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Kensington Association Constitution and Rules
Adopted at the Special General Meeting of September 2nd 2013

Note

The persons who from time to time are members of the Association are an incorporated association by the name given in rule 1 of these Rules.

*Under section 46 of the **Associations Incorporation Reform Act 2012**, these Rules are taken to constitute the terms of a contract between the Association and its members.*

IDENTITY

1. (1) The name of the organisation is Kensington Association Incorporated, hereinafter called "The Association".

1.(2) The Association's registered address is P O Box 1208, Kensington, Victoria 3031 Australia.

1.(3) The Registration number of the Association is A0036596B (ABN 46442812068).

1. (4) *Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.*

STATEMENT OF PURPOSES

2. (1) To initiate and, where necessary, implement action which will assist the retention, integration, development and advancement of the social, cultural and community infrastructure, business activity and residents' interests of Kensington.

2.(2) To initiate and, where necessary, implement action which will assist in the protection and enhancement of the built and natural environment.

2.(3) To encourage such activities as are likely to help the people of Kensington to become constructively involved in matters affecting their life and work.

2. (4) To provide effective means of approaching Municipal, State and Federal governments and other public authorities and instrumentalities as representatives of the Kensington community.

2. (5) To uphold the democratic process and the accountability of government and public authorities and instrumentalities.

2. (6) To cooperate with others, both within and outside Kensington, who have similar interests and objectives.

Accordingly the Association should do all such things which are within its powers, incidental or conducive to the attainment of these aims and objectives to protect and enhance the amenity of Kensington on behalf of its residents.

FINANCIAL YEAR

3. (1) The financial year of the Association is each period of 12 months ending on 30 June.

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INTERPRETATION

4. (1) In these rules, “The Act” means the **Associations Incorporation Reform Act 2012** and “The Regulations” means regulations under the Act.
4. (2) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Interpretation of Legislation Act 1984 and the Act as in force from time to time.
4. (3) In these rules, any reference to “the Committee” is a reference to the Steering Committee of the Association.

APPLICATION FOR MEMBERSHIP

5. (1) A person who lives, works or has a special interest in Kensington and who is at least sixteen years of age may become a member of the Association.
5. (2) A person as per 4 (1) becomes a member of the Association upon receipt of payment of the annual subscription payable under these rules.

ANNUAL SUBSCRIPTION

6. (1) The annual membership subscription for each calendar year shall be as determined at the Annual General Meeting during the preceding year and is due and payable annually.
6. (2) Provision may be made for concessional subscription rates.

REGISTER OF MEMBERS

7. The Secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member the day of joining and, for former members, of ceasing membership.

CESSATION OF MEMBERSHIP

8. (1) A member of the Association shall cease to be a member if that person has not paid the annual subscription within three months of the due date.
8. (2) A member of the Association may resign from the Association by notice in writing to the Secretary, who shall make in the register of members an entry recording the date on which the member ceases to be a member.

GENERAL RIGHTS OF MEMBERS

9. (1) A member of the Association who is entitled to vote has the right—
- (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and

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- (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, free of charge and at a reasonable time, 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.

9. (2) A member is entitled to vote if—
- (a) the member is financial at the time of the meeting
 - (c) the member's membership rights are not suspended for any reason.

ANNUAL GENERAL MEETING

10. (1) The Association shall in each calendar year convene an annual general meeting of its members.
10. (2) The annual general meeting shall be held on such day as the Committee determines within 5 months after the end of each financial year.
10. (3) The annual general meeting shall be specified as such in the notice convening it.
10. (4) The ordinary business of the annual general meeting shall be:
- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since then;
 - (b) to receive from the Committee reports upon the transaction of the Association during the last preceding financial year;
 - (c) to elect officers of the Association and the ordinary members of the Committee; and
 - (d) to receive and consider the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act.(e) to confirm or vary the amounts (if any) of the annual subscription fees.
10. (5) The annual general meeting may also transact special business of which notice is given in accordance with these Rules.
10. (6) The annual general meeting shall be in addition to general meetings that may be held in the same year.

GENERAL MEETINGS

11. (1) General meetings of the Association shall be held at intervals of approximately four weeks from February to December.
11. (2) General meetings shall consist of members of the Association in attendance.

