

**STAR
WALKING**

Est. 1988

INC ©

"The **STAR WARS** Appreciation Society of Australia"

Star Walking Inc.

Rules of Association

2014

Version 7(a)

RULES OF THE ASSOCIATION

1. STATEMENT OF PURPOSES

- a. The name of the Association is Star Walking Inc.
- b. The objective of the Association is to provide a forum for STAR WARS fans to share, promote and appreciate all aspects of the STAR WARS Universe and the works of George Lucas (and others) on common ground.
- c. The Association aims to encourage the appreciation of the STAR WARS universe, STAR WARS fandom and create friendly ties with other science fiction fan based clubs and also to interact with related professional & business organisations.
- d. Membership is open to all individuals and organizations that accept the Statement of Purposes and Rules of the Association.
- e. The Executive Committee reserves the right to refuse any person admittance to any Star Walking Inc. function.
- f. The Association is a not-for-profit organisation and no member shall gain any monetary remuneration from the Association.
- g. Any item/s that are received by the Association in gratis will be deemed the property of the Association and shall be dispersed as per the decision of the Executive Committee.
- h. Every Member is obliged to maintain the confidentiality of business raised at any meeting of the Association.

2. INCOME

The funds of the Association shall be derived from the following:

- Annual Membership fees
- Yearly 'publication' subscription fee
- Entrance fees
- Social Club (eg Conventions/Functions etc) and other fund raising activities as determined by the Executive Committee
- Donations.

3. DEFINITIONS

These definitions, unless contrary definition appears are the terms, so defined

1. **Executive Committee** - The committee for the management of the Association (of no less than 5 adults).
2. **Financial Year** – The year running from July 1st to June 30th the following year.
3. **Member** – A full member of the Association, with full voting rights. Members must be over 18 years old.
4. **Committee Member** – A member who has been invited by the Executive Committee to assist in the running of the Associations and its divisions and functions and has full voting rights.
5. **Executive Committee Member** – A member of the Executive Committee (and who may not necessarily be an Office Bearer of the Association) who has full voting rights in the business of the Association and Special Resolutions.
6. **Ordinary Member of the Executive** – A person who is not a office bearer within the Executive Committee, but has full voting rights.
7. **Associate Member** – Any person (may be under 18 years of age) who pays a 'yearly publication subscription' to the Association. Associate Members (who are over 18) have voting rights only concerning Special Resolutions.
8. **Helper** – A Member or Associate Member of the Association, who has been invited by the Executive Committee to assist with the running of the Associations divisions or functions or who has been commissioned by the Executive Committee to complete a specified purpose. Helpers may have further commissions-granted by the Executive Committee and may or may not have voting rights depending on the membership status of the helper. Helpers are not able to carry out any financial transactions concerning the Association's funds.

9. **Trade Membership** – A membership open to any organisation or business that supports the Association. Trade members do not have voting rights and are normally deemed to have a gratis membership to the subscription published by the Association.
10. **Life Member** – A member of the Association nominated by the Executive Committee for their outstanding contribution to the Association who is not required to pay annual membership fees, Life Members only have voting rights concerning Special Resolutions.
11. **Office Bearer** - A member of the Executive Committee who holds one of the following positions: Director, Deputy Director, Secretary, Treasurer or Public Officer.
12. **Director** – An Office Bearer and member of the Executive Committee.
13. **Deputy Director** – An Office Bearer and member of the Executive Committee.
14. **Secretary** – An Office Bearer and member of the Executive Committee.
15. **Treasurer** – An Office Bearer and member of the Executive Committee.
16. **Public Officer** – An Office Bearer and member of the Executive Committee.
17. **Journal Editor** – A person appointed by the Executive Committee responsible for the Editing, proofreading and distribution of the Association’s subscription based publication Journal.
18. **The Journal** – The official subscription publication of the Association.
19. **Returning Officer** – A Member, Associate Member, Executive Committee Member or Life Member who is nominated by a majority vote of the Executive Committee to coordinate the nomination and election of Office Bearers at an Annual General Meeting or Special Meeting. The Returning Officer must not be a nominee for an Office Bearer position at the Annual General Meeting and forfeits all personal voting rights regarding the election of the Office Bearers at an Annual General Meeting or Special Meeting for the duration that they are Returning Officer.
20. **Special Meeting** – An extraordinary meeting called to resolve issues relating to the running, organisation or business of the Association.
21. **Skyforce** – Is the name of the Association’s social club meetings & activities that are organised and run by the Executive Committee or a committee appointed by the Executive Committee to run Skyforce operations and functions. (and is overseen by the Executive Committee).
22. **Special Committee** – A committee initiated and overseen by the Executive Committee to help in the running of the of the Association’s divisions or functions.
23. **Special Committee Member** – A member of a Special Committee who only has voting rights for matters that concern to the functions of that Special Committee.
24. **Manager** – A member of a special committee who is appointed to chair committee meeting/s.
25. **Function/Event** – A formal function or event nominated and overseen by the Executive Committee, (or a committee set up by Executive Committee).

