

Statement Of Purposes and Rules
For Austrek - The Star Trek Fan Club

By Order Of The Committee
Mark A. Bird
Chairman – Incorporation Sub Committee
1 October 1994

STATEMENT OF PURPOSES OF AUSTREK, THE STAR TREK FAN CLUB (INCORPORATED)

The purposes of AUSTREK, THE STAR TREK FAN CLUB (INCORPORATED) (“the Association”) are:

- 1.1 To provide an appropriate forum for bringing together fans of Star Trek.
- 1.2 To conduct regular social activities for fans of Star Trek.
- 1.3 To promote awareness of Star Trek.
- 1.4 To be an influential lobby group for and supporter of the continued presentation of Star Trek universe by the media screening of Star Trek works.
- 1.5 To perpetuate the vision, values and philosophy of Gene Roddenberry’s Star Trek.

Solely for the purpose of furthering the purposes set out above, the Association shall have power to do all such things as are incidental or conducive to the attainment of the purposes and the exercise of the powers of the Association including but not limited to:

- 2.1 To take over the funds and other assets and the liabilities of the present unincorporated association known as the AUSTREK, THE STAR TREK FAN CLUB OF VICTORIA;
- 2.2 To indemnify any person for any loss or damage incurred as a result of having on behalf of the unincorporated association become liable to pay any amount by way of damages or otherwise;
- 2.3 To subscribe to, become a member of, and cooperate with any other association, club or organisation, whether incorporated or not, whose purposes are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds except in circumstances where expenditure involved is commercially or otherwise reasonable for the subscription or other membership benefits accruing to the Association, any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of the Rules;
- 2.4 To buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the use of or consumption by Members of the Association or persons frequenting premises used by the Association;
- 2.5 To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the purposes of the Association, provided that in any case where the Association takes or holds any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- 2.6 To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the purposes and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain: and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- 2.7 To appoint, employ, remove or suspend such managers or administrators, clerks, persons providing professional services, consultants, tradespersons, caterers and other persons as may be necessary or convenient for the purposes of the Association;
- 2.8 To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association’s interests, and to assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;

- 2.9 To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit;
- 2.10 To take, or otherwise acquire, and hold shares, stock or debentures, units or any other securities of any company, body corporate or unit trust;
- 2.11 To lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
- 2.12 To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the Association's property or assets present or future and to purchase, redeem or pay-out any such securities;
- 2.13 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- 2.14 To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;
- 2.15 To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others;
- 2.16 To take any gift of property whether subject to any special trust or not, for any one or more of the purposes of the Association but subject always to the proviso in Clause 2.5;
- 2.17 To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, bequests, annual subscriptions or otherwise;
- 2.18 To print and publish any newspapers, periodicals, books, brochures or leaflets that the Association may think desirable for the promotion of its purposes;
- 2.19 To amalgamate with any one or more incorporated associations having purposes altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of the Rules;
- 2.20 To purchase or otherwise acquire and undertake all or any parts of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- 2.21 To transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- 2.22 To make donations for patriotic, charitable or community purposes, in the associations discretion.

RULES OF AUSTREK, THE STAR TREK FAN CLUB (INCORPORATED)

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1. NAME

- 1.1 The name of the incorporated association is “AUSTREK, THE STAR TREK FAN CLUB (INCORPORATED)” (in these Rules called “the Association”).

2. INTERPRETATION

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

“Committee” means the Committee of Management of the Association.

“Financial year” means 12 months ending on 31 December.

“General Meeting” means a general meeting of Members convened in accordance with Rule 9.

“Member” means a person whose name is recorded in the register of members and includes Honorary Life Members.

“Ordinary Member of the Committee” means a member of the Committee who is not an officer of the Association under Rule 16.

“Presider” means the person who presides at General Meetings and Committee of the Association.

“the Act” means the *Associations Incorporation Act* 1981 of the State of Victoria as amended or reenacted from time to time.

“the Regulations” means regulations under the Act.

- 2.2 In these Rules, a reference to the General Secretary of the Association is a reference:

- (a) where a person holds office under these Rules as the General Secretary of the Association to that person; and
- (b) in any other case, to the Public Officer of the Association, who may, in any event, be a person other than the General Secretary

- 2.3 Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the *Interpretation of Legislation Act* 1984 of the State of Victoria and the Act as in force from time to time.

