

MIDSUMMA FESTIVAL INC.

Melbourne's Lesbian, Gay, Bisexual,
Transgender, Queer, Intersex and Allies
(**LGBTQIA+**) arts, culture festival.

Organisational Rules and Constitution

Midsumma Festival Inc. ABN 50 783 159 198

Tel: 03 9415 9819

midsumma.org.au

MIDSUMMA FESTIVAL INCORPORATED – INDEX

- Preamble 3
- Name 3
- Purpose and Statement of Objectives 3
- Public Gift Fund..... 4
- Categories of Membership 4
- Application for Membership..... 5
- Joining Fee and Annual Membership Fee 6
- Register of Members 6
- Resignation of Member 6
- Expulsion of Member 6
- Annual General Meeting..... 9
- Special General Meeting 10
- Notice of Meeting 10
- Proceedings at Meetings 11
- Chairperson 11
- Adjourned Meetings 11
- Voting..... 11
- Board of Management 12
- Election of Officers of Midsumma & Board Members and Vacancy..... 14
- Proceedings of Board 15
- Secretary 16
- Treasurer 17
- Removal of Member of Board 17
- Seal..... 17
- Alteration of Rules and Statement of Purposes 17
- Notices 18
- Winding Up or Cancellation..... 18
- Funds 19
- Interpretation 19

MIDSUMMA FESTIVAL INCORPORATED RULES

Preamble

Midsumma Festival was founded on the lands of the Bunurong, Taungurung, Dja Dja Wurrung, Wadawurrung and Wurundjeri (Woiwurrung) peoples of the Kulin Nation. We continue our work on, and bring together visitors from, many Aboriginal and Torres Strait Islander lands.

Midsumma acknowledges that Aboriginal and Torres Strait Islanders are the First Peoples of these lands, and pays respect to First Nation Elders, past and present. Midsumma recognises their continuing spiritual and cultural connection to the land and acknowledges that Aboriginal sovereignty has never been ceded.

Name

1. The name of the incorporated association is **Midsumma Festival Incorporated** (in these rules called "Midsumma").

Purpose and Statement of Objectives

2. The purpose of Midsumma is to present an annual arts and cultural festival and related events directly aligned to this purpose.
3. Midsumma is committed to presenting an annual arts and cultural festival that, within a safe and healthy environment, celebrates the pride and diversity of Victoria's LGBTQIA+ communities, and Board of the Midsumma Festival Inc. aims to produce an annual arts and cultural festival that:
 - (a) Provides thought leadership through a platform of arts and culture.
 - (b) Is inclusive of and responsive to the lesbian, gay, queer, bisexual, transgendered and intersex sections of the community.
 - (c) Supports and encourages all community activities it perceives as having cultural relevance within the community
 - (d) Promotes opportunities for new artistic talent.
 - (e) Is diverse and challenging.
 - (f) Is committed to excellence.
 - (g) Educates the community to become consumers of LGBTQIA+ arts and culture.
 - (h) Promotes LGBTQIA+ arts and culture in Melbourne, Victoria and Australia.
 - (i) Is recognised as a principal arts and cultural festival interstate and internationally.
 - (j) Builds strategic alliances with other marginalised arts and cultural communities including but not limited to indigenous and multicultural communities.
 - (k) Maximises access and diversity.
 - (l) Is financially responsible and ties in with Midsumma's strategic plan objectives.

