



RULES OF ASSOCIATION

JOY MELBOURNE INC.

Approved by members in general meeting: on 18 August, 2008

Approved by Consumer Affairs Victoria: on 18 September, 2008

RULES OF ASSOCIATION

(Rules)

JOY MELBOURNE

1 *Name and Purpose*

- 1.1 The name of the incorporated association is Joy Melbourne Inc. (in these Rules called "Joy Melbourne" or "the association").
- 1.2 The purpose for which Joy Melbourne is established is to provide the opportunity for freedom of expression, the breaking down of isolation and the celebration of the culture, achievements and pride of the diverse Gay and Lesbian Community.

2 *Definitions*

- 2.1 In these Rules, unless the contrary intention appears-

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

"Board" means the Board of Joy Melbourne;

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

"Community" means collectively the gay, lesbian, bisexual, transgender and intersex communities and those individuals who identify and associate with them;

"Consumer Affairs Victoria" is the Victorian Government authority which must approve new and changes to the rules of incorporated associations.

"general meeting" means a general meeting of members convened in accordance with Rule 11.

"eligible member" means a member who is a natural or legal person and has achieved six or more continuous months membership of Joy Melbourne;

"member", unless qualified in these Rules, means a member of Joy Melbourne;

"family member" means two or more members living in the same household who have been admitted to family membership under the one membership number;

"concession member" means a member who has qualified for reduced application and subscription fees by qualifying against criteria agreed and published by the Board from time to time pursuant to Rule 4.12;

"life member" means an honorary, non fee based, voting member of Joy Melbourne in terms of Rule 5;

"ordinary member of the Board" means a member who has been appointed to the Board and who is not an officer of Joy Melbourne identified in Rule 23;

"Regulations" means regulations under the Act;

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

"Public Officer" means the Board member appointed to that position by the Board.

- 2.2 a) the masculine gender shall include all other genders
b) singular shall include plural where appropriate
- 2.3 Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.

3 *Alteration of the Rules*

These Rules and the statement of purposes of Joy Melbourne must not be altered except in accordance with the Act.

4 *Membership, entry fees and subscription*

- 4.1 The categories of membership of Joy Melbourne shall be –
- a) member,
 - b) subscriber,
 - c) family member,
 - d) concession member,
 - e) honorary life member, and
 - f) such other category of membership proposed by the Board and approved at a general meeting of members.
- 4.2 A person who is not a member of Joy Melbourne at the time of the incorporation of Joy Melbourne (or who was a member at that time but has ceased to be a member) must not be admitted to membership unless the person applies for membership in accordance with Rule 4.3.
- 4.3 A person who applies for membership as provided in these Rules becomes eligible to be entered into the register of members only when,
- a) a written application in the form of Appendix 1 (or as subsequently amended by the Board or in a form otherwise approved by the Board) has been completed and received by the Public Officer or the Board or on their behalf,
 - b) the required application fee together with the first year subscription amount has been received in a form acceptable to Joy Melbourne, and
 - c) the Board, or a Committee of the Board established for this purpose (the membership committee), has approved the membership application.

- 4.4 The Board, or the membership committee where one has been established, must determine whether to approve or reject the application.
- 4.5 If the Board or the membership committee approves an application for membership, the Board will ensure, as soon as practicable thereafter -
- a) the applicant will be notified in writing of the approval of their membership; and
 - b) the applicant's name will be entered in the register of members as either a subscriber, a provisional member or an honorary life member, as appropriate.
- 4.6 With the exception of subscribers and honorary life members, applicants who have had their names entered into the register of members of Joy Melbourne shall become eligible members at the expiration of six months from the date of entry of their names in the register of members.
- 4.7 Subscribers shall not become eligible members of Joy Melbourne and honorary life members shall be entered into the register of members as eligible members from the date of entry.
- 4.8 If the membership committee rejects an application the Public Officer must, as soon as practicable, refer the membership committee's decision to the Board for review and determination.
- 4.9 If the Board rejects an application or resolves to reject an application referred to it from the membership committee, the Board must ensure that the applicant is notified in writing of the rejection of the application.
- 4.10 A right, privilege, or obligation of a person by reason of membership (including honorary life membership) of Joy Melbourne -
- a) is not capable of being transferred or transmitted to another person; and
 - b) terminates upon the cessation of membership whether by death or resignation or otherwise.
- 4.11 The application fee is the relevant amount set out in Appendix 4 or as subsequently amended in accordance with these Rules.
- 4.12 The annual subscription is the relevant amount set out in Appendix 4, or as subsequently amended in accordance with these Rules, and is due and payable in advance on 1 July in each year.
- 4.13
- a) The Board may set membership application fees and annual subscription fees for each membership category.
 - b) The criteria to be met for concession membership shall be determined by the Board from time to time.
 - c) Members joining through the year, and members renewing their subscription after the adoption of these Rules, shall pay a pro rata subscription fee, representing the period of membership from the application date (or renewal date as applicable) to 30 June next.

- 4.14 The Board may recommend any other additional fee or levy upon members to a general meeting for approval by members, provided that any levy shall not be greater than twice the annual subscription fee.

