

Victorian Apiarists Association Inc.

Proposed Constitution

**Constituting the Rules of the Association under
the Associations Incorporation Reform Act 2012**

May 2022

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PART A. NAME AND PURPOSES

Name

A.1. The name of the association is Victorian Apiarists' Association Incorporated (VAA).

Purposes

A.2. The purposes of the Association are to advance the interests of apiculture and Victorian apiarists.

A.3. Solely in order to achieve its purposes, the Association has all the powers that an individual person has.

PART B. DEFINITIONS

Definitions

B.1. In this Constitution

Act means the Associations Incorporation Reform Act 2012.

AGM means the Annual General Meeting of the Association.

Annual Census Date means 31 January each year.

Annual Conference means the event normally held each year at which reports are presented and issues discussed. The AGM normally occurs in conjunction with the annual conference but is not part of it.

Appointed Representative Board Member means a member of the Association appointed by a Regional Association or Branch for membership of the Board.

Association means the Victorian Apiarists' Association Incorporated.

Board means the body, referred to in Part D, which has the management of the Association (which is referred to in the Act as the Committee).

Books and records includes minutes required by this Constitution to be kept.

Branch means The Bendigo Branch, The Melbourne Section and The Sunraysia Branch.

Category 1 member means a member who owns up to 100 hives.

Category 2 member means a member who owns between 101 and 500 hives.

Category 3 member means a member who owns between 501 and 1000 hives.

Category 4 member means a member who owns more than 1000 hives.

Financial Year means the year ending on 31 March.

General Meeting means the Annual General Meeting or any Special General Meeting.

Generally Elected Board Member means a Board member who is not the appointed representative of a Regional Association or a Branch.

In writing includes communication by email and text message, and a book, document or record includes one in an electronic form. A typed signature of a member on a document sent by email or text message from the email address or phone number of that member is an electronic signature under the Electronic Transactions (Victoria) Act 2000 and constitutes compliance with any requirement in this Constitution that a document be signed.

Membership Secretary includes the Administration Officer if there is no Membership Secretary.

Regional Association means The Central Victorian Apiarists' Association Inc., Gippsland Apiarists Association Inc. and North-Eastern Apiarists' Association Inc.

VAA means the Victorian Apiarists' Association Incorporated.

Weighted vote means an additional vote to which a member is entitled in certain circumstances in accordance with Rule E.24.

PART C. MEMBERSHIP & SUBSCRIPTIONS

Eligibility for membership

C.1. Any individual person who is a registered beekeeper in their state of residence is eligible to become an ordinary member of the Association.

Admission of Ordinary Members

- C.2. (a) The Board may admit to ordinary membership any person who
- (i) provides evidence of registration with the relevant state authority as a beekeeper;
 - (ii) agrees in writing to comply with the Constitution of the Association; and
 - (iii) pays the specified annual subscription.
- (b) The Membership Secretary may on behalf of the Board accept an application for membership, but, if the Membership Secretary believes that the application should not be accepted, the application must be referred to the Board for decision.
- (c) The Board is not required to give reasons for its decision to reject an application for membership.
- (d) If an application is accepted, the Membership Secretary must as soon as possible notify the person and request payment of the annual subscription.
- (e) When the Membership Secretary receives the annual subscription from the person, the Membership Secretary must enter the member's particulars in the register of members.

Family or Partner Subscriptions

- C.3. (a) A member of a family (living at the same address) may apply for a Family Membership when another member of the family (the initial member) is already an ordinary or Life member.
- (b) A partner in a beekeeping business may apply for a Partner Membership when a partner in the business (the initial member) is already an ordinary or Life member.
- (c) A Family or Partner member
- (i) is entitled to all the rights and privileges of an ordinary member;
 - (ii) is entitled to the same number of weighted votes as the initial member; and
 - (iii) must pay the subscription for the category of membership of the initial member, less the cost of the Australian Bee Journal (ABJ) as determined by the Board from time to time,
 - (iv) but is not entitled to receive a copy of the ABJ.

