



# Constitution

Cire Services  
Incorporated

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# CONSTITUTION OF CIRE SERVICES INCORPORATED

**Note:** The persons who from time to time are members of the Association are an incorporated association by the name given in rule 1 (Name) of these Rules. Under section 46 of the Associations Incorporation Reform Act 2012, these Rules are taken to constitute the terms of a contract between the Association and its members.

## PART 1 - PRELIMINARY

### 1. NAME

The name of the incorporated association is Cire Services Incorporated

**Note:** Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents

### 2. PURPOSES

The purpose of the association is to enhance the lives, capabilities and opportunities in our community through the:

- (1) Provision of a diverse, flexible and sustainable range of educational services and support, including early childhood education, primary and secondary schooling, vocational and pre-vocational training, further education, community education and development of skills for life and the workplace to enhance social inclusion, relief of poverty and distress; and
- (2) Facilitation, encouragement and development of self-help and mutual support activities to promote social interaction and participation in the community; and
- (3) Provision of a central point within the community that maintains a network with other organisations inside and outside of the region in which the association primarily operates; in accordance with the Strategic Plan ratified by the Board of Directors of the Association from time to time.

### 3. FINANCIAL YEAR

The financial year of the Association is each period of 12 months ending on 31<sup>st</sup> December.

### 4. DEFINITIONS

In these Rules:

**Absolute majority**, of the Board, means a majority of the Board members currently holding office and entitled to vote at the time (as distinct from a majority of Board members present at a Board meeting);

**Act** means the *Associations Incorporated Reform Act 2012* including any modifications, replacement or amendments thereto.

**Board** means the means the Board of Governance having management of the business of the Association and has the same meaning as the definition of Committee of Management in the Act;

**Board meeting** means a meeting of the Board held in accordance with these Rules;

**Board member** means a member of the Board elected or appointed under Division 3 of Part 5;

**Chair** or **Chairperson**, of a general meeting or Board meeting, means the person chairing the meeting as required under rule 46 (Chair);

**Disciplinary appeal meeting** means a meeting of the members of the Association convened under rule 23(3) (Appeals Rights);

**Disciplinary meeting** means a meeting of the Board convened for the purposes of rule 22 (Decision of Sub-Committee);

**Disciplinary subcommittee** means the subcommittee appointed under rule 20(Disciplinary Sub-Committee);

**Executive** means the Officers of the Association as specified in Rule 44

**Financial year** means the 12 month period specified in rule 3 (Financial Year);

**General meeting** means a general meeting of the members of the Association convened in accordance with Part 4, General Meetings of the Association, and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

**Lifetime Member** is an honorary title bestowed by the Association on any person deemed appropriate by the Board in accordance with this document.

**Member** means a member of the Association;

**Member entitled to vote** means a member who under rule 13(2) (General Rights & Liabilities of Members) is entitled to vote at a general meeting;

**Special resolution** means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

**The Act** means the Associations Incorporation Reform Act 2012 and includes any regulations made under that Act;

**The Registrar** means the Registrar of Incorporated Associations.

## PART 2 - POWERS OF ASSOCIATIONS

### 5. POWERS OF ASSOCIATIONS

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the Association may:
  - (a) acquire, hold and dispose of real or personal property;
  - (b) open and operate accounts with financial institutions;
  - (c) invest its money in any security in which trust monies may lawfully be invested;
  - (d) raise and borrow money on any terms and in any manner as it thinks fit;
  - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - (f) appoint agents to transact business on its behalf;
  - (g) enter into any other contract it considers necessary or desirable;
  - (h) subscribe to, become a member of, co-operate or enter into a joint venture or partnership with any other association or organisation, whether incorporated or not, whose purposes and values are substantially similar and acceptable to the Association;
  - (i) enter into any arrangements with any Government or authority, municipal, local or otherwise that may seem conducive to the Association's purposes or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the Company may think it desirable to obtain; to carry out, exercise and comply with any such arrangements, right, privileges and concessions;
  - (j) engage with, become a member of, create or assume management of any community group, whether incorporated or not, which accords with the Association's purposes and is for the benefit of the community or any part thereof;
  - (k) accept and undertake trusteeship, administration and management of trusts and funds, whether as trustee or as agent for the trustee or otherwise, and charge and accept fees, commission and remuneration for doingso;
  - (l) engage, dismiss or suspend any employee, agent, contractor or professional person;
  - (m) accept any gift of property, whether subject to any special trust or not;
  - (n) appoint patrons of the Association;
  - (o) make donations for charitable purposes;
  - (p) decline or otherwise refuse any gift (by Will or otherwise), donation, settlement or other disposition of money or property;

- (q) co-ordinate and arrange conferences, meetings, standing committees and commissions and other forums;  
do all other things that are incidental or conducive to doing so.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

## **6. NOT FOR PROFIT ORGANISATION**

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Association from paying a member:
  - (a) reimbursement for expenses properly incurred by the member; or
  - (b) for goods or services provided by the member provided such payment is done in good faith on terms no more favourable than if the member was not a member.

