

# PROPORTIONAL REPRESENTATION SOCIETY OF AUSTRALIA (VICTORIA-TASMANIA) INC.



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Incorporated in Victoria on 4th April 2006

## **Rules of the Proportional Representation Society of Australia (Victoria-Tasmania) Incorporated, incorporated under the [Associations Incorporation Act 1981](#) of the State of Victoria**

### **1. Name**

- 1.1 The name of the incorporated association is Proportional Representation Society of Australia (Victoria-Tasmania) Incorporated, which is in these Rules called "the Association".
- 1.2 The name of the incorporated association may be abbreviated to PRSAV-T Inc.

### **2. Definitions**

2.1 In these Rules, unless the contrary intention appears:

"Act" means the **Associations Incorporation Act 1981**;

"Council" means the Committee of Management of the Association;

"financial year" means the year ending on 30th June;

"General Meeting" means a General Meeting of members convened in accordance with Rule 11.

"member" means a member of the Association;

"relevant documents" has the same meaning as in the Act.

2.2 In these Rules, a reference to the Secretary of the 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 and Statement of Purposes**

These Rules and the statement of purposes of the Association must not be altered except [in accordance with the Act](#), which at the time of incorporation required a three-quarters majority vote.

### **4. Purposes of the Association**

The purposes of the Association are to:

- (a) succeed, and to continue the work of, the [Proportional Representation Society of Australia \(Victoria-Tasmania Branch\)](#), it having originally been an unincorporated body, the Proportional Representation Society of Victoria, that was formed at the Inaugural Meeting of its members in 1945, and whose Constitution was adopted in 1945 and altered at its Annual General Meetings held in 1946, and in 1984 when its members became members of the Proportional Representation Society of Australia and its name was altered to Proportional Representation Society of Australia (Victorian Branch), and in

2000 when its name was further altered to Proportional Representation Society of Australia (Victoria-Tasmania Branch); and it having been the organization whose members were the founding members of the Association, pursuant to a resolution, in accordance with the Constitution of the Proportional Representation Society of Australia (Victoria-Tasmania Branch), of a General Meeting, held on 29th March 2006;

- (b) secure the adoption and [entrenchment](#) of the quota-preferential method of proportional representation for all relevant elections and polls; for Federal, State, and Municipal representative bodies, Committees of Clubs, Unions, School Committees, Boards, Commissions and other organizations and elected groups;
- (c) promote a public conscience favourable to the carrying out of the above purposes;
- (d) buy, own, sell and lease land and property, and to mortgage the same, to further the above purposes;
- (e) enter into correspondence and to make contracts with other organizations, persons and corporations and with municipal and other authorities to further the above purposes;
- (f) do all such things as might, in the opinion of the Association, assist in the furthering of the above purposes; and
- (g) co-operate or conjoin in any suitable way with other bodies or organizations having purposes completely or in part similar to and not inconsistent with those of the Association.

#### ***5. Membership, entrance fees and annual fees***

- (1) A member of the Association shall be a member in only one of the following four classes of [membership](#):
  - (a) Membership as an Individual Member, in which a natural person is the member,
  - (b) Membership as a Member Body, which shall be either an incorporated body or an unincorporated body, but the rights and privileges as a member shall only be exercised by a single Representative that has been nominated by the Member Body in writing to the Treasurer, and whose nomination and contact details required under these Rules have been received by the Treasurer at least twenty-four hours before the meeting or other activity has begun, and registered in the Register of Members by the Treasurer.
  - (c) Life Membership, in which the Life Member is a natural person that has been admitted as a member for life by resolution of the Council upon the payment to the Association of the fee for a Life Membership, which shall be twenty times the annual fee for an Individual Member at the time of admission, or
  - (d) Honorary Life Membership, in which the Honorary Life Member is a natural person that has been recommended by the Council, in a citation included in the notice of a General Meeting, to be admitted as an Honorary Life Member for distinguished services rendered towards the purposes of the Association, and that has been admitted as an Honorary Life Member by a resolution of that General Meeting carried by the vote of a three quarters majority.
- (2) There shall be no entrance fee required to be paid in addition to the annual fee, or the fee for Life Membership, nor is any payment required from an Honorary Life Member.