SPECIAL GENERAL MEETING

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

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12. (2) The Committee shall, on the requisition in writing of at least ten members, convene a special general meeting of the Association.

12. (3) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.

12. (4) If the Committee does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than 3 months after that date.

12. (5) A special general meeting convened by members in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

NOTICE OF MEETING

13. (1) The Secretary of the Association shall, at least seven days before the date fixed for holding a general meeting of the Association, cause to be sent to each member of the Association at his/her address appearing in the register of members, a notice by hand delivery or by prepaid post or electronic means stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

13. (2) The agenda shall include provision for members to raise matters without notice.

13. (3) A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

13. (4) Accidental omission to give notice to any member shall not invalidate a meeting.

PROCEEDINGS AT MEETINGS

14. (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.

14. (2) 150% of the number of members of the Steering Committee elected under 19 (1) at the time of a general meeting shall constitute a quorum at that general meeting.

14. (3) If within half an hour after the appointed time of the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case 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 and if at the adjourned meeting the quorum is not present within half an hour after the time appointed

from the commencement of the meeting, the members present (being not less than 5) shall be a

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quorum.

14. (4) The Chairperson, or in his/her absence, the Vice-Chairperson, shall preside as Chairperson at each general meeting of the Association.

14. (5) If the Chairperson and Vice-Chairperson are absent from a general meeting, the members present shall elect one of their number to preside as Chairperson at the meeting.

ADJOURNMENT

15. (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

15. (2) Where a meeting is adjourned for 14 days or more, a like notice of adjourned meeting shall be given as in the case of the general meeting.

15. (3) Except as provided in sub-clause (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at any adjourned meeting.

DETERMINATIONS OF THE MEETING

16. (1) Prior to any formal vote, every reasonable effort shall be made by the Chairperson to facilitate a consensus.

16. (2) A question arising at a general meeting of the Association shall be determined on a show of hands and unless before the declaration of the show of hands a ballot is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minutes 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.

16. (3) Upon any question arising at a general meeting of the Association, a member has one vote only.

16. (4) All votes shall be given personally or by proxy.

16. (5) If at a meeting a ballot on any question is demanded by not less than two members, it shall be taken at that meeting in such a manner as the Chairperson may direct and the resolution of the ballot shall be deemed to be a resolution of the meeting on that question.

16. (6) A ballot that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith and a ballot that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairperson may direct.

16. (7) Each member shall be entitled to appoint another member as a proxy by notice in writing given to the Secretary before the opening of the meeting for which the proxy applies.

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MINUTES OF GENERAL MEETING

17. (1) The Committee must ensure that minutes are taken and kept of each general meeting.

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

MINUTES OF ANNUAL GENERAL MEETING

18. (1) In addition, to the requirements of minutes for a General Meeting the minutes of each annual general meeting must include—

- (a) the names of the members attending the meeting; and
- (b) proxy forms given to the Chairperson of the meeting u); and
- (c) the financial statements submitted to the members in accordance with rule 10(4)(d)
- (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.

STEERING COMMITTEE

19. (1) The affairs of the Association shall be managed by a Steering Committee comprising the office bearers of the Association as defined in clause 22(1), and up to four other members of the Association elected at the Annual General Meeting of the Association.

19. (2) The Committee:

- (i) shall control and manage the business and affairs of the Association;
- (ii) may, subject to these rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by general meetings of the members of the Association; and
- (iii) subject to these rules, the regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.

19. (3) Conflict of interest

(1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.

(2) The member—

- (a) must not be present while the matter is being considered at the meeting; and
- (b) must not vote on the matter.

Note

Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

(3) This rule does not apply to a material personal interest—

(a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or

(b) that the member has in common with all, or a substantial proportion of, the

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members of the Association.

20. (3) Minutes of Steering Committee meeting

- (a) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (b) The minutes must record the following—
 - (i) the names of the members in attendance at the meeting;
 - (ii) the business considered at the meeting;
 - (iii) any resolution on which a vote is taken and the result of the vote;
 - (iv) any material personal interest disclosed (as above 19. (3)).

21. (1) The officers of the Association shall be:

- (a) a Chairperson;
- (b) a Vice-Chairperson;
- (c) a Treasurer; and
- (d) a Secretary (*previously known as the Public Officer*).