Life Members

- C.4. (a) Any ordinary member may nominate a person for life membership if that person has given long, special or distinguished service to the Association or the honeybee industry.
- (b) The nomination together with full detailed reasons must be sent to the registered address of the Association at least ninety days before the date of the next AGM.
- (c) If the nomination is supported by the Board the new Life Member is announced at the AGM.
- (d) A Life Member is entitled to all the rights and privileges of an ordinary member in the same Category but is not required to pay a subscription.

Honorary Members

- C.5. (a) A person may be elected as an honorary member by a vote of a majority of votes cast at the AGM.
- (b) An honorary member is entitled to all the privileges of ordinary membership except the right to vote or stand for election, but is not required to pay a subscription.

Rights of ordinary members

- C.6. An ordinary member has the right to
- (i) join in requesting a general meeting to be held (under Rule E.4),

- (ii) propose items of business for a general meeting;
 - (iii) attend and vote at general meetings of the association;
 - (iv) receive all copies of the Australian Bee Journal issued during the membership of that person;
 - (v) stand for election to the Board;
- and such other rights as are set out in this Constitution or By-Laws.

Cessation of ordinary membership

C.7. A person ceases to be an ordinary member if:

- (i) the Membership Secretary receives a written resignation signed by the member;
- (ii) the person fails to pay moneys due to the association within one month after receiving notification from the Association that an amount payable to the Association is overdue.
- (iii) the member is expelled in accordance with the Disciplinary Procedure.

Readmission

C.8. The Board may require, as a condition of readmission of a person who was a member, that the applicant pay any arrears of subscription due when membership ceased.

Grievance procedure and Discipline

C.9. The provisions of this Constitution dealing with discipline and grievance procedures for members are set out in Parts J and K at the end of this Constitution.

Register of members

C.10. (a) Subject to the provisions of the Act, the Association must keep a Register of Members which contains

- (i) the name of each member;
 - (ii) the address, email address and telephone number of each member;
 - (iii) the date of admission to membership; and
 - (iv) the date a person ceased to be a member.
- (b) In accordance with the Act, information about a person who is no longer a member of the Association, other than the name of the person and the date on which the person ceased to be a member, must be removed from the register within 14 days after the person ceases to be a member.

C.11. Subject to the provisions of the Act,

- (i) the Register of Members must be made available, upon request, for inspection by a member;
- (ii) a member is entitled, upon request, to receive a copy of the register of members.

Subscriptions

C.12. There is no entrance fee for membership of the Association.

C.13. (a) The proposed annual subscription payable by members joining or renewing in the period commencing thirty days after the Annual General Meeting (AGM) and expiring thirty days after the following Annual General Meeting must be notified by the Board to the Members at least thirty days before the AGM.

- (b) If approved by a majority of votes cast at the AGM, it is payable by
- (i) a new member, on the date notified by the Membership Secretary to that member; and
 - (ii) a continuing member, on the anniversary in that period of the date of admission to membership, as set out in the register of members.

C.14. The Board may propose different subscriptions depending on the category of membership.

C.15. Each Regional Association pays an annual subscription as determined by the Board.

PART D. BOARD & BOARD ELECTIONS

Powers of the Board

D.1. Unless the Act or the Constitution states to the contrary, all powers of the Association may be exercised by the Board.

By-Laws

D.2. The Board may make By-Laws to deal with any matter not covered in this Constitution.

D.3. A By-Law comes into operation one month after notification to the members of its making, but if, within one month of notification to the members of the making of a By-Law, a special general meeting is requested to disallow the By-Law, the By-Law does not come into operation if the motion to disallow the By-Law is approved at the Special General Meeting.

Types of Board membership and size of Board

D.4. (a) The Board consists of nine members:

- (i) one member of the VAA appointed by each Regional Association.
- (ii) one member of the VAA appointed by each Branch.
- (iii) such number of generally elected Board members as will bring the total number of Board members for that year to nine.

(b) A regional association cannot exercise its right to appoint a Board member unless at the annual census date

- (i) It has a minimum of 25 members who are also members of the VAA; or
- (ii) 75 per cent of its total membership are members of the VAA.

