ASSOCIATIONS INCORPORATION ACT 1981--SCHEDULE 3
RULES FOR
"TOWN AND COUNTRY PLANNING ASSOCIATION INCORPORATED"

NAME

1. The name of the incorporated association is the Town and Country Planning Association Incorporated, (in these rules called "the Association").

INTERPRETATION

2. (1) In these rules, unless the contrary intention appears:

"Committee" means the Committee of Management of the Association.
"Financial year" means the year ending on 30 June.
"General Meeting" means a general meeting of members convened in accordance with Rule 11.
"Member" means a member or corporate member of the Association.
"Ordinary member of the Committee" means a member of the Committee who is not an officer of the Association under Rule 21.
"The Act" means the Associations Incorporation Act 1981.
"The Regulations" means regulations under the Act.

(2) In these Rules, a reference to the secretary of an Association is a reference:
(a) where a person holds office under these Rules as secretary of the Association - to that person; and
(b) in any other case, to the public officer of the Association.

(3) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.

3. The purposes for which the proposed incorporated association is established are:
(a) To promote the application of principles of ecological sustainability to existing and new settlements and urban regeneration;
(b) To encourage the practice of environmental planning;
(c) To advocate the establishment of an effective strategic planning framework;
(d) To motivate, educate and inspire popular support for environmental planning;
(c) To arrange public lectures, demonstrations, exhibitions, conferences, seminars, and meetings in support of the objectives of the Association and to pay for the costs and expenses of these from the funds of the Association;
(f) To establish and support, and to aid in the establishment and support of any other associations formed for all or any of the objectives of this Association; and
(g) To do anything which is legal and incidental or conducive to achieving any or all of the above objectives.

NATURE OF THE ORGANISATION

4. The Association is a non-profit organisation and shall not have any affiliation with, nor financially support, any party political organisation.

MEMBERSHIP

Membership Class & Eligibility

5. (1) A natural person who applies for membership as provided for in these rules and/or by-laws is eligible to be a member of the class of membership of the Association applied for on payment of the entrance fee and annual subscription payable under these rules, and entry of their membership into the membership register.

(2) A corporation or institution (hereafter termed "corporate members") specified in the By-Laws may apply for membership in the same manner as a natural person.

(3) A right, privilege, or obligation of a person or corporate member by reason of their membership of the Association:
(a) is not capable of being transferred or transmitted to another person; and
(b) terminates upon the cessation of their membership whether by death, resignation or otherwise.

(4) Nomination of a person for appointment as an honorary life member may be made by any five members and must be made in writing to the Committee which must make a recommendation whether to put the question to the membership. A person who has made a distinguished contribution towards the objects of the Association may be appointed an honorary life member by at least a three-quarters majority of the members voting at an Annual General Meeting, provided a positive recommendation is made by the Committee and the nominee has accepted in writing the nomination. No honorary life member may be appointed if the total number would then exceed forty.

Subscription

6. (1) The entrance fee shall be determined by the Committee from time to time.

(2) The annual subscription shall be determined by the Committee from time to time and is due and payable in advance on or before the anniversary of the admission to membership.

Register of Members

7. The Secretary, or other officer appointed by the Committee, shall keep and maintain a register of members in which shall be entered the name, address, date of joining and date of last membership renewal of the name of each member. The register shall be available for inspection by any member.

Discipline, suspension and expulsion of Members

8. (1) A member or corporate member of the Association may resign from the Association by giving notice in writing to the secretary.

(2) Membership may be terminated by the committee at its discretion when the subscription is six months in arrears.

9. (1) If, in the opinion of the committee, a member or corporate member has refused or neglected to comply with these rules, or has been guilty of conduct unbecoming a member or corporate member, or prejudicial to the interests of the Association, the Committee may resolve to:
(a) expel a member or corporate member from the Association;
(b) suspend a member or corporate member from membership of the Association for a specified period;
(c) fine a member or corporate member in accordance with The Regulations.