**Note:** Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

# **PART 3 - MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES**

## **Division 1 - Membership**

### **7. MINIMUM NUMBER OF MEMBERS**

The Association must have at least 5 members.

### **8. WHO IS ELIGIBLE TO BE A MEMBER**

Any person who:

- (a) Is an Australian Citizen or Permanent Resident;
- (b) Is over the age of 18 years
- (c) Is not an employee, other than the CEO who is a non-voting member, or a volunteer, other than a Board Member, of the Association; and
- (d) Who supports the purposes of the Association is eligible for membership.

### **9. APPLICATION FOR MEMBERSHIP**

To apply to become a member of the Association, a person must submit a written application on the Association's "Application for Membership Form", signed by the applicant and lodged with the Secretary.

### **10. CONSIDERATION OF APPLICATION**

- (1) As soon as practicable after an application for membership is received, the Secretary shall refer the nomination to the Board. The Board must decide by resolution whether to accept or reject the application.
- (2) The Secretary must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) No reason need be given for the rejection of an application.
- (4) In the event of the application for membership being accepted, the member must be provided with a copy of the Members Code of Conduct in duplicate within 14 days of acceptance.

## **11. NEW MEMBERSHIP**

If an application for membership is approved by the Board:

- (1) the resolution to accept the membership must be recorded in the minutes of the next Board meeting; and
- (2) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (3) a person becomes a member of the Association and, subject to rule 13(2) (General Rights & Liabilities of Members), is entitled to exercise his or her rights of membership from the date the Board approves the person's membership.

## **12. ANNUAL SUBSCRIPTION & FEE ON JOINING**

There is no annual subscription or joining fee.

## **13. GENERAL RIGHTS & LIABILITIES OF MEMBERS**

- (1) A member of the Association shall have no liability to contribute towards the payment of debts and liabilities of the Association or the costs and expenses of the winding up of the Association
- (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 77 (Custody & Inspection of Books and Records); and
  - (f) to inspect the register of members subject to rule 18 (Register of Members) herein and section 59 of the Act.
- (3) A member is entitled to vote if:
  - (a) the member is a member other than an honorary member; and
  - (b) more than 10 business days have passed since he or she became a member of the Association; and
  - (c) the member's membership rights are not suspended for any reason.
- (4) In the event of the Board acting in contravention of the law or negligent such that it is placing the organisation at risk, the Board may be removed by unanimous vote at a special meeting convened by Members in accordance with these Rules.

## **14. LIFETIME MEMBERS**

- (1) The Association may bestow the honorary title Lifetime Member on any person deemed appropriate by the Board.
- (2) A Lifetime Member shall have no powers or rights other than those of an ordinary Member.
- (3) Unless otherwise declared by the Board of Directors at the time of bestowing a Lifetime Membership, the Lifetime Member is eligible to vote, and Rule 13(3)(a) (General Rights & Liabilities of Members) does not apply to such Lifetime Member.

## **15. RIGHTS NOT TRANSFERABLE**

The rights of a member are not transferable and end when membership ceases.

## **16. CEASING MEMBERSHIP**

- (1) A person immediately ceases to be a member if the person:
  - (a) dies;
  - (b) resigns as a member by giving written notice to the Association;



- (c) becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under a law relating to mental health;
  - (d) becomes bankrupt or insolvent or makes any arrangement or composition with his or her creditors;
  - (e) ceases to permanently reside in Australia; or
  - (f) ceases to be an Australian Citizen or Permanent Resident;
  - (g) is convicted of a serious criminal offence which the Board considers is incompatible with the ethos of the Association;
  - (h) is expelled under Division 2;
  - (i) fails to respond within 3 months to correspondence from the Association requesting confirmation of continuing membership; or
  - (j) becomes, if the Board so decides in its absolute discretion, an untraceable member because the person has ceased to reside at, attend or otherwise communicate with his or her address as it appears on the register of members.
- (2) If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

## **17. RESIGNING AS A MEMBER**

- (1) A member may resign by notice in writing given to the Association.  
**Note:** rule 76(3) (Notice Requirements) sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the Board.
- (2) A member is taken to have resigned if:
- (a) the member's annual subscription is more than 12 months in arrears; or
  - (b) where no annual subscription is payable-
    - (i) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
    - (ii) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.
  - (c) rule 17 (2)(b) (Resigning as a Member) does not apply to Lifetime Members

## **18. REGISTER OF MEMBERS**

- (1) The Secretary must keep and maintain a register of members that includes:
- (a) for each current member:
    - (i) the member's name;
    - (ii) the address for notice last given by the member;
    - (iii) the date of becoming a member;
    - (iv) if the member is a Lifetime member, a note to that effect;
    - (v) any other information determined by the Board; and
  - (b) for each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.
- (3) In accordance with the Act, inspection of the register and use of information contained in the register of members is strictly subject to the following:
- (a) A person must not use information about another person obtained from the register of members of the Association to contact or send materials to the other person.
  - (b) A person must not disclose information about another person obtained from the register of members of the Association knowing that the information is likely to be used to contact or send materials to the other person.
  - (c) Subsections (a) and (b) do not apply if the use or disclosure of the information-
    - (i) is directly related to the management or the purposes of the association; and
    - (ii) is not otherwise prohibited by the Rules of the association.