Board member must be able to communicate electronically

D.5. A member cannot become a Board member if that person does not have access to electronic means of communication and the ability to attend meetings electronically.

Returning Officer appointment

D.6. (a) The Board must, by 31 October in each year, appoint a person to conduct the processes for appointment and election of Board Members.

(b) The Returning Officer cannot be a person who intends to be a Board member in the following year, and is not required to be a member of the Association.

Appointed Representative Board Member process

D.7. (a) The Returning Officer must, before the end of December, determine the date by which the Appointed Representative Board Members, who will take office at the next AGM, are to be notified to the Returning Officer.

(b) The Returning Officer must, before the end of December, notify each Regional Association and each Branch of the date determined in the previous subRule.

(c) When the notification date has passed, the Returning Officer must notify all members of the Appointed Representative Board Members who will take office at the next AGM.

Generally Elected Board Member process

D.8 (a) The Returning Officer must, not less than 8 weeks before the AGM, advise the members that nominations are called for generally elected Board member positions.

(b) Nominations must be received at the registered address of the Association-not less than 5 weeks before the AGM.

(c) If the number of nominations received is greater than the number of vacancies, the Returning Officer must, in accordance with the By-Laws, conduct a ballot to be finalised before the AGM.

(d) If the number of candidates nominated for election is not greater than the number of

- vacancies, all candidates shall be immediately declared elected
- (e) If the number of candidates is less than the number of vacancies, the Returning Officer must notify the members of the Association not less than 3 weeks before the AGM of the number of vacancies to be filled by an election conducted by the Returning Officer at the AGM from members nominated at that meeting.
- (f) It is not necessary for a candidate nominated for election at the AGM to be present at that meeting if the consent of that person is provided in writing to the meeting.

Nomination for election as Generally Elected Board Member

- D.9.(a) A nomination for an elected Board member position must be signed by the proposer, who must be an ordinary member of the Association. The candidate must also provide a signed consent to the nomination. This may be on a separate document to be received at the registered address by the same date as for the nomination.
- (b) All ordinary members of the association are eligible to stand for election for these positions and to vote in the election.

Election of President and Vice-Presidents

- D.10. (a) The President and two Vice-Presidents are elected from the members of the incoming Board by the members of the Association present at the Annual General Meeting.
- (b) A member cannot be elected as President unless that person has previously been a member of the Board for a minimum of two years, which may be separated.
- (c) The previous paragraph does not apply if there is no Board member who qualifies.

General duties of Board members

- D.11. (a) As soon as practicable after taking office, each Board member must become familiar with this Constitution and the Act.
- (b) The Board is collectively responsible for ensuring that the Association complies with the Act and that individual Board members comply with this Constitution.
- (c) Board members must exercise their powers and discharge their duties
- (i) with reasonable care and diligence;
 - (ii) in good faith in the best interests of the Association; and
 - (iii) for a proper purpose.
- (d) Board members and former Board members must not make improper use of
- (i) their position; or
 - (ii) information acquired by virtue of holding their position;
- so as to gain advantage for themselves or any other person or to cause a detriment to the Association.

Term of office of Board members

- D.12. All Board members hold office from the end of the AGM until the end of the following AGM and are eligible for re-appointment or re-election.

Vacancy on Board

- D.13. A person ceases to be a Board member if that person:
- (i) delivers a written resignation to the registered address of the Association;
 - (ii) ceases to be a member of the VAA;
 - (iii) ceases to be the appointed representative of the member's Regional Association or Branch;
 - (iv) is absent from two consecutive Regular meetings of the Board without reasonable excuse, and the Board decides to terminate the Board membership of that person;
 - (v) becomes an insolvent under administration;
 - (vi) has completed the term for which that member was elected, and is not re-appointed or re-elected.

Filling vacancies in the Board

- D.14. (a) (i) If the President or a Vice-President ceases to be a Board member, the vacancy in the office must be filled by election by and from the other members of the Board.
- (ii) If the President or a Vice-President resigns the office but remains on the Board, the vacancy in the office must be filled by election by and from the members of the Board, including the person who has resigned.
- (b) If an appointed Branch or Regional Association representative Board member ceases to be a Board member, the position on the Board (but not an office of President or Vice-President) must be filled by a member of the Association appointed by the same Regional Association or Branch,
- (c) If an elected Board member ceases to be a Board member, the Board may fill the vacancy on the Board by co-option.