- 2.4 The singular includes the plural and the plural includes the singular.

- 2.5 These Rules constitute the terms of a contract between the Association and its Members for the time being.

3. APPLICATION FOR MEMBERSHIP

- 3.1 A natural person who has applied for and is approved for membership as provided in these Rules is eligible to be a Member of the Association on payment of the annual membership fee and joining fee payable under these Rules.

- 3.2 A person who is not a Member of the Association at the time of the incorporation of the Association (or who was such a Member at that time but has ceased to be a Member) shall not be admitted to membership unless that person has applied as provided in Clause 3.3.

- 3.3 An application by a person for membership of the Association:

- (a) shall be made in writing in the form set out in Appendix I; and
- (b) shall be lodged with the General Secretary of the Association or the General Secretary's nominee.
- (c) shall be accompanied by the appropriate joining and annual membership fee.

- 3.4 As soon as is practicable after an application for Membership is received, the General Secretary, or the General Secretary's nominee shall refer the application to the Committee. Upon an application being referred to the Committee, the Committee shall determine whether to approve or reject the application. Where an application is approved by the Committee, the General

Secretary, or the General Secretary's nominee shall, with as little delay as possible upon payment of the amounts referred to in clause 3.1, notify the applicant in writing of the approval for Membership of the Association and enter the applicant's name in the register of Members and, upon the name being so entered, the applicant becomes a Member of the Association.

- 3.5 A right, privilege, or obligation of a person by reason of that person's membership of the Association:
- (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.
- 3.6 Subject to these Rules, membership shall be open to all persons subscribing to the objects of the Association and paying the fees as required under these Rules. No restriction shall be imposed on any person by virtue of religion, political beliefs and actions, gender, nationality, race or ethnic origin, age, lifestyle and sexual preference, marital status, physical or intellectual impairment, social or cultural class or origin, occupation or height, weight or physical appearance.
- 3.7 At anytime, the nomination of any person to become an Honorary Life Member can be submitted to the Committee. Honorary Life Membership will be conferred on that person by a unanimous vote of the Committee in favour of the nominee. An Honorary Life Member shall have all the rights, excluding the right to vote or hold office, and shall be subject to all obligations of a member, except that Honorary Life Members shall be exempt from the payment of membership fees.

4 JOINING FEES AND ANNUAL MEMBERSHIP FEES

- 4.1 The annual membership fee and joining fee shall be at such rate as the Committee may determine from time to time.
- 4.2 A Member shall cease to be a financial Member if the annual membership fee is not paid within thirty (30) days of such membership fees falling due and payable, unless special arrangements have been made with the consent of the General Secretary or the General Secretary's nominee for deferral of payment. Any membership fee otherwise outstanding after this date will render a Member subject to the disciplinary procedures in Clause 6.3.

5. REGISTER OF MEMBERS

- 5.1 The General Secretary or the General Secretary's nominee shall keep and maintain a Register of Members in which shall be entered the full name, address and date of entry of the name of each Member. That part of the Register relating to individual Members shall be made available for inspection by those Members at the address of the General Secretary or elsewhere by arrangement with the General Secretary. An application to inspect any other part of the Register shall be made to the Committee stating the reason for the application. The Committee may in its discretion approve or reject such applications but approval shall not be unreasonably withheld. Access to the Register shall be for inspection purposes only and without the express written permission of the Committee no copies of the Register either in whole or in part may be taken.

6. RESIGNATION AND EXPULSION OF MEMBERS

- 6.1 A Member of the Association who has paid all moneys personally due and payable to the Association may resign from the Association by first giving one month's notice in writing to the General Secretary of the intention to resign as a Member.
- 6.2 Upon the expiration of a notice given under Clause 6.1, the General Secretary or General Secretary's nominee shall make in the Register of Members an entry recording the date on which the former Member ceased to be a Member.