**Note:** Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

- (4) Information about a person who is no longer a member of the Association, other than the name of the person and the date on which the person ceased to be a member of the Association, must be removed from the register of members within 14 days after the person ceases to be a member of the Association
- (5) A Member may make a request to the secretary of the Association to restrict access to the member's personal information recorded in the register of members so that the personal information is available only to:
  - (a) the secretary and members of the Board; or
  - (b) the secretary and members of the Board other than a specified member or specified members of the Board.
  - (c) The request may be made by the member personally; or if the member is a child- by a parent or guardian of the person.
- (6)
  - (a) If the secretary is satisfied that there are special circumstances which justify doing so, the secretary must agree to the request to restrict access to the member's personal information.
  - (b) If the secretary is not satisfied that there are sufficient special circumstances, the secretary may refuse the request, and in this event, must provide written notice to the person who made the request of the decision and provide reasons for the decision.
  - (c) If the secretary has made the decision to refuse the request, the secretary must not release the personal information without the consent of the person unless-
    - (i) at least 28 days have elapsed since the secretary gave notice to the person under subsection (5); and
    - (ii) either:
      - (A) the person has not sought a review of the decision; or
      - (B) VCAT has upheld the secretary's decision to release the information.
  - (d) If a member informs the secretary of the Association that he or she wishes to circulate material to all members of the Association relating to its management, activities or purposes; and access to the personal information of another member recorded on the register of members is restricted the secretary must forward that material to that other member.

## **Division 2 - Disciplinary action**

### **19. GROUNDS FOR TAKING DISCIPLINARY ACTION**

The Association may take disciplinary action against a member, including a Lifetime Member, in accordance with this Division if it is determined that the member:

- (1) has failed to comply with these Rules; or
- (2) refuses to support the purposes of the Association; or
- (3) has engaged in conduct prejudicial to the Association;
- (4) has breached the Member's Code of Conduct:
  - (a) in a serious manner; or
  - (b) on several separate occasions.

### **20. DISCIPLINARY SUB-COMMITTEE**

- (1) 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.
- (2) The members of the disciplinary subcommittee -

- (a) will be nominated by the Board of Management and must include the Chair; but
- (b) must not be biased against, or in favour of, the member concerned.

## **21. 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) bring a support person or legal representative to the meeting as an observer subject to such person agreeing to be bound by the Members Code of Conduct and, if required by the disciplinary subcommittee, signing a Confidentiality Agreement and/or copy of the Members Code of Conduct. If the support person or legal representative refuses to be bound by the Members Code of Conduct or refuses to sign a Confidentiality Agreement or copy of the Members Code of Conduct as required, the disciplinary subcommittee may refuse to allow the support person or legal representative to attend the meeting;
    - (iii) 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 23 (Appeals Rights).
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

## **22. DECISION OF SUB-COMMITTEE**

- (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.

## **23. APPEALS RIGHTS**

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 22 (Decision of Sub-Committee) 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 Board 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.

#### **24. 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 Board 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
    - (i) must be given an opportunity to be heard; and
    - (ii) bring a support person or legal representative to the meeting as an observer subject to such person agreeing to be bound by the Members Code of Conduct and, if required by the disciplinary subcommittee, signing a Confidentiality Agreement and/or copy of the Members Code of Conduct. If the support person or legal representative refuses to be bound by the Members Code of Conduct or refuses to sign a Confidentiality Agreement or copy of the Members Code of Conduct as required, the disciplinary subcommittee may refuse to allow the support person or legal representative to attend the meeting;
- (2) 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.

### **Division 3 - Grievance procedure**

#### **25. APPLICATION**

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between:
  - (a) a member and another member;
  - (b) a member and the Board;
  - (c) a member and the Association.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

#### **26. PARTIES MUST ATTEMPT TO RESOLVE THE DISPUTE**

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.

## **27. APPOINTMENT OF A MEDIATOR**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26 (Parties must attempt to resolve the dispute), the parties must within 10 days:
  - (a) notify the Board of the dispute; and
  - (b) agree to or request the appointment of a mediator; and
  - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be:
  - (a) a person chosen by agreement between the parties; or
  - (b) 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 the Association - 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 the Association but in any case must not be a person who:
  - (a) has a personal interest in the dispute; or
  - (b) is biased in favour of or against any party.