5 Honourary Life membership

- 5.1 The Board may, by unanimous vote at a properly constituted Board meeting of which there has been adequate notice,
- a) bestow upon a past or current member honorary life membership of Joy Melbourne, provided that –
 - i) the appointee must have been a member of Joy Melbourne for at least five consecutive years,
 - ii) the appointee must have demonstrated an extraordinary commitment to Joy Melbourne's stated purpose and contributed at a significant level to the operations of Joy Melbourne in its pursuit of that purpose,
 - iii) the appointee is recognised as a member of the community that is beyond reproach.
 - b) withdraw honorary life membership should the Board form the opinion that a member,
 - i) has refused or neglected to comply with these Rules or any terms and conditions associated with the life membership, or
 - ii) has been guilty of conduct unbecoming a member or prejudicial to the interests of Joy Melbourne,
- 5.2 The award of life membership is subject to these Rules and may be subject to such additional terms and conditions as the Board may determine and, in order for the award to be bestowed upon a recipient, that recipient must agree to abide by these Rules and any such terms and conditions.
- 5.3 a) No application or subscription fee is payable by a member during their term of honorary life membership.
- b) An honorary life member is an eligible member of Joy Melbourne and entitled to vote at a general meeting.
- 5.4 The Board will ensure that the member is notified of its decision and, following receipt of member's acceptance, that the member's name is included in the register of members as an honorary life member.
- 5.5 The Board shall bestow an award or plaque for honorary life membership at the next annual general meeting of Joy Melbourne.

6 Register of members

- 6.1 The Board must ensure a register of members is kept and maintained and that it contains -
- a) the name, address and category of each member; and

- b) the date on which each member's name was entered in the register.
- 6.2 Because of the nature and diversity of the community and in the interests of members' privacy, the register of members is not generally available for inspection and copying by members other than as provided in Rules 11.9 and 31.4.

7 *Ceasing membership*

- 7.1 A member of Joy Melbourne may resign from Joy Melbourne by giving one (1) month's notice in writing to the Board or the Public Officer of his or her intention to resign and at the end of the notice period shall cease to be a member.
- 7.2 A member who does not renew their membership by 31 July in any year shall cease to be a member as of that date.
- 7.3 The date upon which the member ceased to be a member shall be recorded in the register of members.
- 7.4 Regardless of the reason a member ceases to be a member of Joy Melbourne, no refund is payable for any unexpired term of their annual membership.
- 7.5 The Board, or the membership committee if one has been established, may consider waiving the application fee for past members wishing to rejoin within three (3) months of ceasing to be a member of Joy Melbourne.

8 *Discipline, suspension and expulsion of members*

- 8.1 Subject to these Rules, if the Board is of the opinion that a member (including an honorary life 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 Joy Melbourne, the Board may by resolution -
- a) fine that member an amount not exceeding five hundred dollars (\$500.00); or
 - b) suspend that member from membership of Joy Melbourne for a specified period; or
 - c) expel that member from membership of Joy Melbourne, or
 - d) where the member has been appointed by the Board as an honorary life member, withdraw that membership.
- 8.2 A resolution of the Board under Rule 8.1 does not take effect unless -
- a) at a meeting held in accordance with Rule 8.3, the Board confirms the resolution; and
 - b) if the member exercises a right of appeal to Joy Melbourne under this Rule, Joy Melbourne confirms the resolution in accordance with this Rule.
- 8.3 A meeting of the Board to confirm or revoke a resolution passed under sub-Rule 8.1 must be held not earlier than fourteen (14) days, and not later

than twenty eight (28) days, after notice has been given to the member in accordance with Rule 8.4.

- 8.4 For the purposes of giving notice in accordance with sub-Rule 8.3, the Board must, as soon as practicable, cause to be given to the member a written notice -
- a) setting out the resolution of the Board and the grounds on which it is based; and
 - b) stating that the member, or the member's representative, may address the Board at a meeting to be held not earlier than fourteen (14) days and not later than twenty eight (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 Board 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 Board confirms the resolution, he or she may, not later than forty eight (48) hours after that meeting, give the Board a notice to the effect that he or she wishes to appeal to Joy Melbourne in general meeting against the resolution.
- 8.5 At a meeting of the Board to confirm or revoke a resolution passed under Rule 8.1, the Board must -
- a) give the member, or the member's 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.
- 8.6 If at the meeting of the Board, the Board confirms the resolution, the member may, not later than forty eight (48) hours after that meeting, give the Board a notice to the effect that he or she wishes to appeal to Joy Melbourne in general meeting against the resolution.
- 8.7 If the Board receives a notice under Rule 8.6, the Board must convene a general meeting of Joy Melbourne to be held within thirty (30) days after the date on which the Board received the notice and must give members at least twenty one (21) days notice of the meeting.
- 8.8 At a general meeting of Joy Melbourne convened under Rule 8.7 -
- a) no business other than the question of the appeal may be conducted; and

- b) the Board 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 the member's representative, must be given an opportunity to be heard; and
 - d) the members present and eligible to vote must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 8.9 A resolution is confirmed if, at the general meeting, not less than two-thirds of the members eligible to vote do so in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

9 Disputes and mediation grievance procedure

- 9.1 The grievance procedure set out in this Rule applies to disputes under these Rules between -
- a) a member and another member (in their capacity as members); or
 - b) a member and Joy Melbourne.
- 9.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.
- 9.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within a further ten (10) days, hold a meeting in the presence of a mediator.
- 9.4 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 Board of Joy Melbourne; or
 - ii) in the case of a dispute between a member and Joy Melbourne, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 9.5 A member of Joy Melbourne can be a mediator.
- 9.6 The mediator cannot be a member who is a party to the dispute or who has any interest in the matter under dispute.
- 9.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 9.8 The mediator, in conducting the mediation, must -
- a) give the parties to the mediation process every opportunity to be heard; and