- 6.3 Subject to these Rules, the Committee may by resolution:
- (a) expel a Member of the Association; or
 - (b) suspend a Member from membership of the Association for a specified period,
- if the Committee is of the opinion that the member has refused or neglected to comply with these Rules or has been guilty of conduct unbecoming to a Member or prejudicial to the interests of the Association.
- 6.4 A resolution of the Committee under Clause 6.3 does not take effect unless the Committee, at a meeting, notice of which has been given to the Member in accordance with Clause 6.5, held not earlier than 14 and not later than 28 days after the date of service on the Member of a notice under Clause 6.5, confirms the resolution in accordance with this Rule 6.
- 6.5 Where the Committee passes a resolution under Clause 6.3, the General Secretary shall, as soon as practicable, cause to be served on the Member a notice in writing:
- (a) setting out the resolution of the Committee and the grounds on which it is based;
 - (b) stating that the Member may address the Committee at a meeting to be held not earlier than 14 and not later than 28 days after the service of the notice;
 - (c) stating the date, place and time of that meeting;
 - (d) stating that the Member may:
 - (i) attend that meeting and
 - (ii) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution.
- 6.6 At a meeting of the Committee held in accordance with Clause 6.4, the Committee:
- (a) shall give to the Member an opportunity to be heard;
 - (b) shall give due consideration to any written statement submitted by the Member; and
 - (c) shall by resolution determine whether to confirm or to revoke the resolution.
- 7. ANNUAL GENERAL MEETING**
- 7.1 The Association shall in each calendar year convene an Annual General Meeting of its Members.
- 7.2 The Annual General Meeting shall be held in the month of February.
- 7.3 The Annual General Meeting shall be specified as such in the notice convening it.
- 7.4 The ordinary business of the Annual General Meeting shall be:
- (a) to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
 - (b) to receive from the Committee reports upon the transactions of the Association during the last preceding financial year;
 - (c) to elect officers of the Association and the Ordinary Members of the Committee; and
 - (d) to receive and consider the statement submitted by the Association in accordance with Section 30(3) of the Act and the auditor's report thereon.
- 7.5 The Annual General Meeting may transact special business of which notice is given in accordance with these rules.
- 7.6 The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.
- 7.7 The Association shall present to the Members at the Annual General Meeting a written Annual Report which shall include such information as required by the Act and under these Rules. This Report shall subsequently be distributed to all Members.

8. SPECIAL GENERAL MEETING

- 8.1 All General Meetings other than the Annual General Meeting shall be called Special General Meetings.
- 8.2 The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association and, where, but for this Clause, more than fifteen (15) months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.
- 8.3 The Committee shall, on the requisition in writing of Members representing not less than ten (10) percent of the total number of Members entitled to vote, convene a Special General Meeting of the Association.
- 8.4 The requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the Members making the requisition and may be forwarded to the General Secretary and may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- 8.5 If the Committee does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the address of the General Secretary, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three months after that date.
- 8.6 A Special General Meeting convened by Members in pursuance of these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

9. NOTICE OF MEETING

- 9.1 The General Secretary of the Association shall, at least 14 days before the date fixed for holding a General Meeting of the Association, issue notice in writing to each Member of the Association at the Member's address appearing in the Register of Members, a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 9.2 General business may appear as an agenda item on any notice convening a General Meeting of the Association as determined by the Committee.
- 9.3 No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- 9.4 A Member desiring to bring any business before a meeting shall give notice of that business in writing to the General Secretary, who shall include that business in the notice calling the next General Meeting after the receipt of the notice.

10. PROCEEDINGS AT MEETINGS

- 10.1 All business that is transacted at a Special General Meeting and all business that is transacted at the Annual General Meeting with the exception of that specially referred to in these Rules as being the ordinary business of the Annual General Meeting shall be deemed to be special business.
- 10.2 No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these Rules to vote is present during the time when the meeting is considering that item.

- 10.3 Ten (10) percent of the number of current financial Members personally present (being Members entitled under these Rules to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.
- 10.4 If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting if convened upon the requisition of Members shall be dissolved. 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 President 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. If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being not less than fifteen [15]) shall be a quorum.
- 10.5 Neither the Association nor the Committee nor any officer or appointee under these Rules or Member of the Association shall make any decision contemplated by these Rules, including the election or appointment of any person to any office established under these Rules, on the basis of a person's sex, marital status, race, colour, impairment, private life, or political beliefs and any of the criteria mentioned in Clause 3.6. The principles of selection on the basis of merit, freedom of opinion and expression shall be adhered to in the conduct of the Association.

