MALING ROAD BUSINESS ASSOCIATION INC RULES

Incorporated under the *Associations Incorporation Reform Act 2012* (Vic) (**the Act**)

Association Registered Number: A0036851U

ABN:65 351 216 220

The Association

1. The name of the Association is: "Maling Road Business Association Inc"
2. The purposes of the Association are:
   To constantly improve and promote the Maling Road Shopping Centre.

   To generate and manage the collective marketing, promotion, advertising and business development activities for the Maling Road traders;

   To manage the affairs of the Association;

   To engage with the business owners and operators, represent their interests and work with them for the collective benefit of the Maling Road Shopping Centre;

   To develop positive relationships with our key stakeholders who impact and influence the role and function of the Maling Road Shopping Centre.

   To engage in such other activities as may benefit the Maling Road/Canterbury community.

3. The Association has power to do all things that help it to achieve these Purposes.
4. The Association and its Committee may only exercise their powers and use the income and assets of the Association for the Purposes of the Association.

Financial year

5. The financial year of the Association starts on July 1st of each year for 12 months ending on June 30th of the following year.

Members

6. Who is eligible to be a member:
   Any business tenant and/or any property owner within the boundaries of the Maling Road Shopping Precinct. Precinct boundaries as determined by the properties included in the compulsory special rate for Maling Road set and collected by Boroondara City Council.
7. Annual subscription and fee on joining
   There shall be no annual subscription or joining fee for persons eligible for membership.
8. An eligible person, subject to rule 6, can apply to join the Association by writing to the Secretary and submitting the relevant Membership Application Form.
9. The Committee can approve or reject an application to join the Association. If the Committee rejects an application it must write to the person to tell them their application has been rejected and must give reasons for that decision.
10. A person becomes a member when:
    a. the Committee by resolution has approved their application to join the Association
    b. once approved by the committee, the Secretary then enters the person's name, address, email address, business tenancy details and /or property ownership details and date they became a member on the members register.
11. Members can choose to stop being a member of the Association at any time by writing to the Secretary.
12. Members immediately cease being members of the Association when they are no longer meet the criteria of being eligible to being a member as specified in Rule 6.

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13. Members have rights and liabilities as set out in the Act and in these rules.
14. Each member's liability is limited to the joining and annual subscription fees (if any).

Members' access to documents

15. A member may, subject to rules 16 to 18, inspect the rules of the Association, general meeting minutes, relevant documents (as defined in the Act) and the members register at a reasonable time.
16. A member can write to the Secretary asking for copies of these documents (with the exception of the members register). The Secretary can charge a reasonable fee for providing copies.
17. The Secretary can refuse a request to inspect or get copies of relevant documents, or provide only limited access, if the documents contain confidential, personal, employment, commercial or legal matters, or if granting the request would breach a law or may cause damage or harm to the Association.
18. Members cannot inspect or get copies of Committee meeting minutes or parts of the minutes, unless the Committee specifically allows it.
19. Members can write to the Secretary to ask that the Secretary restrict access to their details on the members register if they have special circumstances. The Secretary will decide if there are special circumstances, and will write to the member outlining their decision.

The Committee

20. The Association is governed by a management committee (the **Committee**) that is made up of committee members (**Committee Members**).
21. The Committee can exercise all powers and functions of the Association (consistently with these Rules and the Act), except for powers and functions that the members are required to exercise at a general meeting (under these Rules or the Act).
22. The business and affairs of the Association must be controlled and managed by the Committee constituted as provided in accordance with this rule.
23. The Committee can delegate any of its powers and functions to a committee member, a sub-committee, a staff member, Centre Coordinator / Manager, or a member other than the power of delegation or a duty imposed by the Act. The delegation must be in writing and can be revoked by the committee in writing.
24. Committee Members and their roles (Offices and Ordinary Committee Members) are elected by members of the Association at the AGM.
25. The Committee is made up of the following roles:
    a. The President
    b. The Vice President
    c. The Treasurer
    d. The Secretary