- b) allow due consideration by all parties of any written statement submitted by any party; and
- c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

9.9 The mediator must not determine the dispute.

9.10 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

10.1 The Board may determine the date, time and place of the annual general meeting of Joy Melbourne.

10.2 The notice convening the annual general meeting must specify that the meeting is an annual general meeting.

10.3 The ordinary business of the annual general meeting shall be-

- a) to note the minutes of the previous annual general meeting confirmed by the Chairman of that meeting and of any general meeting held since that meeting; and
- b) to receive from the Board reports upon the transactions of Joy Melbourne during the last preceding financial year; and
- c) to elect the members of the Board; and
- d) to receive and consider the statement submitted by Joy Melbourne in accordance with section 30(3) of the Act.

10.4 The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

11 Special general meetings

11.1 In addition to the annual general meeting, any other general meetings may be held in the same year.

11.2 All general meetings other than the annual general meeting are special general meetings.

11.3 The Board may, whenever it thinks fit, convene a special general meeting of Joy Melbourne and shall convene a general meeting when required under Rule 8.7.

11.4 If, but for this Rule, more than fifteen (15) months would elapse between annual general meetings, the Board must convene a special general meeting before the expiration of that period.

11.5 The Board must, on the request in writing of members representing not less than five per cent (5%) of the total number of members, convene a special general meeting of Joy Melbourne.

- 11.6 The request for a special general meeting must-
- a) state the objects of the meeting; and
 - b) be signed by the members requesting the meeting; and
 - c) be sent to the address of Joy Melbourne.
- 11.7 If the Board 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 Joy Melbourne, the members making the request, or any of them, may convene a special general meeting to be held not later than three (3) months after that date.
- 11.8 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 meeting convened by the Board and all reasonable expenses incurred in convening the special general meeting must be refunded by Joy Melbourne to the persons incurring the expenses.
- 11.9 Notwithstanding Rules 41.2 and 41.3. for the purposes of members convening a special general meeting pursuant to Rule 11.7, the Public Officer shall make available to the members convening the meeting the register of members to be used for the sole purpose of identifying members names and addresses for service of the required notice.

12 Special business

- 12.1 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

- 13.1 The Public Officer shall on behalf of the Board, at least fourteen (14) days, or if a special resolution has been proposed at least twenty one (21) days, before the date fixed for holding a general meeting of Joy Melbourne, send to each member of Joy Melbourne a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- 13.2 Notice may be sent-
- a) by electronic transmission of writing (email or facsimile) or
 - b) in writing by post
- to the address or facsimile number appearing against a member's name in the register of members or as subsequently amended or replaced by notice to the Public Officer.
- 13.3 No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- 13.4 a) A member intending to bring any business before an annual general meeting may notify the Board of that business in writing by post, facsimile or email at least fourteen days prior to the date required for distribution of the notice of meeting required by Rule 13.1.

- b) Business notified by a member in accordance with Rule 13.4a) must, following approval by the Board (which shall not be unreasonably withheld), be included in the notice required by Rule 13.1 calling the next general meeting.

13.5 The date, or the closest approximate date, of the next annual general meeting of Joy Melbourne shall be published on the Joy Melbourne website at least four (4) months prior to the event to facilitate the operation of Rule 13.4.

14 Quorum at general meetings

- 14.1 No item of business may be conducted at a general meeting which has not been included in the notice of the meeting.
- 14.2 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.
- 14.3 If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present-
 - a) in the case of a meeting convened upon the request of members, the meeting must be dissolved; and
 - b) 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 Chairman 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.
- 14.4 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 eligible members personally present (being not less than three (3)) shall be a quorum.

15 Presiding at general meetings

- 15.1 The President, or in the President's absence, the Vice-President, shall preside as Chairman at each general meeting of Joy Melbourne.
- 15.2 If the President and the Vice-President are absent from a general meeting, or are unable to preside, the eligible members present must select one of their number to preside as Chairman.

16 Adjournment of meetings

- 16.1 The Chairman may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- 16.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 16.3 If a meeting is adjourned for fourteen (14) days or more, notice of the adjourned meeting must be given in accordance with Rule 13.

16.4 Except as provided in sub-Rule 16.3, 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

17.1 Upon any question arising at a general meeting of Joy Melbourne, a member eligible to vote at a general meeting has one vote only.

17.2 Only eligible members may vote at general meetings of Joy Melbourne.

17.3 A Family Membership carries an entitlement to one vote each for up to two eligible members registered in the family membership.

17.4 All votes must be given personally or by proxy.

17.5 Only members of Joy Melbourne may be appointed as proxy by an eligible member to vote in the absence of that member at a general meeting.

17.6 In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.

18 Poll at general meetings

18.1 If at a meeting a poll on any question is demanded by not less than three (3) eligible members, it must be taken at that meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

18.2 A poll that is demanded on the election of a Chairman or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairman may direct.

19 Manner of determining whether a resolution is carried

19.1 If a question arising at a general meeting of Joy Melbourne is determined on a show of hands-

- a) a declaration by the Chairman that a resolution has been-
 - i) carried; or
 - ii) carried unanimously; or
 - iii) carried by a particular majority; or
 - iv) lost; and
 - v) an entry to that effect in the minute book of Joy Melbourne -

is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

20 Proxies

20.1 Each eligible member is entitled to appoint another eligible member as a proxy by notice given to the Board or the Public Officer no later than twenty four (24) hours before the time of the meeting in respect of which the proxy is appointed.