11. PRESIDENT

- 11.1 The President shall preside at all General and Committee meetings of the Association.
- 11.2 If the President is absent, or is unwilling to preside at a General or Committee Meeting, the Vice President shall preside. Should the Vice President also be absent or unwilling to preside, the Treasurer shall preside. Should the Treasurer also be absent or unwilling to preside the General Secretary shall preside. Should the General Secretary also be absent or unwilling to preside, the Members present shall elect one of their number to preside at the meeting.
- 11.3 The President is to prepare on a yearly basis a report on the goals and objectives of the Association for the following twelve (12) months ending 31 December. This report shall be submitted before 31 December in the current year to the Committee for approval.

12. ADJOURNMENT OF MEETING

- 12.1 The Presider of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 12.2 Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the General Meeting.
- 12.3 Except as provided in Clauses 12.1 and 12.2, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

13. VOTING

- 13.1 Subject to the provisions of these Rules regarding postal votes a question arising at a General Meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Presider that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- 13.2 Subject to the provisions of these Rules regarding postal votes if at a meeting a poll on any question is demanded by not less than three (3) Members, it shall be taken at that meeting in

such a manner as the Presider may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

- 13.3 A poll that is demanded on the election of a Presider or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Presider may direct.
- 13.4 A vote in writing shall be deemed informal by the duly appointed returning officer when
- (a) it is not written in indelible ink;
 - (b) changes that have been made to the voting paper have not been initialled;
 - (c) where required procedures have not been followed; or
 - (d) where the intent of the vote is unclear.
- 13.5 Where a returning officer is appointed that person shall be impartial and formally appointed by the Presider, the Committee or the Members in General Meeting to determine the result of a poll or ballot.

14 VOTING RIGHTS

- 14.1 A Member is only entitled to vote at a General Meeting if that person is aged 18 or over at the date of the relevant General Meeting.
- 14.2 A Member is not entitled to vote at any General Meeting unless all moneys personally due and payable to the Association have been paid, including the amount of the annual subscription payable in respect of the current financial year.
- 14.3 Upon any question arising at a General Meeting of the Association, a Member with voting capacity has one vote only.
- 14.4 All votes at a General Meeting shall be given personally or by proxy or by duly authenticated postal vote in accordance with these Rules.
- 14.5 Each Member shall be entitled to appoint another Member as a proxy by notice given to the General Secretary, or the General Secretary's nominee no later than twenty-four (24) hours before the time of the meeting in respect of which the proxy is appointed.
- 14.6 The notice appointing the proxy shall be in the form set out in Appendix 2.
- 14.7 In the case of an equality of voting on a question, the Presider of the meeting is entitled to exercise a second or casting vote.
- 14.8 A postal vote relating to any matter to be decided at a General Meeting of which notice has been given pursuant to these Rules may be authorised by the Committee and arranged by its nominees.
- 14.9 Where the election of Committee Members is to take place at a General Meeting a postal voting paper shall include the names of all nominees for vacant positions on the Committee and shall be issued to all Members not less than thirty (30) days prior to the relevant General Meeting.
- 14.10A postal voting paper shall show the text of the resolution to be decided at the relevant General Meeting and shall contain spaces for the name, membership number and signature of the member voting.
- 14.11A notice accompanying the postal voting paper shall set out the closing date for the return of complete voting papers to the Association (being not less than fourteen (14) days from the date on which Members are likely to receive the voting papers in the ordinary course of the post) and the address to which they must be sent.

- 14.12 The notice may set out arguments for and/or against the resolution to be decided at the relevant General Meeting and any relevant background information.
- 14.13 Members may vote at a General Meeting where provision is made for postal votes by completing their postal voting papers and returning them to the Association by the due date. Where a Member has returned a postal vote which has been received and processed by the Association that Member may not vote personally or by proxy on any matter dealt with by that postal vote.
- 14.14 Postal voting papers shall be counted and the result ascertained as if the vote was by a poll at a duly convened General Meeting.
- 14.15 The result of the postal voting and the numbers in favour and against each relevant resolution shall be recorded in the minute book of the Association and announced to the relevant General Meeting.
- 14.16 Postal voting papers shall be kept intact for a minimum of at least sixty (60) days from the date of the relevant General Meeting.
- 14.17 A Member who has not attained the age of 18 years at the date of the relevant General Meeting may, where that person has compelling personal reasons for believing that he or she should be permitted to vote in respect of one or more matters to be considered by the Members at the relevant General Meeting, approach the Committee and request that he or she be permitted to vote in respect of those matters at that General Meeting. The Committee may in its discretion determine whether or not to permit that person to exercise a vote at that General Meeting taking into account all relevant considerations including the reasons advanced by that person provided that permission shall not be unreasonably withheld.