- (3) The annual fee for an Individual Member in a particular financial year shall be that most recently set by a resolution of the Annual General Meeting in a financial year prior to the financial year in question, and the annual fee for a Member Body shall be twice that fee. Until the annual fee of an Individual Member has been so set it shall be eighteen dollars.
- (4) For the financial year 2006-07, as a transitional provision, the fee payable shall be at half the above rate, but after June 2007 the full annual fee becomes due and payable on the first day of July in each financial year.
- (5) A person or body that was a member of the unincorporated Association in a particular class of membership at the time of incorporation of the Association shall not cease to be a member of the incorporated Association in that class of membership by reason of that incorporation.
- (6) A person or body that was not a member of the Association at the time of incorporation of the Association, or that was such a member at that time but has since ceased to be a member, shall not be admitted to membership of the Association, except as an Honorary Life Member, unless:
  - (a) such a person or body applies for membership as provided in these Rules, and
  - (b) admission of that person or body has then been approved by the Council.
- (7) A person or organization that applies and is approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the annual fee payable under these Rules.
- (8) An application of a person or organization for membership of the Association must:
  - (a) be made in writing in the general form set out in Appendix 1; and
  - (b) be lodged with the Treasurer of the Association.
- (9) As soon as practicable after the receipt of an application, the Treasurer must refer the application to the Council, and the Council must determine whether to approve or reject the application.
- (10) If the Council approves an application for membership, the Treasurer must, as soon as practicable:
  - (a) notify the applicant in writing of the approval for membership;
  - (b) unless the applicant has already paid the sum payable under these Rules as the first year's annual fee or Life Membership fee as the case may be, request payment of that sum within 28 days after receipt of the notification; and
  - (c) within 28 days after receipt of the amount referred to in this sub-rule, enter the applicant's name in the Register of Members.
- (11) An applicant for membership becomes a member and is entitled to exercise the rights of membership when that applicant's name is entered in the Register of Members.
- (12) If the Council rejects an application, it must, as soon as practicable, notify the applicant in writing that the application has been rejected, and the Treasurer must refund to the applicant any application moneys already paid.
- (13) 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 or organization; and

(b) terminates upon the cessation of membership whether by death or resignation or otherwise.

## **6. Register of Members**

(1) The Treasurer 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 of Members shall be available at the address of the Treasurer for inspection free of charge by any member upon request, and by appointment.

(3) A member may make a copy of entries in the Register of Members.

(4) No member may vote at Council or General Meetings while that member refuses, after being requested, to supply the Treasurer with a valid address for that member or, if the member is a Member Body, for that Member Body and its Representative. The Treasurer shall include in the Register of Members the name, address, and date as listed above, of the Representative of each Member Body, and shall keep for each Member Body, a copy of its Constitution, or if it has no Constitution, a list of its members.

(5) The Treasurer shall also maintain a list of members showing a private and a business telephone and facsimile number of each member if any, and an electronic mail address if any, but such information shall be used only at the discretion of the Council.

## **7. Ceasing membership by resignation, or by failure to pay annual membership fee**

(1) A member of the Association that 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 Treasurer of intention to resign.

(2) After the expiry of the period referred to in Sub-rule (1)

- (a) the member ceases to be a member; and
- (b) the Treasurer must record in the Register of Members the date on which the member ceased to be a member.

(3) A member of the Association shall cease to be a member if the annual membership fee of that member has not been paid to the Treasurer within twelve months of the date on which the notice from the Treasurer sent annually to members required to pay such a fee, requesting the payment of that fee for the year for which it was due, was sent.