## **28. MEDIATION PROCESS**

- (1) The mediator to the dispute, in conducting the mediation, must:
  - (a) give each party 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 throughout the mediation process.
- (2) The mediator must not determine the dispute.

## **29. FAILURE TO RESOLVE DISPUTE BY MEDIATION**

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

# **PART 4 - GENERAL MEETINGS OF THE ASSOCIATION**

## **30. ANNUAL GENERAL MEETINGS**

- (1) The Board must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year unless otherwise approved in writing by Consumer Affairs Victoria.
- (2) Despite subrule (1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The Board may determine the date, time and place of the annual general meeting.
- (4) The ordinary business of the annual general meeting is as follows:
  - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
  - (b) to receive and consider:
    - (i) the annual report of the Board on the activities of the Association during the preceding financial year; and
    - (ii) the financial statements of the Association for the preceding financial year submitted by the Board in accordance with Part 7 of the Act;
  - (c) to elect the members of the Board;
  - (d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.

- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

### **31. SPECIAL GENERAL MEETINGS**

- (1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Board may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 33 (Notice of General Meetings) may be conducted at the meeting.

**Note:** General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 33 (Notice of General Meetings) and the majority of members at the meeting agree.

### **32. SPECIAL GENERAL MEETING HELD AT REQUEST OF MEMBERS**

- (1) The Board must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of members.
- (2) A request for a special general meeting must:
  - (a) be in writing; and
  - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
  - (c) include the names and signatures of the members requesting the meeting; and
  - (d) be given to the Secretary.
- (3) If the Board does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under subrule (3):
  - (a) must be held within 3 months after the date on which the original request was made; and
  - (b) may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

### **33. NOTICE OF GENERAL MEETINGS**

- (1) The Secretary (or, in the case of a special general meeting convened under rule 32(3) (Special General Meeting held at request of Members), the members convening the meeting) must give to each member of the Association:
  - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must:
  - (a) specify the date, time and place of the meeting; and
  - (b) indicate the general nature of each item of business to be considered at the meeting; and
  - (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; and
  - (d) comply with rule 34(6)(Proxy Voting).
- (3) This rule does not apply to a disciplinary appeal meeting.

**Note:** Rule 23(4)(Appeals Rights) sets out the requirements for notice of a disciplinary appeal meeting.

### **34. PROXY VOTING**

- (1) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) No more than 10% of votes at any one general meeting may be by proxy;

- (3) Each proxy may only vote on behalf of one member at any general meeting;
- (4) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (5) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (6) If the Board has not approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member. If the Board has approved a form for the appointment of a proxy then the member must use the approved form.
- (7) Notice of a general meeting given to a member under rule 33 (Notice of General Meetings) must:
  - (a) state that the member may appoint another member as a proxy for the meeting; and
  - (b) include a copy of any form that the Board has approved for the appointment of a proxy.
- (8) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (9) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 3 days before the commencement of the meeting.

### **35. USE OF TECHNOLOGY**

- (1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

### **36. QUORUM AT GENERAL MEETINGS**

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence, physically, by proxy or as allowed under rule 35 (Use of Technology), of 10% of the members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
  - (a) in the case of a meeting convened by, or at the request of, members under rule 32 (Special Meeting held at Request of Members) - the meeting must be dissolved;
 

**Note:** If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 32 (Special Meeting at Request of Members).
  - (b) in any other case:
    - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
    - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not

fewer than 3) may proceed with the business of the meeting as if a quorum were present.

### **37. ADJOURNMENT OF GENERAL MEETINGS**

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned:
  - a. if there is insufficient time to deal with the business at hand; or
  - b. to give the members more time to consider an item of business.

**Example:** The members may wish to have more time to examine the financial statements submitted by the Board at an annual general meeting.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 33 (Notice of General Meetings).

### **38. VOTING AT GENERAL MEETINGS**

- (1) On any question arising at a general meeting:
  - (a) subject to subrule (3), each member who is entitled to vote has one vote; and
  - (b) members must vote personally; and
  - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24 (Conduct of Disciplinary Appeal Meeting).

### **39. SPECIAL RESOLUTIONS**

A special resolution is passed if not less than three quarters of the members voting at a general meeting vote in favour of the resolution.

**Note:** In addition to certain matters specified in the Act, a special resolution is required:

- (a) to remove a Board member from office;
- (b) to alter these Rules, including changing the name or any of the purposes of the Association.

### **40. DETERMINING WHETHER RESOLUTION CARRIED**

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been:
  - (a) carried; or
  - (b) carried unanimously; or
  - (c) carried by a particular majority; or
  - (d) lost:and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question:
  - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
  - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.



- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

#### **41. MINUTES OF GENERAL MEETING**

- (1) The Board must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include:
  - (a) the names of the members attending the meeting; and
  - (b) proxy forms given to the Chairperson of the meeting under rule 34(8) (Proxy Voting); and
  - (c) the financial statements submitted to the members in accordance with rule 30(4)(b)(ii) (Annual General Meetings); and
  - (d) the certificate signed by two Board members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
  - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

### **PART 5 – BOARD**

#### **Division 1 - Powers of the Board**

#### **42. ROLES AND POWERS**

- (1) The business of the Association must be managed by or under the direction of a Board of Governance.
- (2) The Board may exercise all the powers of the Association, except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (3) In addition to its general powers, the Board may:
  - (a) appoint and remove staff;
  - (b) establish subcommittees consisting of members with terms of reference it considers appropriate;
  - (c) otherwise exercise such powers as are lawful and reasonable to further the purposes of the Association.

#### **43. DELEGATION**

- (1) The Board may delegate to a member of the Board, a subcommittee or staff, any of its powers and functions other than:
  - (a) this power of delegation; or
  - (b) a duty imposed on the Board by the Act or any other law;
  - (c) any other power or function specifically excluded for delegation by any Rule in this document.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- (3) The Board may, in writing, revoke a delegation wholly or in part.

## Division 2 - Composition of Board and duties of members

### 44. COMPOSITION OF THE BOARD

- (1) The Board of the Association shall have a minimum of five (5) elected members and a maximum of nine (9) elected members.
- (2) The CEO of the Association is a non-voting member of the Board.
- (3) Board members elected at an Annual General Meeting shall be entitled to hold office for a term of three years following the date of their election.
- (4) A person may be elected for a maximum of 3 terms of 3 years each.
- (5) A person who has been a Board Member for the maximum allowable terms may not nominate to re-join the Board for a period 3 years from the end of the maximum allowable term.
- (6) The Officers of the Association shall be:
  - (a) a Chair; and
  - (b) a Secretary; and
  - (c) a Treasurer.

### 45. GENERAL DUTIES

- (1) As soon as practicable after being elected or appointed to the Board, each Board member must become familiar with these Rules and the Act.
- (2) The Board is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Board comply with these Rules.
- (3) Board members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Board 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) Board members and former Board 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) The Executive of the Association may make a decision between Board Meetings, which would ordinarily be required to be made by the Board, if a special Board Meeting is unable to be convened between meetings or a quorum at a special Board Meeting is not present.
- (7) Any decision made by the Executive of the Association in accordance with paragraph (6) must be ratified by the Board of Governance at the next scheduled meeting and if it is not then such decision is not binding on the Board.
- (8) Board Members are required to attend a minimum of 80% of Board Meetings held in any given calendar year unless otherwise given leave by the Board.
- (9) In addition to any duties imposed by these Rules, a Board member must perform any other duties imposed from time to time by resolution at a general meeting.

### 46. CHAIR

- (1) Subject to subrule (2), the Chair or is the Chairperson for any general meetings and for any Board meetings.
- (2) If the Chair 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 Board meeting - a Board member elected by the other Board members present.

#### **47. 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 18 (Register of Members); and
  - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 70(3) (Financial Records), all books, documents and securities of the Association in accordance with rules 74 (Common Seal) and 77 (Custody & Inspection of Books and Records); 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.

#### **48. TREASURER**

- (1) The Treasurer must oversee, in accordance with the List of Delegations approved by the Board:
  - (a) receipt of all moneys paid to or received by the Association and issue of receipts for those moneys in the name of the Association; and
  - (b) payment of all moneys into the account of the Association within 5 working days after receipt; and
  - (c) any payments authorised by the Board or by a general meeting of the Association from the Association's funds; and
  - (d) cheques are signed by at least 2 Board members or as directed in a List of Delegation.
- (2) The Treasurer must:
  - (e) ensure that the financial records of the Association are kept in accordance with the Act; and
  - (f) co-ordinate the preparation of the financial statements of the Association and their certification by the Board prior to their submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that all Board members have access to the accounts and financial records of the Association.

### **Division 3 - Election of Board members and tenure of office**

#### **49. WHO IS ELIGIBLE TO BE A BOARD MEMBER**

A member is eligible to be elected or appointed as a Board member if the member:

- (1) is 18 years or over; and
- (2) is entitled to vote at a general meeting;
- (3) meets a gap in the skills matrix for composition of the Board;
- (4) is not an employee of the Association, with the exception of the CEO who is a non-voting Board member.

## **50. POSITIONS TO BE DECLARED VACANT**

- (1) This rule applies to:
  - (a) the first annual general meeting of the Association after its incorporation; or
  - (b) any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
- (2) The Chairperson of the meeting must declare all positions due for re-election within their three year terms on the Board vacant and hold elections for those positions in accordance with rules 51 (Nominations) to 53 (Ballot) inclusive.