20.2 The notice appointing the proxy must be-

- a) for a meeting of Joy Melbourne convened under Rule 8.7, in the form set out in Appendix 2; or
- b) in any other case, in the form set out in Appendix 3.

21 Board of Joy Melbourne

- 21.1 The business of Joy Melbourne is to be overseen and managed by or under the direction of the Board.
- 21.2 The Board, subject to these Rules, the Act and the Regulations,
 - a) may exercise all such powers and functions as may be exercised by Joy Melbourne other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of Joy Melbourne; and
 - b) has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of Joy Melbourne.
- 21.3 The Board shall consist of at least six and not more than nine eligible members.
- 21.4 The Board may consider, but is not required, to hold one or two member forums per year at which members will be given the opportunity to be informed about the activities of Joy Melbourne and raise questions to the Board and the Chief Executive. Such forums shall be informal, chaired by the President and conducted as the President shall determine.

22 Adoption of the Rules and the First Board

- 22.1 These Rules shall be put to the members of Joy Melbourne at a general meeting for acceptance and for adoption following approval from Consumer Affairs Victoria.
- 22.2 Following acceptance of these Rules by the members in general meeting, they shall be forwarded to Consumer Affairs Victoria for approval (which may include minor amendment without reference back to the members) and once approved, shall be automatically adopted as the Rules of Joy Melbourne from the date of that approval.
- 22.3 The first Board following the adoption of these Rules shall consist of nine eligible members who shall be elected at a general meeting of members following as soon as practicable after the adoption of these Rules, and the notice of meeting shall specify the nominated candidates and contain a brief description of each individual.
- 22.4 Nominations for election and the election of members to the first Board shall be in the manner prescribed in Rule 25.
- 22.5 The following positions shall be available to be filled from membership of the first Board –
 - a) three positions for a term of three years
 - b) three positions for a term of two years
 - c) three positions for a term of one year

- 22.6 The election of members of the first Board must be conducted on a total number of votes cast basis, with candidates receiving the highest (and next highest, etc.) number of votes filling vacant positions in descending order of terms specified in Rule 22.5 until all available positions are filled.
- 22.7 Notwithstanding the exact terms of office specified in Rule 22.5, the first term of each member of the first Board shall end at the annual general meeting closest to the end date of their respective term.
- 22.8 Members of the Committee of Management created under the constitution adopted by the members on 26 October 2006 (as amended) shall hold office in that capacity until the conclusion of the general meeting at which the members of the first board are elected.
- 22.9 The first Board shall elect from their number the officers specified in Rule 23.1, to serve in that capacity until the first Board meeting following the next annual general meeting of Joy Melbourne.
- 22.10 The first meeting of the first Board shall take place as soon as practicable after the adoption of these Rules. The member of the first Board who receives the greatest number of votes shall act as notional Chairman in order to call the first meeting of the first Board and organise the conduct of the election required by Rule 23.1. Such election shall be conducted by outgoing public officer of Joy Melbourne.

23 Office holders

- 23.1 On an ongoing basis, the Board shall elect the following officers from among their number at the first meeting of the Board following each annual general meeting of Joy Melbourne, to serve until the annual general meeting of the following year –
- a) President (who shall also be Chairman of the Board)
 - b) Vice-President (who shall also be vice-Chairman of the Board)
 - c) Chairman of the Finance & Audit Committee
 - d) Public Officer.
- 23.2 In the event of a casual vacancy occurring in any office referred to in Rule 23.1, the Board may appoint one of its members to the vacant office and the member appointed may continue in office until the first meeting of the Board following the next annual general meeting. Nothing in this Rule alone will extend the term on the Board of any current Board member appointed to such a casual vacancy.

24 Members of the Board

- 24.1 Subject to Rule 22 relating to the initial terms of first Board members, the term served by each subsequent member of the Board shall commence at the conclusion of the annual general meeting at which they were elected and shall conclude at the end of the annual general meeting the third year after their election, however Board members are eligible for re-election subject to Rule 24.2.

- 24.2 A Board member is not eligible to seek re-election for a third consecutive term of office, but may again seek election to the Board one year after retiring at the end of the Board member's second consecutive term.
- 24.3 In the event of a casual vacancy occurring on the Board, the Board may appoint an eligible member of Joy Melbourne to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.
- 24.4 Board members are not entitled to appoint an alternate.
- 24.5 The Board may invite individuals who are not eligible members of Joy Melbourne to attend Board meetings and to sit on Committees of the Board to assist with the business of the Board.

25 Election of Board members

- 25.1 Nominations of candidates for election as members of the Board must be-
- a) made in writing on an approved form similar to the form contained in Appendix 5; and
 - b) signed by two (2) eligible members of Joy Melbourne; and
 - c) accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - d) delivered in person to the Public Officer or a member of the Board or to the Chief Executive at the registered office of Joy Melbourne not less than fourteen (14) days before the date fixed for the distribution of the notice of the general meeting at which the vote will be taken.
- 25.2 A candidate for election to the Board (including the first Board) must be and must remain an eligible member of Joy Melbourne during the whole of the term on the Board and may only be nominated for one Board vacancy at a time. Members of the Board who become ineligible while in office shall be deemed to have resigned from the Board.
- 25.3 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and no further nominations may be received at the annual general meeting.
- 25.4 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.
- 25.5 If the number of nominations exceeds the number of vacancies to be filled, an election by ballot must be held.
- 25.6 The election of members of the Board must be conducted by ballot at the annual general meeting on a total number of votes cast basis, with candidates receiving the highest (and next highest, etc.) number of votes filling vacant positions in the order specified in Rule 22.5 until all available positions are filled.
- 25.7 In the event of an equality of votes in respect of one or more candidates, the vote shall be taken again by ballot for those candidates only. Should

the second vote also result in an equality of votes, the Chairman shall have an additional casting vote.