(2) The Committee must confirm or revoke a resolution made under sub-clause (1) at a meeting held not earlier than 14 days and not later than 28 days after the service on the member of a notice in accordance with the relevant By Law(s) for the service of such notices on members.

(3) Where the member exercises a right of appeal to the Association, the resolution of the Committee does not take effect unless the Association confirms the resolution at a general meeting held within 28 days of the date the appeal is lodged with the Secretary. At the general meeting:

(a) no business other than the question of the appeal shall be transacted;

(b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;

(c) the member or delegate of the corporate member shall be given an opportunity to be heard; and

(d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.

(e) A resolution is confirmed if, at the general meeting, not less than two-thirds of those members who are entitled to vote at a general meeting vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

MEETINGS

Annual General Meeting

10 (1) At least once in each calendar year the Committee shall convene an annual general meeting of members, to he held on a date the Committee determines.

(2) The business of the annual general meeting shall include:

(a) to confirm the minutes of the preceding annual general meeting and of any other general meeting held after it.

(b) to receive from the Committee reports upon the transactions of the Association during the preceding financial year;

(c) to receive and consider the financial statements to be submitted by the Association in accordance with section 30(3) of the Act; and

(d) to elect officers of the Association and the ordinary members of the Committee.

General Meeting

11 (1) The Committee may, whenever it thinks fit, convene a general meeting of the Association.

(2) The Secretary shall call a general meeting if requested in writing by at least 5% of the total number of members, or 20 members, whichever is less. The meeting must be held within 6 weeks from the receipt of the request.

(3) If the Committee does not cause a general meeting to be held within six weeks after the date on which the request is received, the members making the requisition, or any of them, may convene a general meeting to be held not later than 3 months after that date.

(4) A 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.

Notice of Meeting

12 Members shall receive at least 21 clear days' notice of any general meeting.

Meeting Procedures

13 (1) 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 in considering that item.

(2) A quorum for a general meeting shall be the lesser of 12 or 10% of eligible voting members.

(3) If a quorum is not present half an hour after a general meeting is scheduled to start:

(a) and the meeting was arranged at the request of members, it shall be dissolved; or

(b) any other type of meeting will stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson 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 a quorum is not present half an hour after an adjourned general meeting is scheduled to start, the members present (being not less than the lesser of 6 or 10% of eligible voting members) shall be a quorum.

(4) A member has one vote only, which may be given personally or by proxy. A member is not entitled to vote at any general meeting unless all moneys due and payable by him/her to the Association have been paid.

(5) In the case of an equality of voting on a question the Chairperson of the meeting is entitled to exercise a second or casting vote.

(6) Each member shall be entitled to appoint another member as his/her proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

(7) Voting on motions shall be determined by a show of hands unless a poll is demanded by not less than 3 members. A poll shall be determined by whatever means the Chairperson directs.

COMMITTEE OF MANAGEMENT

Election, powers and duties of Committee

14 (1) The affairs of the Association shall he managed by a Committee of Management elected at the Annual General Meeting, consisting of

(a) a President;

(b) a Vice-President;

(c) a Treasurer;

(d) a Secretary;

(e) up to 8 additional members;

(f) if branches have been formed, members appointed by the branches in accordance with the by-laws.

(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 affairs of the Association.

(d) may enact, amend or repeal by-laws covering fees, conditions of membership, election procedures, conduct of meetings and other matters provided they do not contradict this Constitution. Members shall receive reasonable notice of the making of by-laws and may disallow any by-law by majority vote at a general meeting.

(e) may employ or engage such servants or agents as it thinks fit and may determine their remuneration.

(3) Each member of the Committee shall, subject to these rules, hold office until the conclusion of the annual general meeting next after the date of his/her election but is eligible for re-election.

(4) The Committee may co-opt up to 3 additional members to the Committee. Non-elected Committee members shall hold office until the conclusion of the next annual general meeting.

