



VICTORIAN
SECURITY
INSTITUTE

Rules

Victorian Security Institute Incorporated



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1. Name

The name of the incorporated association is **Victorian Security Institute Incorporated** (in these Rules called "the Association").

2. Definitions

In these Rules, unless the contrary intention appears-

"Act" means the *Associations Incorporation Act 1981 (Vic)*;

"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 12.

"Member" means a 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;

"Regulations" means regulations under the Act;

"relevant documents" has the same meaning as in the Act;

"Secretariat" means the office, if any, engaged by the Committee to be responsible for the discharge of the secretarial, clerical, and administrative affairs of the Association, other than those things that must be discharged by the secretary personally under the Act.

"Secretary" means the person appointed to such office in accordance with Rule 21, who shall be the Public Officer of the Association for so long as is required.

3. Alteration of the Rules

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

4. Membership, entry fees and subscription

- (1) A person, including a corporation, who applies and is approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the entrance fee and annual subscription payable under these Rules.
- (2) A person, including a corporation, who is not a member of the Association at the time of the incorporation of the Association (or who was a member at that time but has ceased to be a member) must not be admitted to membership unless-

- (a) he, she or it applies for membership in accordance with sub-rule (3); and
 - (b) the admission as a member is approved by the Committee.
- (3) An application for membership of the Association must-
- (a) be made in writing in the form set out in Appendix 1 or such alternate form as may be approved by the Committee, from time to time;
 - (b) be accompanied by the sums payable under these Rules as the entrance fee and the first year's annual subscription; and
 - (c) be lodged with the Secretary.
- (4) As soon as practicable after the receipt of an application, the Secretary must refer the application to the Committee.
- (5) The Committee must determine whether to approve or reject the application.
- (a) The Committee shall approve or reject an application for membership in its absolute discretion and no appeal shall lie from any decision of the Committee in relation thereto.
 - (b) All members must agree to be bound by these Rules, any by-laws developed pursuant to these Rules, and the Codes of Ethics and Practice of the Association.
- (6) (a) If the Committee approves an application for membership, the Secretary must, as soon as practicable, notify the applicant in writing of the approval for membership.
- (b) If the Committee rejects an application for membership, the Secretary must, as soon as practicable, notify the applicant in writing and refund any amounts paid by the applicant pursuant to sub-rule (3)(b) less such administration fee as the Committee determines.
- (7) The Secretary must, within 28 days after acceptance of an application, enter the applicant's name in the Register of Members.
- (8) An applicant for membership becomes a member and is entitled to exercise the rights of membership when his, her or its name is entered in the Register of Members.
- (9) (a) If the Committee rejects an application, the Committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- (b) The Committee shall not be bound to divulge to any person, including the applicant, its reasons for rejecting an application for membership.
- (10) A right, privilege, or obligation of a person or corporation by reason of membership of the Association-
- (a) is not capable of being transferred or transmitted to another person or corporation; and

- (b) terminates upon the cessation of membership whether by death or resignation or otherwise.

(11) Membership of the Association shall fall into one of the following classifications:

(a) **General Members**

Subject to the discretion of the Committee, membership of the Association shall be open to persons, including corporations, who actively participate in the security industry in the State of Victoria and who:

- (i) act as advisors or consultants on security measures;
- (ii) are engaged in the implementation of security measures;
- (iii) are engaged as lecturers or tutors at tertiary institutions providing approved courses in security where they impart knowledge relating to security measures;
- (iv) have an approved qualification in security management; or
- (v) are engaged in the manufacture or distribution of security equipment.
- (vi) are engaged in the provision of security services including but not limited to guarding, patrols, investigations, monitoring centres, close personal protection, crowd control and related activities
- (vii) are engaged in the provision of security services and require annual or biennial grading for licensing or operational purposes

Subject to sub-rule (d) General Members are entitled to vote at general meetings of the Association and to be elected / appointed to the Committee.