Term of office of co-opted members

- D.15. A person co-opted to fill a casual vacancy holds office until the end of the next AGM.

Appointment of other Officers

- D.16. At the first meeting after the AGM, the Board must appoint
- (i) a Secretary (as defined by the Act), in this constitution referred to as the statutory Secretary;
 - (ii) an Administrative Officer;
 - (iii) a Treasurer;
 - (iv) the Editor of the Australian Bee Journal;
 - (v) such other officers, including a Membership Secretary, as the Board considers necessary;
- and fix the duties and remuneration of those officers.
- D.17. As required by the Act, a vacancy in the position of statutory Secretary (as defined by the Act) must be filled by the Board within 14 days of a vacancy arising.
- D.18. None of these appointed officers is, by virtue of the appointment, a Board member. An appointed officer cannot vote at a Board meeting, unless also a Generally Elected or Appointed Representative Board Member.
- D.19. The Board may remove or change the duties or remuneration of any officers appointed under this Rule.

Types of Board meetings

- D.20. Board meetings are categorised as
- (i) Regular, the dates of which are set at the beginning of the Association's year;
 - (ii) Special, called, as required, with the normal notice; or
 - (iii) Emergency, in the opinion of those directing or requesting that it be held, required to be held on shorter notice than is required for a Special Board meeting.

When Board meetings must be held

- D.21. The Board at its first meeting after the AGM must agree on the dates for the regular meetings of the Board for the following twelve months. The Board must hold at least six regular meetings a year.
- D.22. A Special Board meeting and an Emergency Board meeting must be held on the direction of the President or at the request to the Administrative Officer by three of the Board members. The request must specify which type of Board meeting and the general nature of the business to be discussed.

Notice of a Board meeting

- D.23. The Administrative Officer must give notice of a Board meeting if directed by the

President or at the request of three Board members. The notice must specify the general nature of the business to be discussed. In the case of a Special or Emergency Board meeting the only business which may be dealt with is that referred to in the notice of meeting.

How much notice must be given of Board meetings

- D.24. Despite the regular Board meetings being determined at the commencement of the Board's term of office, the Administrative Officer must still give
- (i) for Regular Board meetings, at least seven days notice,
 - (ii) for Special Board meetings, at least seven days notice, and
 - (iii) for Emergency Board meetings, at least 24 hours notice.

Board meetings by electronic means

- D.25. Meetings of the Board may be requested, called or held using any technology which allows for simultaneous communication between all members in attendance at the meeting.

Board quorum

- D.26. The quorum at a meeting of the Board is six, but if the Board meeting is an Emergency meeting, then the quorum is five.

Presiding at Board meetings

- D.27. (a) The President, or, if the President is unable or unwilling to preside, one of the Vice-Presidents, is entitled to preside at all Board Meetings.
- (b) If the President and both Vice-Presidents are unable or unwilling to preside, a Board member appointed by the Board must preside.

Procedure at Board meetings

- D.28. Except for matters prescribed in this Constitution or in By-Laws, the Board may determine its own procedure.

Voting at Board meetings

- D.29. (a) A resolution is carried at a Board meeting if more Board Members vote in favour of the resolution than against it.
- (b) This does not apply to a motion to refer a matter to the Disciplinary Committee in accordance with Rule J.2.
- D.30. The person presiding has the same right to vote as the other members of the Board, and also a casting vote if votes are tied.

Subcommittees

- D.31. (a) The Board may appoint subcommittees and delegate any of its powers to them. This does not include the power to impose a penalty following the decision of the Disciplinary Committee.
- (b) A subcommittee may not delegate any of its powers.

Conflict of interest

- D.32. (a) A Board member who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest
- (i) to the Board; and
 - (ii) at the next General Meeting of the Association.
- (b) The Board member
- (i) must not be present while the matter is being considered at the meeting; and
 - (ii) must not vote on the matter.

