



F.N.C.V.  
Est. 1880

# Field Naturalists Club of Victoria Inc.

## *Understanding Our Natural World*

Reg. No A0033611X

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## FNCV CONSTITUTION

Last Updated January 2005

### STATEMENT OF PURPOSES

The purposes of the Club are:

1. To promote the study of natural history in all its branches.
2. To establish, encourage, foster and stimulate interest in natural history and in its advancement and popularisation by all and every means available.
3. To take all such steps as may be considered most effective to preserve, conserve and protect the natural environment of Australia and its environs and in particular the flora and fauna of Victoria.
4. To collect and disseminate information on all matters coming within the scope of the purposes of the Club or of associations and bodies affiliating or cooperating with the Club in its proceedings and activities.
5. To produce and circulate any of its transactions and proceedings and any other material in printed or electronic form as may promote the purposes of the Club.
6. To secure for the members of the Club and of associations and bodies affiliated or cooperating with the Club all the advantages of unity of action and generally to protect and advance its interests.
7. To set up a public fund to be known as 'The FNCV Environment Fund' under the Rules of the Club for the following purposes:
  - (a) To support and finance environmental research, in particular research into the biodiversity of Victoria;
  - (b) To support and finance dissemination of information on the natural environment by any legitimate means, including public lectures, seminars, field trips, courses and publications;
  - (c) To support and finance practical projects aimed at preserving and enhancing the biodiversity of Victoria.

The Club has all the powers of a natural person to enable it to achieve those purposes, but not for any other purpose.

#### **Establishment of the Public Fund**

To establish and maintain a public fund, to be called the FNCV Environment Fund, for the specific purposes of supporting the environmental objects of the Field Naturalists Club of Victoria Inc. (FNCV). The Fund is established to receive all gifts of money or property for this purpose and any money received because of such gifts must be credited to its bank account. The Fund must not receive any other money or property into its account and it must comply with subdivision 30E of the Income Tax Assessment Act 1997.

#### **Requirements of the Public Fund:**

The FNCV must inform the Department responsible for the environment as soon as possible if:

- it changes its name or the name of its public fund

- there is any change to the membership of the management committee of the public fund, or
- there has been any departure from the model rules of the public fund

#### **Ministerial Rules**

The FNCV agrees to comply with any rules that the Treasurer and the Minister with responsibility for the environment may make to ensure that gifts made to the FNCV Environment Fund are only used for its principle purpose.

#### **Conduit Policy**

Any allocation of funds or property to other persons or organizations will be made in accordance with the established processes of the FNCV and not influenced by the preference of the donor.

#### **Winding-up**

In case of the winding up of the FNCV Environment Fund, any surplus assets are to be transferred to another fund, with similar objectives, that is on the Register of Environmental Organisations.

#### **Statistical Information**

Statistical Information requested by the Department on donations to the FNCV Environment Fund will be provided within four months of the end of the financial year.

An audited financial statement for the FNCV and its Environment Fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of FNCV Environment Fund monies and management of FNCV Environment Fund assets.

#### **Model rules for the Register's Public Funds to be inserted into the Constitution of the Field Naturalists Club of Victoria Inc.**

- i). The objective of the Fund is to support the FNCV's environmental purposes.
- ii). Members of the public are to be invited to make gifts of money or property to the Fund for the environmental purposes of the FNCV.
- iii). Money from interest on donations, income derived from donated property, and money from the realisation of such property, is to be deposited into the FNCV Environment Fund.
- iv). A separate bank account is to be opened to deposit money donated to the Fund, including interest accruing thereon, and gifts to it are to be kept separate from other funds of the FNCV.
- v). Receipts are to be issued in the name of the FNCV Environment Fund and proper accounting procedures are to be kept and used for the Fund.
- vi). The FNCV Environment Fund will be operated on a non-profit basis.

vii). A committee of management, of no fewer than 3 persons, will administer the FNCV Environment Fund. The Committee will be appointed by the FNCV. A majority of members of the committee are required to be 'responsible persons' as defined by the Guidelines to the Register of Environmental Organisations.

## **RULES**

### **NAME**

1. The name of the association is The Field Naturalists Club of Victoria Incorporated ('the Club').

### **MEMBERSHIP**

#### **First Members**

2. (a) The first members of the Club are those persons who were members of the company known as The Field Naturalists Club of Victoria at the date of incorporation of the Club under the *Associations Incorporation Act 1981*.