(b) **Honorary Members**

Honorary membership may be conferred by the Committee on persons, including corporations, whose work and achievements on behalf of the Association and/or the commercial, industrial or government security industry are deemed to have been of outstanding value.

Honorary members are not entitled to vote but may attend general and Committee (including sub-committee) meetings of the Association.

(c) **Life Members**

Life membership may be conferred by resolution of the members at general meeting on any individual member recommended by the Committee whose achievements within the community or commercial, industrial and/or government security profession are deemed to have been an exceptional value.

Subject to sub-rule (d) life members are entitled to vote at general meetings of the Association and may be elected/appointed to the Committee (including any sub-committees of the Committee).

(d) Representation for corporate members

A general member (including a life member) which is a corporation:

- (i) may nominate up to 4 persons to attend general meetings and other functions of the Association; and
- (ii) must appoint one of those persons (the “appointed representative”) to vote on behalf of the corporation at general meetings. For the sake of clarity, a corporate member shall have only one vote at general meetings.

The appointed representative of a corporate member may be elected / appointed to the Committee as if he or she were a member, in accordance with these Rules.

- (12) The entrance fee is the relevant amount set out in Appendix 2, which may be varied by the Committee from time to time.
- (13) The annual subscription is the relevant amount set out in Appendix 2, which may be varied by the Committee from time to time, and is payable in advance on or before 1 July in each year.

5. Register of Members

- (1) The Secretary must keep and maintain a Register of Members containing-
 - (a) the name and address of each member; and
 - (b) the date on which each member's name was entered in the register.
- (2) Subject to sub-rule (4), the register is available for inspection free of charge by any member upon request.
- (3) Subject to sub-rule (4), a member may make a copy of entries in the register.
- (4) A member may, in special circumstances, request that access to personal information on the Register relating to that member be restricted and, if the Secretary agrees that such circumstances exist, access to that member’s personal information may only be granted to the Secretary and members of the Committee, or certain of them.

6. Ceasing membership

- (1) A member of the Association who has paid all moneys due and payable by a member to the Association may resign from the Association by giving one month's notice in writing to the Secretary of his, her or its intention to resign.
- (2) After the expiry of the period referred to in sub-rule (1)-
 - (a) the member ceases to be a member; and
 - (b) the Secretary must record in the Register of Members the date on which the member ceased to be a member.

- (3) A person or entity shall otherwise immediately cease to be a member of the Association if:
- (a) he or she dies or becomes of unfit mind or, being a corporation, is wound-up or deregistered;
 - (b) he or she becomes bankrupt or, being a corporation, becomes insolvent;
 - (c) that member's annual subscription fee is overdue 3 months from the date upon which it fell due for payment: or
 - (d) the member, being the holder of a security licence, fails to notify the Committee that the member has been charged with an offence that could result in that security licence being revoked or suspended, within 14 days of being so charged.

and the Secretary must record in the Register of Members the date on which the member ceased to be a member.

7. Discipline, suspension and expulsion of members

- (1) Subject to these Rules, if the Committee is of the opinion that a member has refused or neglected to comply with these Rules any by-laws developed pursuant to these Rules or the Code of Ethics & Practice, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the Committee may by resolution--
- (a) fine that member an amount not exceeding \$500; or
 - (b) suspend that member from membership of the Association for a specified period; or
 - (c) expel that member from the Association.
- (2) A resolution of the Committee under sub-rule (1) does not take effect unless-
- (a) at a meeting held in accordance with sub-rule (3), the Committee confirms the resolution; and
 - (b) if the member exercises a right of appeal to the Association under this Rule, the Association confirms the resolution in accordance with this Rule.
- (3) A meeting of the Committee to confirm or revoke a resolution passed under sub-Rule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule (4).
- (4) For the purposes of giving notice in accordance with sub-rule (3), the Secretary must, as soon as practicable, cause to be given to the member a written notice-
- (a) setting out the resolution of the Committee and the grounds on which it is based; and
 - (b) stating that the member, or his or her representative, may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and

