the signatures either of two members of the Committee or of one member of the Committee and the Public Officer of the Association.
- (3) The Secretary will hold a common seal register which includes the date, description of document and why the seal was affixed.

18. NON-PROFIT CLAUSE

The assets and income of the Association shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

19. DISSOLUTION CLAUSE

In the event of the Association being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.

20. CUSTODY OF RECORDS

Except as otherwise provided in these Rules, the Secretary shall keep control of all books, documents and securities of the Association. All such books, documents and securities shall be available for inspection by members of the Association upon reasonable notice to the Secretary.

21. ALTERATION OF RULES AND STATEMENT OF PURPOSES

No rule of the Association or statement of purposes shall be repealed or amended and no new rule shall be made except by a special resolution. Notice of the resolution shall be given in accordance with Rule 8(2) and the resolution must be passed by a 75% majority of members present and voting.