(5) The Committee may appoint one of its members to fill a casual vacancy occurring in any office named in Sub-Clause 1 (a)-(d) above. The Committee may appoint a member of the Association to fill a casual vacancy of a member of the Committee. The person appointed to fill a casual vacancy shall hold office until the conclusion of the next annual general meeting.

(6) The Committee may appoint sub-committees with such powers and authority as are specified. It may co-opt additional persons, who do not have to be members of the Association, to work Specifically on a particular Sub-Committee. Such members of Sub-Committees may attend Committee meetings but may not vote.

(7) 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 shall be deemed grant of such leave.

(8) A member of the Committee may be removed from office by resolution approved by a three quarters majority of a general meeting and another member appointed as a replacement to hold office until the end of the next annual general meeting. Any member of Committee subject to a removal resolution may request the Secretary to circulate written representations, not exceeding a reasonable length, to each member. If they are not sent out the member may require the representations to be read out at the general meeting.

Proceedings of Committee

15 (1) Committee shall meet as determined by the President and notified to members of the Committee by the Secretary in writing at a reasonable time before the meeting or by sending notice by pre-paid post addressed to him/her at his usual or last known place of abode at least two business days before the meeting. Notices of meeting shall specify the general nature of the business to be transacted.

(2) A quorum for Committee meetings shall be any 4 members of the Committee.

(3) 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 the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.

(4) 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.

(5) 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.

(6) Subject to a quorum being present, the Committee may act notwithstanding any vacancy on the Committee.

(7) A resolution in writing, signed by all members of the committee shall be valid as if it had been passed at a committee meeting. Such resolution may consist of several documents in like form. However, such a resolution does not mean that a meeting is deemed to have been held.

(8) Participation in a meeting by means of conference telephone or other communications equipment is permitted provided all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at such meeting.

Duties of Secretary

16 The Secretary of the Association shall do whatever is prescribed in the by-laws, and shall:

(1) keep minutes of the resolutions and proceedings of each general meeting and each Committee meeting together with a record of the names of persons present at all meetings.

(2) retain custody of the Common Seal of the Association, and ensure it is not used except as directed by the Committee. The use 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.

Duties of Treasurer

17 (1) The Treasurer of the Association shall do whatever is prescribed in the by-laws, and shall:
(a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
(b) 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.

(3) The accounts and books referred to in sub-clause (1) shall be available for inspection by members.

Funds

18. (1) The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determines.

(2) All funds of the Association shall be operated only by those members of Committee authorised by the Committee. Application of any funds must be approved by Committee and signed by a minimum of two members of Committee.

19. If in the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association shall be disposed of in accordance with the provisions of the Act. The Association may be dissolved only by a three-quarter majority of the members present at a general meeting called for the purpose. No member or corporate member will be liable to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of a winding-up of the Association.

ALTERATION OF RULES AND STATEMENT OF PURPOSES

20. These rules and the statement of purposes of the Association may be altered by a general meeting of members if the proposed changes are advised in notice of meeting and three quarters of those voting support the alteration.

STATEMENTS IN THE NAME OF THE ASSOCIATION

21. Statements in the name of the Association shall only be made by the Committee or by such persons and under such conditions as the Committee determines.

DISPUTE RESOLUTION

Disputes and Mediation

22. (1) The grievance procedure set out in this rule applies to disputes under these Rules between –

(a) a member and another member; or

(b) a member and the Association.

(2) 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.

(3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

(4) The mediator must be –

(a) a person chosen by agreement between the parties; or

(b) in the absence of agreement –

(i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or

(ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

(5) A member of the Association can be a mediator.

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

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

(8) The mediator, in conducting the mediation, must –

(a) Give the parties to the mediation process every opportunity to be heard; and

(b) Allow due consideration by all parties of any written statement submitted by any party; and

(c) Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

(9) The mediator must not determine the dispute.

(10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

"TOWN AND COUNTRY PLANNING ASSOCIATION INCORPORATED"

BY LAWS

The numbering of the by-laws relates to the number of the clause of the Constitution to which it relates.