- (c) stating the date, place and time of that meeting; and
 - (d) informing the member that he or she may do one or both of the following-
 - (i) attend that meeting;
 - (ii) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - (e) informing the member that, if at that meeting, the Committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (5) At a meeting of the Committee to confirm or revoke a resolution passed under sub-Rule (1), the Committee must-
- (a) give the member, or his or her representative, an opportunity to be heard; and
 - (b) give due consideration to any written statement submitted by the member; and
 - (c) determine by resolution whether to confirm or to revoke the resolution.
- (6) If at the meeting of the Committee, the Committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he, she or it wishes to appeal to the Association in general meeting against the resolution.
- (7) If the Secretary receives a notice under sub-rule (6), he or she must notify the Committee and the Committee must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- (8) At a general meeting of the Association convened under sub-rule (7)-
- (a) no business other than the question of the appeal may be conducted; and
 - (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - (c) the member, or the member's representative, must be given an opportunity to be heard; and
 - (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (9) A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person in favour of the resolution. In any other case, the resolution is revoked.

- (10) A person, including a corporation, who ceases to be a member shall not be entitled to attend any meeting of the Association in any capacity whatsoever without the express written permission of the Committee.
- (11) A person, including a corporation, who ceases to be a member shall forfeit the unexpired portion of the persons' annual subscription and shall not be entitled to claim against the monies or other property of the Association, but shall not be relieved of the obligation to pay all unpaid fees dues and payable to the Association up to the date upon which that person ceased to be a member.

8. Disputes and mediation

- (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.

9. Annual General Meetings

- (1) The Committee may determine the date, time and place of the annual general meeting of the Association.
- (2) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (3) The ordinary business of the annual general meeting shall be-
- (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
 - (b) to receive from the Committee reports upon the transactions of the Association during the last preceding financial year; and
 - (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.
- (4) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.
- (5) The Secretary of the Association, must ensure even if a special resolution has been proposed, at least 21 days, before the date fixed for holding an annual general meeting of the Association. The Secretary of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- (6) Notice may be sent-
- (a) by prepaid post to the address appearing in the Register of Members; or
 - (b) if the member requests, by facsimile transmission or electronic transmission.
- (7) No business other than that set out in the notice convening the meeting may be conducted at the meeting.

- (8) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

Quorum at annual general meetings

- (1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- (2) Fifteen members personally present (including the appointed representative of a corporate member), being members entitled under these Rules to vote at a general meeting, constitute a quorum for the conduct of the business of a general meeting.
- (3) If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present-
- (i) in the case of a meeting convened upon the request of members--the meeting must be dissolved; and
- (ii) 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 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.
- (4) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 3) shall be a quorum.

10. Special general meetings

- (1) In addition to the annual general meeting, any other general meetings may be held in the same year.
- (2) All general meetings other than the annual general meeting are special general meetings.
- (3) The Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (4) If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the Committee must convene a special general meeting before the expiration of that period.
- (5) The Committee must, on the request in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the Association.
- (6) The request for a special general meeting must-
- (a) state the objects of the meeting; and

- (b) be signed by the members requesting the meeting; and
 - (c) be sent to the address of the Secretary.
- (7) If the Committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (8) If a special general meeting is convened by members in accordance with this Rule, it must be convened in the same manner so far as possible as a meeting convened by the Committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

11. Special business

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the Rules as ordinary business of the annual general meeting, is deemed to be special business.

12. Presiding at general meetings

- (1) The President, or in the President's absence, the Vice-President, or in the President and Vice-President's absence, the Secretary, shall preside as Chairperson at each general meeting of the Association.
- (2) If the President, the Vice-President and the Secretary are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

13. Adjournment of meetings

- (1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with Rule 12.(4). Except as provided in sub-rule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

14. Voting at general meetings

- (1) Upon any question arising at a general meeting of the Association, a member (including a corporate member) has one vote only.
- (2) All votes must be given personally.