26 Vacancies

- 26.1 The position of a member of the Board becomes vacant if the member-
- a) ceases to be an eligible member of Joy Melbourne; or
 - b) becomes an insolvent under administration within the meaning of the Corporations Act 2001; or
 - c) resigns from the Board by notice in writing given to the Public Officer or a member of the Board; or
 - d) misses three (3) Board meetings in any one calendar year without forwarding an apology in advance to the Public Officer; or
 - e) misses a total of five (5) meetings in any one calendar year without the prior approval of the Board.
- 26.2 Members of the Board who cease to be eligible members of Joy Melbourne while in office shall be deemed to have resigned from the Board.

27 Meetings of the Board

- 27.1 The Board must meet at least six (6) times in each year at such place and such time as the Board may determine.
- 27.2 Special meetings of the Board may be convened by the Chairman or by any four (4) members of the Board.
- 27.3 At meetings of the Board, the Chairman presides, or, in the Chairman's absence, the vice-Chairman or in the absence of both, members present must choose one of their number to preside.
- 27.4 The first Board shall adopt the charter in Appendix 6 which clarifies the role of the Joy Melbourne Board and governs the Board's relationship with Joy Melbourne and with fellow Board members. The Board, by unanimous vote, may amend the charter as and when required.
- 27.5 Meetings of the Board or a Board committee may be conducted in person or by electronic (audio or audio-visual) means of communication where members present can comment and hear each others comments, provided that at all times during the meeting a quorum is present and further provided that all Board members have access to electronic means of communication at the time scheduled for the meeting if they have not previously apologised for their absence.
- 27.6 The Board may pass a resolution without a meeting being held if all the members of the Board entitled to vote on a resolution sign a document containing a statement that they are in favour of the resolution set out in the document and, for the purposes of this Rule;
- a) separate copies of a document may be used for signing by the members of the Board if the wording of the resolution and statement is identical in each copy,

- b) the resolution is passed when the last Board member signs, and
- c) the resolution is recorded in the minute book as a resolution of the Board.

27.7 Meetings of members of Board Committees may also occur by email, provided that all agreements achieved by email exchange must be evidenced in hard copy and included in the minutes of the meeting and confirmed at the next meeting in person.

28 Notice of Board meetings

- 28.1 Notice of each Board meeting and each committee meeting must be given to each member of the Board or committee respectively at least three (3) business days before the date of the meeting.
- 28.2 Notice must be given to members of the Board of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

29 Quorum for Board meetings

- 29.1 A majority of members of the Board shall constitute a quorum for the conduct of the business of a meeting of the Board.
- 29.2 If within half an hour of the time appointed for the meeting a quorum is not present-
 - a) in the case of a special meeting, the meeting lapses;
 - b) in any other case, the meeting shall stand adjourned to the same place and the same time and day in the following week.
 - c) The Board may act notwithstanding any vacancy on the Board.

30 Voting at Board meetings

- 30.1 Questions arising at a meeting of the Board, or at a meeting of any committee established by the Board, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the Chairman of that meeting may determine.
- 30.2 Each member present at a meeting of the Board, or at a meeting of any Committee established by the Board (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 Chairman may exercise a second or casting vote.

31 Removal of Board member

- 31.1 Joy Melbourne in general meeting may, by resolution, remove any member of the Board before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- 31.2 A member who is the subject of a proposed resolution referred to in Rule 31.1 may make representations in writing to a member of the Board nominated by the Board or to the President of Joy Melbourne (not exceeding

a reasonable length) and may request that the representations be provided to the members of Joy Melbourne.

- 31.3 The member of the Board referred to in the above Rule 31.2 or the President may give a copy of the representations to each member of Joy Melbourne or, if they are not so given, the member may require that they be read out at the meeting.
- 31.4 Where the member wishes to make representations to each member of Joy Melbourne in accordance with Rule 31.3, the Public Officer shall make available to the member the register of members to be used for the sole purpose of identifying members names and addresses for delivery of that representation.

32 Minutes of meetings

- 32.1 The Board must ensure that minutes of the resolutions and proceedings of each general meeting, each Board meeting and each Committee meeting, together with a record of the names of persons present at Board and Committee meetings are kept.