(b) A person who was a member of a category of members which existed under the articles of the company but which does not exist under these rules, may be reallocated by the Council, after consultation with the member, to another category of membership.

#### **Eligibility for Membership**

3. The Council of the Association may admit to membership any person who has signed an application for membership of the Club.

#### **Categories of members**

4. The Club consists of
  - a) Ordinary members
  - b) Honorary members
  - c) Long-Term Member
  - d) Life members; and
  - e) Occasional Members

#### **Ordinary Members**

5. An Ordinary member is a member who has been accepted as an ordinary member.

#### **Honorary Members**

6. An Honorary member is

- (a) A person (not necessarily a member of the Club) elected as such for that person's achievement in some recognised branch of natural history; or
- (b) A member who, in the opinion of the Council, has given outstanding service to the Club

#### **Long-Term Members**

7. A Long-Term Member has been a member of the Club for a continuous period of forty years.

#### **Life Members**

8. A Life member is a member who has paid the life membership fee determined by the Council.

#### **Occasional Members**

9. An Occasional Member is a person, not a member of the Club, who wishes to accompany members on a planned activity and pays a fee determined by Council to the leader of the activity. Membership will only apply for the duration of the activity.

#### **Rights of members**

10. All members, unless restricted by another provision of these rules, have the following rights:

- (a) To attend and vote at all general meetings of the Club;
- (b) To hold any position or office in the Club;
- (c) To attend all excursions, upon payment of the stated fee (if any);
- (d) To receive the Club's journal and newsletter; and
- (e) To borrow books and other materials from the Club's library.

#### **Rights suspended if subscription unpaid**

11. A member of a category required to pay an annual subscription is not entitled to exercise any of the privileges and rights of a member until the initial subscription is paid or while a subscription is in arrears.

#### **Applications for membership**

12. All applications for membership must be in writing and signed by the applicant.

#### **Tabling of applications**

13. An application must be tabled at a Council meeting and voted on at the next General meeting.

#### **Voting on applications**

14. An application is rejected at a General Meeting if one vote in every ten votes cast is against the application.

#### **Termination of membership**

15. A person ceases to be a member if:-

- (a) The Secretary receives a written resignation;
- (b) The member fails to pay any outstanding amount, including the annual subscription, within one month of being advised in writing that the amount is overdue;
- (c) The member is expelled in accordance with these Rules.

#### **Readmission**

16. The Council may, at its discretion, readmit a member whose membership was terminated for failure to pay an outstanding amount, upon payment of all arrears, without that person having to apply for membership in accordance with these rules.

#### **Obligations on termination**

17. Termination of membership does not remove the obligation of the former member to pay any amount outstanding or to return any book or other property of the Club.

## **REGISTER OF MEMBERS**

### **Contents of the Register**

18. The Secretary must keep a Register of Members, which contains the name and address of each member, the date of joining and any other information the Council directs.

### **Register to be available.**

19. The Register of Members must be made available upon request for inspection by members.

## **AFFILIATED BODIES**

20. The Council may by resolution agree to the affiliation to the Club of a body with objects primarily concerned with the study of natural history.

### **Rights of affiliated bodies and their members.**

21. The Council may determine the terms and conditions of the affiliation and the rights of the members of the affiliated body in the Club. These may include the right of a nominee of the affiliated body to attend and vote at General Meetings of the Club, but not the right to stand for election to the Council.

## **FEES**

### **No entrance fee**

22. There is no entrance fee for membership of the Club.

### **Council sets fees**

23. The Council shall determine the fee to be paid by each category of member.

### **Concessions**

24. A concessional rate may be set for members living outside the Melbourne metropolitan area, unemployed persons, pensioners, students and other categories determined by the Council. Members paying the concessional rate may not be entitled to receive *The Victorian Naturalist*.

### **Multiple memberships in household**

25. If more than one member of a household is a member required to pay a subscription, any additional members in that household may pay a reduced subscription fixed by the

members or the Council, but are not entitled to their own copies of the Club's journal and newsletter.

#### **Initial annual subscription**

26. The initial annual subscriptions are those set by the Council of the Club before the incorporation of the Club under the Associations Incorporation Act.

#### **Annual subscription**

27. The annual subscriptions for each subsequent year are determined by the Council, and are payable on joining and subsequently on the anniversary of joining.

#### **No subscription for honorary members**

28. Honorary members and Life members do not have to pay any annual subscription.

### **COUNCIL**

#### **Powers**

29. All powers of the Club may be exercised by the Council, but the members in General Meeting, by a resolution approved by two thirds of those present and voting, may restrict the Council in the future exercise of a particular power.