- (3) 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.
- (4) A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

15. Poll at general meetings

- (1) If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

16. Manner of determining whether resolution carried

If a question arising at a general meeting of the Association is determined on a show of hands-

- (a) a declaration by the Chairperson that a resolution has been-
 - (i) carried; or
 - (ii) carried unanimously; or
 - (iii) carried by a particular majority; or
 - (iv) lost; and
- (b) 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.

17. Proxies

There shall be no entitlement to vote by proxy.

18. Committee of Management

- (1) The affairs of the Association shall be managed by the Committee of Management.
- (2) The Committee-
 - (a) shall control and manage the business and affairs of the Association; and

- (b) may, subject to these Rules, the Act and the Regulations, 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; and
 - (c) subject to these Rules, the Act and the Regulations, 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, including the appointment of sub-committees.
- (3) Subject to section 23 of the Act, the Committee shall consist of-
- (a) the Officers of the Association; and
 - (b) such number of ordinary members as determined by the Committee from time to time, but always so that the total number of ordinary members shall be not less than 2 – each of whom shall be elected at the Annual General Meeting of the Association in each year.
 - (c) A member of the Committee must be a member (including a representative of a corporate member) and have the suitable qualifications, skills and experience to discharge the functions of a member of the Committee as determined by the Committee from time to time.

19. Officers

- (1) The officers of the Association shall be-
- (a) a President;
 - (b) two Vice-Presidents;
 - (c) a Treasurer; and
 - (d) a Secretary –
- each of whom shall be elected for a term of 2 years on a rotational basis and who shall discharge the functions ascribed to his or her particular office as set out in the By-laws.
- (2) The provisions of Rule 23, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in sub-rule (1).
- (3) Each officer of the Association shall hold office until the second annual general meeting after the date of his or her election but is eligible for re-election.
- (4) In the event of a casual vacancy in any office referred to in sub-rule (1), the Committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

20. Ordinary members of the Committee

- (1) Subject to these Rules, each ordinary member of the Committee shall hold office until the annual general meeting next after the date of election but is eligible for re-election.
- (2) 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 appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

21. Election of officers and ordinary Committee members

- (1) Nominations of candidates for election as officers of the Association or as ordinary members of the Committee must -
 - (a) 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) 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; and
 - (c) specify if the candidate is being nominated for election as an officer or as an ordinary member of the Committee.
- (2) Nominations of candidates for election as officers of the Association ought not indicate the particular office for which the candidate is nominated: the offices to be attributed to successful candidates shall be determined by the Committee itself.
- (3) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (5) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (6) The ballot for the election of officers and ordinary members of the Committee must be conducted at the annual general meeting in such manner as the Committee may direct.

22. Vacancies

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; or
- (b) becomes an insolvent under administration within the meaning of the Corporations Law; or

- (c) resigns from office by notice in writing given to the Secretary; or
- (d) is absent from three consecutive meetings of the Committee without the prior consent of the Committee.

23. Meetings of the Committee

- (1) The Committee must meet at least 4 times in each year at such place and such times as the Committee may determine.
- (2) Special meetings of the Committee may be convened by the President or by any 4 members of the Committee.

24. Notice of Committee meetings

- (1) Written notice of each Committee meeting must be given to each member of the Committee at least 5 business days before the date of the meeting.
- (2) Written notice must be given to members of the Committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

25. Quorum for Committee meetings

- (1) Any four (4) members of the Committee present in person (including via instantaneous communication device) constitute a quorum for the conduct of the business of a meeting of the Committee.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present-
 - (i) in the case of a special meeting--the meeting lapses;
 - (ii) in any other case the meeting shall stand adjourned to the same place and the same time and day in the following week.
- (4) The Committee may act notwithstanding any vacancy on the Committee.