(4) A Member Body shall cease to be a Member Body if it has been dissolved, wound up or has otherwise ceased to exist, but it shall not cease to be a Member Body solely because it has become incorporated, or has ceased to be incorporated.

## **8. Discipline, suspension and expulsion of members**

(1) Subject to these Rules, if the Council 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 Council may by resolution:

- (a) fine that member an amount not exceeding \$500; or

- (b) suspend that member from membership of the Association for a specified period; or
  - (c) expel that member from the Association.
- (2) A resolution of the Council under Sub-rule (1) does not take effect unless:
- (a) at a meeting held in accordance with Sub-rule (3), the Council 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 Council to confirm or revoke a resolution passed under Sub-rule (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 Sub-rule 4.**
- (4) For the purposes of giving notice in accordance with Sub-rule (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 Council and the grounds on which it is based; and
  - (b) stating that the member, or his or her representative, may address the Council 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:
    - (i) attend that meeting,
    - (ii) give to the Council before the date of that meeting a written statement seeking the revocation of the resolution;
  - (e) informing the member that, if at that meeting, the Council 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 Council to confirm or revoke a resolution passed under Sub-rule (1), the Council 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 Council, the Council 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 Sub-rule (6), he or she must notify the Council and the Council 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 Sub-rule (7):
- (a) no business other than the question of the appeal may be conducted; and
  - (b) the Council 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 of whether the resolution of the Council should be confirmed or revoked.
- (9) The resolution of the Council is confirmed if, at the General Meeting, at least two-thirds of the members voting vote in favour of the resolution, except that for such a resolution relating to an Honorary Life Member, the resolution is not confirmed unless at least three quarters of the members voting vote in favour of it. In any other case, the resolution of the Council is revoked.
- (10) Re-admission of expelled members shall require a resolution of a General Meeting, except that in the case of a Member Body that has been expelled and later applies for re-admission after it has been renamed or otherwise substantially altered, the Council shall decide whether such re-admission shall require a resolution of a General Meeting.
- (11) The prescribed fee originally paid by an expelled Life Member, less five per cent of the original amount for each completed year of membership, shall be refunded if a request in writing for such a refund is received by the Treasurer within three months of the expulsion having been finally confirmed.

## ***9. 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.
- (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, 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 Council of the Association, or
    - (ii) in the case of a dispute between a member and the Association, a person that 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 that 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,
  - (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.

#### **10. Annual General Meetings**

- (1) The Annual General Meeting shall be held at such time and place as the Council determines, but in September, unless the Council determines otherwise in the twelve month period before the meeting.
- (2) The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting, and the Secretary shall post a notice of and agenda for the business of the Annual General Meeting to all members in July, or in such other month, one and not more than one clear month ahead of the meeting, that the Council may determine in the twelve month period before the meeting.
- (3) The ordinary business of the Annual General Meeting shall be:
  - (a) to confirm the minutes of the previous Annual General Meeting,
  - (b) to receive from the Council reports upon the transactions of the Association during the last preceding financial year,
  - (c) to receive the declaration by the Returning Officer of the results of the postal ballot to elect the members of the Council; 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.

#### **11. General Meetings**

- (1) In addition to the Annual General Meeting, 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 Secretary may serve notice of General Meetings on behalf of the Association upon any member either personally or by electronic mail or by facsimile transmission or by sending it by post to the member at the address shown in the Register of Members.
- (4) The Council may, whenever it thinks fit, convene a Special General Meeting of the Association.
- (5) If, but for this Sub-rule, more than 15 months would elapse between Annual General Meetings, the Council must convene a Special General Meeting before the expiration of that period.
- (6) The President must, on the requisition in writing of whichever is less of twenty members, or one third of the total number of members, convene a Special General Meeting of the Association.
- (7) The written request for a Special General Meeting must:
  - (a) state the business proposed to be transacted at the meeting,
  - (b) be signed by the members making the requisition for the meeting,
  - (c) be sent to the address of the Secretary, and
  - (d) may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- (8) If the Council 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.
- (9) 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 General Meeting convened by the Council and all reasonable expenses incurred in convening the Special General Meeting must be refunded by the Association to the persons incurring the expenses.