#### **First Council**

30. The first Council after incorporation under the *Associations Incorporation Act* consists of the members of the Council prior to the date of incorporation under that Act.

#### **Subsequent Councils**

31. Each subsequent Council consists of

- (a) The President,
- (b) Two Vice-Presidents,
- (c) Secretary,
- (d) Treasurer,
- (e) Immediate Past President,
- (f) A representative, nominated in writing, of each Special Interest Group, and
- (g) Six other members.

#### **Qualifications for Councillors**

32. Councillors must be members of the Club. Councillors cannot receive remuneration.

#### **Councillors cannot receive remuneration**

33. A member of the Council may also hold a position as a Non-Councillor Officer, but cannot receive remuneration for doing so.

### **ELECTION OR NOMINATION OF COUNCILLORS**

#### **Election of Councillors**

34. (a) The Secretary shall call for nominations for the positions referred to in Rule 29 (a) (b) (c) (d) and (g) at least one month before the Annual General Meeting.

(b) Nominations must reach the registered office of the Club no later than 48 hours before the notified time for the commencement of the Annual General Meeting.

(c) If, on the close of nominations, the number of nominations for a position or positions is less than the number of positions to be filled, those nominated shall be deemed elected, and further nominations will be called for at the Annual General Meeting to fill the unfilled positions.

(d) If, on the close of nominations, the number of nominations for a position or positions is equal to the number of positions to be filled, those nominated shall be deemed elected, and the result communicated to the members at the Annual General Meeting.

(e) If, on the close of nominations, the number of nominations for a position or positions is greater than the number of positions to be filled, a ballot shall be held at the Annual General Meeting to fill the position or positions

(f) If, at the end of the Annual General Meeting, there are any positions unfilled, a vacancy shall be deemed to have occurred in those positions, and it shall be filled in accordance with Rule 38.

#### **Nomination of Special Interest Group Representatives**

35. The representative of a Special Interest Group will be nominated by that Group and the nomination must reach the Secretary no later than 48 hours before the Annual General Meeting.

#### **Immediate Past-President**

36. If the outgoing President is re-elected, or is elected to another position on the Council, the position of Immediate Past President is not filled.

### **TERM OF OFFICE OF COUNCILLORS**

#### **Term of Office of Elected Councillors**

37. Members of the Council hold office until the end of the following Annual General Meeting.

#### **Term of office of Immediate Past President**

38. The term of office of the Immediate Past-President ends at the first to occur of the following:

- (a) The end of the first Annual General Meeting after that person became Immediate Past President; or
- (b) The end of the term of office of that person's successor in office as President.

### **VACANCIES IN COUNCILLOR POSITIONS**

#### **Vacancy**

39. A person ceases to be a member of the Council before the end of that person's normal term if that person -

- (a) Delivers a written resignation to the President;
- (b) Ceases to be a member of the Club;
- (c) Is absent from four consecutive meetings of the Council, without prior leave of the Council;
- (d) Becomes an insolvent under administration.
- (e) Is Immediate Past President, on the President ceasing to hold office in accordance with this Rule;
- (f) Is a Special Interest Group Representative, when the Secretary receives a new nomination from the Group which nominated that member.

### **FILLING VACANCIES ON COUNCIL**

#### **Filling Vacancies in elected membership of Council.**

40. If a vacancy occurs in the elected membership of the Council, the vacancy may be filled by the Council by co-option.

#### **Filling vacancy in Special Interest Group Representative position**

41. If a vacancy arises in a Special Interest Group representative position on the Council, the relevant Group is entitled to appoint a replacement. If the Special Interest Group does not do so in writing within sixty days, the Council may co-opt a member of that Special Interest Group as the replacement.

### **TERM OF OFFICE OF REPLACEMENT MEMBERS OF COUNCIL**

42. Unless another rule states to the contrary, a person co-opted or nominated to fill a casual vacancy holds office for the remainder of the period for which the person replaced would have held office.

### **NON-COUNCILLOR OFFICERS**

#### **Establishment of Non-Councillor Officer positions.**

43. The Council may establish any Non-Councillor Officer position it thinks necessary.

#### **Qualifications and terms for Non-Councillor Officers**

44. Non-Councillor Officers need not be members of the Club. The Council may determine that an honorarium be paid to any of the Non-Councillor Officers.