26. Presiding at Committee meetings

At meetings of the Committee-

- (a) the President or, in the President's absence, either of the Vice-Presidents, or in the Vice-Presidents' absence, the Secretary presides; or
- (b) if the President, the Vice-Presidents and the Secretary are absent, or are unable to preside, the members present must choose one of their number to preside.

27. Voting at Committee meetings

- (1) Questions arising at a meeting of the Committee, or at a meeting of any sub-Committee appointed by the Committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- (2) Each member present at a meeting of the Committee, or at a meeting 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.

28. Removal of Committee member

- (1) The Association in general meeting may, by resolution, remove any member of the Committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- (2) A member who is the subject of a proposed resolution referred to in sub-rule (1) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (3) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

29. Minutes of meetings

The Secretary of the Association must keep and retain, or must cause to be kept and retained, minutes of the resolutions and proceedings of each general meeting, and each Committee meeting (including each sub-committee meeting), together with a record of the names of those persons present.

30. Meetings of the Committee by instantaneous communication

- (1) A meeting of the Committee may be called or held using any technology consented to by all of the officers and ordinary members of the Committee. Consent of an officer or ordinary member of the Committee for the purposes of this clause may be a standing one. An officer or ordinary member of the Committee may only withdraw his or her consent within a reasonable time before the meeting of the Committee.
- (2) For the purposes of these Rules, the contemporaneous linking together by an instantaneous communication device of a number of officers or ordinary members of the Committee not less than the quorum, whether or not any one or more of those officers or ordinary members of the Committee is out of Australia, shall be deemed to constitute a meeting of the Committee and all the provisions of these Rules as to meetings of the Committee shall apply to any such meeting held by an instantaneous communication device provided the provisions of this rule are complied with.

- (3) All the officers and ordinary members of the Committee for the time being entitled to receive notice of a meeting of the Committee shall be entitled to notice of a meeting held by an instantaneous communication device and to be linked by an instantaneous communication device for the purpose of such meeting. Notice of any such meeting shall be given on the instantaneous communication device or in any other manner permitted by these Rules.
- (4) Each of the officers and ordinary members of the Committee taking part in a meeting by an instantaneous communication device must be able to hear each other of the officers and ordinary members of the Committee taking part at the commencement of the meeting.
- (5) An officer or ordinary member of the Committee may not leave a meeting held by an instantaneous communication device by disconnecting his or her instantaneous communication device unless he or she has previously expressly notified the chair of the meeting of his or her intention to leave the meeting and an officer or ordinary member of the committee shall be conclusively presumed to have been present and to have formed part of the quorum at all times during such a meeting until such notified time of his or her leaving the meeting.
- (6) A minute of the proceedings at meetings held by an instantaneous communication device shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the chair of the meeting.
- (7) For the purpose of this rule "instantaneous communication device" shall include telephone, television or any other audio, visual, electronic or digital device which permits instantaneous communication.

31. Funds

- (1) The Treasurer of the Association must-
 - (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.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments (including electronic funds transfers) must be signed or authorised (as the case may be) by any two officers of the Association.
- (3) The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determines.

32. Seal

- (1) The common seal of the Association (if there is one) must be kept in the custody of the Secretary.

- (2) The common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures either of two members of the Committee or, of one member of the Committee and of the Secretary of the Association.

33. Notice to members

Except for the requirement in Rule 12, any notice that is required to be given to a member, by on behalf of the Association, under these Rules may be given by-

- (a) delivering the notice to the member personally; or
- (b) sending it by prepaid post addressed to the member at that member's address shown in the Register of Members; or
- (c) facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
- (d) electronic or digital transmission, if the member has requested that the notice be given to him or her in this manner.

34. Non-profit and Winding up

- (a) The assets and income of the Association shall be applied solely in furtherance of its purposes and no portion shall be distributed directly or indirectly by way of profit to the members.
- (b) 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 Act.