33 Board Committees

- 33.1 The Board may delegate any of its powers to Committees established by the Board and may revoke any such delegation. The delegation may not be to the exclusion of or in substitution for all or any of the powers of the Board and any such delegation may not be further delegated.
- 33.2 The Board may approve terms of reference or charters or constitutions applicable to each Board Committee which includes the role and responsibility and delegation of the Committee.
- 33.3 A Committee must exercise the powers delegated to it in accordance with its terms of reference, charter or constitution and any direction of the Board. The effect of the Committee exercising a power in this way is the same as if the Board exercised it.
- 33.4 With respect to Committees established by the Board, they must –
- a) contain at least one Board member, who shall be Chairman of the Committee (if there are two or more members of the Board on a Committee, one of them shall be appointed Chairman of the Committee by the Board)
 - b) comprise eligible members of Joy Melbourne appointed by the Board, unless otherwise specifically determined by the Board
 - c) adopt a constitution, charter or terms of reference approved by the Board
 - d) report its activities either verbally or in writing to each Board meeting and if determined by the Board, in the annual report to members
 - e) maintain a quorum of at least a majority of members at meetings, one of which must be a member of the Board

34 Chief Executive

- 34.1 The Board may appoint a person to the office of Chief Executive for the period, and on the terms (including as to remuneration) as the Board sees fit.
- 34.2 The Chief Executive ceases to hold that position if they cease to be a member of Joy Melbourne.
- 34.3 The Board may confer on the Chief Executive any of the powers that the Board can exercise.
- 34.4 The Board may revoke or vary;
- a) an appointment, or
 - b) any of the powers conferred on the Chief Executive.

35 Funds

- 35.1 The Board must ensure that -
- a) all moneys due to Joy Melbourne are collected and received and all payments authorised by Joy Melbourne are paid in accordance with agreed procedures;
 - b) correct accounts and books showing the financial affairs of Joy Melbourne are kept and include full details of all receipts and expenditure connected with the activities of Joy Melbourne;
 - c) the current financial statement of Joy Melbourne is presented to each scheduled Board meeting; and
 - d) a suitably qualified auditor is appointed to audit the finances of Joy Melbourne and submit a written report to the members at each annual general meeting.
- 35.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the Board or by the Chief Executive and one member of the Board, or otherwise as provided by any formal delegation of the Board.

36 Trading, Income & Property

- 36.1 Joy Melbourne is authorised to trade under Section 51 of the Act and accordingly, this Rule 36 shall not be altered without the consent of the Minister.
- 36.2 The funds of Joy Melbourne shall be derived from entrance fees, annual subscriptions, donations, sponsorships, advertising, commercial ventures, partnerships and such other sources as the Board determines.
- 36.3 The income and property of the Association whence so ever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to and amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest

to any such member in respect of moneys advanced by him or her to the Association or otherwise owing by the Association to him or her or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any goods and services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods and services hired by the Association or reasonable and proper rent for premises demised or left to the Association.

- 36.4 If upon the winding up or dissolution of the public fund listed on the Register of Cultural Organisations, there remains after satisfaction of all its debts and liabilities, any property, the property shall not be paid to or distributed among its members, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of this public fund, and whose Rules shall prohibit the distribution of its or their income among its or their members, such fund, authority or institution is to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100 of the *Income Tax Assessment Act 1997* and listed on the Register of Cultural Organisations maintained under the Act.

37 Volunteers

- 37.1 All members of the association, subject to Rule 37.2, shall be given equal opportunity to apply for any formally designated work opportunity that is created as a result of a defined need, irrespective of whether it be a volunteer, contracted or paid opportunity.
- 37.2 Members of the Board are ineligible to apply for any paid or contracted work opportunity with Joy Melbourne.
- 37.3 Joy Melbourne reserves the right to specify such terms and conditions for any work opportunity that it deems necessary.
- 37.4 Pursuant to the requirements of Section 14B of the Act, the association shall maintain comprehensive policy and procedures for the management of any dispute under the Rules of the Association.

38 Seal

- 38.1 The common seal of Joy Melbourne must be kept in the custody of the Public Officer or such other member of the Board nominated by the Board.
- 38.2 The common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures of two members of the Board or by the Chief Executive and one member of the Board.

39 Notice to members

- 39.1 Any notice that is required to be given under these Rules to a member by or on behalf of Joy Melbourne, or to Board or committee members with respect to their meetings, may be given in the manner described in Rule 13.2.

40 Winding up

- 40.1 In the event of the winding up or the cancellation of the incorporation of Joy Melbourne, the assets of Joy Melbourne must be disposed of in accordance with the provisions of the Act.

41 Custody and inspection of books and records

- 41.1 Except as otherwise provided in these Rules, the Board must ensure the custody and safe keeping all books, documents and securities of Joy Melbourne.
- 41.2 All published accounts, books, securities and any other relevant documents of Joy Melbourne, other than the register of members, draft documents or work in progress, must be available for inspection free of charge by any member upon request.
- 41.3 A member may make a copy of any published accounts, books, securities and any other relevant documents of Joy Melbourne, other than the register of members, draft documents or work in progress.
- 41.4 The register of members may be inspected and copied only in accordance with these Rules.

APPENDIX 2

**FORM OF APPOINTMENT OF PROXY FOR MEETING OF
JOY MELBOURNE CONVENED UNDER RULE 8(7)**

I, (name)
of (address)
..... (tel / mob)

being an eligible member of Joy Melbourne appoint

the Chairman of the meeting **OR**

..... * (name of proxy holder)

of (address of proxy holder)

..... (tel / mob details)

being an eligible member of Joy Melbourne,

** if you are not appointing the Chairman of the meeting as your proxy, please tick the box and write here the full name of the individual member you are appointing as your proxy.*

OR failing the individual named above, the Chairman of the meeting,

as my proxy to act generally at the meeting on my behalf and to vote as the proxy sees fit at the general meeting of Joy Melbourne members convened under Rule 8(7), to be held on

..... (date of meeting)

and at any adjournment of that meeting.