#### **Appointment of Non-Councillor Officers**

45. The Non-Councillor Officers will be appointed by the Council at its first meeting after the Annual General Meeting.

**Term of office of the Non-Councillor Officers.**

46. Non-Councillor Officers hold office until the first meeting of the Council after the next Annual General Meeting.

**Termination of Non-Councillor Officer**

47. A person ceases to be a Non-Councillor Officer before the end of that person's normal term if that person, after discussion between the Non-councillor Officer and appropriate members of Council

- (a) Delivers a written resignation to the President; or
- (b) Is removed from office by the Council.

**Filling Vacancies in Non-Councillor Officer positions**

48. If a vacancy occurs in any of the Non-Councillor officer positions, the Council may appoint a replacement.

**COUNCIL PROCEDURE****Quorum**

49. The quorum at a meeting of the Council is eight.

**Procedure at Council Meetings**

50. Except for matters prescribed in these Rules, the Council may determine its own procedure.

**Meetings by telephone**

51. A meeting of the Council may be conducted by telephone or video conference. The procedure for such meeting is the same as for a face-to-face meeting except that the members are not required to be present in the same room.

**Frequency of Meetings**

52. The Council must hold at least one meeting each quarter.

**Calling Meetings**

53. A meeting of the Council must be called by the Secretary, if the President, a Vice-President or two of its members request one.

53. If the Secretary does not, within seven days of receiving the request, give notice of the meeting, one of the persons requesting the meeting may call it.

**Chair**

55. The President, or, if the President is unable or unwilling to chair the meeting, one of the Vice Presidents, is entitled to preside at all meetings of the Council. If the President and both Vice Presidents are unable or unwilling to preside, the Council must elect a member of the Council to preside.

**Proxies at Council meetings.**

56. A member of the Council may appoint in writing another member of the Council to act as proxy for that member at a meeting of the Council, but not at any subcommittee meeting.

**Resolutions**

57. A resolution is carried at a meeting of the Council if more votes are cast in favour of the resolution than against it. This does not apply to voting on a motion to discipline a member.

58. The person presiding at a Council meeting is entitled to vote with the other members of the Council, and, in addition, may exercise a second (casting) vote if, when the votes are counted, there is an equal number of votes for and against the resolution.

**Resolution in writing.**

59. If all the members of the Council sign a document containing a statement that they are in favour of a resolution of the Council in the terms set out in the document, a resolution in those terms is deemed to have been passed at a meeting of the Council held on the day on which it was last signed by a member of the Council.

**Subcommittees**

60. The Council may by resolution appoint subcommittees and delegate any of its powers to them.

61. A subcommittee may not delegate any of its powers.

62. One of the subcommittees may be an Executive subcommittee.

**Delegation to individuals.**

63. The Council may delegate any of its powers, except the power of further delegation, to individuals. A delegation may be withdrawn at any time.

**SPECIAL INTEREST GROUPS**

64. The Council may establish and dissolve Special Interest Groups for specific fields of natural history.

**Notice of Intention to Establish a Special Interest Group**

65. Notice of a resolution to establish or dissolve a Special Interest Group must be given to all the members of the Council at least fourteen days before the meeting of the Council at which it is to be proposed.

**Constitutions of Special Interest Groups**

66. The Council may, by By-law, determine the constitution of each Special Interest Group, after negotiation.

**ORDINARY MEETINGS**

67. Ordinary Meetings of the members may be held at such time as the Council determines for the reading of scientific papers, the display and exhibition of specimens, and generally for the advancement of learning of the members.

**ANNUAL GENERAL MEETINGS**

68. The Club must hold an Annual General Meeting in each year after the year of incorporation.

**Date**

69. The Annual General Meeting should be held not later than 31 May.

**Business**

70. The business of the Annual General Meeting is -

(a) The presentation of the statement required by Section 30(3) of the *Associations Incorporation Act 1981* containing the following particulars:

- the income and expenditure of the Club during its last financial year;
- the assets and liabilities of the Club at the end of its last financial year;
- the mortgages, charges and securities of any description affecting any of the property of the Club at the end of its last financial year;
- the same particulars in respect of each trust of which the Club was trustee during any part of the last financial year;

(b) The presentation of the President's report;

(c) The election of the nominated members to Council;

(d) The appointment of an auditor;

(e) Such other business as has been notified to the members.

71. The Secretary must include on the notice of the Annual General Meeting any business of which notice, signed by two members, has been given to the Secretary no later than sixty days prior to the date of the Annual General Meeting.

