

ASSOCIATIONS

INCORPORATION

REFORM ACT 2012 (Vic)

Rules for The Urban Coup Inc.

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1 Name & Purpose of the association

1. The name of the incorporated association is The Urban Coup Inc.
2. The Purpose of The Urban Coup Inc. is to facilitate the establishment of an intentional community in the Melbourne area modelled on cohousing principles with the intention of providing a high quality sustainable home for members of The Urban Coup Inc. and in keeping with their Vision, Mission and Values.

2 Definitions

In these Rules, unless the contrary intention appears—

affiliate member means a member of The Urban Coup Inc. where the household unit holder has paid the full membership fee and has voting rights but who has not provided evidence of financial readiness (or has chosen to change from full membership) and is precluded from joining the dwelling selection process

alumni comprises former members of The Urban Coup Inc. who would like to join an alumni mailing list, maintained by the Secretary, and receive notices from the Association from time to time, but have no membership rights

committee means the committee of management of The Urban Coup Inc.;

financial year means the year ending on 30 June;

general meeting means a general meeting of members and includes an Annual General Meeting, a special general meeting and a disciplinary appeal meeting

household unit means the group of people (members) who intend to reside together in the same dwelling.

household unit holder means a member in whose name a household unit is registered;

full member means a member of The Urban Coup Inc. where the household unit holder has paid the full membership fee;

ordinary member of the committee means a member of the committee who is not an officer of the Urban Coup under rule 22;

provisional member means a member of The Urban Coup Inc. where the household unit holder has paid the provisional membership fee but does not have voting rights, can not be nominated or elected to the committee of management, and is precluded from joining the dwelling selection process

Regulations means regulations made under the Act;

relevant documents has the same meaning as in the Act;

the Act means the Associations Incorporation Reform Act 2012 (Vic) and includes any regulations made under that Act.

3 Alteration of the rules

These Rules and the statement of purposes of The Urban Coup Inc. must not be altered except in accordance with the Act.

4 Membership, entry fees and subscription

1. Any person who supports the purposes of the Association is eligible for membership.
2. A household unit holder is a single person who owns a membership of The Urban Coup Inc. and has registered with The Urban Coup Inc. as the household unit holder;
3. A person who applies and is approved for a household unit as provided in these Articles of Association is eligible to be a member of The Urban Coup Inc. and on payment of the full membership fee and additional payments payable as determined by The Urban Coup Inc. becomes a full member, as do the other people making up the household
4. An affiliate member may become a full member on completion of the financial readiness check or if they have completed the check and decide to change back to 'full' member status
5. 'A person who applies and is approved for a household unit as provided in these Articles of Association is eligible to be a member of The Urban Coup Inc., and on payment of the provisional membership fee and additional payments payable as determined by the Urban Coup Inc. becomes a provisional member, as do the other people making up the household
6. A provisional member may become a full member following the payment of the additional cost of full membership over the cost of provisional membership'
7. No more than one membership fee and associated additional payments are required to be paid by the combined members of a single household unit.
8. A person who is not a member of The Urban Coup Inc. at the time of the incorporation of The Urban Coup Inc. (or who was a member at that time but has ceased to be a member) must not be admitted as a household unit holder unless—
 - (a) he or she applies for a household unit in accordance with subrule (9); and
 - (b) the admission as a household unit holder is approved by the Secretary.
9. An application of a person for a new household unit of The Urban Coup Inc. must—
 - (a) be made in writing in the approved form
 - (b) be lodged with the Secretary of The Urban Coup Inc.
10. The Secretary must determine whether to approve or reject the application, and applications are to be assessed in order of receipt of applications.
11. The Secretary may reject an application only for the following reasons:
 - (a) the applicant does not support the purposes of the Association; or
 - (b) the applicant has failed to complete the application form; or
 - (c) the application has been received without the process outlined in subrule (9) being followed; or
 - (d) the applicant is a transferee, and the member proposing to transfer the household unit is party to a conflict with respect to the membership unit.
12. If the Secretary approves an application for a household unit, the Secretary must, as soon as practicable—
 - (a) notify the applicant in writing or by email of the approval for the household unit holder; and
 - (b) request payment within 14 days after receipt of the notification of the sum payable under these Rules.
13. The Secretary must within 14 days after receipt of the amounts referred to in subrule (12), enter the applicant's name in the register of members as the registered household unit holder.
14. In the event that full payment is not received after the expiry of 14 days or longer as determined by the Secretary, the Secretary may determine that the application has become null and void.
15. If the Secretary rejects an application, or it becomes null and void, the Secretary must, as soon as practicable, notify the applicant in writing that the application has been rejected.
16. An applicant for a household unit becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register of household unit holders.
17. All persons as nominated by the household unit holder become members, and are entitled to exercise the rights of membership when the membership unit holder's name is entered in the register.
18. A right, privilege, or obligation of a person by reason of membership of The Urban Coup Inc.—