15. COMMITTEE OF MANAGEMENT

- 15.1 The affairs of the Association shall be managed by a Committee of Management constituted as provided in Rule 17.
- 15.2 The Committee:
- (a) shall control and manage the business and affairs of the Association;
 - (b) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members of the Association;
 - (c) subject to these Rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and the affairs of the Association.
- 15.3 The Committee may develop a Code of Conduct concerning the day to day administration of the Association and may vary and interpret such a Code.
- 15.4 Any members of the Committee who have a financial interest in any contract or arrangement made, or proposed to be made with the Association shall disclose their interest to the meeting of the Committee at which that contract or arrangement is first taken into consideration if their interest then exists, or in any other case, at the first meeting of the Committee after the acquisition of their interest. If they become interested in a contract or arrangement after it is made or entered into, they shall disclose their interest at the first meeting held after they become so interested. No members of the Committee shall vote as members of the Committee in respect of any contract or arrangement in which they are so interest as aforesaid. If any members do so vote then their votes shall be disregarded. All declarations of interest under this Clause shall be recorded in the minutes of the relevant Committee meeting.
- 15.5 In the exercise of the powers of the Association set out in Clauses 2.5, 2.8, 2.10, 2.11, 2.12, 2.13, 2.14, 2.15, 2.19, 2.20 and 2.21 of the Statement of Purposes the Committee shall, where a

majority of the Committee reasonably believes that the proposed exercise of that power or powers involves a significant matter which should be brought before and decided by the Members, cause that matter to be brought before and decided by the Members in General Meeting. Where such a decision has been taken by the Committee the Committee shall not thereafter exercise the relevant power or powers in relation to the matter under consideration without the express approval of the Members in General Meeting.

16. OFFICERS OF THE ASSOCIATION

16.1 The officers of the Association shall be:

- (a) a President;
- (b) a Vice President;
- (c) a Treasurer; and
- (d) a General Secretary.

16.2 The 'Executive' of the Association shall consist of the officers of the Association.

16.3 The Officers of the Association shall hold office until the Annual General Meeting after the date of his or her election but each is eligible for re-election.

16.4 In the event of a casual vacancy in the Executive, the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of their appointment.

17. COMMITTEE MEMBERSHIP

17.1 Subject to Section 23 of the Act, the Committee shall consist of:

- (a) the President;
- (b) the Vice President;
- (c) the Treasurer;
- (d) the General Secretary; and
- (e) Five Ordinary Members,

each of whom shall be elected at the Annual General Meeting of the Association in each year.

17.2 Each Ordinary Member of the Committee shall, subject to these Rules, hold office until the Annual General Meeting next after the date of their election but is eligible for re-election.

17.3 Officers of the Association and members of the Committee shall be limited in the period of service to a maximum of ten consecutive years.

17.4 In the event of a casual vacancy occurring in the office of an Ordinary Member of the Committee, the Committee may appoint a Member of the Association to fill the vacancy and the Member so appointed shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of their appointment.

18. ELECTION OF OFFICERS AND VACANCY

18.1 Nominations of candidates for election as officers of the Association or as Ordinary Members of the Committee:

- (a) shall be made in writing, signed by two Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination);
- (b) shall be delivered to the General Secretary of the Association no later than forty-nine (49) days before the date of the Annual General Meeting.