**SPECIAL GENERAL MEETINGS****Calling**

72. A Special General Meeting must be called if the Secretary is directed to do so by the Council or is requested to do so by ten members. A request must express the reason why the meeting is to be called.

73. If the Secretary fails, within 14 days of being so directed or requested, to give notice of a Special General Meeting, any member of the Council or other person requesting the meeting may call it.

**Business**

74. The only business that may be discussed at a Special General Meeting is the business set out in the notice of meeting.

**PROCEDURE FOR GENERAL MEETINGS**

75. The words 'General Meetings' in these rules include both the Annual General Meeting and Special General Meetings, but not Ordinary Meetings referred to in Rule 65.

**Period of Notice**

76 The period of notice required to be given for a General Meeting depends on whether or not a special resolution has been proposed for that meeting.

**Special Resolution**

77. A special resolution is necessary to

- (a) Amend the Statement of Purposes;
- (b) To amend the Rules;
- (c) To change the name of the Club;
- (d) To decide to wind up the Club, and other matters concerned with the winding up.

**Ordinary Resolutions**

78. All other matters can be dealt with by ordinary resolution.

**Notice Period if Special Resolution**

79. If a special resolution has been proposed, at least twenty-one days' notice must be given. The notice must state that it is intended to propose the resolution as a special resolution.

**Notice Period in Other Cases**

80. In any other case, except the Annual General Meeting, at least fourteen days' notice must be given. One month's notice in writing must be given of the Annual General Meeting.

**Quorum**

81. The quorum at a General Meeting is twenty members personally present.

**Person to Preside**

82. The President, or, if the President is unable or unwilling to chair the meeting, then one of the Vice-Presidents, has the right to preside at all General Meetings.

83. If the President and both the Vice-Presidents are unable or unwilling to preside, the meeting must elect a person to preside.

**Majority for Special Resolution**

84. A Special Resolution is carried if at least three quarters of the votes cast are in favour of it.

**Majority for Other Resolutions**

85. Any other resolution is carried if more votes are cast in favour of the resolution than against it. This does not apply to voting on membership applications in accordance with these rules.

86. If the person presiding at a General Meeting declares that a resolution has been carried, that declaration is conclusive evidence of the fact, unless a poll is demanded.

**Adjournment**

87. The person presiding at a General Meeting may adjourn the meeting and determine the place and time at which the meeting is to resume.

88. The only business that may be discussed at an adjourned General Meeting is the unfinished business at the time of adjournment.

**Proxies**

89. A member may appoint another member as a proxy to represent that member at a General Meeting. The appointment must be in writing and delivered to the Secretary before the commencement of the meeting.

**Procedure**

90. The person presiding at a General Meeting may determine any matter of procedure not referred to in these Rules.

**FINANCE**

91. The funds of the Club may be derived from subscriptions, donations, grants, proceeds of fundraising activities, interest on investments, and such other sources as the Council may approve.

**Money Received**

92. All money received for or on behalf of the Club must be deposited in a bank account.

**Cheque Signatories**

93. All cheques must be signed by any two of the following: President, Secretary, Treasurer and one other person appointed by the Council.

**Payment by Cheque**

94. All payments in excess of twenty dollars must be made by cheque or direct debit.

**Treasurer**

95. The Treasurer is responsible for the keeping of the financial books and records of the Club, and must present to each meeting of the Council a report of the financial transactions of the Club since the last Council meeting.

96. The Treasurer must ensure that the required audited financial statements are presented to the Annual General Meeting.

**Financial Year**

97. The financial year of the Club is the year ending on 31 December.

**BOOKS AND RECORDS****Secretary's Responsibility**

98. The Secretary is responsible for the books, records and securities of the Club, other than the financial books and records.

**Inspection**

99. A member may inspect the books and records of the Club, at the registered office of the Club, on giving reasonable notice to the person responsible for the relevant documents in accordance with these Rules.

**BY-LAWS**

100. The Council may make By-Laws to assist in achieving its purposes. By-Laws must be consistent with these Rules.

**WINDING UP**

101. If the Club is wound up, or its incorporation cancelled, the assets remaining after satisfying all liabilities must not be paid or distributed amongst the members, but must be transferred to an institution or institutions -

- (a) Having similar purposes to those of the Club; and
- (b) Which prohibits or prohibit the distribution of its or their income amongst members to an extent at least as great as is imposed on the Club under or by virtue of this Rule and the following Rule; and
- (c) Which is determined in accordance with a Special Resolution at a General Meeting of the Club, or, in the absence of such a resolution, by the Registrar of Incorporated Associations.