4. MEMBERSHIP

4.1 Fees

- a. Membership fees to the Association shall be charged at the following rates:
 - Associate Membership (Australia & Overseas) shall be \$10.00 per year.
 - Full Association Membership shall be \$10.00 per year.
 - Trade Membership shall be granted gratis publication subscription.
 - Executive Committee Membership shall be \$10.00 per year.
 - Life Members of the Association are not required to pay membership fees.
- b. All Fees may be subject to review annually by the executive committee.
- c. Membership fees are not cumulative for any member but may be considered on a pro rata basis as directed by the Executive Committee.

4.2 Membership Registers

A register of the Members of the Association shall be kept and maintained by the Secretary. The registry shall contain the full name and residential or postal address of the member, the expiry date of the membership and a telephone number for the member (if applicable). Members of the Association may inspect their entry in the registry by requesting an inspection from the Public Officer at the Annual General Meeting. All requests for inspection of the register outside of the Annual General Meeting must be made in writing and forwarded to the Public Officer. This register shall be deemed confidential and may not be copied at any time or by any means.

A separate "Associate Members" register shall be kept and maintained by the Secretary and/or Membership Secretary, in which the full name, residential address (or postal address), phone/mobile number (and including email address) and the expiry date shall be recorded of that Associate Membership. This register shall be deemed confidential and may not be copied at any time or by any means.

5. TERMS AND ROLES OF THE EXECUTIVE COMMITTEE

5.1 Term of Office Bearers

- a. The term of office for all Office Bearers shall be two (2) years.
- b. The grounds for vacancy for an Office Bearer shall be for the following reasons:
 - Resignation
 - Retirement
 - Failure to pay membership fees when due
 - Expulsion
 - Death

5.2 Roles of Office Bearers

Director

- a. To direct the progress and business of the Association.
- b. To act as Chairperson for all the Executive Committee meetings and the Annual General Meeting.

Deputy Director

- a. To assist the Director in the performance of their duties.
- b. To assume the Director's role and duties in the absence of the Director.

Secretary

- a. To keep minutes of the motions, resolutions and proceedings of the Annual General Meeting, any Special Meetings and each Executive Committee meeting.
- b. To have custody of the Common Seal of the Association.
- c. To maintain the membership register or to delegate this duty as seen fit.
- d. To have custody of all books, documents and securities of the Association and make these available to any members for inspection at the request of the Public Officer.

Public Officer

- a. The Public Officer must be an Australian citizen and above the age of eighteen (18) who is a resident of Victoria.
- b. To be the central contact person for the Office of Business and Consumer Affairs.
- c. All legal matters, notices, demands, summons, other documents or process are to be served to the Public Officer.
- d. To deal with requests from the public concerning the Association's affairs.
- e. To have the responsibility of assisting people to gain access to public documents of the Association.
- f. To represent the Association in legal proceedings.
- g. To authorise the distribution the Rules of Association.
- h. To maintain and update the Rules of Association as necessary or to delegate this duty as seen fit.
- i. To advise a nominee for the Executive Committee of the status of their nomination to the Executive Committee.

Treasurer

- a. To collect and receive all monies due to the Association and to make all payments authorised by the Executive Committee.
- b. To keep correct accounts and books showing the financial affairs of the Association with full details of receipts and expenditure connected with the activities of the Association.
- c. To make available the accounts and accounting books for inspection by members upon request or by the address of the Public Officer.
- d. To produce and present a 'true and fair' financial report detailing income, expenditure, assets and liabilities at the Annual General Meeting.

5.3 Term of Executive Committee

The term of office for all members of the Executive Committee shall be from their election to the Executive Committee until their vacancy from the committee (normally 2 years). The grounds for vacancy for an Executive Committee Member shall be for the following reasons:

- Resignation
- Retirement
- Failure to pay membership fees when due
- Expulsion
- Death

5.4 Role of Executive Committee and Executive Committee Members

- a. To control and manage the business and affairs of the Association subject to the guidance of the Director.
- b. The Executive Committee of at least 5 persons shall consist of Members of the Association and may have any number of Executive Committee members.
- c. The Executive Committee must meet at least three (3) times per year at such places and such times as the committee may determine.
- d. Special Meetings of the Executive Committee may be convened by the Director or by any four (4) members of the Executive Committee.
- e. To appoint such members or helpers as are required to carry out the objectives and administration of the Association.
- f. To invite or elect Associate Members to become a Member of the Association or an Executive Committee Member.
- g. Executive Committee Members must conduct themselves in a manner that does not detract from the interests of the Association. Prejudicial behaviour may result in disciplinary action or expulsion from the Association. (see section 6.10-b)
- h. The Executive Committee are to provide a forum to fulfil the objectives of the Association.