- (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of membership whether by death or resignation, transfer of a household unit or otherwise.
19. The membership fee is to be reviewed and determined at each Annual General Meeting of The Urban Coup Inc.
 20. The additional fees include participation fees and other associated fees and are the relevant amount determined by The Urban Coup Inc. and are payable at such time as determined by The Urban Coup Inc..

5. Register of members

1. The Secretary must keep and maintain a register of members containing—
 - (a) the name and address of each household unit holder; and
 - (b) whether the household unit holder has paid a full or provisional membership fee; and
 - (c) whether the household unit holder is treated as a full or affiliated or provisional member; and
 - (d) the name of each member of the household unit holder's household as nominated by the household unit holder; and
 - (e) the date on which each household unit holder's name was entered in the register
2. The register is available for inspection free of charge by any member upon request.
3. A member may make a copy of entries in the register.
4. The Secretary will also maintain a register of alumni and their contact details

6. General rights of membership

- 1 The household unit holder (or proxy) is entitled to vote at general meetings
2. 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
 - (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 47; and
 - (f) to inspect the register of members.
- 2 A member is entitled to vote if—
 - (a) more than 10 business days have passed since he or she became a full member of the Association; and
 - (b) the member's membership rights are not suspended for any reason.

7. Ceasing membership

1. A member of The Urban Coup Inc. may resign from The Urban Coup Inc. by giving one month's notice in writing to the Secretary of his or her intention to resign.
2. After the expiry of the period referred to in subrule (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. In the event that a household unit holder resigns
 - (a) the household unit holder ceases to be a member; and
 - (b) the household unit becomes available for other members of The Urban Coup Inc. as nominated in the register of members and who are members of the unit holder's household; and
 - (c) if the membership is not taken up then all members of the household unit holders household cease to be members; and
 - (d) the household unit becomes available to prospective members.
4. The Urban Coup Inc. can choose to repay the household unit holder for any additional payments they have incurred.

8. Transferring membership unit

1. A household unit holder may transfer the household unit to another adult member of the household unit holder's household at any time, providing 14 days notice is provided in writing to the Secretary;
2. In the event that a household unit holder notifies the Secretary of a transfer of membership, within 14 days the Secretary must record in the register
 - (a) the date of the transfer
 - (b) the name of the new household unit holder; and
 - (c) notify the committee of the change.

9. Grounds for taking disciplinary action

The Association may take disciplinary action against a member in accordance with this Division 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.

10. Disciplinary subcommittee

1. 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.
2. The members of the disciplinary subcommittee—
 - (a) may be Committee members, members of the Association or anyone else; but
 - (b) must not be biased against, or in favour of, the member concerned.

11. Notice to member

1. Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
 - (a) stating that the Association proposes to take disciplinary action against the member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the **disciplinary meeting**); and
 - (d) advising the member that he or she may do one or both of the following—
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (e) setting out the member's appeal rights under rule 13.
2. The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

12. Decision of subcommittee

1. At the disciplinary meeting, the disciplinary subcommittee must—
 - (a) give the member an opportunity to be heard; and

- (b) consider any written statement submitted by the member.
- 2 After complying with subrule (1), the disciplinary subcommittee may—
 - (a) take no further action against the member; or
 - (b) subject to subrule (3)—
 - (i) reprimand the member; or
 - (ii) suspend the membership rights of the member for a specified period; or
 - (iii) expel the member from the Association.
- 3 The disciplinary subcommittee may not fine the member.
- 4 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.

13. Appeal rights

- 1 A person whose membership rights have been suspended or who has been expelled from the Association under rule 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- 2 The notice must be in writing and given—
 - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the Secretary not later than 48 hours after the vote.
- 3 If a person has given notice under subrule (2), 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.
- 4 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—
 - (a) specify the date, time and place of the meeting; and
 - (b) state—
 - (i) the name of the person against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and
 - (iii) 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.

