



## **PORT PHILLIP ECOCENTRE INC**

### **CONSTITUTION**

*(As amended August 2011)*

#### **Statement of Purposes**

Port Phillip EcoCentre Inc is a not-for-profit 'umbrella' environment organisation that is a resource for groups, individuals and the business community in the City of Port Phillip and its wider region. It aims to protect and enhance biodiversity by promoting awareness and action for sustainable living through the following objectives:

- (a) providing a base, resources and support for community-based environment groups within the Port Phillip region by managing and developing a community resource centre;
- (b) the provision of information or education to the general public to promote sustainable living and reduce the adverse impact of human activities on the terrestrial and marine ecosystems;
- (c) facilitation of collaborative projects between community groups, educational institutions, government agencies, and the corporate sector to protect and enhance the natural environment;
- (d) to facilitate research and monitoring of air and water quality, and flora and fauna populations and their habitats;
- (e) promotion of ecologically sustainable development principles, including use of renewable energy, recycling and waste minimisation, chemical-free horticulture, and soil conservation;
- (f) to establish and maintain a Public Fund to be called the Port Phillip EcoCentre Public Fund for the specific purpose of supporting the environmental objects/purposes of Port Phillip EcoCentre Inc. The fund is established to receive all gifts of money or property for this purpose and any money received because of such gifts must be credited to its bank account. The Fund must not receive any other money or property into its account and it must comply with subdivision 30-E of the Income Tax Assessment Act 1997.

## **RULES**

1. The name of the incorporated association is Port Phillip EcoCentre Inc (in these rules called the Association).

## **INTERPRETATION**

- 2(1) In these rules, unless contrary intention appears -
  - “Committee” means the Committee of management of the Association.
  - “Financial Year” means the year ending on 30 June.
  - “General Meeting” means a general meeting of members convened in accordance with Rule 11.
  - “Member” means a member of the Association.
  - “Ordinary Member of the Committee” means a member of the Committee who is not an officer of the Association under Rule 21.
  - “The Act” means the *Associations Incorporations Act* 1981.
  - “The Regulations” means Regulations under the Act.
- (2) In these Rules, a reference to the Secretary of the Association is a reference -
  - (a) where a person holds office under these Rules as Secretary of the Association - to that person; and
  - (b) in any other case, to the Public Officer of the Association.
- (3) Words or expressions contained in these Rules shall be interpreted in accordance with the *Interpretation of Legislation Act* 1984 and the Act as in force from time to time.

## **PORT PHILLIP ECOCENTRE PUBLIC FUND**

- 3.(1) The objective of the fund is solely to support the organisation’s environmental purposes.
- (2) Members of the public are invited to make gifts of money or property to the fund for the environmental purposes of the Port Phillip EcoCentre.
- (3) Money from interest on donations, income derived from donated property, and money from the realisation of such property is to be deposited into the fund.
- (4) A separate bank account is to be opened to deposit money donated to the fund, including interest accruing thereon, and gifts to it are to be kept separate from other funds of the Port Phillip EcoCentre.

- (5) Receipts are to be issued in the name of the fund and proper accounting records and procedures are to be kept and used for the fund.
- (6) The fund will be operated on a non-profit basis.
- (7) A committee of management of no fewer than three persons will administer the fund. The committee will be appointed by the Port Phillip EcoCentre. A majority of the members of the committee are required to be 'responsible persons' as defined by the Guidelines to the register of Environmental Organisations.

**(8) Requirements of the public fund**

The Port Phillip EcoCentre will inform the department responsible for the environment as soon as possible if:

- it changes its name or the name of its public fund; or
- there is any change to the membership of the management committee of the public fund; or
- there has been any departure from the model rules of the public fund.

**(9) Ministerial Rules**

The Port Phillip EcoCentre agrees to comply with any rules that the Treasurer and the Minister with responsibility for the environment may make to ensure that gifts made to the fund are only used for its principal purpose.

**(10) Non Profit**

The income and property of the Port Phillip EcoCentre shall be used and applied solely in promotion of its objects and no portion shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or by way of profit to members, directors, or trustees of the Port Phillip EcoCentre.

**(11) Conduit Policy**

Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of the Port Phillip EcoCentre and not be influenced by the preference of the donor.

**(12) Winding Up**

In case of the winding up of the Fund, any surplus assets will be transferred to another fund with similar objectives that is on the register of Environmental Organisations.