Public Gift Fund

4. Midsumma is a non-profit organisation.
 - a) Midsumma will establish and maintain a public gift fund to be called the Midsumma Festival Fund (“**Fund**”) for the specific purpose of supporting Midsumma’s Purpose and Objectives under Rule 2. Gifts deductible under Division 30 of the Income Tax Assessment Act 1997 (Cth) will be deposited into the Fund which is a public fund listed on the Register of Cultural Organisations. These monies will be kept separate from other funds of Midsumma and will only be used to further Midsumma’s Purpose and Objectives under Rule 2.
 - b) The Fund will be administered by a committee or a subcommittee of the members of the Board, a majority of whom, because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the cultural objectives of Midsumma.
 - c) No monies or assets in the Fund will be distributed to members or office bearers of Midsumma, except as reimbursement of out-of-pocket expenses incurred on behalf of the Fund or proper remuneration for administrative services.
 - d) No contracts are to be entered into with the object of transferring or otherwise applying Midsumma’s assets to anything other than the Purpose and Objectives under Rule 2.
 - e) Investment of monies in the Fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.
 - f) If upon the winding up or dissolution of the Fund, there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among members of Midsumma but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of the Fund, and whose rules prohibit the distribution of its or their income among its or their members, such fund, authority or institution to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the Income Tax Assessment Act 1997 (Cth) and listed on the Register of Cultural Organisations.
 - g) In the event that the endorsement of the Fund as a deductible gift recipient under the Income Tax Assessment Act 1997 (Cth) is revoked, the Fund shall for the purposes of Rule 4(e) be deemed to be wound up or dissolved.
 - h) Any proposed amendments or alterations to this Rule must be notified to the Department responsible for the administration of the Register of Cultural Organisations to assess the effect of any amendments on the Fund’s continuing deductible gift recipient status.

Categories of Membership

5. Members of Midsumma will comprise any individual, organisation or incorporated body who support the Statement of Purposes of the Midsumma through a cash donation or the goods or services or payment of an annual membership fee, all to a value determined by the Board in each financial year and shall comprise the following categories:

- (a) **Individual:**
A natural person. An individual membership provides full individual voting and other membership privileges;
- (b) **Family:**
Two adults residing at the same address who shall pay an annual subscription of one and one half times the annual subscription fixed for an individual membership. A family membership provides full individual voting and other membership privileges for persons except that one copy only of Midsumma correspondence shall be sent to the address of the family membership;
- (c) **Affiliated Organisations:**
A community group for the LGBTQIA+ community, the membership of which has approved by the Board, so as to foster exchange of information and/or other support. An Affiliated Organisation membership carries only one vote and the organisation must provide the name of a representative for such purpose;
- (d) **Life:**
An individual unanimously determined by the Board to be a Life Member as a result of their outstanding services to the Statement of Purposes of Midsumma. No annual membership fee shall be payable, but life membership provides full individual voting and other membership privileges;
- (e) **Patron of Midsumma**
An individual who, in addition to having full individual voting and other membership privileges, shall have access to special benefits provided by Midsumma, as set down by the Board from year to year. The cost of becoming a Patron of Midsumma is set by the Board as it sees fit from year to year.

Application for Membership

- 6. Any individual or organisation that is nominated and approved for membership by the Board and fulfils the requirements of the category of membership is eligible to be a member of Midsumma on payment of the annual membership fee or other requirements fixed by the Board for a category of membership and payable or provided under these Rules.
- 7. A nomination of a person for membership of Midsumma:
 - (a) shall be made in writing;
 - (b) shall be accompanied by the membership fee; and
 - (c) shall be lodged with the Secretary of Midsumma.
- 8. As soon as practicable after the receipt of nomination, the Secretary shall refer the nomination to the Board.
- 9. Upon a nomination being referred to the Board, the Board shall determine whether to approve or reject the nomination.

- (a) *The Board should approve a nomination if it is satisfied that the nominee has good faith intentions to support the Midsumma Purpose and Statement of Objectives. The Board should reject the nomination if it is satisfied that the nominee may engage in conduct unbecoming of a member or is prejudicial to the interest of Midsumma.*
10. Upon a nomination being approved by the Board, the Secretary shall with as little delay as possible:
- (a) notify the nominee in writing that they are approved for membership of Midsumma;
- (b) enter the nominee's name into the register of members and, upon the name being so entered the nominee becomes a member of Midsumma.
11. A right, privilege, or obligation of a person because of membership of Midsumma:
- (a) is not capable of being transferred;
- (b) terminates upon the cessation of membership whether by death or resignation or otherwise.