.....
Signed

.....
Date

APPENDIX 3

**FORM OF APPOINTMENT OF PROXY
FOR GENERAL MEETINGS OF
JOY MELBOURNE**

I, (name)

of (address)

being an eligible member of Joy Melbourne, appoint

the Chairman of the meeting **OR**

..... * (name of proxy holder)

of (address of proxy holder)

being a member of Joy Melbourne,

** if you are not appointing the Chairman of the meeting as your proxy, please tick the box and write here the full name of the individual member you are appointing as your proxy.*

OR failing the individual named above, the Chairman of the meeting,

as my proxy to act generally at the meeting on my behalf and to vote as the proxy sees fit at the general meeting of Joy Melbourne members to be held on

..... (date of meeting)

and at any adjournment of that meeting.

..... Signed Date

APPENDIX 4

SCHEDULE OF FEES

<i>Member Category</i>	<i>Fee</i>	<i>Amount</i>
Member	Application Annual Subscription	
Family	Application Annual Subscription	
Concession	Application Annual Subscription	
Subscriber	Application Annual Subscription	
Honourary Life	Application Annual Subscription	nil

APPENDIX 5

**FORM FOR NOMINATION TO
MEMBERSHIP OF THE BOARD OF
JOY MELBOURNE ***

I, (name) of
..... (address)
.....(tel) (email)

And I (name) of
..... (address)
.....(tel) (email)

both being eligible members of Joy Melbourne,

hereby nominate (*name of nominee*)
of (*address of nominee*)

being an eligible member of Joy Melbourne, for election to the Board of Joy Melbourne.

..... Signed Date

#####

I, (print name),

agree to the above nomination for election to the Board of Joy Melbourne.

..... Signed Date

..... (*tel / email*)

* to be completed by two eligible members of Joy Melbourne.
The nominated person is required to submit descriptive information
of up to 250 words for publication to Joy Melbourne members.

APPENDIX 6

Joy Melbourne Board Charter

1. Introduction

1.1 In carrying out its responsibilities and exercising its powers, the Board at all times recognises its overriding responsibility to act honestly, fairly, diligently and in accordance with the law in serving the interests of the stakeholders of Joy Melbourne as well as its employees, volunteers, and the community. It works to promote and maintain an environment within Joy Melbourne that establishes these principles as basic guidelines for all of its employees, representatives and volunteers at all times.

2. Objective of Joy Melbourne

2.1 The core objective of Joy Melbourne is to provide the opportunity for freedom of expression, the breaking down of isolation and the celebration of the culture, achievements and pride of the diverse Gay, Lesbian, Bisexual, Transgender and Intersex Communities (the community).

2.3 Joy Melbourne must not do or suffer anything to be done which is inconsistent with its objective or is not otherwise authorised by or under the Associations Incorporation Act 1981 (the Act) or the Rules of Joy Melbourne (Rules).

3 Functions of the Board

The functions of the Board are—

- a) to develop statements of priorities and strategic plans for the operation of Joy Melbourne and to monitor compliance with those statements and plans;
- b) to develop financial and business plans, strategies and budgets to ensure the ongoing and efficient provision of radio programs by Joy Melbourne 94.9 FM and the long term financial viability of Joy Melbourne;
- c) to establish and maintain effective systems to ensure that the services provided by Joy Melbourne meet the needs of its members and the community it serves and that the views of its volunteers, members and listeners are taken into account;
- d) to monitor the performance of Joy Melbourne to ensure that—
 - i) Joy Melbourne operates within its budget;
 - ii) its audit and accounting systems accurately reflect the financial position and viability of Joy Melbourne;
 - iii) Joy Melbourne adheres to its financial and business plans, strategic plans and statement of priorities;
 - iv) effective and accountable risk management systems are in place;

- v) effective and accountable systems are in place to monitor and improve the quality and effectiveness of radio and other services provided by Joy Melbourne;
 - vi) any problems identified with the quality or effectiveness of the radio and community services provided by Joy Melbourne are addressed in a timely manner;
 - vii) committees established or appointed by the Board operate effectively;
- e) to appoint a Chief Executive of Joy Melbourne and to determine his or her remuneration and the terms and conditions of appointment;
 - f) to monitor the performance of the Chief Executive each financial year, having regard to the objectives, priorities and key performance outcomes specified in any statement of priorities and strategic plan;
 - g) to establish the organisational structure, including the management structure, of Joy Melbourne;
 - h) to ensure that members and volunteers are advised about significant Board decisions and are informed in a timely manner of any issues of public concern or risks that affect or may affect Joy Melbourne;
 - i) to adopt a code of conduct for staff and volunteers of Joy Melbourne;
 - j) to provide appropriate training for members of the Board, staff and volunteers;
 - k) any other functions conferred on the Board by or under the Act.

4 Powers of the Board

- 4.1 The Board has such powers as are necessary to enable it to carry out its functions.
- 4.2 In performing its functions and exercising its powers, the Board must have regard to—
- a) the needs and views of the community; and
 - b) the need to ensure that Joy Melbourne uses its resources, assets and equipment in an effective and efficient manner; and
- 4.3 The Board may delegate any of its powers or functions (other than its power of delegation) to -
- a) an employee or a class of employees of Joy Melbourne; or
 - b) a committee established by the Board; or
 - c) any person that the Board thinks fit.
- 4.4 A delegation is revocable at any time by the Board and does not prevent the exercise of the power or function by the Board.