- 18.2 If insufficient nominations are received to fill all vacancies on the Committee the candidates nominated in accordance with Clause 18.1 shall be deemed to be elected and further nominations shall be received at the Annual General Meeting. Such further nominations shall be treated in accordance with Clauses 18.2, 18.3 and 18.4 in respect of the number of vacancies on the Committee remaining to be filled.
- 18.3 If the number of nominations received in accordance with Clause 18.1 is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 18.4 If the number of nominations in accordance with Clause 18.1 exceeds the number of vacancies to be filled, a ballot shall be held.
- 18.5 Where Clauses 18.3 and 18.4 apply, further nominations shall not be received at the Annual General Meeting unless the proposed candidate can demonstrate to the reasonable satisfaction of the Presider that the normal nomination procedure was unable to be followed.
- 18.6 The ballot for the election of officers and Ordinary Members of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.
- 18.7 For the purposes of these Rules, the office of an elected officer of the Association or of an Ordinary Member of the Committee becomes vacant if the elected officer or Member:
- (a) ceases to be a Member of the Association
 - (b) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code; or
 - (c) resigns office by notice in writing given to the General Secretary.
- 18.8 No person may be elected as an officer of the Association or an Ordinary Member of the Committee unless that person is a financial Member of the Association and is at least eighteen (18) years of age as at the date of the election.

19. PROCEEDINGS OF COMMITTEE

- 19.1 The Committee shall meet at least six times in each year at such place and such times as the Committee may determine.
- 19.2 Members of the Committee may participate in a meeting of the Committee by means of a conference telephone or other communication equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such meetings.
- 19.3 Special Meetings of the Committee may be convened by any one member of the Executive or by any two ordinary Members of the Committee.
- 19.4 Reasonable verbal or written notice shall be given to all members of the Committee of any Special Meetings specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting unless notice of any such additional business is given to all members of the Committee prior to the commencement of the special meeting.
- 19.5 Any five members of the Committee constitute a quorum for the transaction of business of a meeting of the Committee.
- 19.6 No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to a time and place agreed by those present unless the meeting was a Special Meeting in which case it lapses.

- 19.7 Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- 19.8 Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (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 person presiding may exercise a second or casting vote.
- 19.9 Except where all members of the Committee agree to waive the requirements of this Clause 19.9 in relation to a particular Committee meeting or series of meetings covering a period not exceeding the term of the incumbent Committee, written notice of each Committee meeting shall be served on each member of the Committee by delivering it at least three (3) days before the date of the meeting.
- 19.10 Subject to Clause 19.4 the Committee may act notwithstanding any vacancy on the Committee.
- 19.11 The Committee, by unanimous agreement, is hereby empowered to co-opt up to two Members as additional Ordinary Members of the Committee with the full rights and obligations of Ordinary Members as set out in these Rules. In addition, the Committee or any sub-committee appointed by it may co-opt persons other than Committee members as full voting members of any sub-committee appointed by the Committee, but such an appointment shall not confer any rights to membership of the Committee or the Association.
- 19.12 Members may apply to the General Secretary to attend any Committee meeting. Such application shall be in writing and received by the General Secretary no less than seven (7) days prior to the meeting. The Committee has the right to refuse such an application.
- 19.13 Committee Members shall, except in extenuating circumstances, provide a member of the Executive or the Committee with reasonable notice in advance of his or her inability to attend a General or Committee Meeting and seek leave of absence for that meeting. The position of any Committee member absent for three consecutive general or Committee meetings without leave of absence shall automatically become vacant. Acceptance of an apology given prior to a meeting shall be deemed granting of such leave.

20. REMOVAL OF MEMBER OF COMMITTEE

- 20.1 The Association in General Meeting may by resolution remove any member of the Committee before the expiration of term of office and appoint another member instead to hold office until the expiration of the term of the first-mentioned member.
- 20.2 Where the member to whom a proposed resolution referred to in Clause 20.1 makes representations in writing to the General Secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to the Members of the Association, the General Secretary or the President may send a copy of the representations to each Member of the Association or, if they are not so sent, the Member may require that they be read out at the meeting.

21. MINUTES

- 21.1 The General Secretary of the Association shall ensure that minutes of the resolutions and proceedings of each General Meeting and each Committee meeting are kept, with a record of the names of those persons present at Committee meetings.
- 21.2 The Secretarial function of taking minutes referred to in Clause 21.1 may be delegated to a person appointed solely for that purpose in respect of a single meeting or series of meetings by the General Secretary or his/her nominee in the case of a General Meeting or the Committee meeting. Unless that person is otherwise entitled to participate in or vote at a General Meeting or Committee meeting his or her appointment shall not confer any rights to participate in or vote at that meeting or series of meetings.