**(13) Statistical Information**

Statistical information requested by the Department on donations to the Public Fund will be provided within four months of the end of the financial year.

**(14) Financial statement**

An audited financial statement for the Port Phillip EcoCentre and its Public Fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of Public Fund monies and the management of Public Fund assets.

**APPLICATION FOR MEMBERSHIP**

- 4 (1) A natural person or group (called affiliate group below and is a not-for-profit association that has a statement of purpose that is aligned with the Statement of Purpose in this Constitution) who is nominated and approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the entrance fee and annual subscription payable under these Rules.
- (2) A person who is not a member of the Association at the time of the incorporation of the Association (or who was a member at that time but has ceased to be a member) shall not be admitted to membership
- (a) unless nominated as provided in sub-clause (3); and
  - (b) shall be lodged with the Secretary of the Association.
- (3) A nomination of a person or group for membership of the Association
- (a) shall be made in writing in the corresponding form approved by the Committee; and
  - (b) shall be lodged with the Secretary of the Association.
- (4) As soon as is practicable after the receipt of a nomination, the Secretary shall refer the nomination to the Committee.
- (5) Upon a nomination being referred to the Committee, the Committee shall determine whether to approve or reject the nomination.

- (6) Upon a nomination being approved by the Committee, the Secretary shall, with as little delay as possible, notify the nominee in writing of approval for membership of the Association and request payment within the period of 28 days after the receipt of the notification of the sum payable under these Rules as the entrance fee and the first year's annual subscription.
- (7) The Secretary shall, upon payment of the amounts referred to in sub-clause (6) within the period referred to in that clause, enter the nominee's name on the register of members and, upon the name being so entered, the nominee becomes a member of the Association.
- (8) A right, privilege, or obligation of a person by membership of the Association -
  - (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 or otherwise.
- (9) Affiliate groups may nominate a delegate
  - (a) who will exercise the rights and privileges of membership which belong to the affiliate group
  - (b) the nomination will be on form approved by the committee
  - (c) the term of the appointment of the delegate will be determined by the affiliate group

### **ENTRANCE FEE AND ANNUAL SUBSCRIPTION**

- 5. (1) The entrance fee shall be determined from time to time by the Committee.
- (2) The annual subscription for Individual Membership shall be determined from time to time by the Committee.
- (3) The annual subscription for Household Membership shall be determined from time to time by the Committee.
- (4) The annual subscription for Affiliate Group Membership shall be determined from time to time by the Committee.
- (5) The maximum annual subscription payable by an Affiliate Group shall be determined from time to time by the Committee.
- (6) Annual subscription renewals are to be paid in advance on or before the Annual General Meeting in each year. If a member does not renew their membership by paying outstanding membership fees before the Annual General Meeting, their membership will be suspended until they pay the outstanding membership fee.
- (7) Where an application for membership is accepted by the Committee, the membership fee will be calculated, pro rata, from the first day of the month following the acceptance of the application for membership by the Committee until 30th June.

## **REGISTER OF MEMBERS**

6. 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 and the register shall be available for inspection and copying by members upon request.

## **RESIGNATION AND EXPULSION OF MEMBERS**

- 7 (1) A member of the Association who has paid all moneys due and payable by the member to the Association may resign from the Association by first giving one month notice in writing to the Secretary of his or her intention to resign and upon the expiration of that period of notice the member ceases to be a member.
  - (2) Upon the expiration of the notice given under sub-clause (1), the Secretary 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.
- 8.(1) Subject to Rules, the Committee may by resolution -
    - (a) expel a member of the Association;
    - (b) suspend a member from membership of the Association for a specified period; or
    - (c) fine a member an amount, the maximum which, shall be determined from time to time by the Committee.