Validity of Board decisions

- D.33. If it is afterwards discovered

- (i) that there was some defect in the nomination or election of a person as a Board member; or
 - (ii) that a person so appointed as a representative, nominated for election or elected was ineligible;
- all acts done at any meeting of the Board or of a subcommittee or by any person acting as a Board member are as valid as if that person had been duly appointed or elected and was eligible to be a Board member.

Indemnity

- D.34. Every Board member, member of the Association, volunteer, employee or agent of the Association must be indemnified out of the property of the Association against any liability incurred by that person in that capacity in defending any proceedings
- (i) in which judgment is given in favour of that person; or
 - (ii) in which the person is acquitted; or
 - (iii) in connection with any application in relation to any such proceedings, in which relief is granted to that person.

Exemption from liability

- D.35. In accordance with section 52 of the Act, a member or officer of the Association is not liable, merely because that person was a member or officer, to contribute towards
- (i) the payment of the debts and liabilities of the incorporated Association or
 - (ii) the costs, charges and expenses of the winding up of the incorporated Association.

PART E. GENERAL MEETINGS

Time of Annual General Meeting

- E.1. An Annual General Meeting must be held once in each calendar year at a time determined by the Board, but within five months of the end of the financial year of the Association.

Calling the Annual General Meeting

- E.2. The Annual General Meeting must be called by the Administrative Officer when directed to do so by the Board.

Business of the Annual General Meeting

- E.3. The business of the Annual General Meeting is:
- (a) the presentation of the statement required by section 101 of the Act containing the following particulars:
 - (i) the income and expenditure of the Association during its last financial year;
 - (ii) the assets and liabilities of the Association at the end of its last financial year;
 - (iii) the mortgages, charges and securities of any description affecting any of the property of the Association at the end of its last financial year;
 - (iv) the same particulars in respect of each trust of which the Association was trustee during any part of the last financial year; and
 - (v) any trust held on behalf of the association by a person or body other than the association in which funds or assets of the association are placed.
 - (b) the presentation of the President's report;
 - (c) the election of any Board members required to bring the total number to nine;
 - (d) such other business as has been notified to the members;
 - (e) and no other business shall be dealt with.

Calling Special General Meetings

- E.4. A Special General Meeting must be called if the Administrative Officer
- (i) is directed to do so by the Board; or
 - (ii) is requested in writing to do so by twenty five ordinary members of the Association.

E.5. If the Administrative Officer fails, within 14 days of being so directed or requested, to give notice of a Special General Meeting, any Board member or other member requesting the meeting may call it.

Business of Special General Meeting

E.6. The only business which may be discussed at a Special General Meeting is the business set out in the notice of meeting.

Procedure for all General Meetings

E.7. The following Rules apply to both the Annual General Meeting and Special General Meetings.

Submitting business to General Meetings

E.8. If a member submits a matter for consideration at a General Meeting, the matter shall be included in the business for the next meeting held after receipt of the submission, provided that it is received in sufficient time to be included in the notice required for the meeting. A notice of special resolution cannot be proposed under this Rule.

Use of Technology

E.9. General Meetings may be held using any technology which allows for simultaneous communication between all the members taking part in the meeting. This includes some members present in person and some present through electronic means, or all using electronic means.

Period of notice for all General Meetings

E.10. At least thirty days notice must be given for all General Meetings, including the Annual General Meeting.

Special notice requirements for a special resolution

E.11. If a special resolution has been proposed for consideration at a General Meeting, the notice of General Meeting must state that it is intended to propose the resolution as a special resolution.

E.12. A special resolution is necessary to:

- (i) amend this Constitution;
- (ii) change the name of the Association;
- (iii) decide to wind up the Association

and other matters specified in the Act.

Quorum at General Meetings

E.13. The quorum at a General Meeting or adjourned General Meeting is twenty five members entitled to vote at the meeting in person or by proxy.

Failing to achieve quorum at member requested General Meeting

E.14. If the general meeting, convened at the request of members does not have a quorum present within half an hour of the notified commencement time, the meeting shall be dissolved.