5.5 Role and Term of Special Committees and Special Committee Members

- a. A Special Committee is initiated and overseen by the Executive Committee to help in the running of the Association's divisions or functions.
- b. A Special Committee Member will assist with the control and management of a nominated Special Committee function.
- c. The term of a Special Committee will commence on the establishment of the committee and shall terminate at the closing of the last meeting held by the established committee or upon dissolution by the Executive Committee.
- d. The term of a Special Committee Member will coincide with the term of the Special Committee of which they are a member.
- e. Roles within the Special Committee may be designated by the Executive Committee or the Special Committee itself.
- f. The election and filling of any roles within the Special Committee must be by a majority of votes within the Special Committee subject to the approval of the Executive Committee.
 - The grounds for vacancy for an Special Committee member shall be for the following reasons:
 - Resignation
 - Retirement
 - Failure to pay membership fees when due
 - Expulsion
 - Death

6. MANAGEMENT

6.1 Quorum

Any 5 Members of the Association can form a committee that constitutes a quorum for the conduct of the business for a meeting of the Executive Committee, including the Annual General Meeting.

- a. No business may be conducted at a meeting unless a quorum (5 adults) is present.
- b. If within an hour of the time appointed time for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and the same time and day in the following week, unless another time and 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.
- c. If at the adjourned meeting a quorum is not present within a half an hour after the time appointed for the commencement of the meeting, the members personally present, being not less than three (3), shall be a considered a quorum. This committee may then act except to fill any vacancy on the Executive Committee.

6.2 Nomination and Election of Office Bearers

Nominations of candidates for election to the position of any and all Office Bearers of the Association must be through the following process:

- a. The election and appointment of the following members to the Executive Committee shall be determined at the Annual General Meeting: Director, Deputy Director, Secretary and Treasurer.
- b. The Public Officer shall be a member of the Executive Committee elected by the Executive Committee at the conclusion of the election for Office Bearers.
- c. At the end of the two (2) year term all offices up for re-election will become vacant and all Executive Committee Members are eligible for nomination and election to these offices.
- d. Nominations must be made in writing, signed by a Member-of the Association and accompanied by the written consent of the nominee.
- e. Nominations are to be delivered to the Returning Officer no less than seven (7) days before the date fixed for the holding of the Annual General Meeting.
- f. Nominations can be received by the Returning Officer from the announcement of the date of the Annual General Meeting.
- g. A candidate may only be nominated for one (1) Office Bearer position prior to the Annual General Meeting.
- h. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be elected.
- i. If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held at the Annual General Meeting.
- j. If a ballot for election of Office Bearers is required, the ballot must be conducted at the Annual General meeting in such manner as the Executive Committee may direct in a way that allows for a clear and democratic account of all member's votes.
- k. The filling of caretaker vacancies occurring in the Executive Committee shall be by a majority vote of the Executive Committee. These positions shall be held as caretaker roles until the next Annual General Meeting at which time the positions will be consider vacant.
- l. Should there be Office Bearer positions not filled then the Director will appoint an Executive Committee member to that position with the nominee's consent.

6.3 Nomination of Associate Members for Election to the Executive Committee

- a. An Associate Member may approach an Executive Committee Member with the request to become a Member of the Association, from which they can be appointed to the Executive Committee or onto another committee of the Association.
- b. An Executive Committee Member may approach an Associate Member with an invitation to become an Executive Committee Member.
- c. The nomination is to be approved by the Executive Committee.
- d. If the nomination is refused by the Executive Committee then notification of the refusal shall be given to the Associate member by the Public Officer.
- e. A successful nominee will be put forward for election to the Executive Committee at any time.

6.4 Voting

- a. Each Member of the Association has one vote unless specified otherwise below.
- b. Executive Committee Members and Members of the Association have full-voting rights for Special Resolutions and the business of the Association.
- c. Associate Members only have voting rights for Special Resolutions.
- d. Trade Members and Life Members do not have voting rights.
- e. All votes are to be given personally or by proxy.