5. Membership.

5.1 The types of membership shall be:
Individuals:
- (a) Individual
- (b) Student or Unwaged
- (c) Honorary Life Member

Corporate Members:
- (d) Community Organisation
- (e) Institution or Library
- (f) Government Department
- (g) Sponsor Membership or Business

5.2 Each corporate member may appoint one delegate to represent it within the Association. Each such delegate shall have all the privileges of individual membership without the payment of any further subscription. Corporate members shall notify the Secretary in writing of the appointment of their delegates and may from time to time in writing revoke any such appointment and substitute another delegate.

5.3 A nomination for membership of the Association:

(a) shall be made in writing in the form set out in the Appendix; or such other form as the Committee approves from time to time; and

(b) shall be lodged with the Secretary of the Association, or if the Committee appoints one, the membership officer.

5.4 As soon as is practicable after the receipt of an application for membership and the relevant fees, the Secretary or membership officer shall record the applicant as a member in the membership register.

5.5 The secretary or membership officer shall advise the applicant in writing of their admission to membership as soon as practicable after the entry in the membership register, but no later than at the time of the next general correspondence or publication issued to the membership at large.

6. Rates

6.1 The entrance fee shall be NIL.

6.2 The membership rates shall be:

	Per Annum $
Individual	30
Student or Unwaged	15
Honorary Life Member	Nil
Community Organisation	38
Institution or Library	75
Government Department	75
Sponsor Membership or Business	150

7.1 The register of members shall contain the name, address, date of joining and date of last membership renewal of the name of each member.

7.2 Any member making a reasonable request to the secretary to inspect the membership register may do so at any time. However, that member must not use the information on that list to personal or financial advantage, except for the purposes of writing to all members distributing information relevant to a general meeting of members or to an election for committee.

7.3 The membership register shall be maintained and its information used in accordance with the general provisions of the National Privacy Principles in the Privacy Act 1988 (as amended by the Privacy Amendment (Private Sector) Act 2000 (Commonwealth). Any member obtaining information from the membership register upon request as per By Law 7.2 shall only use that information in accordance with these privacy principles.

8.1 Membership ceases upon receipt by the Secretary of notice of resignation from the member.

9.1 Where the Committee passes a resolution under Clause 9(1), the Secretary shall as soon as practicable cause to be served on the member or corporate 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 or delegate of the corporate member may address the Committee at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;

(c) stating the date, place and time of that meeting;

(d) informing the member or corporate member that he/she may do one or more of the following:

(i) attend that meeting

(ii) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution;

(iii) Not later than 24 hours before the date of the meeting lodge with the secretary a notice to the effect that he/she wishes to appeal to the Association in general meeting against the resolution.

9.2 At a meeting of the Committee held in accordance with Clause 9(2), the Committee:

(a) shall give to the member or delegate of the corporate member an opportunity to be heard;

(b) shall give due consideration to any written statement submitted by the member or corporate member; and

(c) shall by resolution determine whether to confirm or to revoke the resolution.

11.1 The requisition for a general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the postal address of the Association and may consist of several documents in a like form each signed by one or more of the members making the requisition.

12.1 The Secretary of the Association shall, at least 21 clear days before the date fixed for holding a general meeting of the Association, cause to be sent to each member of the Association at his/her address appearing in the register of members, a notice by pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

12.2 No business other than that set out in the notice convening the meeting shall be transacted at the meeting.

12.3 A member desiring to bring any business before a meeting may give notice of that business in writing to the secretary who shall include that business in the notice calling the next general meeting after the receipt of the notice.

12.4 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/her address shown in the register of members.

12.5 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.

13.1 The President or other person nominated by the Committee shall chair each general meeting of the Association.

13.2 If the President or other nominee of the Committee are absent from a general meeting the members present shall elect one of their number to chair the meeting.

13.3 The Chairperson 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.

13.4 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.