If the Committee is of the opinion that the member -

- (d) has refused or neglected to comply with these Rules; or
  - (e) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association.
- (2) A resolution of the Committee under sub-clause (1) -
    - (a) does not take effect unless the Committee, at a meeting held not earlier than 14 days or not later than 28 days after the service on the member of notice under sub-clause (3) confirms the resolution in accordance with this clause; and
    - (b) where the member exercises a right of appeal to the Association under this clause, does not take effect unless the Association confirms the resolution in accordance with this clause.
  - (3) If the Committee passes a resolution under sub-clause (1), the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing -

- (a) setting out the resolution of the Committee and the grounds on which it is based;
  - (b) stating that the member may address the committee at a meeting to be held not less than 14 days and not more than 28 days after service of the notice;
  - (c) stating the date, place and time of that meeting;
  - (c) informing the member that he or she may do one or more of the following:
    - (i) Attend that meeting;
    - (ii) Give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution; and
    - (iii) Not later than 24 hours before the meeting lodge with the Secretary a notice to the effect that he or she wishes to appeal to the Association in a general meeting against the Resolution.
- (4) At a meeting of the Committee held in accordance with sub-clause (2) the Committee -
- (a) shall give to the member an opportunity to be heard;
  - (b) shall give due consideration to any written statement submitted by the member; and
  - (c) shall by resolution determine whether to confirm or revoke the resolution.
- (5) If the Secretary receives a notice under sub-clause (3) he or she shall notify the Committee and the Committee shall convene a general meeting of the Association to be held within twenty-one days after the date on which the Secretary received the notice.
- (6) At a general meeting of the Association convened under sub-clause (5) -
- (a) no business other than the question of the appeal shall be transacted;
  - (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
  - (c) the member shall be given an opportunity to be heard; and
  - (d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (7) If at the general meeting -
- (a) two-thirds of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
  - (c) in any other case the resolution is revoked.

## DISPUTES AND MEDIATION

- 9 (1) The grievance procedure set out in this rule applies to disputes under these Rules between -
  - (a) a member and another member; or
  - (b) a member and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be –
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement –
    - (I) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
    - (II) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A member of the Association can be a mediator.
- (6) The Mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must –
  - (a) give the parties to the mediation process every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.



- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

### **ANNUAL GENERAL MEETING**

- 10 (1) The Association shall in each calendar year convene an annual general meeting of its members.
- (2) The annual general meeting shall be held on such day as the Committee determines.
- (3) The annual general meeting shall be specified as such in the notice convening it.
- (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 general meeting held since that meeting;
  - (b) to receive from the Committee reports upon the transactions 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 statement submitted by the Association in accordance with section 30 (3) of the Act.
- (5) The annual general meeting may transact special business of which notice is given in accordance with these Rules.
- (6) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

### **SPECIAL GENERAL MEETING**

11. All general meetings other than the annual general meeting shall be called special general meetings.
- 12.(1) The Committee may, whenever it thinks fit, convene a special general meeting of the Association and, where, but for this sub-clause, more than fifteen months would elapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
- (2) The Committee shall, on the requisition in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the Association.
- (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.

- (4) If the Committee does not cause a special general meeting to be held within the 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 three months after that date.
- (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 MEETINGS**

13. (1) The Secretary of the Association shall, at least 14 days before the date fixed for holding a general meeting of the Association, cause to be sent to each member of the Association at the address appearing in the register of members, written notification stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (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.

### **PROCEEDINGS AT MEETINGS**

- 14.(1) 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 to be special business.
- (2) 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 an item.
- (3) Five members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

- (4) If within half an hour after the appointed time for 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 (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 a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall be a quorum.
- 15.(1) The President, or in the President's absence, the Vice President, shall preside as Chairperson at each general meeting of the Association.
- (2) If the President and the Vice president are absent from a general meeting, the members present shall elect one of their number to preside as Chairperson at the meeting.
- 16.(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.
- (2) Where a meeting is adjourned for fourteen days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
- (3) Except as provided in sub-clause (1) and (2), it is necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
17. A question arising at a general meeting of the Association shall be determined on a show of hands and unless, before or on the declaration of a 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 into the Minute Book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

### **Clause 18 - Proceedings at Meetings**

- 18.(1) Upon any question arising at a general meeting of the Association, a member has one vote only.
- (2) All votes shall be given personally or by proxy subject to Clause 21.

- (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
  - (4) That Household members be entitled to one vote per present named person on the Membership form.
  - (5) That Affiliate Groups be entitled to one vote.
- 19.(1) 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 manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
20. A member is not entitled to vote at any general meeting unless all moneys due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.
21. (1) Each Individual 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 shall be in the form set out in Appendix 1.