- f. In the case of a proxy, the member who is to be represented in proxy is to give their consent to the proxy by signing a proxy declaration form or verbalising consent to the proxy. The consent must be made known to the Returning Officer or the Director.
- g. In case of a tied vote the Director is entitled to a second or casting vote.
- h. For each and every motion considered by the Association an entry indicating the number who support, do not support or who have abstained from voting in the motion must be recorded next to the motion by the Secretary.
- i. An indication of the success or failure of a motion shall be recorded next to the motion by the Secretary.
- j. A motion that receives majority support within the Association is considered to be a Resolution that will guide the business of the Association.
- k. A member of the Association is not entitled to vote if their membership is not current.
- l. Voting shall be conducted in such manner as the Executive Committee may direct in a way that allows for a transparent and democratic account of all member's votes.
- m. Returning Officers do not have voting rights regarding the election of the Office Bearers at an Annual General Meeting or Special Meetings for the duration that they are Returning Officer.

6.5 Proxies for the Election of Office Bearers at an Annual General Meeting and Special Meetings

Each Executive Committee Member is entitled to appoint another member as a proxy for the election of Office Bearers by notice given to the Returning Officer by no later than twenty-four (24) hours before the time of the Annual General or Special Meeting in respect of which the proxy is appointed.

6.6 Vote of No Confidence

- a. A motion to call a vote of no confidence in any member or members of the Executive Committee can be put forward as a motion by any Executive Committee Member attending any meeting that has been convened.
- b. The Secretary shall record the motion to call a vote of no confidence and a secret ballot is to be held to pass the motion.
- c. If the motion to call a vote of no confidence is passed by a majority of members present at the meeting, a Special Meeting must be held to enable every Executive Committee Member of the Association a vote on the no confidence motion.
- d. The Special Meeting to consider the vote of no confidence is to be held and completed within (1) one month of the passing of a motion to call for the vote of no confidence.
- e. Until the vote of no confidence is held and completed in the Special Meeting the member or members of the Executive Committee shall have no power to enter into any contract or disburse any funds of the Association of an extraordinary nature, unless authorised to do so by a majority of the Executive Committee Members present at the meeting in which the motion to call a vote of no confidence was passed.
- f. Upon a vote of no confidence being passed by the majority of Executive Committee Members in a secret ballot at the Special Meeting, the Executive Committee Member or Members who are subjected to the vote of no confidence, shall immediately cease to hold office and the Secretary or a designated person shall call for nominations to replace the member/s as the case may be.
- g. In the event that the vote of no confidence results in the removal from office of a majority of the Office Bearers, the Officer Bearers shall remain in their positions until a new election is completed at the next Annual General Meeting.
- h. An Office Bearer of the Association who has been the subject of a successful vote of no confidence shall not have power to enter into any contract or disburse any funds of the Association of an extraordinary nature, unless authorised to do so by a majority of the Executive Committee Members present and voting at a Special Meeting.

6.7 Resignation or Retirement of an Executive Committee Member

- a. Members wishing to resign or retire from the Executive Committee must give thirty (30) days notice where possible. Notices of resignation or retirement must be submitted in writing and to be brought to the attention of the Association's Secretary or the Public Officer.
- b. Notices of resignation or retirement can be received by the Association by the Association's Post Office box mailing address, fax or via e-mail.
- c. Notices of resignation or retirement can be addressed to any Executive Committee Member who must then pass on the notice to the Secretary or Public Officer.
- d. The notice and date of when the resignation or retirement shall take effect shall be recorded on the members' register.
- d. If any requests to withdraw the intent to resign or retire have been received by the Association, these are to be forwarded to the member wishing to resign or retire within thirty (30) days.

- e. Assuming the member still wishes to resign or retire at the end of the thirty (30) days, the resignation or retirement will be accepted by the Association and the membership status of the member resigning or retiring will be amended accordingly on the members register.

6.8 Filling of Casual Vacancies

In the event of a casual vacancy in any committee, the committee may appoint one of its members to the vacant office and the member appointed may continue in office up to the conclusion of the next Annual General Meeting following the date of the appointment upon which an election to appoint a member to that office is to take place.

6.9 Disputes and Mediation

The grievance procedures set out in these Rules applies to disputes under these Rules between:

- a member and another member
 - a member and the Association
- a. The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.
 - b. If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties may hold a meeting in the presence of a mediator within ten (10) days.
 - c. The mediator must be a person chosen by agreement between the parties.
 - d. In the absence of agreement in the case of a dispute between a member and another member, the mediator must be a person appointed by the Executive Committee of the Association
 - e. In the case of a dispute between a member and the Association, the mediator must be a person who is appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
 - f. A member of the Association can be a mediator.
 - g. The mediator cannot be a party to the dispute.
 - h. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
 - i. The mediator, in conducting the mediation, must:
 - Give the parties to the mediation process every opportunity to be heard.
 - Allow due consideration by all parties of any written statement submitted by any party.
 - Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
 - j. The mediator must not determine the dispute.
 - k. 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 common law.