Joining Fee and Annual Membership Fee

12. The annual subscription is payable in advance on or before the thirtieth day of June in each year and the amount shall be fixed by the Board. Membership is automatically renewed if the Member pays their annual subscription by this deadline.
13. Where a Member does not pay their annual subscription by the 30th day of June in a year, their membership lapses.

Register of Members

14. Midsumma 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 register shall be available for inspection by members at the office of Midsumma upon advance request.

Resignation of Member

15. A member of Midsumma who has paid all monies due and payable by the member to Midsumma may resign from Midsumma by first giving two weeks' notice in writing to the Secretary of their intention to resign. Upon the expiration of that period of notice, the member shall cease to be a member.
16. Upon the expiration of a notice given under the preceding Rule, Midsumma shall make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be a member.

Expulsion of Member

17. Subject to these Rules, Midsumma may take disciplinary actions against a member if it is determined that the member has failed to comply with these Rules, or has engaged in conduct unbecoming to a member of or prejudicial to the interest of

Midsumma:

- (a) If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board 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 Board members, members of the Association or anyone else; but
 - (ii) must not be biased against, or in favour of, the member concerned.
- (c) Before disciplinary action is taken against a member, the Secretary must give written notice to the member:
 - (i) stating that Midsumma 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;
 - (iv) advising the member that they may do one or both of the following:
 - (1) attending the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (2) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting and;
 - (v) setting out the member's appeal rights under rule 17.

Such notice must be given no earlier than 28 days and no later than 14 days before the disciplinary meeting is held.
- (d) 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.
- (e) After complying with rule 17(d), the disciplinary subcommittee may:
 - (i) take no further action against the member;
 - (ii) suspend the membership rights of the member for a specified period; or
 - (iii) expel the member from Midsumma;
- (f) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under rule 17(e) takes effect immediately after the vote is passed.

- (g) A person whose membership rights have been suspended or who has been expelled from Midsumma under rule 17(e) may give notice to the effect that they wish to appeal against the suspension or expulsion.
- (h) The notice must be in writing and given to the Secretary not later than 48 hours after the disciplinary subcommittee votes to suspend or expel the person.
- (i) If the Secretary receives a notice under sub-clause 17(h), the Secretary shall notify the Board and the Board shall convene a general meeting of Midsumma to be held as soon as practicable, but in any event not later than 21 days after the Secretary received the notice.
- (j) Notice of such general meeting of Midsumma must be given to each member who is entitled to vote as soon as practicable and must:
 - (i) specify the date, time and place of the meeting;
 - (ii) state:
 - (1) the name of the person against whom the disciplinary action has been taken;
 - (2) the grounds for taking that action; and that at the general meeting, the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.
- (k) At such a general meeting of Midsumma:
 - (i) no business other than the question of the appeal shall be conducted;
 - (ii) the Board must state the grounds for suspending or expelling the person and the reason for taking that action;
 - (iii) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard; and
 - (iv) 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 confirmed or revoked.
- (l) If at the general meeting:
 - (v) two-thirds of the members present and entitled to vote at the meeting vote in favour of the confirmation of the decision, the decision is confirmed; and
 - (vi) in any other case, the decision is revoked.

Grievance procedures

18. The grievance procedures apply to disputes under these Rules between:
- (1) a member and another member;
 - (2) a member and the Board; or
 - (3) a member and Midsumma.

A member must not initiate a grievance procedure in relation to a matter that is the subject of a suspension or expulsion procedure under Rule 17 until the suspension or expulsion procedure has been completed.

19. 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.
20. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 19, the parties must, within 10 days:
 - (1) notify the Board of the dispute; and
 - (2) agree to or request the appointment of a mediator; and
 - (3) attempt in good faith to settle the dispute by mediation.
21. The mediator must be:
 - (1) a person chosen by agreement between the parties; or
 - (2) in the absence of agreement:
 - (i) if the dispute is between a member and another member — a person appointed by the Board; or
 - (ii) if the dispute is between a member and the Board or Midsumma — a person appointed or employed by the Dispute Settlement Centre of Victoria.
 - (3) A mediator appointed by the Board may be a member or former member of Midsumma but in any case must not be a person who:
 - (i) has a personal interest in the dispute; or
 - (ii) is biased in favour of or against any party.
22. The mediator to the dispute, in conducting the mediation, must:
 - (1) give each party every opportunity to be heard; and
 - (2) allow due consideration by all parties of any written statement submitted by any party; and
 - (3) ensure that natural justice is accorded to the parties throughout the mediation process; and
 - (4) must not determine the outcome of the dispute.
23. 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.