**PROHIBITION OF DISTRIBUTION TO MEMBERS**

102. The income and property of the Club must be used and applied solely to the promotion of its purposes and the exercise of its powers as set out in these Rules.

103. No portion of the income or property of the Club may be distributed directly or indirectly to or amongst the members of the Club.

104. Nothing in this Rule prevents the payment in good faith to a member-

- (a) Of interest on money lent to the Club, or owing to that member;
- (b) Of payment for work done by any non-Councillor office-bearer or employee of the Club;
- (c) Or other person for services actually performed for the Club;
- (d) Of out of pocket expenses, money lent, reasonable and proper charges for the hire of goods by the Club, reasonable and proper rent for premises let to the Club, or the provision

of services to the member, to which that member would be entitled in accordance with the purposes if that person were not a member.

#### **CHANGES TO THE RULES AND STATEMENT OF PURPOSES**

105. The Rules and the Statement of Purposes can only be changed by special resolution of the members at a General Meeting.

#### **COMMON SEAL**

##### **Custody**

106. The Common Seal of the Club must be kept by the Secretary.

##### **Use**

107. The Council must authorise the affixing of the Common Seal to any document.

##### **Witnesses**

108. The Common Seal must be affixed in the presence of two members of the Council.

#### **NOTICE TO MEMBERS**

109. Any notice to a member required by these Rules is sufficient if posted or delivered to the last address of that member notified in writing to the Secretary.

110. Notice to a member is deemed to have been received on the third working day after it was posted.

#### **DISCIPLINE OF MEMBERS**

111. (a) A member of the Club may be expelled, suspended or warned if, in the opinion of the Council, the member has engaged in conduct that is prejudicial to the name of the Club.

(b) If a motion is proposed at a meeting of the Council that a named member be disciplined, the motion must not be dealt with at that meeting.

(c) The motion must be placed on the agenda of a meeting of the Council to be held not less than fourteen days later, at which the only business must be the deferred motion.

(d) The Secretary must notify the member, at least ten days prior to the second meeting, that a motion has been proposed to discipline the member and give the grounds on which the motion is based.

(e) The notice must give the details of the later meeting, and state that the member has the right to attend and speak at that meeting, to submit a written statement in defence, or to both submit a statement and attend and speak.

(f) The Council at the later meeting must consider any statement submitted, and hear the member, if present.

(g) A motion to discipline the member, and a motion in relation to the penalty to be imposed, is not carried at that meeting unless two thirds of the members voting, constituting more than half of all the members of the Council, vote in favour of the resolution.

(h) There is no appeal from the decision of the Council to a General Meeting.

#### **DISPUTES AND MEDIATION**

112. (a) The grievance procedure set out in this rule applies to disputes under these Rules between – (i) a member and another member; or (ii) a member and the Club.

(b) 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.

(c) 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.

(d) The mediator must be – (i) a person chosen by agreement between the parties; or (ii) in the absence of agreement – in the case of a dispute between a member and another member, a person appointed by the committee of the Club; or in the case of a dispute between a member and the Club, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

(e) A member of the Club can be a mediator.

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

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

(h) The mediator, in conducting the mediation, must – (i) give the parties to the mediation process every opportunity to be heard; and (ii) allow due consideration by all parties of any written statement submitted by any party; and (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

(i) The mediator must not determine the dispute.

(j) 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 otherwise at law.

#### **VALIDATION OF ACTS OF COUNCIL**

113. If it is afterwards discovered

(a) That there was some defect in the appointment or election of a person as a member of the Council, or

(b) That a person so appointed or elected was ineligible, - all acts done at any meeting of the Council or of a subcommittee or by any person acting as a member of the Council are as valid as if that person had been duly appointed or elected and was eligible to be a member of the Council.

#### **INDEMNITY**

114. Every member of the Council, member of the Club, auditor, employee or agent of the Club must be indemnified out of the property of the Club against any liability incurred by that person in that capacity in defending any proceedings

(a) In which judgment is given in favour of that person; or

(b) In which the person is acquitted; or

(c) In connection with any application in relation to any such proceedings, in which relief is granted to that person.

#### **LIABILITY OF MEMBERS**

115. In accordance with section 15(1) of the *Associations Incorporation Act 1981*, the members and members of the Council are not liable by reason only of being members or members of the Council, to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club.