## **51. NOMINATIONS**

- (1) Any eligible member of the Association may be nominated for election as a Board member and must be proposed, with the member's consent, by one (1) member.
- (2) Nominations for Board positions to be voted on at an Annual General Meeting must be received in writing to the Secretary no later than 14 days prior to the Annual General Meeting and must include:
  - (a) details of the person nominated including their full name, address and contact details; and
  - (b) the full name, address and contact details of the person proposing the nomination;
  - (c) details of how the nominated person meets a gap in the skills matrix of the Board composition;
  - (d) Written confirmation that the applicant is prepared to attend a face-to-face interview with the Board;
  - (e) A decision as to whether to accept the nomination shall be conducted in accordance with the usual voting procedure at an Annual General Meeting;
  - (f) The Board shall not be required to provide reasons for rejection of any nominated person.
- (3) Nominations for Board positions at times other than the Annual General Meeting must be made in writing to the Secretary and must include:
  - (a) details of the person nominated including their full name, address and contact details; and
  - (b) details of how the nominated person meets a gap in the skills matrix of the Board composition.

## **52. CONDUCT OF ELECTION OF OFFICE BEARERS**

- (1) At the first meeting of the Board following the Annual General Meeting, or otherwise as agreed by the Board, separate elections must be held for each of the following positions:
  - (a) Chair;
  - (b) Secretary;
  - (c) Treasurer.
- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with rule 53 (Ballot).
- (4) On his or her election, the new Chairperson may take over as Chairperson of the meeting.

## **53. 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 two other members, the member must be given three ballot papers – one for the member and one each for the other members, as long as it is in accordance with rule 34 (Proxy Voting).
- (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 subrule (4) 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.

#### **54. TERM OF OFFICE**

- (1) Subject to subrule (3) and rule 55 (Vacation of Office), a Board member is entitled to hold office until for a term of three years following the date of their election.
- (2) A Board member may be re-elected for a maximum of 3 terms of 3 years each.
- (3) A general meeting of the Association may:
  - (a) by special resolution remove a Board member from office; and
  - (b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (4) A member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary or Chair of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (5) The Secretary or the Chair may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

#### **55. VACATION OF OFFICE**

- (1) A Board member may resign from the Board by one month's written notice addressed to the Board.
- (2) A person ceases to be a Board member if he or she:
  - (a) ceases to be a member of the Association; or
  - (b) fails to attend 3 consecutive Board meetings (other than special or urgent Board meetings) without leave of absence under rule 67 (Leave of Absence); or
- (3) The office of a Board member becomes vacant if the Board member:

- (a) becomes an insolvent under administration within the meaning of the Corporations Act 2001 (Cth);
- (b) is found guilty of or convicted of an indictable offence punishable by imprisonment, whether or not a term of imprisonment is imposed;
- (c) becomes a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;
- (d) is removed from office by special resolution of the members in accordance with these rules;
- (e) fails to attend meetings of the Board for at least 2 consecutive meetings or at least 3 meetings over a period of 12 months without leave of absence, unless the Board members subsequently decide to grant a leave of absence;
- (f) resigns by written notice to the Association; or
- (g) a statutory manager is appointed under the Act to conduct the affairs of the Association.
- (h) commences employment with the Association - with the exception of the CEO who is a non-voting Board member;
- (i) otherwise ceases to be a Board member by operation of section 78 of the Act.

**Note:** A Board member may not hold the office of secretary if they do not reside in Australia.

## **56. FILLING OF CASUAL VACANCIES**

- (1) The Board may appoint an eligible member of the Association to fill a position on the Board that:
  - (a) has become vacant under rule 55 (Vacation of Office); or
  - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Board must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 54 (Term of Office) applies to any Board member appointed by the Board under subrule (1) or (2).
- (4) The Board may continue to act despite any vacancy in its membership.

## **57. REMOVAL OF BOARD MEMBERS**

- (1) Subject to rules 57 (Removal of Board Members) subrules (2), (3), (4) and (5), the members may, by special resolution passed at a general meeting, remove any Board member.
- (2) Any request by the members for a general meeting to consider a special resolution to remove a Board member must be made in writing by members representing at least 10% of all members and outline the reasons for the request. A contact member must be nominated in the request together with contact details.
- (3) The Board members must consider the request made under rule 32 (Special General Meeting held at Request of Members) and decide whether to hold a general meeting and put the special resolution to the members. If the Board members decide not to hold a general meeting, such decision must be made on reasonable grounds, and the Board must notify the contact member nominated under subrule (2). If the Board decides to hold a general meeting it must be held within one month of the receipt of the request, see rule 32 (3) & (4) (Special General Meeting held at Request of Members).
- (4) The Board member who is the subject of a proposed special resolution must not take part in the Board considerations and must be given at least 6 weeks' notice of a general meeting. The Board member may make a representation in writing to the chairperson (not exceeding a reasonable length) and request that the representation be notified to the members and the chairperson must send a copy of the representation to each member if received at least 28 days before the general meeting and the Board member may require that it be read out at the general meeting.
- (5) The Board may, by unanimous vote, expel a Board member from the Board if:

- (a) The Board member neglects or refuses to resolve a significant conflict of interest;  
or
- (b) Is, in the unanimous opinion of the other Board members, guilty of misconduct under the Members Code of Conduct.