22. TREASURER

22.1 The Treasurer of the Association:

- (a) shall collect and receive all moneys due to the Association and make all payments authorised by the Association;
- (b) shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association;
- (c) shall prepare a report showing the financial affairs of the Association and present such reports at each meeting of the Executive and Committee; and
- (d) shall prepare on a yearly basis, a budget, detailing an estimate of all cash payments and cash receipts for the twelve (12) months ending 31 December. Such a report shall also include all capital expenditure and plans for the forthcoming year and shall be submitted in October to the Committee for approval. This budget shall also form part of the Annual Report to Members which is presented at the Annual General Meeting of the Association.

22.2 The Treasurer may appoint an assistant or assistants from time to time in performing duties in accordance with 22.1. Such appointments shall be approved by the Committee.

22.3 The accounts and books referred to in Clause 22.1 shall be available for inspection by Members at the address of the Treasurer or elsewhere by arrangement with the Treasurer, subject to an application to inspect such records being made to the Committee stating the reasons for the application. The Committee may in its discretion accept or reject such applications but approval shall not be unreasonably withheld. Access to these records shall be for inspection purposes only and without the express written permission of the Committee, no copies of these records either in whole or in part may be taken.

22.4 At the end of each Financial Year the Treasurer shall prepare a statement of accounts ("the Accounts") in accordance with Section 30(3) of the Act and generally accepted accounting principles. At the time of preparing the Accounts, the accounts and books of the Association shall be examined by an auditor, who shall be a non-student member of either the Australian Society of CPA's or The Institute Of Chartered Accountants or any other recognised accounting body. The Treasurer shall ensure that the auditor reports:

- (a) that the auditor has conducted the audit;
- (b) whether or not the auditor has obtained all the information and explanations required; and
- (c) whether or not the Accounts are in the auditor's opinion properly drawn up so as to give a true and fair view of the state of affairs of the Association.

22.5 Any proposed expenditure which does not appear in the yearly budget referred to in Clause 22.1(d) shall, where it is of a nature other than the day to day expenses of the Association, be submitted to the Committee for approval. The Executive may approve any such proposed expenditure where it is of the nature of day to day running expenses of the Association.

23. MANAGEMENT STRUCTURE

23.1 The Committee may from time to time develop, vary and interpret a Code of Conduct for the management, good order and conduct of the Association including, but not limited to, establishing, varying or removing such management structures as it sees fit.

23.2 The President after consultation with and approval of the Executive is hereby empowered to appoint persons to any positions within the management structure of the Association and to terminate any such appointments. At the next Committee meeting, a report of such appointments shall be tabled for recording in the minutes.

23.3 The Committee may at its discretion delegate any of its powers (save this power of delegation) to any subcommittee and may impose restrictions to be observed in the exercise of such powers.

24. CHEQUES

24.1 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Committee after consultation with the Treasurer or any assistants to the Treasurer appointed pursuant to Clause 22.2.

25. SEAL

25.1 The Common Seal of the Association shall be kept in the custody of the General Secretary.

25.2 The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either of two members of the Committee or of one member of the Committee and of the Public Officer of the Association.

26. ALTERATION OF RULES AND STATEMENT OF PURPOSES

26.1 These Rules and the Statement of Purposes of the Association shall not be altered except in accordance with the Act.

27. NOTICES

27.1 A notice may be served by or on behalf of the Association upon any Member either personally or by sending it by post to the member at his or her address shown in the Register of Members.

27.2 Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

28. APPLICATION OF INCOME AND PROPERTY

28.1 The income and property of the Association shall be used and applied solely in promotion of its purposes and the exercise of its powers as set out in these Rules and the Statement of Purposes and no proportion thereof shall be distributed paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the Members of the Association provided that nothing herein contained shall:

(a) prevent the payment in good faith of:

- (i) interest to any Member in respect of moneys personally advanced to the Association or otherwise owing by the Association to a Member;
- (ii) remuneration to any officers or persons in the service of the Association;
- (iii) remuneration to any Member of the Association or other person in return for services actually rendered to the Association; or

(b) be construed so as to prevent the payment or repayment to any Member of:

- (i) reasonable travelling, entertainment and other out-of-pocket expenses;
- (ii) money lent;
- (iii) reasonable and proper charges for goods hired by the Association;
- (iv) reasonable and proper rent for premises demised or let to the Association; or
- (v) the provision of services to a Member, to which that Member would be entitled in accordance with the purposes of the Association if that person were not a Member.