14. Conduct of disciplinary appeal meeting

- 1 At a disciplinary appeal meeting—
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- 2 After complying with subrule (1), 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.
- 3 A member may not vote by proxy at the meeting.
- 4 The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

15. 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 who is not of the same household; or
 - (b) a member and The Urban Coup Inc.
2. The parties are to undertake dispute resolution in accordance with The Urban Coup Inc.'s Conflict Resolution Guidelines (see appendix 1).

16. Annual General Meetings

1. The annual general meeting shall occur within 5 months of the end of the financial year.
2. The committee shall determine the date, time and place of the annual general meeting of The Urban Coup Inc.
3. The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
4. 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 Urban Coup Inc. during the preceding financial year; and
 - (c) to elect officers of The Urban Coup Inc. and the ordinary members of the committee; and
 - (d) to receive and consider the statement submitted by The Urban Coup Inc. in accordance with Part 7 of the Act.
 - (e) to determine areas of business to be delegated to the committee of The Urban Coup Inc.
5. The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

17. 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 Urban Coup Inc.
4. If, but for this subrule, 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 15 per cent of the total number of membership units, convene a special general meeting of The Urban Coup Inc.
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 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 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.

18. 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.

19. Notice of general meetings

1. The Secretary of The Urban Coup Inc., at least 14 days before the date fixed for holding a general meeting of The Urban Coup Inc., (except when a special resolution is to be proposed, when 21 days notice of the general meeting is to be given) must cause to be sent to each household, a notice stating
 - a) the place, date and time of the meeting
 - b) the general nature of the business to be conducted at the meeting
 - c) if a special resolution is to be proposed:
 - I. state in full the proposed resolution; and
 - II. state the intention to propose the resolution as a special resolution
 - d) state that a member may appoint another member as a proxy for the meeting and include a copy of any form that the Committee has approved for the appointment of a proxy.
2. Notice may be sent—
 - (a) by prepaid post to the address appearing in the register of members; or
 - (b) by facsimile transmission or electronic transmission.
3. No business other than that set out in the notice convening the meeting may be conducted at the meeting.
4. 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.

20. Quorum at 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. Forty percent of household unit holders or their proxies personally present (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—
 - (a) in the case of a meeting convened upon the request of members—the meeting must be dissolved; and
 - (b) 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 (representing not less than 25 percent of the total number of household units) shall be a quorum.

21. Presiding at general meetings

1. The Chairperson shall preside at each general meeting of The Urban Coup Inc.
2. If the Chairperson is absent from a general meeting, or is unable to preside, the members present must select one of their number to preside.

22. 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 19.
4. Except as provided in subrule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

23. Decisions and voting by The Urban Coup Inc. (including at general meetings)

1. All decisions and votes by The Urban Coup Inc. must be made in accordance with The Urban Coup Inc.'s Decision Making Policy, unless the process is otherwise specified in these rules.

24. Poll at General Meetings

1. A poll may be held at a general meeting to approve business not otherwise more appropriately handled by The Urban Coup Inc.'s Decision Making Policy, (e.g. confirming minutes and reports).

25. Manner of determining whether resolution carried

1. A poll held at a general meeting of The Urban Coup Inc. is determined on a show of hands.
2. For any poll, a household has only one vote, and
 - (a) all votes must be given personally or by proxy, and
 - (b) a motion will be carried only if 75% or more of votes support the motion.
3. The result of the poll will be recorded in the minute book of The Urban Coup Inc.

26. Proxies

1. Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
2. The notice appointing the proxy must be—
 - (a) for a meeting of The Urban Coup Inc., and
 - (b) through use of;
 - (i) the form set out in Appendix 2, or
 - (ii) by means acceptable to the committee.

27. Committee of management

1. The committee—
 - (a) shall control and manage the business and affairs of The Urban Coup Inc., as defined by The Urban Coup Inc.; and
 - (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by The Urban Coup Inc. other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of The Urban Coup Inc.; 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 Urban Coup Inc.
 - (d) establish working groups consisting of members with terms of reference it considers appropriate

2. The committee shall consist of—
 - (a) the officers of The Urban Coup Inc.; and
 - (b) at least one and no more than five members of The Urban Coup Inc. who are not officers of The Urban Coup Inc.; each of whom shall be elected at the annual general meeting of The Urban Coup Inc. in each year.
3. A household may be represented by no more than one member on the committee.