21. (2) Each officer of the Association shall hold office until the next annual general meeting but is eligible for re-election.

21. (3) In the event of a casual vacancy in any office referred to in sub-clause (1), the Committee may appoint one of its members to the vacant office. Such appointment must be ratified at the next general meeting. Once ratified the member so appointed may continue in office up to and including the conclusion of the next annual general meeting.

ELECTION OF OFFICERS AND VACANCY

22. (1) Nominations of candidates for election as officers of the Association

- (a) shall be in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
- (b) shall be delivered to the Secretary of the Association not less than three days before the date fixed for the holding of the annual general meeting.

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

22. (3) If the number of nominations received is equal to the number of vacancies to be filled the persons nominated shall be deemed to be elected.

22. (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

22. (5) The ballot for the election of officers and ordinary members of the Committee shall be conducted as below:

Ballot

- (a) The Chairperson of the meeting must appoint a member (*not* a member nominated for the position) to act as returning officer to conduct the ballot.
- (b) Before the ballot is taken, each candidate may make a short speech in support of his or her election.

(c) If the returning officer is unable to declare the result of an election because 2 or more

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candidates received the same number of votes, the returning officer must— will resolve the tie in a manner agreed by the candidates involved.

22. (6) No members of parliament, local government councillors or candidates are eligible to hold office.

22. (7) Candidates for election to public office shall stand down from the Steering Committee.

22. (8) Retiring members shall be eligible for nomination, but no person shall hold the same office for more than four successive years.

COMMITTEE VACANCY

23. For the purposes of these Rules, the office of an officer of the Association or of an ordinary member of the Committee becomes vacant if the officer or member:

(a) ceases to be a member of the Association;

(b) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code;

(c) resigns from office by notice of writing given to the Secretary; or

(d) misses 3 consecutive Steering Committee meetings without leave of absence.

PROCEEDINGS OF STEERING COMMITTEE

24. (1) The Committee shall meet at least 4 times in each year at such place and such times as the Committee may determine.

24. (2) Special meetings of the Committee may be convened by the Chairperson or by any 4 of the members of the Committee.

24. (3) All Committee meetings shall be open to any interested person to attend with all present possessing speaking rights, but voting rights not extending beyond members of the Committee.

24. (4) Notice shall be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such meeting.

24. (5) Any four members of the Committee constitute a quorum for the transaction of the business of a meeting of the committee, so long as three are office bearers of the Association.

24. (6) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.

24. (7) At meetings of the Committee the Chairperson, or in the Chairperson's absence, the Vice-Chairperson shall preside.

24. (8) Questions arising at a meeting of the Committee or of any sub-committee appointed by the

Committee shall be determined on a show of hands or, if demanded by a member, by a ballot taken in such a manner as the person presiding at the meeting may determine.

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24. (9) Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote.

24. (10) Written notice of each committee meeting shall be served on each member of the Committee at least two business days before the date of the meeting.

24. (11) Subject to sub-clause 24. (5) the Committee may act notwithstanding any vacancy on the Committee.

SECRETARY (*previously known as the Public Officer*).

25. (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association (eg responsible for lodging documents of the association with the Registrar).

25. (2) The Secretary must—

(a) maintain the register of members in accordance with (7) above, and

(b) keep custody of the common seal (if any) 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 meetings and other books and documents; and

(d) perform any other duty or function imposed on the Secretary by these Rules.

(3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

TREASURER

26. (1) The Treasurer of the Association:

(a) shall collect and receive all moneys due to the Association and make all payments authorised by the Association;

(b) shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association; and

(c) shall prepare and present a financial report (for the previous calendar year) to each annual general meeting.

CHEQUES

27. (1) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two of the Chairperson, Vice-Chairperson, Secretary and Treasurer.

SEAL

28. (1) The Common Seal of the Association shall be kept in the custody of the Secretary.

28. (2) The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signature of two office

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bearers of the Committee.

ALTERATION OF RULES AND STATEMENT OF PURPOSE

29. These rules and the statement of purposes of the Association shall not be altered except in accordance with the Act.

NOTICES

30. (1) A notice may be served by or on behalf of the Association upon any member by sending it by post or hand delivering it to the member's address shown in the Register of members, or by electronic means.