5 Members of the Board

- 5.1 The Board shall consist of not less than 6 and not more than 9 persons elected by the members of Joy Melbourne in general meeting.
- 5.2 The Board from amongst its number shall elect the following officers –

- a) President (who shall also be Chairman)
- b) Vice President (who shall also be vice Chairman)
- c) Chairman of the Finance & Audit Committee
- d) Public Officer

5.3 Each member of the Board, in conducting the business of the Board will:

- Act honestly and in good faith
- Use due care and diligence in fulfilling the functions of the office and exercising the powers attached to that office
- Use the powers of office only for proper purposes
- Recognise that Board members are bound by decisions of the Board
- Not inappropriately voice personal opinions outside the Board in relation to its decisions
- Use information acquired as a Board Member only for appropriate and proper purposes
- Not take improper advantage of their position as a Board Member
- Ensure that personal interests, or the interests of any associated persons, do not conflict with the interests of Joy Melbourne
- Be independent in exercising judgement and considering actions and exercise reasonable care in the making of all Board decisions
- Ensure the confidentiality of all sensitive information provided to them as Board members and ensure that such information is only disclosed to third parties as authorised by the Board or as required by law
- Not engage in conduct likely to bring discredit upon Joy Melbourne
- Comply at all times with the spirit, as well as the letter, of the law and with the principles of this Charter, and
- Subject only to binding statutory requirements or directives, act in the best interests of Joy Melbourne and the community it serves

6 Terms and conditions

- 6.1 A Board member holds office for a three year term and is eligible for re-election.
- 6.2 A Board member must not serve more than two (2) consecutive terms as a member of the Board of the Board.
- 6.3 A Board member may serve further terms on the Board provided there is a gap of one year following each two consecutive terms of three years each.
- 6.4 Members of the Board do not receive remuneration as Board members but are entitled to reimbursement of their reasonable expenses incurred in holding office as a member of the Board.

7 Removal and resignation

- 7.1 A Board member may resign by writing signed by that person and delivered to another Board member or the Public Officer.
- 7.2 The members in general meeting and subject to the Rules may remove a Board member or all members of the Board from office,
- 7.3 Members of the Board must remain eligible members of Joy Melbourne (within the meaning of the Rules) while a member of the Board. Members of the Board who cease to be eligible members of Joy Melbourne while in office shall be deemed to have resigned from the Board.

8 Disclosure of Interest

- 8.1 Any member of the Board who has a direct or indirect pecuniary interest in a matter being considered, or about to be considered by the Board shall, as soon as practicable after the relevant facts come to the Board member's knowledge, disclose the nature of that interest at a meeting of the Board.
- 8.2 The Chairman must cause the declaration to be recorded in the Minutes of the meeting.
- 8.3 A Board member who has a conflict of interest in a matter must not be present during any deliberations by the Board on the matter and is not entitled to vote on the matter. A vote so cast shall be disallowed.

9. Meetings

- 10.1 Board and committee papers are provided to Board members, where possible, three days prior to the relevant meeting.
- 10.2 The Board shall meet not less than 6 times a year. Without limiting the discretion of the Board to regulate meetings of its members, the Board members may confer by telephone, closed circuit television, via the Internet or any other electronic means of audio or audio visual communication.
- 10.3 A majority of members of the Board shall constitute a quorum for the conduct of the business of a meeting of the Board.
- 10.4 The Board members shall call and hold an annual meeting of Joy Melbourne in accordance with the Rules.

11. Board Committees

- 11.1 The Board will establish and maintain a Finance & Audit Committee and may, but is not required to, establish and maintain a Membership Committee.
- 11.2 The Board may establish and maintain such other committees from time to time to assist the Board in carrying out its responsibilities, and adopt charters setting out matters relevant to the composition, responsibilities and administration of all such committees, and other matters that the Board may consider appropriate.

12 The Chairman

- 12.1 The President of Joy Melbourne shall also be Chairman of the Board and shall preside over meetings of the Board and general meetings of members.
- 12.2 The Chairman is responsible for leading and managing the Board in the discharge of its duties.

13. The Chief Executive

- 13.1 The chief executive's duties are to:
 - a) devote the whole of his or her time, attention and skill during normal business hours and at other times as reasonably necessary, to the duties of the office;
 - b) be accountable for planning, coordinating and directing the operations of Joy Melbourne to achieve strategic, financial and operating objectives as agreed with the Board;

- c) formulate and recommend business and financial strategies and plans to develop Joy Melbourne's business and to implement these plans to achieve agreed performance targets;
- d) promote the interests of Joy Melbourne, its members and the community it serves; and
- e) faithfully and diligently perform the duties and exercise the powers:
 - i) consistent with the position of a chief executive officer of Joy Melbourne; and
 - ii) assigned by the Board.

13.2 In fulfilling his or her duties, the chief executive officer:

- a) reports directly to the Board;
- b) provides prompt and full information to the Board regarding the conduct of the business of Joy Melbourne; and
- c) complies with reasonable directions given by the Board.

14. The Public Officer

14.1 The member of the Board who also acts as Public Officer supports the effectiveness of the Board by:

- a) monitoring that Board policy and procedures are followed; and
- b) coordinating the completion and dispatch of Board agendas and briefing papers and minutes.

16. Appointment

Newly elected Board members are provided with an extensive induction kit including, but not limited to, the following –

- Minutes of the last 6 months Board & Board Committee meetings
- Annual Report
- Organisation structure
- Statement of Priorities
- Strategic plans
- This Board charter
- Committee Terms of Reference
- Board & Committee meeting schedules

and will be invited to participate in premises tours and staff introductions.