28. Office holders

1. The officers of The Urban Coup Inc. shall be—
 - (a) a Chairperson; and
 - (b) a Treasurer; and
 - (d) a Secretary.
2. The provisions of rule 33, 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 subrule (1).
3. Each officer of The Urban Coup Inc. shall hold office until the annual general meeting next after the date of his or her election, but is eligible for re-election.
4. No officer may be elected into the same office for more than two successive terms.
5. In the event of a casual vacancy in any office referred to in subrule (1), the committee may appoint one of its members to the vacant office and the member appointed may continue in office until the next election at an annual general meeting.

29. General Duties

1. As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
2. The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.
3. Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
4. Committee members must exercise their powers and discharge their duties—
 - (a) in good faith in the best interests of the Association; and
 - (b) for a proper purpose.
5. Committee members and former committee members must not make improper use of—
 - (a) their position; or
 - (b) information acquired by virtue of holding their position—so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

Note

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

6. In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

30. Chairperson

1. Subject to subrule (2), the Chairperson, is the Chairperson for any general meetings and for any committee meetings.
2. If the Chairperson is absent or unable to preside, the Chairperson of the meeting must be—
 - (a) in the case of a general meeting—a member elected by the other members present;
or
 - (b) in the case of a committee meeting—a committee member elected by the other committee members present.

31. Secretary

1. The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

Example

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

2. The Secretary must—
 - (a) maintain the register of members in accordance with rule 5; and
 - (b) keep custody of all books, documents and securities of the Association in accordance with rule 47 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.

32. Treasurer

1. The Treasurer must—
 - (a) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
 - (b) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
 - (d) ensure payments are approved by 2 signatories (committee members).
2. The Treasurer must—
 - (a) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.
3. The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

33. 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 Urban Coup Inc. 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.

34. Election of officers

1. Nominations of candidates for election as officers of The Urban Coup Inc. must be conveyed to the Secretary of The Urban Coup Inc. before or on the day of the annual general meeting.
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 may be received at the annual general meeting.
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.
4. If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
5. The ballot for the election of officers and ordinary members of the committee must be conducted at the annual general meeting in accordance with Rule 35.

35. Process for a ballot

1. If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
2. The returning officer must not be a member nominated for the position.
3. Before the ballot is taken, each candidate may make a short speech in support of his or her election.
4. The election must be by secret ballot.
5. The returning officer must give a blank piece of paper to—
 - (a) each member present in person; and
 - (b) each proxy appointed by a member.

Example

If a member has been appointed the proxy of 5 other members, the member must be given 6 ballot papers—one for the member and one each for the other members.

6. If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
7. If the ballot is for more than one position—
 - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - (b) the voter must not write the names of more candidates than the number to be elected.
8. Ballot papers that do not comply with subrule (7)(b) are not to be counted.
9. Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
10. The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
11. If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must—
 - (a) conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected; or
 - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

Examples

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

36. Vacancies

1. The office of an officer of The Urban Coup Inc., or of an ordinary member of the committee, becomes vacant if the officer or member—
 - (a) ceases to be a member of The Urban Coup Inc.; or
 - (b) becomes an insolvent under administration within the meaning of the Corporations Act; or
 - (c) resigns from office by notice in writing given to the Secretary.
2. All committee positions become vacant at the commencement of elections for the committee at the Annual General Meeting.

37. Meetings of the committee

1. The committee must meet at least 2 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 any member of the committee.

38. Notice of committee meetings

1. 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. 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.

39. Quorum for committee meetings

1. The quorum for a committee meeting is the presence of a majority of the committee members holding office.
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—
 - (a) in the case of a special meeting—the meeting lapses;
 - (b) 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.

40. Presiding at committee meetings

1. At meetings of the committee—
 - (a) the Chairperson presides; or
 - (b) if the Chairperson is absent, or is unable to preside, the members present must choose one of their number to preside.

41. Decision making at committee meetings

1. Members of the committee shall strive for consensus. If this is not achieved within a time considered to be reasonable, then the Chairperson or presiding member may call for a vote. Seventy-five percent of committee members present will deem the motion passed.