6.10 Grounds for the Disciplining of an Associate, or Life Member of the Association.

The grounds for the disciplining of an Associate or Life member of the Association will be as follows:

- a. When a member has refused or neglected to comply with the Rules of Association and/or the Statement of Purpose of the Association, this shall constitute grounds for disciplinary action by the Executive Committee.
- b. When a member has been found guilty of conduct unbecoming and prejudicial to the interests of the Association, this shall constitute grounds for disciplinary action by the Executive Committee.

6.11 Grounds for the Disciplining of an Executive Committee Member or a Member of the Association

The grounds for the disciplining of Member of the Executive Committee or a Member of the Association will be as follows:

- a. When an Executive Committee Member or Member of the Association has refused or neglected to comply with the Rules of Association and/or the Statement of Purpose of the Association, this shall constitute grounds for disciplinary action by the Executive Committee.
- b. When an Executive Committee Member or Member of the Association has been found guilty of conduct unbecoming and prejudicial to the interests of the Association, this shall constitute grounds for disciplinary action by the Executive Committee.
- c. If an Executive Committee Member has not attended or indicated their non-attendance for three (3) consecutive meetings this shall constitute grounds for disciplinary action by the Executive Committee.

- d. If an Executive Committee member has indicated their non-attendance for any three (3) consecutive meetings but their absence continues for more than three (3) consecutive Executive Committee meetings, this shall constitute grounds for disciplinary action by the Executive Committee.
- e. When an Executive Member or a Member of the Association has brought the Association's reputation into disrepute.

6.12 Procedures for the Disciplining of a Member of the Association and Actions of Discipline

The procedures and actions appropriate in the disciplining of Members of the Association will be as follows:

- a. The Executive Committee may decide by majority vote whether to discipline a member and what disciplinary action shall be taken.
- b. The Executive Committee may decide by majority vote whether to discipline a member and what disciplinary action shall be taken.
- c. A vote calling for the discipline of a member is considered passed if a majority of the Executive Committee that called for the vote agrees to the motion calling for the disciplining of a member.
- d. The following disciplinary actions may be considered and applied according to the severity of the action that requires discipline. The disciplinary action to be undertaken must be agreed to by a majority vote of the Executive Committee:
 - A Notice of Discipline shall be written by the Public Officer informing the member that the behaviour to be disciplined is contrary to the Rules of the Association and/or the Statement of Purpose or is conduct unbecoming and prejudicial to the interests of the Association. The member to be disciplined shall be encouraged to reflect on and modify their behaviour.
 - A Notice of Suspension shall be written by the Public Officer informing the member that they have been suspended from the Association for a period of time no greater than three (3) months. The suspended member may not attend any Association activities, Skyforce meetings, functions or, if a member of the Executive Committee, Executive Committee meetings. If the suspended member is a member of the Executive Committee, the member shall not partake in any business of the Association while suspended. The commencement date of suspension and the termination date of the suspension shall be recorded in the members register by the Secretary. If the suspended member is an Office Bearer of the Association then the member shall relinquish the office for the term of suspension and a casual vacancy shall be appointed by the Executive Committee for the duration of the suspension. The member will resume office after suspension.
 - The member may be expelled from the Association in accordance to the Rules guiding the expulsion of Members from the Association. See 6.13.

6.13 Expulsion of a Member

The Public Officer will send a notice of expulsion to the member fourteen (14) days prior to the next Executive Committee meeting or Special Meeting.

- a. The letter shall state the grounds on which the expulsion is based.
- b. The letter shall state the time and place of the next Executive Committee Meeting or Special Meeting in which a review of the grounds for expulsion shall be discussed.
- c. The letter shall inform the Member of their rights under the Rules of the Association.
- d. The member can attend the meeting.
- e. If the member does not attend the meeting without an apology, they will incur an automatic expulsion from the Association.
- f. The letter will bear the common seal of the Association. (See 8.1).
- g. The member may appeal to the Association for a delay in the meeting in which the motion for expulsion is to be considered no later than twenty-four (24) hours prior to the Executive Committee Meeting or Special Meeting.
- h. An appeal can be granted once only. A subsequent Executive Committee Meeting or Special Meeting shall be held no later than fourteen (14) days after the original date specified on the original letter.
- i. The member may submit a written statement seeking to address and revoke the charges.
- j. The Executive Committee shall give the member the opportunity to be heard.
- k. The Executive Committee shall give due consideration to any written statement, evidence or testimony submitted by the member.
- l. The Executive Committee may place before the meeting details of the grounds for the motion to expel the member.
- m. The Executive Committee shall determine whether to confirm or revoke the motion for the expulsion of a member based on the testimony, evidence and statements presented to the committee. Other disciplinary action may be considered by the Executive Committee at this time.