Failing to obtain quorum at Board convened General Meeting

E.15. (a) If a general meeting convened by the Board does not have a quorum present within half an hour from the appointed time for the meeting, the meeting shall be adjourned to a date, time and place determined by the person presiding at the time of the adjournment.

(b) The only business which may be dealt with at an adjourned meeting is the unfinished business notified on the agenda for the original meeting.

Person to preside at General Meetings

E.16. The President has the right to preside at all General Meetings.

- E.17. If the President is unable or unwilling to preside, a Vice-President must preside. If both Vice- Presidents are unable or unwilling to preside, a Board member appointed by the Board should preside.
- E.18. 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 count is demanded.

Adjournment

- E.19. The person presiding at a General Meeting may adjourn a meeting which has a quorum, and determine the place and time at which the meeting is to resume.
- E.20. The only business which may be discussed at a re-convened General Meeting is the unfinished business at the time of adjournment.

Proxies

- E.21. A member may appoint another member as a proxy to represent that member at a General Meeting. The proxy must be in or to the effect of the form as set out in the Appendix to this Constitution. It is not necessary for the form to include instructions to the proxy on how to vote on a motion.
- E.22. Completed Proxy forms must be
- (i) delivered to the registered email address of the Association not later than 5:00 pm on the day before the day of the meeting;
 - (ii) received by post at the registered address of the Association not less than 3 days before the day of the meeting;
 - (iii) handed to the Administrative Officer by 5:00 pm on the day before the day of the meeting.

Voting requirements for special resolutions

- E.23. In order to pass a special resolution
- (a) at least three quarters of the members who vote personally or by proxy must vote in favour of the motion;
 - (b) if that majority is not achieved, the motion fails;
 - (c) if that majority is achieved, the resolution is passed, unless
 - (i) at least four Category 2, 3 or 4 members move that a second vote take place, with votes weighted as set out in the following Rule; and
 - (ii) a majority of the votes cast in the second vote are against the motion

Weighted Votes

- E.24. When weighted votes are permitted, in addition to the one vote to which each ordinary member is entitled to exercise in person or by proxy,
- (i) each Category 2 member is entitled to one additional vote;
 - (ii) each Category 3 member is entitled to two additional votes;
 - (iii) each Category 4 member is entitled to three additional votes.

Ordinary resolutions at General Meetings

- E.25. (a) All matters, not required by the Act to be dealt with by special resolution, must be dealt with by ordinary resolution.
- (b) An ordinary resolution is passed if approved by a majority of the members who vote personally or by proxy, but if four members present at the General Meeting request a secret ballot on the resolution, a secret ballot must be conducted using weighted votes in accordance with the formula set out in the previous Rule.

Other Procedural matters at General Meetings

- E.26. The person presiding at a General Meeting may determine any matter of procedure not

referred to in this Constitution or in By-Laws.

PART F. FINANCE AND ADMINISTRATION

Financial year

F.1. The financial year of the Association is the year ending on 31 March.

Source of funds

F.2. The funds and other property of the Association may be derived from subscriptions, donations, grants, sponsorships, proceeds of fundraising activities, interest on investments and such other sources as the Board may approve.

Money received

F.3. All money received for or on behalf of the Association must be promptly deposited in a bank account in accordance with the procedure set out in the By-Laws.

Payments including cheques

F.4. Any transaction in relation to any bank account of the association or any trust or other fund associated with the association must be in accordance with a procedure set out in a resolution of the Board. The Board must determine persons authorised to approve transactions.

Treasurer

F.5. The Treasurer is responsible for the keeping of the financial books and records of the Association, and must present to each meeting of the Board a report of the financial transactions of the Association since the last Board meeting.

F.6. The Treasurer must ensure that the financial statements required by the Act are certified by the Board prior to their presentation to the Annual General Meeting and also the report of the reviewer or auditor.

Minutes

F.7. The Board must ensure that minutes of every General Meeting, every meeting of the Board and any subcommittee are taken, recorded and securely stored.