## ***12. Special business at General Meetings***

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.

## ***13. Notice of General Meetings***

- (1) The Secretary of the Association, at least 14 days before the date fixed for holding a Special General Meeting of the Association, or if a [special resolution](#) has been proposed, at least 21 days, must cause to be sent to each member of the Association a notice stating the place, date and time of the meeting, and the agenda for the meeting and details of the business to be conducted at the meeting.
- (2) Notice may be sent:
  - (a) by prepaid post to the address appearing in the Register of Members; or
  - (b) if the member requests, by facsimile transmission or electronic transmission.
- (3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.

- (4) Where a document is properly addressed prepaid and posted to a person as a letter the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.
- (5) A member intending to bring any business before a General 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.

#### **14. *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) Five members personally present, being members entitled under these Rules to vote at a General Meeting, constitute a quorum for the conduct of the business of a 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 lapse; 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 three, shall be a quorum.

#### **15. *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.

#### **16. *Adjournment of General 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 Sub-rule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

### **17. 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 by the member, or as a representative of a Member Body, voting in person, and not by proxy.
- (3) In the case of an equality of voting on a question, the question shall be resolved in the negative.
- (4) A member 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 fee payable in respect of the current financial year.

### **18. Divisions at General and Council meetings**

If at a meeting a division on any question is demanded by any three members, the division must be taken at that meeting in such manner as the Chairperson may direct, and the Secretary must record the numbers declared for and against the question in the minutes, and if any three members demand that the name of each of those voting also be recorded in the division together with an indication for each such voter of whether his or her vote was affirmative or negative, the Secretary must record those names in the minutes.

### **19. Manner of determining, if there is no division, whether a motion was carried at a General Meeting**

If a question arising at a General Meeting of the Association is determined on a show of hands, without a division having been recorded,

(a) a declaration by the Chairperson that a motion 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,

are evidence of the fact, without proof of the number or fraction of the votes recorded in favour of, or against, that motion.

### **20. Council**

- (1) The affairs of the Association shall be managed by the Council.
- (2) The Council:
  - (a) shall control and manage the business and affairs of the Association;
  - (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, or by postal ballot of members; and

- (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Council to be essential for the proper management of the business and affairs of the Association.
- (3) Subject to [Section 23 of the Act](#), the Council shall consist of a prescribed odd number of members of the Association, which number shall have been fixed by a resolution to determine that number carried at the Annual General Meeting in a previous year at which the number was last determined, but if no number has been so determined that number shall be five, and the members shall be elected as prescribed in Rule 22.
- (4) Each member of the Council shall, subject to these rules, hold office from the close of the Annual Meeting at which his or her election is declared until the close of the next Annual General Meeting, but is eligible for re-election.

### **21. *Term of members of the Council***

Subject to these Rules, each member of the Council shall hold office until the declaration of the election of the Council at the Annual General Meeting next after the date of the member's election, but is eligible for re-election.

### **22. *Election of members of the Council***

- (1) A Returning Officer, not being a member of the Council or a candidate for election to the Council, shall be appointed by the Council, and such Returning Officer need not be a member of the Association, and the Returning Officer shall conduct the election of the Council by a secret postal ballot of the members of the Association, posting the call for nominations with the notice of the Annual General Meeting, using a similar time frame to that prescribed in the Constitution of the Proportional Representation Society of Australia so that a result of the election is available in time to be announced at the Annual General Meeting, and using the [rules of the quota-preferential method of proportional representation](#) prescribed in the *Proportional Representation Manual 1977* of the Proportional Representation Society of Australia, with fully optional preferential marking of ballot-papers printed in the general form set out in Appendix 2.
- (2) Nominations of candidates for election as members of the Council must be:
- (a) made in writing and accompanied by the written consent of the candidate, which may be endorsed on the form of nomination prescribed by the Returning Officer, and
  - (b) delivered to the Returning Officer not later than the time and date that he or she has notified members as being the time and date for the close of nominations.
- (3) If insufficient nominations are received to fill all vacancies on the Council, 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 postal ballot must be held as prescribed in sub-rule (1).
- (6) The result of the postal ballot for the election of members of the Council must be declared at the Annual General Meeting.