- n. Executive Committee Members attending the Executive Committee meeting or Special Meeting shall vote by secret ballot to decide whether or not the member is to be expelled. The vote is considered passed if a majority of the Executive Committee votes in favour of the motion.
- o. The Public Officer is to inform the member as to the result of the motion to expel the member.
- p. Should the motion to expel the member be successful, the member shall be considered expelled from the Association.
- q. As the expelled member is a member who is considered to have not abided by the Rules of the Association or the Statement of Purpose of the Association, in particular Section 1d, any attempt by the expelled member to re-join the Association must be approved by the Executive Committee. The Executive Committee reserves the right to refuse membership to a member who has been previously expelled and who is re-applying for membership.

6.14 Complaints

- a. All complaints are to be made in writing, addressed to the attention of the Association's Secretary or the Public Officer and forwarded to the Association's Post Office box mailing address, via fax or via email to any Executive Committee Member who will then forward the email to the Secretary or the Public Officer.
- b. Complaints forwarded to the Association via any other form other than those mentioned in 6.15b, will not be accepted by the Association.
- c. The Executive Committee is to then give due consideration to the contents of the complaints and determine if the complaint is valid and if any action is to be taken.

6.15 Special Meetings

- a. A motion to hold a Special Meeting can be put forward by any Executive Committee Member of the Association.
- b. The motion for a Special Meeting must be made in writing, addressed to the attention of the Association's Secretary or the Public Officer and forwarded to the Association's Post Office box mailing address, via fax or via email to any Executive Committee member who will then forward the email to the Secretary or the Public Officer.
- c. The request for a motion to hold a Special Meeting must state the object of the desired meeting.
- d. The Executive Committee is then to review the request for a motion for a Special Meeting. If the motion to hold a Special Meeting is passed by a majority vote then a Special Meeting is to be then held.
- e. The Special Meeting shall be held at a suitable and agreed upon time and place within thirty (30) days of the receipt of the original request for a motion to call for a Special Meeting was received.
- f. The notice of the Special Meeting shall be distributed to the Executive Committee and all concerned at least three (3) days prior to the Special Meeting.
- g. No business shall be transacted at the Special Meeting other than that stated in the notice convening the Special Meeting.
- h. The Association shall be bound by any decision agreed upon by a majority of members at the Special Meeting.

6.16 Special Resolutions

- a. A Special Resolution must be passed if the Association decides to:
 - Changes its name
 - Change or modify the Rules of Association
 - Change or modify the Statement of Purposes
 - Amalgamate with one or more incorporated associations
 - Wind up
- b. At least twenty-one (21) days' notice must be given informing all members entitled to vote on the need for a special resolution and the purpose of the special resolution.
- c. A special resolution is passed at a meeting if:
 - At least three quarters of the members at the meeting who are entitled to vote, vote in favour of the special resolution either in person or by proxy.
 - The ballot must be conducted in such manner as the Executive Committee may direct in a way that allows for a clear and democratic account of all member's votes.
 - The Chairperson declares the special resolution has been carried.
 - Upon the passing of a special resolution, the Public Officer is required to notify the Registrar, Consumer Affairs Victoria by completing and lodging the relevant form.

6.17 Entry Fees for Members of the Association or Committee Members

A discounted entry fee to Functions or events run by the Association or in which the Association is involved **may** be offered to those members nominated by the Executive Committee to organise events, functions, conventions, etcetera. The amount of the discount, if any, shall be at the discretion of the Executive Committee.

7. ANNUAL GENERAL MEETING

The Executive Committee may determine the date, time and place of the Annual General Meeting of the Association. This meeting must be held within five (5) months after the end of the financial year.

7.1 Notice of Annual General Meeting

- a. The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.
- b. Notice of the Annual General Meeting must be forwarded to each member of the Association at least fourteen (14) days before the date fixed for the holding of the Annual General Meeting.
- c. Notice of a Special Resolution to be considered at the Annual General Meeting requires at least twenty-one (21) days' notice to be given to all members entitled to vote on the special resolution as per Section 6.16b.
- c. The notice must state the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- d. The notice may be sent:
 - By post to the addresses appearing in the members register
 - By fax
 - By electronic transmission
- e. No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- f. A member is entitled to bring any business that involves the Association for consideration at the Annual General Meeting.
- g. A member intending to bring any business before the Annual General Meeting must notify in writing or by electronic transmission the Secretary of that business, who must include that business in the notice calling the next Annual General Meeting.
- h. The Association and members of the Association shall be bound by any resolution passed at the Annual General Meeting.

7.2 Nominations

Refer to section 6.2.