42. Removal of committee member

1. The Urban Coup Inc. in a special 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 subrule (1) may make representations to the Secretary or Chairperson of The Urban Coup Inc. and may request that the representations be provided to the members of The Urban Coup Inc.
3. If requested by the person making the representation, the Secretary or the Chairperson must make available a copy of the representation to members of The Urban Coup Inc.

43. Minutes of meetings

The Secretary of The Urban Coup Inc. or a delegate must keep minutes of the resolutions and proceedings of each general and committee meeting, together with a record of the names of persons present.

44. Funds

1. The Treasurer of The Urban Coup Inc. must—
 - (a) collect and receive all moneys due to The Urban Coup Inc. and make all payments authorised by The Urban Coup Inc.; and

- (b) keep correct accounts and books showing the financial affairs of The Urban Coup Inc. with full details of all receipts and expenditure connected with the activities of The Urban Coup Inc.
2. All cheques, drafts, bills of exchange, electronic transactions, promissory notes and other negotiable instruments must be signed by two members of the committee, one of whom must be an officer.
 3. The funds of The Urban Coup Inc. shall be derived from membership fees, participation fees, annual subscriptions, donations and such other sources as The Urban Coup Inc. determines.

45. Notice to members

Except for the requirement in rule 19, any notice that is required to be given to a member, by or on behalf of The Urban Coup Inc., under these Rules may be given by—

1. delivering the notice to the member personally; or
2. sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
3. facsimile transmission; or
4. electronic transmission (including email or on-line notification)

46. Winding up and cancellation

- 1 The Association may be wound up voluntarily by special resolution.
- 2 In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- 3 Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- 4 The body to which the surplus assets are to be given must be decided by special resolution.

47. Custody and inspection of 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 books, documents and securities of The Urban Coup Inc.
2. All accounts, books, securities and any other relevant documents of The Urban Coup Inc. (including meetings of the committee) must be available for inspection free of charge by any member upon request.
3. A member may make a copy of any accounts, books, securities and any other relevant documents of The Urban Coup Inc.
4. 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.

APPENDIX 1

Urban Coup Conflict Resolution Guidelines

This document is intended to encourage thoughtful communication and cooperative methods of working and living together as a community. The guidelines are to be used to inform an overall culture and as instructions for dealing with different levels of conflict within Urban Coup community.

1.0 Expectations – Whole community

- Be willing to learn and engage in the conflict resolution processes.
- Raise issues directly with the person concerned at the earliest opportunity.
- Listen respectfully to other's perspectives and reflect this back to them.
- Own one's own part in any dispute rather than simply blaming the other.
- Seek mutually acceptable solutions.
- Be familiar with supporting documents from Communications Protocol.

2.0 Conflict Resolution Committee (CRC)

The Conflict Resolution Committee is made up of Coup members. They will represent, as far as possible, the diversity that exists within our Coup membership.

The committee will define its overall role in the community, the safeguards and protocols to ensure sustainable and realistic outcomes, and outline any training and support required. It is anticipated that the committee may be called upon:

- 2.1** as individuals, to assist members who wish to air their concerns and clarify the issues;
- 2.2** to facilitate a dispute or conflict that has been unable to be dealt with between affected parties;
- 2.3** to build a library of resources, networks and information that will enhance and promote the Coup's knowledge and practice of conflict resolution;
- 2.4** to plan and organise training in Non Violent Communication (NVC);
- 2.5** to consider preventative community structures, which provide and promote dealing with issues before they escalate such as facilitated Talking Circles (a regular gathering of interested members to talk about community issues using NVC).

3.0 Tiered Process for Conflict Resolution

If you find yourself in conflict with other community members, these are the steps you may want to take.