Administration Officer's responsibility

F.8. The Administrative Officer is responsible for the books, records and securities of the Association, other than the financial books and records.

Inspection of books and records

F.9. (a) A member may inspect the books and records (including minutes of meetings) of the association on giving reasonable notice to the person responsible for the relevant documents in accordance with this Constitution.

(b) The Board may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

Return of documents on ceasing to hold office

F.10. As required by section 88 of the Act, a person who

(i) has ceased to hold office or membership in the Association; and

(ii) has custody of original documents that relate to the incorporation or management of the Association;

must, within 28 days, return those documents to the Board.

Common seal custody

F.11. The Common Seal of the Association must be kept by the Administrative Officer.

Use of Common Seal

- F.12. (a) The Board must authorise the affixing of the Common Seal to any document.
 (b) The Administrative Officer must record details of each use of the Common Seal in a register.

Witnesses to sealing

F.13. The Common Seal must be affixed in the presence of two members of the Board.

Notice to members

- F.14. (a) Notice to a member of any meeting of the Association, or of the Board, or of a subcommittee is sufficiently given, if notice of the meeting is
- (i) delivered by hand; or
 - (ii) sent by post, email or other form of electronic communication; to the last address for that form of communication which was notified to the Membership Secretary.
- (b) Notice that a document is available for reading by clicking a link provided in the electronic communication constitutes notice in accordance with this Rule.
- (c) Notice is deemed to have been received when it would have been received in accordance with normal procedures for that mode of transmission.

PART G. CHANGES TO THE CONSTITUTION

Changes to the constitution

G.1. This Constitution can only be changed in accordance with the General Meeting procedure set out in this Constitution including the passing of a special resolution of the members at a General Meeting.

PART H. WINDING UP AND PROHIBITIONS ON DISTRIBUTIONS

Winding up

- H.1. If the Association 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
- (i) 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 Association under or by virtue of this Rule and the following; and
 - (ii) which is determined in accordance with a Special Resolution at a General Meeting of the Association, or, in the absence of such a resolution, by the Registrar of Incorporated Associations.

Prohibition of distribution to members

- H.2. (a) The income and property of the Association must be used and applied solely to the promotion of its purposes and the exercise of its powers as set out in this Constitution.
- (b) No portion of the income or property of the Association may be distributed directly or indirectly to or amongst the members of the Association.
- (c) Nothing in the previous subRule prevents the payment in good faith to a member of
- (i) interest on money lent to the Association, or owing to that member;
 - (ii) payment for work done by any officer or employee of the Association, or other person for services actually performed for the Association;
 - (iii) out of pocket expenses,
 - (iv) money lent,

- (v) reasonable and proper charges for the hire of goods by the Association,
- (vi) reasonable and proper rent for premises let to the Association, or
- (vii) 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.

PART J. DISCIPLINARY ACTION

Disciplinary action and grievance procedure

- J.1. In accordance with the Act, the association must not take disciplinary action against
- (i) a member who has initiated a grievance procedure in respect of a dispute between the member and the association; or
 - (ii) a member appointed by the aggrieved member to act on that member's behalf; until the grievance procedure has been completed.

Grounds for disciplinary action

- J.2. If three quarters of the Board members who are present at a Board Meeting, notice of which included consideration of the conduct of a member, form the opinion that that member
- (i) has failed to comply with this Constitution;
 - (ii) refuses to support the purposes of the Association;
 - (iii) has engaged in conduct that in the opinion of the Board is likely to bring the Association into disrepute;
 - (iv) has been convicted by a court of any offence involving theft, fraud or other form of dishonesty; or
 - (v) is proved in court to have been involved in the adulteration of any produce of an apiary
- the Board shall refer the matter to a Disciplinary Committee and advise the member that it has done so.

Disciplinary Committee members

- J.3. (1) The Disciplinary Committee will consist of:
- (i) three past Presidents of the Association; or
 - (ii) if three past Presidents are not available, as many past Presidents as are available and the remainder who are former members of the Board (previously Executive Council);
- (2) A current Board member cannot be a member of the Disciplinary Committee.
- (3) The members of the Disciplinary Committee are chosen by the most recent past president available, who cannot be a current Board member.