### **23. *Casual Vacancies in the office of a member of the Council***

- (1) The office of a member of the Council becomes vacant if the member:
  - (a) ceases to be a member of the Association,
  - (b) becomes an insolvent under administration within the meaning of the Corporations Act, or
  - (c) resigns his or her office as a member of the Council by notice in writing given to the Secretary.
- (2) In the event of a casual vacancy occurring in the place of a member of the Council, the Returning Officer shall re-examine the ballot-papers from the last annual election of members of the Council, which he or she shall have securely retained, and shall declare the vacancy filled using the principles for by-elections under [Schedule 6](#) of the Tasmanian *Electoral Act 2004*. If there are no continuing candidates as defined by that Act, the vacancy may be filled by the Council. Failure to fill a vacancy shall not invalidate any action of the Council.

### **24. *Meetings of the Council***

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

### **25. *Notice of Council meetings***

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

### **26. *Quorum for Council meetings***

- (1) An absolute majority of the members of the Council in office at any given time shall constitute a quorum for the conduct of the business of a meeting of the Council.
- (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, and
  - (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 Council may act notwithstanding any vacancy on the Council.

### **27. *Presiding at Council meetings***

At meetings of the Council:

- (a) the President or, in the President's absence, the Vice-President shall preside, or

- (b) if the President and the Vice-President are both absent, or are unable to preside, the members present must choose one of their number to preside.

### **28. *Voting at Council meetings***

- (1) Questions arising at a meeting of the Council, or at a meeting of any sub-committee appointed by the Council, shall be determined on a show of hands, except that if a division is demanded, the Chairperson shall ensure that such division is conducted as provided for in Rule 18.
- (2) Each member present at a meeting of the Council, or at a meeting of any sub-committee appointed by the Council, 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 question shall be resolved in the negative.

### **29. *Minutes of meetings***

The Secretary of the Association must keep minutes of the resolutions and proceedings of each General meeting, and each Council meeting, together with a record of the names of persons present at each Council meeting.

### **30. *Officers***

- (1) The Officers of the Association shall be:
  - (a) the President;
  - (b) the Vice-President;
  - (c) the Secretary; and
  - (d) the Treasurer.
- (2) Each Officer of the Association shall hold office from the time of his or her election until the first meeting of the Council following the Annual General Meeting next after the date of his or her election, and is eligible for re-election.
- (3) The election of Officers of the Association shall be held at the first meeting of the Council following each Annual General Meeting, and where there is only one nomination for any office the Chairperson shall declare the person nominated to be duly elected, but where there is more than one nomination for any office, the election for that office shall be conducted by optional preferential secret ballot.
- (4) The office of an Officer of the Association becomes vacant if the officer:
  - (a) ceases to be a member of the Council,
  - (b) becomes an insolvent under administration within the meaning of the Corporations Act, or
  - (c) resigns his or her office as an Officer by notice in writing given to the Secretary.
- (5) In the event of a casual vacancy in any office referred to in sub-rule (1), the Council may elect 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 that election.