29. INDEMNITY & LIABILITY

- 29.1 Committee members shall be indemnified out of the Association's assets for all liabilities incurred by them in the bona fide execution of their duties under these Rules.
- 29.2 No member shall be required to contribute towards the payment of any liabilities of the Association's (whether on dissolution or otherwise), beyond meeting his or her obligations to pay Membership and other fees under these Rules and any other personal liabilities to the Association arising out of any other transactions between the Members and the Association.

30. WINDING UP OR CANCELLATION

- 30.1 Where the Association is wound up or its incorporation cancelled in accordance with the Act and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the Members but shall be dealt with or disposed of in accordance with a special resolution of the Members, subject to any restrictions thereon imposed by the conditions of any grant or taxation exemption or the nature of the purposes of the Association.

31. CUSTODY OF RECORDS

- 31.1 Except as otherwise provided in these Rules, the General Secretary or General Secretary's nominee shall keep in custody or under control all books, documents and securities of the Association and the same shall be available for inspection by Members at the address of the General Secretary or General Secretary's nominee or elsewhere by arrangement with the General Secretary or General Secretary's nominee, subject to an application to inspect such records being made to the Committee stating the reasons for the application. The Committee may in its discretion accept or reject such applications but approval shall not be unreasonably withheld. Access to these records shall be for inspection purposes only and without the express written permission of the Committee, no copies of these records either in whole or in part may be taken.

32. FUNDS

- 32.1 The funds of the Association shall be derived from joining fees, annual membership fees, donations, bequests and such other sources as the Committee determines.

33. DISPUTES

- 33.1 For the purposes of this Clause these Rules shall be deemed to be binding on the Association and each member for the time being (collectively "the parties bound").
- 33.2 If a dispute or difference or disputed question ("the dispute") arises between any of the parties bound concerning these Rules or as to the rights, duties, liabilities or obligations of any party, any party may give written notice of the dispute to another party ("the notice") which shall state that it is a notice under this Clause and shall specify the dispute concerned.
- 33.3 If the dispute is not settled by agreement within twenty-one (21) days of the service of the notice, unless the parties agree to refer the dispute to a mediator or participate in another method of dispute resolution, the dispute shall be referred to arbitration in Melbourne by a single Arbitrator appointed by agreement of the parties, and if they fail to agree by the President for the time being of the Law Institute of Victoria acting on the request of a party.
- 33.4 The arbitration shall be conducted in accordance with the *Commercial Arbitration Act 1984* ("the Arbitration Act") except that:
- (a) the Arbitrator shall observe the rules of natural justice and the rules of evidence;
 - (b) a party may be represented by a qualified legal practitioner or other representative;

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- (c) the Arbitrator shall not have the power conferred by Sections 25 and 27 of the Arbitration Act;
- (d) the Arbitrator shall include in the arbitration award the findings on material questions of law and of fact, including references to the evidence on which the findings of fact were based; and
- (e) the parties consent to an appeal to the Supreme Court of Victoria in accordance with Section 14A of The Act and on any question of law arising in the course of the arbitration or out of the arbitration award.

APPENDIX 1

APPLICATION FOR MEMBERSHIP OF AUSTREK, THE STAR TREK FAN CLUB (INCORPORATED).

I, _____
(Full name of applicant)

Of _____ Postcode _____
(Address)

desire to become a Member of AUSTREK, THE STAR TREK FAN CLUB (INCORPORATED) ("the Association")

I am aware of the purposes of the Association and of the commitments required of its Members, and I am prepared to support these to the best of my ability. In the event of my admission as a Member, I agree to be bound by the Rules of the Association for the time being in force.

(Signature of applicant)

Date

APPENDIX 2

FORM OF APPOINTMENT OF PROXY

I,of.....

being a Member of AUSTREK, THE STAR TREK FAN CLUB (INCORPORATED) hereby appoint

.....of.....

being a Member of that Incorporated Association, as my proxy to vote for me on my behalf at the General Meeting of the Association (Annual General Meeting or Special General Meeting, as the case may be) to be held on the.....day of.....year.....and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution:
(insert details).

Signed.....

Date.....