Annual General Meeting

24. Midsumma shall convene in each calendar year an Annual General Meeting of its

members.

- (a) The Annual General Meeting shall be held on such a day as the Board determines.
- (b) The Annual General Meeting shall be specified as such in the notice convening it.
- (c) The ordinary business of the Annual General Meeting shall be:
 - (i) to confirm the minutes of the preceding Annual General Meeting and of any general meeting held since that meeting;
 - (ii) to receive from the Board reports upon the transactions of Midsumma during the last preceding financial year;
 - (iii) to elect the Chair(s) of Midsumma and the ordinary members of the Board;
 - (iv) to receive and consider the statement submitted by Midsumma in accordance with part 7 of the Act;
 - (v) to appoint an Auditor for the following year and allow the board to determine the fees thereof.
- (d) The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.
- (e) The Annual General Meeting shall be in addition to any other general meetings that may be held in the same year.

Special General Meeting

- 25. The Board may, whenever it thinks fit, convene a special general meeting of Midsumma and, where, but for this Rule, more than 15 months would lapse between Annual General Meetings, shall convene a special general meeting before the expiration of that period.
- 26. The Board shall on the requisition in writing of members of not less than 10% of number of members, convene a special general meeting of Midsumma.

Notice of Meeting

- 27. The Secretary of Midsumma shall, at least 21 days before the date fixed for holding a general meeting of Midsumma, cause to be sent to each member of Midsumma at their address appearing in the register of members, a notice by email or pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
 - (a) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
 - (b) A member desiring to bring any business before the 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.

Proceedings at Meetings

28. All business that is transacted at a special general meeting and all business that is transacted at the Annual General Meeting with the exception of that specially referred to in these Rules as being the ordinary business of the Annual General Meeting shall be deemed special business.
 - (a) 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.
 - (b) The quorum for the transaction of the business of a general meeting shall be five per cent of the membership entitled to vote and being present personally or by proxy.

Chairperson

29. The Chairperson, or in their absence, the Deputy Chairperson shall preside as chairperson at each general meeting. If there are Co-chairs who are both present and cannot agree who will preside as chairperson, those present will vote to determine which Co-chair will preside as chairperson at the meeting.
30. If the Chairperson and the Deputy Chairperson are absent from a general meeting, those present shall elect one of their members to preside as Chairperson at the meeting.

Adjourned Meetings

31. 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.
32. Where a meeting is adjourned for 14 days or more, notice must be given, in the form of a notice given for a general meeting, at least 7 days before the date the meeting is to be resumed.
33. Except as provided in the rules 31 and 32, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting

34. A question arising at the general meeting of Midsumma shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of Midsumma is evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.
35. Upon any question arising at a general meeting of Midsumma, a member has one

- vote only.
36. All votes shall be given personally, or by proxy.
 37. In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to cast a second or casting vote.
 38. If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such a manner as the Chairperson directs and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
 39. A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairperson may direct.
 40. Votes of members given by proxy shall, on a show of hands, division or poll, be counted in the same manner as if they had been given in person.
 41. A special resolution is passed if not less than three quarters of the members voting at a general meeting vote (either in person or by proxy) in favour of the resolution.
 42. A member is not entitled to vote at any general meeting unless all moneys due and payable by the member to Midsumma have been paid in respect of the current financial year.