    (these are the **Offices**)
    e. Four (4) Ordinary Members of the Committee
26. The Secretary must be over 18 years of age, and live in Australia.
27. If the Secretary stops living in Australia, they cannot remain the Secretary.
28. If the Secretary stops being the Secretary, the Committee must appoint a new Secretary within 14 days.
29. Each Committee Member finishes their time on the Committee (term) at the next AGM after they were appointed, but they can be elected again.
30. Nominations of candidates for election as Offices or Ordinary Members of the Committee must be made in writing via the relevant form of nomination, signed by two Members of the Association and accompanied by the written consent of the Candidate. The form of nomination must be received by the Secretary at least 7 days before the AGM.
31. A candidate may only be nominated for and consent to one office of an officer of the Association, or as an Ordinary Member of the Committee, prior to the Annual General Meeting.

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32. If the number of nominations received is equal to the number of vacancies to be filled and relevant to positions, the persons nominated must be deemed to be elected.
33. If the number of nominations exceeds the number of vacancies to be filled relevant to positions, a ballot must be held
34. If the number of applicants for the Committee is less than the number of positions, other members of the Association can nominate themselves at the AGM.
35. A Committee Member stops being on the Committee if they:
    a. resign, by writing to the Committee or the Secretary
    b. immediately cease being members of the Association when they are no longer a business tenant and /or property owner within the boundaries of the Ivanhoe Shopping Precinct
    c. are removed by a special resolution of members of the Association
    d. become insolvent (as the term is used in the *Corporations Act 2001*)
    e. become a represented person (under the *Guardianship and Administration Act 1986*), or
    f. die.
36. If a Committee Member stops being on the Committee before the end of their term in accordance with rule 35, the Committee may temporarily appoint a member of the Association to fill the vacancy on the Committee until the next AGM.
37. Among its other responsibilities, the Committee is responsible for making sure that:
    a. accurate minutes of general meetings and Committee meetings of the Association are made and kept, and
    b. all records, securities and relevant documents of the Association are kept properly.

Committee Meetings

38. The Secretary must give 7 days' notice of a Committee meeting to Committee Members unless the meeting is an urgent meeting.
39. The Committee must meet at least quarterly at the dates, times and places determined by the committee
40. Committee Members may attend meetings through technology (such as phone or video conferencing) so long as everyone can hear and be heard at the same time.
41. The Chair of Committee Meetings is the President, or if the President cannot attend, the Vice President, and if the President and Vice President cannot attend, the Committee Members can choose who will be Chair for that meeting.
42. The order of business at a committee meeting may be determined by the members present at the meeting
43. If a vote of the Committee is tied, the Chair of the meeting has the deciding vote.
44. Four (4) Members of Committee Members must be present (either in person or through the use of technology) for the meeting to be validly held (the quorum).
45. A committee member who has material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee and must not vote on the matter.

General Meetings

46. The Committee must hold an AGM within five months of the end of the Association's financial year.
47. The Committee will determine the date, time, duration and place of all general meetings including the AGM.
48. The ordinary business of the AGM is to confirm the minutes of the previous AGM, receive reports and statements on the previous financial year, and elect Committee Members. The notice of AGM must include any special business or motions to be considered.