### **COMMITTEE OF MANAGEMENT**

- 22.(1) The affairs of the Association shall be managed by the Committee of Management constituted as provided in Rule 22,
- (2) The Committee -
- (a) shall control and manage the affairs of the Association;
  - (b) 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 members of the Association; and
  - (c) 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.
- 23.(1) Subject to Section 23 of the Act, the Committee shall consist of -
- (a) the officers of the Association; (President, Vice-President, Secretary and treasurer; and
  - (b) up to six ordinary members: three of whom shall be members of affiliate groups each of whom shall be elected at the annual general meeting of the Association in each year.

- (2) Each ordinary member of the Committee shall, subject to Rules hold office until the annual general meeting next after the date of election but is eligible for re-election.
- (3) In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

### **ELECTION OF OFFICERS AND VACANCY**

- 24. (1) Nominations of candidates for election as officers of the Association or as ordinary members of the Committee -
    - (a) shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
    - (b) shall be delivered to the Secretary of the Association not less than seven days before the date fixed for the holding 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 shall 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 shall be held.
  - (5) The ballot for the election of officers and ordinary members of the Committee shall be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.
  - (6) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another office for election at the same election.
25. For the purpose 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; or
  - (c) resigns from office by notice in writing given to the Secretary.

## PROCEEDINGS OF COMMITTEE

26. (1) The Committee shall meet at least 3 times in each year at such place and at such times as the Committee may determine.
- (2) Special meetings of the Committee may be convened by the President or by any four members of the Committee.
- (3) 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 the meeting.
- (4) Any four members of the Committee constitute a quorum for the transaction of business of a meeting of the Committee.
- (5) 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 elapses.
- (6) At meetings of the Committee -
  - (a) the President or in the President's absence the Vice-President shall preside; or
  - (b) if the president and the Vice-President are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.
- (7) 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 poll taken in such a manner as the person presiding at the meeting may determine.
- (8) 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 and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (9) Written notice of each committee meeting shall be served on each member of the Committee by delivering it to the member at a reasonable time before the meeting or by sending it by current means of written communication addressed to him or her at his or her usual or last known place of abode, at least two business days before the date of the meeting.
- (10) Subject to sub-clause (4) the Committee may act notwithstanding any vacancy on the Committee.

## **SECRETARY**

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

## **TREASURER**

28. The Treasurer of the Association –
- (a) shall collect and receive all moneys due to the Association and make all payments authorised by the Association; and
  - (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.

## **REMOVAL OF MEMBER OF COMMITTEE**

- 29(1) The Association in general meeting may by resolution remove any member of the Committee before the expiration of the member's term of office and appoint another member in his or her stead to hold office until the expiration of the term of the first-mentioned member. Removal of a Committee member by resolution shall follow the inability or failure to perform satisfactorily the normal duties of the position. Notification of removal shall be delivered in writing to the person concerned forthwith.
- (2) Where the member to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the Secretary or the President may send a copy of the representation to each member of the Association or, if they are not sent, the member may require that they be read out at the meeting.

## **CHEQUES**

30. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Committee.

## **SEAL**

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

- (2) The Common Seal shall not be affixed to any instrument except in the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either of two members of the Committee or of one member of the Committee and the Public Officer of the Association.

### **ALTERATION OF RULES AND STATEMENT OF PURPOSE**

32. These Rules and the Statement of Purposes of the Association shall not be altered except in accordance with the Act.

### **NOTICES**

- 33.(1) A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post or by email to the member at the address shown in the Register of Members.
- (2) Where a document is properly addressed prepaid 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**

34. In the event of the winding up or the cancellation of the Association, the assets of the Association shall be disposed of in accordance with the provisions of the Act with the exception of the assets of the Public Fund which will be dealt with in accordance with Clause 3(12) of the Rules.

### **CUSTODY OF RECORDS**

- 35.(1) Except as otherwise provided in these Rules, the Secretary shall keep in his or her custody or under his or her control all books, documents and securities of the Association.
- (2) All accounts, books, documents and securities of the Association shall be available for inspection and copying by any member of the Association upon request.

### **FUNDS**

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



**APPENDIX 1**

**FORM OF APPOINTMENT OF PROXY**

I,..... (name)

Of.....

.....  
(address)

being a member  
of.....

..... (name of Incorporated Association)

appoint.....

of.....

being a member of that Incorporated Association, as my proxy to vote for me  
on my behalf at the general meeting of the Association (annual general  
meeting or special general meeting, as the case may be) to be held on

..... 20 .....and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the  
resolution (insert details).

Signed .....

Date .....