Board of Management

43. The affairs of Midsumma shall be managed by a Board of Management.
44. The Board:
 - (a) shall control and manage the business and affairs of Midsumma;
 - (b) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by Midsumma other than those powers and functions that are required to be exercised by general meetings of the members of Midsumma; and
 - (c) subject to these Rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Board essential for the proper management of the business of Midsumma.
45. The officers of Midsumma will be ordinary members of the Board appointed by a resolution of the Board as:
 - (a) A Chairperson (or up to two Co-chairs);
 - (b) a Deputy Chairperson;
 - (c) a Treasurer;
 - (d) a Secretary.
46. The officers of Midsumma shall hold office until the office holder:

- (a) resigns as an office holder in writing;
 - (b) ceases to be a member of the Board; or
 - (c) is removed from office by a resolution of the Board.
47. In the event of any casual vacancy of any officer of Midsumma the Board may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of their appointment.
48. The Board shall consist of a maximum of 10 ordinary members, subject to rule 49.
49. The Board may resolve to:
- (a) appoint up to 2 additional ordinary members of the Board who will serve until the next Annual General Meeting after their appointment. These additional ordinary members are eligible for subsequent re-appointment, or election as one of the 10 ordinary members at an Annual General Meeting in accordance with Rules 58 – 62; or
 - (b) at least 45 days prior to an Annual General Meeting increase the number of ordinary member vacancies to be elected at that Annual General Meeting in accordance with Rules 58 – 62, provided that:
 - (i) the maximum number of ordinary members after the Annual General Meeting must not be greater than 12; and
 - (ii) the Board may resolve that upon the additional ordinary member(s) elected at that Annual General Meeting being required to retire in accordance with Rules 50 – 52, any such vacancy will not be filled
50. At each Annual General Meeting, one-half of the ordinary members are subject to retirement by rotation (or, if the number of ordinary members is not a multiple of two then the number nearest to, but not exceeding one-half of the ordinary members, must retire from the Board)
51. The ordinary members to retire at each Annual General Meeting must include any ordinary member who wishes to retire and does not wish to be re-elected as an ordinary member. Any further ordinary members required to retire must be the ordinary members who have been on the Board the longest.
52. If there are two or more ordinary members that have been on the Board for an equal amount of time, and an agreement cannot be reached between those ordinary members on who will retire, the Board will determine the ordinary members who will retire by resolution carried by at least three quarters of the members of the Board.
53. A retiring ordinary member is eligible for re-election to the Board.
54. Unless a resolution is passed to appoint some other person to fill the position of the ordinary member to be vacated by the retiring ordinary member, a retirement by rotation at the Annual General Meeting does not become effective until the end of the meeting.
55. If a casual vacancy occurs in the office of an ordinary member of the Board, the Board may appoint a member of Midsumma to fill the vacancy and the member so

appointed shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of their appointment.

56. Any Board member who fails to attend three consecutive meetings without written approval of the Board will be deemed to have resigned from the Board and will cease to be a Board member, unless the Board otherwise determines.
57. Notwithstanding any other provision of these Rules, no person who is:
 - (a) an employee of the Association;
 - (b) a contractor engaged by the Association or who is an employee, agent or servant of a contractor engaged by the Association

may also be a member of the board, without dispensation by resolution made at an annual general meeting or special general meeting of the Association.

Election of Officers of Midsumma & Board Members and Vacancy

58. Nominations of candidates for election as officers of Midsumma or as ordinary members of the Board:
 - (a) shall be made in writing, signed by two members of Midsumma 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 Midsumma not less than thirty days before the date fixed for the holding of the Annual General Meeting.
59. If insufficient nominations are received to fill the vacancies on the Board, the candidates nominated shall be deemed to be elected at the Annual General Meeting.
60. 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.
61. If the number of nominations exceeds the number of vacancies to be filled, a ballot of members shall be held in such usual and proper manner as the Board may direct subject to:
 - (a) the ballot shall be conducted as a secret ballot;
 - (b) candidates may provide information, not exceeding 100 words in length, as to the candidates' community service, policies and any special interests and such information shall be sent by the Secretary to members prior to the meeting;
 - (c) the ballot paper shall indicate the:
 - (i) name of each candidate with a square opposite their name;
 - (ii) number of vacancies to be filled in the election;
 - (iii) method of voting;