7.3 Ordinary Business of an Annual General Meeting

- a. The Director, or in the Director's absence, the Deputy Director is to preside as the chairperson at the Annual General Meeting.
- b. If the Director and Deputy Director are absent or unwilling to act, the Executive Committee must elect one of their members to preside as the chairperson at that meeting.
- c. The ordinary business of the Annual General Meeting shall be:
 - To confirm the minutes of the previous Annual General Meeting.
 - To receive from the Office Bearers reports upon the transactions of the Association during the last preceding financial year.
 - To receive a true and fair view of the financial position of the Association during and at the end of its last financial year from the Treasurer.
 - To present any Special Resolutions that are to be voted upon at the Annual General Meeting.
 - To receive and consider any resignations, retirements or nominations to the Executive Committee.
 - To declare the vacancy of any Office Bearers and other positions whose terms have expired.
 - To elect Office Bearers of the Association.
 - To elect, appoint or establish any other committees or positions as required.
 - To address any other business brought to the attention of the Association by any member as detailed in Section 7.1f and 7.1g.

7.4 Voting

Refer to 6.5

7.5 The rights, obligations liabilities of members.

1. General Rights of Members

- (1) A member of the Association who is entitled to vote has the right -
 - (a) to receive notice of general meeting and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a general meeting; and
 - (c) to attend and be heard at general meetings; and
 - (d) to vote at a general meeting; and
 - (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 75; and
 - (f) to inspect the register of members.

- (2) A member is entitled to vote if -
 - (a) the member is a member other than an associate member; and
 - (b) more than 10 business days have passed since he or she became a member of the association; and;
 - (c) the members membership rights are not suspended for any reason.

Associate members

- (1) Associate members of the Association include-
 - (a) any member over the age of 18; and
 - (b) any other category of member as determined by special resolution at a general meeting.
- (2) An associate member must not vote, but may have other rights as determined by the Committee or by resolution at a general meeting.

3. Rights not transferable

The rights of a member are not transferrable and end when membership ceases

2. **Provisions for the resignation of a member or cessation of membership.**

Ceasing membership

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a member of the Association, the Secretary must as soon as practicable, enter the date the person ceased to be a member in the register of members.

Resigning as a member

- (1) A member may resign by notice in writing given to the Association.
- (2) A member is taken to have resigned if-
 - (a) the member's annual subscription is more than 12 months in arrears; or
 - (b) where no annual subscription is payable-
 - (i) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
 - (ii) the member has not, with 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

3. Procedures for the appointment and removal of the secretary of the incorporated association.

Who is eligible to be a Committee member.

A member is eligible to be elected or appointed as a committee member if the member-

- (a) is 18 years or over; and
- (b) is entitled to vote at a general meeting.

Election of Director etc.

(1) At the annual general meeting, separate elections must be held for each of the following positions (For 2 year terms).

- (a) Director
- (b) Deputy Director
- (c) Secretary (and Public Officer)
- (d) Treasurer

(2) if only one member is nominated for the position, the Director (or Chairperson) of the meeting must declare the member elected to the position.

(3) If more than one person is nominated, a ballot must be held in accordance with rule 54.

(4) On his or her election, the new Director may take over as Chairman of the meeting

Election of ordinary members

A general meeting of the Association may-

- (a) by special resolution remove a committee member from office; and
- (b) elect an eligible members of the association to fill the vacant position in accordance with this Division.

Notice of meetings

(1) Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting.

(2) Notice may be given of more than one committee meeting at the same time.

(3) The notice must state the date, time and place of the meeting.

(4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.

(5) The only business that may be conducted at the meeting for which the meeting is convened.

4. The preparation and retention of accurate minutes of general meeting of the association and the meeting of the committee or other body having the management of the incorporated association.

Minutes of general meeting.

(1) The committee must ensure that minutes are taken and kept of each general or executive committee meeting.

(2) The minutes must record the business considered, and resolution on which a vote is taken and the result of the vote.

(3) In addition, the minutes of each annual general meeting must include-

- (a) the names of the members attending the meeting; and
- (b) proxy form given to the Director or chairperson of the meeting under rule 34(6); and
- (c) the financial statements given to the members in accordance with rule 30(4)(b)(ii); and

- (d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
- (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

Secretary

The secretary must-

- (a) Maintain the register of members in accordance with rule 18; and
- (b) keep custody of the common seal of the Association and, except for the financial records referred to in rule 70(3), all books, documents and securities of the Association in accordance with rules 72 and 75; and
- (c) subject to the Act and these rules, provide members with access to the register of members, the minutes of general meeting and other books and documents; and
- (d) Perform any other duty or function (Public officer) imposed on the Secretary by these Rules.

Minutes of meetings.