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

WINDING UP OR CANCELLATION

31. In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association shall be disposed of in accordance with the provisions of the Act.

DISSOLUTION

32. (1) The Association shall be wound up if the total membership drops to 5 or fewer members or by consent of three-quarters of members at a special general meeting having been called specially for that purpose.

32. (2) Any and all assets remaining after full settlement of all just debts and liabilities of the Association shall be disposed of by transfer to some other institution, organisation, association or fund which has similar objects and which has in its constitution a clause or paragraph prohibiting or excluding the gift or transfer of its assets to any of its members or subscribers.

CUSTODY OF RECORDS

33. Except as otherwise provided in these Rules, all books, documents and securities of the Association shall be kept in the custody of or under the control of the Secretary.

FUNDS

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

MISCELLANEOUS

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35. (1) The Association shall not endorse candidates for elective public office.

35. (2) No member of the Committee shall receive payment from the Association for his/her services to the Association.

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APPENDIX

Disciplinary and Grievance Procedures

DISCIPLINARY ACTION

(1) Grounds for taking disciplinary action

The Association may take disciplinary action against a member if it is determined that the member—

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association.

(2) Disciplinary subcommittee

(a) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.

(b) The members of the disciplinary subcommittee—

- (i) may be Committee members, members of the Association or anyone else; but
- (ii) must not be biased against, or in favour of, the member concerned.

(3) Notice to member

(a) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—

- (i) stating that the Association proposes to take disciplinary action against the member; and
- (ii) stating the grounds for the proposed disciplinary action; and
- (iii) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
- (iv) advising the member that he or she may do one or both of the following—
 - (a) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (b) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
- (v) setting out the member's appeal rights;

(b) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

(4) Decision of disciplinary subcommittee

(a) At the disciplinary meeting, the disciplinary subcommittee must—

- (i) give the member an opportunity to be heard; and
 - (ii) consider any written statement submitted by the member.
- (b) After complying with subrule (a), the disciplinary subcommittee may—
- (i) take no further action against the member; or
 - (ii) reprimand the member; or
 - (iii) suspend the membership rights of the member for a specified period; or

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Disciplinary and Grievance Procedures

(iv) expel the member from the Association.

(c) The disciplinary subcommittee may not fine the member.

(d) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

(5) Appeal rights

(a) A person whose membership rights have been suspended or who has been expelled from the Association may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.

(b) The notice must be in writing and given—

(i) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or

(ii) to the Secretary not later than 48 hours after the vote.

(c) If a person has given such notice a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.

(d) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—

(i) specify the date, time and place of the meeting; and

(ii) state—

(a) the name of the person against whom the disciplinary action has been taken; and

(b) the grounds for taking that action; and

(c) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

(6) Conduct of disciplinary appeal meeting

(a) At a disciplinary appeal meeting—

(i) no business other than the question of the appeal may be conducted; and

(ii) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and

(iii) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.

(b) After complying with subrule (a), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.

(c) A member may not vote by proxy at the meeting.

(d) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

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**APPENDIX
Disciplinary and Grievance Procedures**

GRIEVANCE PROCEDURE

Application

- (a) The grievance procedure set out in this Division applies to disputes under these Rules between—
- (i) a member and another member;
 - (ii) a member and the Committee;
 - (iii) a member and the Association.
- (b) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.
- (c) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

(7) Appointment of mediator

- (a) If the parties to a dispute are unable to resolve the dispute between themselves within the time required, the parties must within 10 days—
- (i) notify the Committee of the dispute; and
 - (ii) agree to or request the appointment of a mediator; and
 - (iii) attempt in good faith to settle the dispute by mediation.
- (b) The mediator must be—
- (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement—
- (a) if the dispute is between a member and another member—a person appointed by the Committee; or
 - (b) if the dispute is between a member and the Committee or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (c) A mediator appointed by the Committee may be a member or former member of the Association but in any case must not be a person who—
- (i) has a personal interest in the dispute; or
 - (i) is biased in favour of or against any party.

(8) Mediation process

- (a) The mediator to the dispute, in conducting the mediation, must—
- (i) give each party every opportunity to be heard; and
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties throughout the mediation process.
- (b) The mediator must not determine the dispute.

Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

ENDS