- (d) the order in which the names of the candidates for election appear on the ballot paper shall be determined by lot;
 - (e) each member may not vote for more candidates than there are vacancies that occur at the election but may vote for less;
 - (f) the “first past the post” system will be used to decide which candidates are elected;
 - (g) members shall complete their ballot by placing a tick in the box opposite to those candidates’ names that they are voting for;
 - (h) ballot papers that do not comply with sub rule 53(g) shall not be counted.
 - (i) the results of the ballot shall be announced at the Annual General Meeting.
62. For the purposes of these Rules, an officer of Midsumma or an ordinary member of the Board becomes vacant if an officer of Midsumma or member:
- (a) ceases to be a member of Midsumma;
 - (b) becomes an insolvent under administration within the meaning of the Corporations Law; or
 - (c) resigns their office by notice in writing given to the Secretary.

Proceedings of Board

63. The Board shall meet at least six (6) and not more than twelve (12) times per year at such place and such times as the Board may determine.
64. Special meetings of the Board may be convened by the Chairperson or by any five (5) of the members of the Board.
65. Notice shall be given to members of the Board of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
66. Any five (5) members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- (a) A resolution in writing, issued by the Chair, and signed by the majority of the Board Members shall be as valid and effective as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed or otherwise electronically endorsed by one or more Board Members.
67. 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.
68. A Board member who is not physically present at a Board meeting may participate in the meeting by the use of technology that allows that Board member and the

- Board members present at the meeting to clearly and simultaneously communicate with each other.
69. A Board member who has a material personal interest in a matter being considered at Board meeting must disclose the nature and extent of that interest to the Board. The member:
- (1) must not be present while the matter is being considered at the meeting; and
 - (2) must not vote on the matter.
70. Rule 61 does not apply to a material personal interest:
- (1) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
 - (2) that the member has in common with all, or a substantial proportion of, the members of Midsumma.
71. At meetings of the Board:
- (a) the Chairperson or in the absence the Deputy Chairperson shall preside. If the Co-chairs are both present and cannot agree between them who will preside, the Board members present will vote to determine which Co-chair will preside; or
 - (b) if the Chairperson and the Deputy Chairperson are absent, such one of the remaining members of the Board as may be chosen by the members present shall preside;
 - (c) questions arising at a meeting of the Board or of any sub-committees appointed by the Board shall be determined on a show of hands, or, if demanded by a member, by a poll taken in such a manner as the person presiding at the meeting may determine;
 - (d) each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote, in the event of an equality of votes on any question, the person presiding may exercise a second casting vote.
72. Written notice of each Board meeting shall be served on each member of the Board by delivering it to them at a reasonable time before the meeting or by sending it by email (or other agreed method approved by the board) to them at their usual or last known place of abode at least two business days before the date of the meeting.
73. The Board may act notwithstanding any vacancy on the Board.
74. The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
75. The order of business may be determined by the members present at the meeting.

Secretary

76. The Secretary of Midsumma shall keep minutes of the resolutions and proceedings of each general meeting and Board meeting in books provided for that purpose together with a record of the names of persons present at Board meetings.

Treasurer

77. The Treasurer of Midsumma will, including by ensuring Midsumma acts in accordance with a delegations of authority policy:
- (a) ensure collection and receipt of all monies due to Midsumma and ensure all payments are made according to the agreed Midsumma delegations and authority policy;
 - (b) ensure that correct accounts and books are maintained showing the financial affairs of Midsumma with full details of all receipts and expenditure connected with the activities of Midsumma; and
 - (c) make all books financial records and accounts available to the Auditor as required.
78. The accounts and books of Midsumma shall be available for inspection by members on fourteen days' notice in writing to the Chairperson.

Removal of Member of Board

79. Midsumma in general meeting may by resolution remove any member of the Board before expiration of their term of office and appoint another member in their stead to hold office until the expiration of the term of the first mentioned member.
80. Where the member to whom a proposed resolution referred to in Rule 71 makes representations in writing to the Secretary or Chairperson of Midsumma (not exceeding a reasonable length) and requests that they be notified to the members of Midsumma, the Secretary or Chairperson may send a copy of the representation to each member of Midsumma or, if they are not so sent, the member may require that they be read out at the meeting.