Always remember: *Take time to think things over. Ground yourself in the community values, the consensus process, and your ethical foundations. Intend to proceed with kindness.*

- 3.1 If both parties are comfortable and the issues are simple enough, this process can be undertaken without a facilitator using thoughtful and non-confrontational communication practice. The importance of members taking responsibility to resolve conflict before it escalates is of highest value.
 - 3.2 If either person feels they would prefer the assistance of a facilitator to keep the process on track then this should be arranged. Two members (or more) of the Conflict Resolution Group, who are agreeable to both parties, can be chosen. (See 4.2)
 - 3.2.1 In recognition that dealing with conflict within the community may not always be possible, the CRC reserves the right to make a decision that the aggrieved members should proceed with step 3 – outside mediation.
 - 3.2.2 The CRC will investigate the formation of an exchange system with another cohousing community whereby experienced members from that community and our CRC might facilitate meetings that cannot be facilitated within the respective communities.
 - 3.3 An outside facilitator will be used if the parties deem it necessary or other processes have failed.
 - 3.4 If the dispute is creating large-scale division within the community, the CRC will promptly organise a community consultation process. This may take one or more forms and may include an emergency community meeting. The CRC will decide whether it will facilitate the meeting or organise outside facilitation. The CRC may seek guidance from necessary outside resources.
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4.0 Guidelines for Resolution

4.1 Steps for Informal Conflict Resolution (Common Ground, 2010)

- 4.1.1 Get agreement to talk.
- 4.1.2 Find a quiet and neutral space.
- 4.1.3 Get agreement about the process, negotiating who will speak first.
- 4.1.4 Take it in turns to speak and speak clearly from an 'I' position, stating your interests, needs and feelings.
- 4.1.5 Ensure the speaker feels heard.
- 4.1.6 Listen reflectively to other's interests, needs and feelings without interruption or defence.
- 4.1.7 Define problem in terms of needs.
- 4.1.8 Together generate possible solutions, look for mutual acceptability and possibility of success.
- 4.1.9 Record and implement agreements reached to ensure that it is clear what is to happen next and who is to do what by when
- 4.1.10 Arrange a definite time for a follow-up.
- 4.1.11 Informally evaluate how the session went. This can be simply done by expressing how you felt it went and asking the other party how they felt about it.
- 4.1.12 Affirm each other; either generally or at least affirm the positives of each other's behaviour during that session.

4.2 Steps for facilitated Conflict Resolution.

4.2.1. Let the person with whom you are in conflict know that you intend to seek help from the community for a mediated conflict resolution process.

4.2.2. Approach the Conflict Resolution Committee.

4.2.3. The CRC will plan the facilitated process with parties that are in conflict and any helpers (See steps i-v below). Participants will aim to agree to the following:

i. Who will facilitate?

- This may be members of the CRC.

ii. Who else might be involved?

- Another member of Coup who is there for moral support?
- Facilitators from another cohousing community?

iii. Establish guidelines for the process.

- Guidelines may include who is present, confidentiality considerations, method of communication or any process concerns that might hinder positive outcomes.

iv. Set a time, date, location, and duration for the process.

- The first meeting will ideally be arranged within 2 weeks of members approaching the Conflict Resolution Committee.

v. Determine the agenda.

- Send out to all parties for approval.

4.2.4. Prepare for the facilitated process.

- Parties in conflict may complete a written perspective of the issues.
- Remember to describe perspectives from an “I” position, without blaming.
- Try to stick to observable fact rather than perception.
- The participants should have a chance to review each other’s summaries.

4.2.5. Conduct meeting with adequate documentation for future clarification.

4.2.6. Provide adequate closure or follow up.

4.3 Steps for Outside Mediation

If an outcome that is satisfactory to all parties is not reached with facilitation from the Conflict Resolution Group, then outside mediation must be sought within **2 weeks** from the last meeting when such action was deemed necessary. Members of the Conflict Resolution Committee will arrange this and all parties will be notified for approval. Possible services, both paid and ‘for free’, that the CRC may consider include;

- Dispute Centre of Victoria <http://www.justice.vic.gov.au/disputes/>
- Common Ground Groupwork Institute <http://www.groupwork.com.au/>
- Consumer Affairs Victoria <http://www.consumer.vic.gov.au>
- Victorian Equal Opportunity and Human Rights Commission <http://www.equalopportunitycommission.vic.gov.au/home.asp>

APPENDIX 2

Form of Appointment of Proxy

I, (name)

of

(address)

being a member of The Urban Coup Inc.

appoint

(name of proxy holder)

of

(address of proxy holder)

being a member of The Urban Coup Inc., as my proxy to vote on my behalf at the
*annual/*special general meeting of The Urban Coup Inc. to be held on—

(date of meeting)

and at any adjournment of that meeting.

My proxy is authorised to vote *in favour of/*against the following resolution: [insert details of
resolution]

Signed

Date