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49. The committee or a group of at least 10% of all members may call a Special General Meeting by writing to the Secretary and stating the business to be considered.
50. At least five (5) Members including any two (2) Officers of the Committee must be present in person at a general meeting for the meeting to be held.
51. Members may vote by proxy via relevant proxy forms at general meetings.
52. Relevant proxy forms must be received by the Secretary 24 hours before the commencement of any meeting
53. Notice of general meetings must be provided to members at least 14 days (21 Days if there is a Special Resolution proposed) before the meeting in writing to each member's postal or email address listed on the members register (in the case of email addresses, so long as the email address was provided for receiving notices).
54. Notices of general meetings must include proposed matters to be dealt with at that meeting.
55. If a member wants something in particular on the Agenda, they must provide this item in writing to the Secretary via email at least seven (7) days prior to a general meeting.
56. People who are not members of the association are only permitted to attend meetings if they are invited by the committee.
57. The Chair of a general meeting will be the President, or if the President is not in attendance, the Vice President, or if the President and Vice President are not in attendance, the Secretary, or if the President, Vice President and Secretary are not in attendance, the Treasurer.
58. Votes may be held by a show of hands or written ballot, or another method determined by the Chair that is fair and reasonable in the circumstances.
59. If a vote of the members is tied, the Chair of the meeting has the deciding vote.
60. Regardless of how many businesses / properties they own, Members are entitled to one (1) vote only. The Member's details and properties and/or businesses details must be listed on the Members Register.
61. Members are only entitled to vote if more than 7 business days have passed since he or she became a member of the association.
62. The Centre Coordinator / Manager is not entitled to vote at any meeting
63. A special resolution is passed if not less than 75% of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.
64. The Chair may adjourn the meeting if there are not enough members at the meeting (see rule 50) within 30 minutes of the meeting time, or if there is not enough time at a meeting to address all business. A new notice must be sent to members before the adjourned meeting (but does not have to comply with time for notice requirements, unless the adjourned meeting is more than 21 days after the original meeting date).

Grievance disputes

65. If there is a dispute between a member and another member, a member and the Association, or a member and the Committee, the parties involved must first attempt to resolve the dispute between themselves for at least 14 days from the date the dispute is known to all parties involved.
66. If the dispute cannot be resolved between the people involved, the following grievance procedure must be followed:
    a. the party with a grievance must write to the Association and any other people affected, and explain what they are unhappy about
    b. the Committee must appoint an unbiased mediator to hear from all the parties involved and try to find a solution. The Committee give the people involved reasonable notice of the time and place of the hearing
    c. at the hearing, each party must have an opportunity to be heard and agrees to do their best to resolve the dispute, and

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d. if the parties cannot resolve the dispute with the assistance of the mediator, then an unbiased decision-maker must determine the outcome of the dispute.

Disciplining members

67. The Committee can discipline a member of the Association if it considers the member has breached these Rules or if the member's behaviour is causing (or has caused) damage or harm to the Association.
68. The Committee must write to the member to tell them why disciplinary action is proposed to be taken.
69. The Committee must arrange a disciplinary procedure that meets these requirements:
    a. the outcome must be determined by a unbiased decision-maker
    b. the member must have opportunity to be heard, and
    c. the disciplinary procedure must be completed as soon as reasonably practicable.
70. The outcome of a disciplinary procedure can be that the member must leave the Association, for a period of time or indefinitely. The Association cannot fine a member.

Funds

71. The Maling Road Business Association Inc is a not-for-profit organisation.
72. The Association must not distribute funds, income or assets to members except as reasonable compensation for services provided or expenses incurred on behalf of the organisation.
73. The Association may derive or generate funds from the Boroondara Council Special Rate Scheme, donations, grants, fundraising, sponsorship, interests, and any other sources approved by the Committee that are consistent with furthering the Association's Purposes.
74. The Committee is responsible for receiving funds on behalf of the association and issuing receipts for those funds
75. The Committee is responsible for paying funds received into the association's bank account
76. Cheques, EFT transfers or cash payments made from the Association's funds must be authorised by two (2) members of the Committee.
77. Financial records must be kept and stored for 7 years, and in accordance with any other applicable laws.
78. The Association does not have a common seal.

Alteration of rules

79. These Rules may be changed, added to, or replaced by special resolution of the Association's members at a general meeting.

Winding Up

80. The members may vote by special resolution at a general meeting to wind up the Association.
81. If the Association is wound up, any surplus assets must not be distributed to the members or former members of the Associations, and (subject to the Act and any Court order) must be distributed to another organisation or organisations, so long as that other organisation or organisations are not carried on for the profit or gain of its members and the purposes of those other organisation(s) are similar to the ones defined in Rule 2.

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