- (1) The committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following-
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting
 - (c) any resolution on which a vote and the result of the vote;
 - (d) any material personal interest disclosed under rule 65.

5. **Provision for member to have access to, and to be able to obtain copies of, minutes of general meetings, including financial statements submitted at general meeting.**

Custody of inspection of books and records

- (1) Members may on request inspect free of charge-
 - (a) the register of members;
 - (b) the minutes of general meetings
 - (c) subject to sub rule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.
- (2) The committee 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.
- (3) The committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to sub rule (2), a member may make a copy of any of the records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule-
relevant documents means the records and other documents, however compiled, recoded or stored, that relate to the incorporation and management of the Association and include the following-
 - (a) its membership records;
 - (b) its financial statements;
 - (c) its financial records;
 - (d) records and documents relating to transactions, dealing, business or property of the Association.

6. Rights of access (if any) by members to minutes of meetings of the committee, including any terms and conditions subject to which access may be granted.

Custody of inspection of books and records

- (1) Members may on request inspect free of charge-
 - (a) the register of members;
 - (b) the minutes of general meetings
 - (c) subject to sub rule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.
- (2) The committee 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.
- (3) The committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to sub rule (2), a member may make a copy of any of the records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule-

Relevant documents means the records and other documents, however compiled, recoded or stored, that relate to the incorporation and management of the Association and include the following-

 - (a) its membership records;
 - (b) its financial statements;
 - (c) its financial records;
 - (d) records and documents relating to transactions, dealing, business or property of the Association.

8. MISCELLANEOUS

8.1 Common Seal

The common seal of the Association must be kept in the custody of the Secretary. The common seal must not be affixed to any instrument except by the authority of the Executive Committee. The affixing of the common seal must be attested by the signatures either two members of the Executive Committee or one member of the Executive Committee and the Public Officer of the Association.

8.2 Cheques

All cheques registered with the Association's financial institution, promissory notes and other negotiable instruments must be signed by two (2) Executive Committee members.

8.3 Costume Appearances

- a. All requests for costume appearances may be forwarded to the Association via email, fax or in writing addressed to the Secretary. Requests may be forwarded to any member of the Executive Committee who will then forward the request to the Secretary.
- b. All requests will be forwarded to the Executive Committee for consideration.
- c. The Executive Committee shall appoint a member who will organise and run the agreed costumed appearance.
- d. No member appearing in costume shall use the Association's name without prior permission from the Executive Committee.
- e. No member shall profit from any costumed appearance as per Section 1f.

8.4 Carrying of Replica Guns / Weapons and Behaviour of Members at an Event or Function

- a. The carrying of replica weapons by persons participating in any Star Walking Inc. event is to be strictly regulated as follows:
- A weapon or replica weapon is anything that represents a weapon, is used as, looks like or intended to be a weapon – is a weapon. This includes any objects, or parts thereof, that are or could be used to replicate any weapon.
 - Any and all such weapons may only be drawn or displayed as part of a formal photo opportunity or masquerade act (or art show piece) as defined by the Executive Committee.
 - At no time shall a weapon be drawn or displayed in a manner which could be construed as a threat to any being or object.
 - In instances other to those previously defined, any and all weapons must remain holstered, sheathed or otherwise “peace bound” at all times.
 - At no time does Star Walking Inc. accept any responsibility for the behaviour, use, display or cartage of replica weapons while any person is attending a Star Walking Inc. event or in the public domain.
 - All use of replica weapons is done so at each individual’s own risk.
 - Any participant at a Star Walking Inc. event intending to have a weapon as part of their costume or masquerade act must agree to the above terms and as such may be required to sign a waiver signifying their understanding and agreement to the Carrying of Replica Gun / Weapons policy of Star Walking Inc.
 - In the case of a person under the age of 18 years, the respective person’s guardian will sign a waiver.
 - Failure to sign and accept the weapons policy will result in the person being refused entry to the event or function whilst carrying a replica weapon.
- b. Any foolish or reckless behaviour at a Star Walking Inc. event will not be tolerated and will result in the person(s) engaging in such behaviours being asked to desist or leave the event.

8.5 Alteration of the Rules

These Rules of Association and the Statement of Purposes of the Association must not be altered except in accordance with the **ASSOCIATIONS INCORPORATION REFORM ACT (Vic) 2012**

8.6 Winding up

In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association must be disposed of in accordance with the provisions of the **Associations Incorporation Reform Act (VIC) 2102**.

GENERAL DISCLAIMER for the Association functions and events.

Star Walking Inc. will endeavour to observe and maintain the highest standards of security and safety of participant/s in the running of this event. Please be advised, however, that Star Walking Inc. will not be held responsible for any loss, damage or accident that may occur.