## **Division 4 - Meetings of Board**

### **58. MEETINGS OF THE BOARD**

- (1) The Board must meet at least 10 times in each year at the dates, times and places determined by the Board.
- (2) The date, time and place of the first Board meeting must be determined by the members of the Board as soon as practicable after the Annual General Meeting of the Association at which the members of the Board were elected.
- (3) Special Board meetings may be convened by the Chair or by any simple majority of the Board.

### **59. NOTICE OF MEETINGS**

- (1) Notice of each Board meeting must be given to each Board member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one Board meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special Board meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

### **60. URGENT MEETING**

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 (Notice of Meetings) provided that as much notice as practicable is given to each Board member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Board.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

### **61. PROCEDURE AND ORDER OF BUSINESS**

- (1) The procedure to be followed at a meeting of a Board must be determined from time to time by the Board.
- (2) The order of business may be determined by the members present at the meeting.

### **62. USE OF TECHNOLOGY**

- (1) 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.
- (2) For the purposes of this Part, a Board member participating in a Board meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

### **63. QUORUM**

- (1) No business may be conducted at a Board meeting unless a quorum is present.

- (2) The quorum for a Board meeting is the presence (in person or as allowed under rule 62 (Use of Technology) of a majority of the Board members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting:
  - (a) in the case of a special meeting - the meeting lapses;
  - (b) in any other case - the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 59 (Notice of Meetings).

#### **64. VOTING**

- (1) On any question arising at a Board meeting, each Board member present at the meeting has one vote.
- (2) A motion is carried if a majority of Board members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Board.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Refer to rule 34 (Proxy Voting) for rules regarding proxy votes.

#### **65. CONFLICT OF INTEREST**

- (1) A Board Member who has an actual or potential conflict of interest must declare that conflict:
  - (a) On the Board Member's election to the Board; and
  - (b) On the Board Member becoming aware of the actual or potential conflict of interest; and
  - (c) At the commencement of each meeting in accordance with the Agenda items;
  - (d) Otherwise, annually at the first Board Meeting following the Annual General Meeting.
- (2) A Board member who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- (3) The member:
  - (a) must not be present while the matter is being considered at the meeting; and
  - (b) must not vote on the matterUnless the remaining members of the Board present at that meeting unanimously decide otherwise.
- (4) Any Board Member may raise, for consideration of the Board, any instance or issue in which they believe a Board Member may have an undeclared conflict of interest and in this event:
  - (a) The Board will discuss the potential undeclared conflict of interest; and
  - (b) Hold a vote in the absence of the affected Board Member;
  - (c) A conflict of interest will be declared to exist for the affected member if the remaining Board Members vote by a simple majority that a conflict of interest does exist for that Member and the register will be updated accordingly.
  - (d) In the event of the vote referred to in paragraph (c) resulting in a tie, the Chairperson shall have the deciding vote.

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

- (5) This rule does not apply to a material personal interest:
  - (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or



- (b) that the member has in common with all, or a substantial proportion of, the members of the Association.
- (6) The Secretary shall maintain a register of conflicts of interest declared by Members of the Board.

#### **66. MINUTES OF MEETING**

- (1) The Board must ensure that minutes are taken and kept of each Board meeting.
- (2) The minutes must record the following:
  - (a) the names of the members in attendance at the meeting;
  - (b) the business considered at the meeting;
  - (c) any resolution on which a vote is taken and the result of the vote;
  - (d) any material personal interest disclosed under rule 65 (Conflict of Interest).

#### **67. LEAVE OF ABSENCE**

- (1) The Board may grant a Board member leave of absence from Board meetings for a period not exceeding 3 months.
- (2) The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Board member to seek the leave in advance.

### **PART 6 - FINANCIAL MATTERS**

#### **68. SOURCE OF FUNDS**

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other lawful sources as approved by the Board from time to time.

#### **69. MANAGEMENT OF FUNDS**

- (1) The Association must open an account(s) with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Board may approve expenditure on behalf of the Association.
- (3) The Board may authorise the Treasurer, CEO or Senior Managers to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended provided such payments are made in accordance with the List of Delegations ratified by the Board from time to time.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Board members or as directed in the List of Delegations.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- (6) Where the Association is functioning in its capacity as an operator of a school, any revenue derived from Federal Government for the functioning of the school must only be used for the purpose of the school.