Disciplinary Committee secretary

- J.4. The Secretary of the Disciplinary Committee should preferably be a registered legal practitioner.

Quorum at a meeting of the Disciplinary Committee

- J.5. All three members must be present at a meeting of the Disciplinary Committee.

Procedure

- J.6. The procedure to be followed by the Disciplinary Committee is set out in By-Laws, which must include provisions to ensure that the rules of natural justice are complied with.

Penalties

- J.7. (1) The Disciplinary Committee must, at the conclusion of the procedure, if the members of the Disciplinary Committee unanimously believe that the allegations are proved on the balance of probabilities, report that decision to the VAA Board and recommend:
- (i) that the member be expelled; or
 - (ii) that the member's membership be suspended for a specified period; or
 - (iii) that no action be taken against the member.
- (2) The Board must accept the decision of the Disciplinary Committee that the allegations have

been proved or not proved and may accept the recommendation as to penalty, or impose a different penalty.

No right of appeal

J.8. A member does not have a right of appeal against the decision of the Disciplinary Committee or the decision of the Board as to penalty.

PART K. GRIEVANCE PROCEDURE

Grievances and Disciplinary Procedures

K.1. In accordance with the Act, a member who is the subject of a disciplinary procedure must not institute a grievance procedure in relation to the matter which is the subject of the disciplinary procedure until the disciplinary procedure has been completed.

Parties

K.2. The grievance procedure set out in this Rule applies to disputes under this Constitution between:

- (i) a member and another member; or
- (ii) a member and the Board
- (iii) a member and the Association.

Obligation to attempt resolution informally

K.3. 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.

Meeting with Mediator

K.4. 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 of the date appointed for that meeting, hold a meeting in the presence of a mediator.

Who may be mediator

K.5. (1) 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 the Association or
 - (ii) in the case of a dispute between a member and the Board, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (2) A member of the Association can be a mediator.
- (3) The mediator cannot be a member who is a party to the dispute.

Obligation to act in good faith

K.6. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

Mediator's role

K.7. 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.

Mediator not judge

K.8. The mediator must not determine the dispute.

Options if mediation unsuccessful

K.9. 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.

APPENDIX 1: Proxy Form for General Meetings

Victorian Apiarists 'Association Incorporated

PROXY FORM

For

ANNUAL / SPECIAL GENERAL MEETING

Proxy Nomination

I, (name)
of (address)
being a member of the Victorian Apiarists 'Association Incorporated
appoint..... (name)
of (address)
who is a member of the Association
or, failing that person, the Chair of the Meeting (Optional – Delete if desired)
to act as my proxy at
the [Annual] / [Special] General Meeting
to be held in (month) (year)
Signature of Member Date/...../.....

Resolutions (See Notes below)

If there are any specific resolutions on the notice of meeting, I direct my proxy to vote as follows:

Resolution No.	For	Against	Abstain	Proxy Decision
1	[]	[]	[]	[]
2	[]	[]	[]	[]
3	[]	[]	[]	[]

You may direct your proxy how to vote by putting an 'x' in the appropriate box

If you do not direct your proxy, the proxy may vote as they think fit.

Notes:

1. A proxy should be appointed only if the member has their own genuine interest in the issues being addressed.
2. The actual proxy form submitted must be *in, or to the effect of*, this form. This actual form is not required to be used.
3. It does not need to state how the appointed proxy is to vote.
4. The appointment of a proxy must be either
 - (a) Delivered to the registered email address or phone number of the Association not later than 5 pm five days before the day of the meeting; or
 - (b) Handed to the Administrative Officer by 5 pm five days before the day of the meeting; or
 - (c) Received by post at the registered address of the association not less than 5 days before the day of the meeting (as the Administrative Officer may have left the address of the Association to go to the place where the meeting is to take place).
5. If a completed proxy form is sent by email or text message, typing the member's name in place of the signature and sending the email or text from the member's electronic address or phone number registered with the Association, constitutes an electronic signature under the Electronic Transactions (Victoria) Act 2000.