### **31. Public Officer**

- (1) The Council shall at its first meeting after the Annual General Meeting in any year appoint a Public Officer. The person so appointed shall hold office until the first meeting of the Council after the Annual General Meeting in the following year, or until his or her death, resignation or removal from office by the Council. In the event of any vacancy occurring in the position of Public Officer, the Council shall by resolution fill such vacancy until the first meeting of the Council after the Annual General Meeting next occurring after the date of appointment.
- (2) If the Council fails to make any appointment of a Public Officer as provided for in Sub-rule (1) at its first meeting after the Annual General Meeting in any year the person that was the Public Officer just prior to that date shall be deemed to have been re-appointed.
- (3) The Council may invite a Public Officer that is not otherwise a member of the Council to attend all or part of any of its meetings with observer status only, and such Public officer may address the Council if invited to do so.

### **32. Director**

The Association, or the Council on its behalf, may employ one or more persons that are not members and pay them as it sees fit. The senior ranking of such persons shall be the Director of the Association and may attend and speak at any meeting unless the meeting requires that he absent himself from all or part of that meeting. The Director or other employee shall not vote on any question.

### **33. Funds**

- (1) The Treasurer of the Association must:
  - (a) collect and receive all moneys due to the Association and make all payments authorized by resolution of the Council; 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, and make them available for inspection by members by appointment if so requested.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the Council.
- (3) The funds of the Association shall be derived from, annual fees, donations, investments, provision of services, and such other sources as the Council determines.

### **34. Seal**

- (1) The common seal of the Association, whose design shall be determined by the Council, 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 Council and the affixing of the common seal must be attested by the signatures either of two members of the Council or, of one member of the Council and of the Public Officer of the Association.

### **35. Notice to members**

Except where a different requirement for notice is stated in other Rules, any notice that is required to be given to a member, by on behalf of the Association, may be given by:

- (a) delivering the notice to the member personally,
- (b) sending it by prepaid post addressed to the member at that member's address shown in the Register of Members,
- (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.

### **36. Referendums**

A referendum of all members on any question, other than the alteration of these Rules, or a motion for a special resolution, shall be conducted by the Returning Officer by postal ballot within 21 days of the written requisition of one quarter of the members, or the Council, or the President supported by another Officer. If a three-fifths majority of the votes received within 14 days of posting the ballot-papers is in favour of the question the result shall be binding unless and until reversed by a special resolution of a subsequent General Meeting, which requires a three quarters majority vote.

### **37. Dissolution or winding up**

- (1) In the event of the dissolution, 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.
- (2) In the event of the dissolution, the winding up or the cancellation of the incorporation of the Association, any and all assets remaining after full settlement of all just debts and liabilities incurred by the Proportional Representation Society of Australia (Victoria-Tasmania) Incorporated shall be given or transferred to some other institution or institutions having rules and purposes similar to the purposes of the Proportional Representation Society of Australia (Victoria-Tasmania) Incorporated, which rules and purposes shall prohibit the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Proportional Representation Society of Australia (Victoria-Tasmania) Incorporated under these Rules of incorporation.
- (3) Any dissolution or winding up of the Association shall be by a vote of its members at a General Meeting duly called for the purpose, and the institution or institutions to which the assets remaining shall be given or transferred shall be determined by a resolution carried at that meeting; but if that meeting does not decide by a majority vote which person or organization shall receive such funds, and provided the requirements of Rule 24.1 are met, the funds shall be paid to the Proportional Representation Society of Australia; except that if that organization declines to receive the funds, or it no longer exists, the funds shall be paid to the longest established former Branch of that Society, except that if that organization declines to receive the funds, or it no longer exists, the funds shall be donated, for the study of and furtherance of quota-preferential electoral systems, to the political science department of a university to be selected by the most senior remaining Officer of the Association.

**38. 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, by appointment, 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.

**39. Funds, and the Not-for-Profit Basis of the Association**

The funds, income, and assets of the Association are to be applied solely towards achieving the aim and objectives of the Association, and are not to be paid or distributed for their profit to any member or members, or used to give any pecuniary advantage to any member or members. Nothing in this Clause shall prevent the re-imbusement to members of out-of-pocket expenses incurred as part of their activities as members or Officers of the Association.