#### **70. FINANCIAL RECORDS**

- (1) The Association must keep financial records that:
  - (a) correctly record and explain its transactions, financial position and performance; and
  - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.

- (3) The Treasurer must keep in his or her custody, or under his or her control:
  - (c) the financial records for the current financial year; and
  - (d) any other financial records as authorised by the Board.

## **71. FINANCIAL STATEMENTS**

- (1) For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting subrule (1), those requirements include:
  - (a) the preparation of the financial statements;
  - (b) if required, the review or auditing of the financial statements;
  - (c) the certification of the financial statements by the Board;
  - (d) the submission of the financial statements to the annual general meeting of the Association;
  - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## **72. MAINTAINING A GIFT ACCOUNT**

- (1) The Association must maintain a management account (Gift Account):
  - (a) to identify and record Gifts and Deductible Contributions;
  - (b) to identify and record any money received by the Association because of those Gifts and Deductible Contributions;
  - (c) that does not record any other money or property; and
  - (d) which is only applied for the Association's principal purposes.
- (2) Receipts for Gifts or Deductible Contributions must state the:
  - (e) name and ABN of the Association;
  - (f) the date and amount (or value, if property) of the Gift or Deductible Contribution;
  - (g) the name of the donor or contributors;
  - (h) the fact that it was a Gift or Deductible Contribution (and if it was a Deductible Contribution, the relevant fundraising event and GST inclusive market value of the event or goods or services purchased).

## **73. WINDING UP OR REVOCATION OF DEDUCTIBLE GIFT RECIPIENT**

- (1) Upon:
  - (a) the winding up of the Association; or
  - (b) the Association ceasing to be deductible gift recipient under the ITAA 97, whichever is earlier, any surplus funds in the Gift Account must be transferred to an entity:
    - i. which is charitable at law; and
    - ii. gifts to which are deductible under the ITAA 97 on the basis that it is characterised as a public benevolent institution as described in item 4.1.1 of the table in section 30-45.
- (2) The identity of the institution referred to in rule 73(1) (Winding up or Revocation of Deductible Gift Recipient) must be decided by the Board, or if the Board does not wish to decide or does not decide, it must be decided by the members by ordinary resolution at or before the time of winding up of the Association and, if the members do not decide, by the Supreme Court of the state or territory.

## PART 7 - GENERAL MATTERS

### 74. COMMON SEAL

The Association does not have a common seal.

### 75. REGISTERED ADDRESS

The registered address of the Association is:

- (a) Located in the State of Victoria; and
- (b) the address determined from time to time by resolution of the Board or if no such resolution has been held, then the address that the Association has nominated as its registered address to the Registrar.

### 76. NOTICE REQUIREMENTS

- (1) Any notice required to be given to a member or a Board member under these Rules may be given:
  - (a) by handing the notice to the member personally; or
  - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
  - (c) by email or facsimile transmission.
- (2) Subrule (1) does not apply to notice given under rule 60 (Urgent Meeting).
- (3) Any notice required to be given to the Association or the Board may be given:
  - (a) by handing the notice to a member of the Board; or
  - (b) by sending the notice by post to the registered address; or
  - (c) by leaving the notice at the registered address; or
  - (d) if the Board determines that it is appropriate in the circumstances:
    - (i) by email to the email address of the Association or the Secretary; or
    - (ii) by facsimile transmission to the facsimile number of the Association.

### 77. CUSTODY & INSPECTION OF BOOKS AND RECORDS

- (1) Subject to these Rules, Members may on request inspect free of charge:
  - (a) the register of members;
  - (b) the minutes of general meetings;
  - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Board meetings.

**Note:** See note following rule 18 (Register of Members) for details of access to the register of members.

- (2) The Board 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.
- (3) The Board must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule - **relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:
  - (a) its membership records;
  - (b) its financial statements;
  - (c) its financial records;
  - (d) records and documents relating to transactions, dealings, business or property of the Association.

## **78. 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) If the Association is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation to which income tax deductible gifts can be made:
  - (a) gifts of money or property for the principal purpose of the Association;
  - (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the association; and
  - (c) money received by the Association because of such gifts and contributions.
- (4) 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 and school education activities to the Association and which is not carried on for the profit or gain of its individual members.
- (5) Any revenue derived from state and federal government for the functioning of the school must only be used for the purpose of the school.
- (6) The body to which the surplus assets are to be given must be decided by special resolution.

## **79. ALTERATION OF RULES**

These Rules may only be altered by special resolution of a general meeting of the Association.

**Note:** An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the Association is taken to have adopted its own rules, not the model rules.

**Effective: 10 March 2021**