35. Custody and inspection of minutes, books and records

- (1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all minutes, books, documents and securities of the Association.
- (2) All minutes, accounts, books, securities and any other relevant documents of the Association, except the minutes of meetings of the Committee (including sub-committees), must be available for inspection free of charge by any member upon request.
- (3) A member may make a copy of any minutes, accounts, books, securities and any other relevant documents of the Association, except the minutes of meetings of the Committee (including sub-committees).

36. Secretary

- (1) The Secretary shall attend all meetings (general and Committee) of the Association and shall liaise with the Registrar of Incorporated Associations, issue notices, receive and process correspondence, maintain the Register of Members and record and retain the

minutes of all general and Committee meetings (including meetings of any sub-committees), or shall cause the same to be done.

- (2) (a) Without limit to the foregoing, and with the exception of those things which must be performed by the Secretary personally in accordance with the Act or these Rules, the Secretary may delegate in writing such of his or her responsibilities as the Committee authorises to a secretariat.
- (b) Where such a delegation has been made, references in these Rules to the Secretary shall be deemed to include the secretariat.

37. Treasurer

The Treasurer is responsible for ensuring that all funds received are banked to the account of the Association as soon as practicable and that proper books of accounts are maintained in a current state. Accounts for payment are to be collated with supporting documentation and presented to the Committee to be passed for payment prior to payment being made. Bank statements shall be reconciled against records held on a monthly basis and a report of the true financial position of the Association shall be presented to each Committee meeting.

38. Patron

A Patron or Patrons of the Association may be appointed at an Annual General Meeting.

39. Special Resolution

Subject at all times to the Act, a special resolution is a resolution which is passed by not less than three-quarters of all members who are entitled to vote and do so vote in person at a general meeting of the Association of which not less than 21 days notice in writing specifying both the resolution and the intention to propose the resolution as a special resolution, was given in accordance with these Rules.

40. By-Laws

The Committee may, by a majority of not less than two-thirds of all Committee members present, make, amend or rescind by-laws binding on the Association, the Committee and any sub-committees with respect to such matters as the Committee thinks fit and as authorised by the Statement of Purposes, these Rules and the Act.

Notwithstanding anything appearing in this Rule, existing By-laws of the Association comprise:

- (a) Codes of Ethics & Practice;
- (b) Corporate Governance Statement;
- (c) Continuing Professional Development Rules and Guidelines.

41. Insurance

The Committee shall arrange for the Association to take out (and pay the premiums associated with) such policies of insurance as it thinks fit, including directors' and

officers' insurance, public liability insurance, professional indemnity insurance and fidelity guarantee insurance for any person having receipt or charge of any money of the association.

42. Indemnity

Every member of the Committee shall be indemnified by the Association against all liabilities which such member may incur or become liable by reason of any contract entered into by him or her or any act or things done by him or her in the exercise of his or her duties in accordance with these Rules.

43. Auditor

- (1) The members of the Association shall, at each annual general meeting, appoint an auditor to the Association.
- (2) If the appointment of an auditor is not made at an annual general meeting, the Committee shall appoint an auditor for the relevant financial year.
- (3) A member of the Committee or an employee of the Association shall not be capable of being appointed auditor of the Association.
- (4) The Committee shall cause the auditor to have access to all books, accounts and other documents of the Association as it may require from time to time.
- (5) The books and accounts of the Association shall be audited as early as possible after the close of each financial year and the auditor shall submit its report to the annual general meeting of the Association."

APPENDIX 1

**APPLICATION FOR MEMBERSHIP OF
VICTORIAN SECURITY INSTITUTE INC.**

[Refer to www.vsi.org.au for further details]

APPENDIX 2

SCHEDULE OF FEES

<i>Fee</i>	<i>Amount</i>
Entrance fee: General Members – <ul style="list-style-type: none">• Individual• Corporation	Refer to www.vsi.org.au for further details
Annual subscription fee: General Members <ul style="list-style-type: none">• Individual• Corporation	Refer to www.vsi.org.au for further details