**40. Regulations**

The Council may make serially-numbered **Regulations**, not inconsistent with these rules, that shall, upon being included in minutes confirmed by a subsequent Council Meeting, have binding force on the Association, and that may not be altered or rescinded, except by a General Meeting or a referendum.

\* \* \* \* \*

Appendix 1 of the PRSAV-T Inc. Constitution



**Proportional Representation Society of Australia  
(Victoria-Tasmania) Inc.**

Tel +61395891802, +61429176725  
 Fax +61395891680  
 ggd@netspace.net.au

18 Anita Street  
 BEAUMARIS VIC 3193  
 www.prsa.org.au

**Membership Application**

The Treasurer,  
 Proportional Representation Society of Australia (Victoria-Tasmania) Inc.

I apply to join Proportional Representation Society of Australia (Victoria-Tasmania) Inc. for 2006-07\*, in the membership class for which I have entered the subscription payable below. I agree to be bound by the Rules of the Association for the time being in force.

Signature of Applicant ..... Date .....20 .....

| <b>MEMBERSHIP CLASS</b>    | <b>SUBSCRIPTION</b> | <b>AMOUNT PAID</b> |
|----------------------------|---------------------|--------------------|
| Individual Membership*     | \$18.00             | \$.....            |
| Member Body*               | \$36.00             | \$.....            |
| Life Membership            | \$360.00            | \$.....            |
| <b>Donation to PRSAV-T</b> |                     | \$.....            |
| <b>TOTAL</b>               |                     | <b>\$.....</b>     |

| <b>Dr/Mr/Mrs/Ms/Miss (Please strike out titles not applicable)</b> |  |            |  |
|--|--|------------|--|
| Given Name(s)  |  | Surname(s) |  |
| Address  |  | Postcode   |  |
| Telephone  |  | Fax        |  |
| E-mail address   |  |            |  |

Appendix 2 of the PRSAV-T Inc. Constitution



Proportional Representation Society of Australia  
(Victoria-Tasmania) Inc.

**BALLOT-PAPER**

**Election of the 5 Members of the Council 2006-07**

DIRECTIONS: Vote by marking the figures 1, 2, 3 and so on, **in your order of preference**, in the squares below. Your vote will be as effective as possible if you mark as many of your preferences as you are able to, up to the full number (5) of the candidates standing.

It is nevertheless sufficient, for a valid vote, for the figure 1 to appear against the name of one candidate, but the figure 1 must not appear against the name of more than one candidate.

The votes will be counted by the [quota-preferential method of proportional representation](#), as prescribed by the PRSA's [Proportional Representation Manual 1977](#).

|                          |                    |                          |                   |
|--------------------------|--------------------|--------------------------|-------------------|
| <input type="checkbox"/> | CLARK, Andrew      | <input type="checkbox"/> | BARTON, Edmund    |
| <input type="checkbox"/> | SPENCE, Catherine  | <input type="checkbox"/> | O'CONNOR, Richard |
| <input type="checkbox"/> | HARE, Thomas       | <input type="checkbox"/> | DEAKIN, Alfred    |
| <input type="checkbox"/> | HILL, Rowland      | <input type="checkbox"/> | CHIFLEY, Ben      |
| <input type="checkbox"/> | STRICKLAND, Gerald | <input type="checkbox"/> | EVATT, Herbert    |
| <input type="checkbox"/> | HOWATT, George     | <input type="checkbox"/> | MENZIES, Robert   |

The order of the candidates' names on the ballot-paper has been determined by lot.

O

Returning Officer's  
Initialling of Ballot-paper

**Donna De Palma**  
Returning Officer

Completed ballot-papers should be placed in an inner unmarked envelope and sealed, then placed inside an outer envelope, which, in order to be accepted, should be marked with the voter's name, address and signature; sealed; stamped; and addressed to:

Returning Officer, PRSAV-T Inc.  
885 Park Street, BRUNSWICK WEST VIC 3055

and posted so that it reaches her by 13th May 2006.