Pride March

81. The Board will ensure that Midsumma presents a regular pride march event.

Seal

82. The Common Seal of Midsumma shall be kept in the custody of the Secretary.
- (a) The Common Seal shall not be fixed to any instrument except by the authority of the Board and the affixing of the Common Seal shall be attested by the signatures of two members of the Board.

Alteration of Rules and Statement of Purposes

83. Those rules and the statement of purposes of Midsumma shall not be altered except in accordance with the Act and only through a majority vote of no less than three-quarters of members present at a general meeting. Notification of any such meeting shall be given to all members no less than 21 days prior to the meeting.

Notices

84. A notice may be served by or on behalf of Midsumma upon any member either personally or by sending it via email or by post to the member at their address shown in the Register of Members. Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless 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

85. 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 to its members except as bona fide compensation for services rendered or expenses incurred on behalf of the Midsumma.
86. In the event of the organization being dissolve, all assets that remain after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organization with similar purposes, which is charitable at law and which has rules prohibiting the distribution of its assets and income to its members.

Custody of Records and Access by Members

87. Except as otherwise provided in these Rules, the Secretary shall keep in their custody or under their control all documentation related to Board operations.
88. Members may on advance request inspect free of charge:
- (1) the register of members;
 - (2) the minutes of general meetings;
 - (3) subject to Rule 82, the financial records, books, securities and any other relevant document of Midsumma, including minutes of Board meetings.
89. The Board may refuse to permit a member to inspect records of Midsumma that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Midsumma.
90. The Board must on request make copies of these rules available to members and applicants for membership free of charge.
91. Subject to Rule 82, a member may make a copy of any of the other records of Midsumma and Midsumma may charge a reasonable fee for provision of a copy of such a record.

Funds

92. The funds of Midsumma shall be derived from annual subscriptions, donations and such other sources as the Board determines.
93. Subject to any restrictions imposed by a general meeting of Midsumma, the Board may approve expenditure on behalf of Midsumma in accordance with a delegation of authority policy
94. All transfers of money via internet banking, cheques, draft, bills of exchange, promissory notes and other negotiable instruments shall be authorised in accordance with a delegations of authority policy.

Interpretation

95. In these rules unless the contrary intention appears:
 - "Board" means the Board of Management of Midsumma.
 - "Chairperson" means the Chairperson or either Co-chair, with the Co-chairs empowered to act jointly and severally under these rules.
 - "Financial year" means the year ending on 30 June.
 - "General Meeting" means a general meeting of members convened in accordance with Rule 24.
 - "Member" means a member of Midsumma.
 - "Ordinary Member of the Board" means a member of the Board who is not an officer of Midsumma.
 - "The Act" means the Associations Incorporation Reform Act 2012.
 - "The Regulations" means the Associations Incorporation Reform Regulations 2012 (VIC).
96. Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the *Interpretation of Legislation Act 1984 (VIC)* as in force from time to time.

APPLICATION FOR MEMBERSHIP

I,

_____ (Full name of applicant)

of

_____ (Address)

desire to become a member of **Midsumma Festival Incorporated**.

In the event of my admission as a member, I agree to be bound by the Rules of Midsumma for the time being in force.

.....
Signature of Applicant

.....
Date

I, _____

a member of Midsumma Festival Incorporated nominate the applicant for membership of Midsumma Festival Incorporated.

.....
Signature of Proposer

.....
Date

FORM OF APPOINTMENT OF PROXY

I,

of

being a member of **Midsumma Festival Incorporated**, hereby appoint:

of

or failing the person named above, or if no person is named, the chairperson of the meeting, being a member of Midsumma Festival Incorporated, as my proxy to vote for me on my behalf at the general meeting of Midsumma (annual general meeting or special general meeting, as the case may be) to be held on the _____ day of _____ and at any adjournment of that meeting.

My proxy is authorised to vote in accordance with the directions below or, if no directions have been given, as they see fit.

[Here insert details of resolutions.]

Signed

Dated