13.5 Except as provided in by-laws 13.3 and 13.4, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

13.6 Results of question decided at a general meeting of the Association shall be declared by the Chairperson as, by a show of hands or whatever method of poll is employed, 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.

13.7 A poll that is demanded on the election of the Chairperson 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 Chairperson may direct.

13.8 The notice appointing the proxy shall be in the form set out in the Appendix.

13.9 The committee may determine that its proceedings, or those of any sub-committee, or part thereof, be held in camera.

13.10 Conflicts of Interest

Any members of a committee or subcommittee 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. If the interest arises subsequently, they shall disclose their interest at the first meeting after they become so interested. No members of the committee or a sub-committee shall vote as members of the committee in respect of any contract or arrangement in which they have an interest. If members do so vote, their vote is to be disregarded. All declarations of interest shall be recorded in the minutes.

14.1 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); and
(b) shall be delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.

14.2 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.

14.3 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

14.4 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

14.5 Election of named officers and additional members of the Committee shall be by secret ballot. The ballot paper shall show candidates' names in an order determined by lot, without any indication as to which are retiring office bearers. At least two scrutineers should be elected by the meeting. The election shall be held for each office in the order they appear in clause 14(1) of the constitution.

14.6 A member may nominate for more than one office of the Association, but may be elected to only one of these offices.

14.7 For the purposes of these rules, the office of an officer of the Association or of an ordinary member of the Committee becomes vacant if the 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;
(c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
(d) dies; or
(e) resigns his/her office by notice in writing given to the secretary.

15.1 At meetings of the Committee a member of the Committee chosen by the members present shall preside.

16.1 Duties of public officer (as prescribed by the Act)

- notify Registrar of his/her appointment within 14 days
- notify his/her change of address within 14 days
- notify changes to statement of Purposes or Rules within 1 month
- to make application for approval of a change of name within the prescribed time
- to lodge with the Registrar within one month of the AGM, or such further period as the Registrar may allow:
  (a) the accounts in the prescribed form
  (b) a certificate signed by the public officer or committee member attending the AGM stating that the accounts in the prescribed form were laid before the members at the AGM
  (c) a statement of the terms of any resolution passed at the AGM concerning the statement
  (d) the prescribed fee
- to produce any book to the Registrar or his authorised officer on being required to do so
- to tell the registrar or his authorised officer where a book is at the time the request is made
- not to hinder the Registrar of his authorised officer whilst exercising powers of inspection
- within 14 days of the Association becoming a trustee of a trust lodge with the Registrar particulars of the trust and a copy of the deed or other empowering document
- notify the Registrar within one month of the passing of a special resolution in relation to disposal of surplus assets on winding up.

16.2 Minutes

(a) Minutes shall be kept of the proceedings at general and committee meetings.

(b) Minutes of the preceding annual general meeting shall be submitted for confirmation at the next annual general meeting.

(c) Minutes of the proceedings of ordinary general meetings shall be submitted for confirmation at the next ordinary meeting.

(d) Minutes of the proceedings of a committee meeting shall be submitted for confirmation at the next committee meeting.

(e) Minutes shall be signed as a correct record by the Chair of the meeting at which they are confirmed.

(f) Any members voting against a resolution carried at a general or committee meeting and any members abstaining from voting shall be entitled shall be entitled to have their dissension or abstention recorded in the minutes of that meeting.

16.3 The Secretary shall supply a copy of the constitution and/or by-laws to any member without charge, on reasonable request.

[Document revised on 19 January 2012]
[Revisions made to Bylaws 6.2 Membership fees, by TCPA Committee resolution on 9 December 2011]

Appendix

FORM OF APPOINTMENT OF PROXY

I, ..., being a member of the ***Town and Country Planning Association Incorporated***, hereby appoint

.....……....., being also a member of the Town and Country Planning Association Incorporated, as my proxy to vote for me on my behalf at the general meeting of that Association, to be held on the

……..…… day of …….. 20..

Signed …….……

the ……..…… day of …….. 20..