

**CONSUMER AFFAIRS VICTORIA**  
**Associations Incorporation Reform Act 2012**  
**RULES**  
**for annecto Incorporated**  
**Associations Incorporation Reform Regulations 2012**  
**Part 3**

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Dated: December, 2014

## Model Rules for an Incorporated Association

### Note

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

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

## PART 1—PRELIMINARY

### 1 Name

The name of the incorporated association is "annecto Incorporated" (annecto or the Association)

#### 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 annecto is to connect individuals and communities to realise an inclusive society by relieving poverty, sickness and the needs of the aged by assisting –

- a) people with disabilities, and
- b) other people who are significantly disadvantaged.

The mission and / or vision statements of annecto which support the purpose shall be those approved and published by the Board from time to time.

### 3 Financial year

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

### 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);

**Board** means the Board having management of the business of the Association;

**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 of these Rules;

**CEO**, means the Chief Executive Officer

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

**Corporate member** means a member that is an incorporated body and **representative** is a person appointed to represent a Corporate member;

**disciplinary appeal meeting** means a meeting of the members of the Association convened under Rule 23(3);

**disciplinary meeting** means a meeting of the Board convened for the purposes of Rule 22;

**disciplinary committee** means the Board committee appointed under Rule 20;

**financial year** means the 12 month period specified in Rule 3;

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

**Life Member** means a member appointed by the Board under Rule 14;

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

**member entitled to vote** means a member who under Rule 13(2) is entitled to vote at a general meeting;

**Regulations** means regulations made by the Board pursuant to Rule 74

**Rules** means these rules, which may also be referred to as the Constitution;

**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 representative, 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 ASSOCIATION

### 5 Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting sub-rule (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; and
  - (h) carry on income earning business activities in the course of furthering its purposes.
- (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) Sub-rule (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 -

if this 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 or corporation that supports the purposes of the Association and agrees not to do anything that is or may be detrimental to the Association is eligible for membership.

#### **9 Application for membership**

- (1) To apply to become a member of the Association, a person must submit (in original hard copy, facsimile or as an email attachment) an application on the prescribed form contained in the regulations to the Secretary (or marked to the attention of the Secretary) stating that the person -
  - (a) wishes to become a member of the Association; and
  - (b) supports the purposes and mission of the Association; and
  - (c) agrees not to do anything which is or may be considered to be detrimental to the Association; and
  - (d) agrees to comply with these Rules.
- (2) The application -
  - (a) must be signed by the applicant and by the members who nominated and seconded the application and who themselves must be entitled to vote; and
  - (b) must be accompanied by the joining fee and the first subscription if required.

#### **Note**

The joining fee is the fee (if any) determined by the Association under Rule 12(3).

#### **10 Consideration of application**

- (1) As soon as practicable after an application for membership is received, the Board or its delegate must decide whether to accept or reject the application.
- (2) The Secretary must notify the applicant in writing of the decision as soon as practicable after the decision is made.
- (3) If the Board in its absolute discretion rejects the application, the Secretary must return any money accompanying the application to the applicant.
- (4) An application will be rejected if the Board forms the view that the applicant is or will be unable to comply with Rule 9(1)(c).
- (5) No reason need be given for the rejection of an application.

#### **11 New membership**

- (1) If an application for membership is approved -
  - (a) the resolution to accept the membership must be recorded in the minutes of the Board meeting; and
  - (b) 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.
- (2) A person becomes a member of the Association and, subject to Rule 13(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—
  - (a) the person's membership is approved; or

(b) the person pays the joining fee.

## **12 Annual subscription and fee on joining**

- (1) The Board shall determine -
  - (a) the amount of the annual subscription; and
  - (b) the date for payment of the annual subscription; and
  - (c) any applicable joining fee in addition to the subscription.
- (2) The Board may also determine the amount of annual subscriptions separately payable by Perpetual members and Corporate members.
- (3) Unless determined otherwise by the Board, any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to -
  - (a) the full annual subscription; or
  - (b) a pro rata annual subscription based on the remaining part of the financial year; and
  - (c) any joining fee determined from time to time by the Board.
- (4) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

## **13 General rights of members**

- (1) A member of the Association who is entitled to vote has the right -
  - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - (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 79; and
  - (f) to inspect the register of members.
- (2) A member is entitled to vote if -
  - (a) the member is a member other than a Perpetual 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.

## **14 Life Members and Perpetual Members**

- (1) The Board in its sole discretion may appoint any member as a Life Member and / or a Perpetual Member, to acknowledge long and outstanding contribution to the Association, and the Board may from time to time determine and amend the rights and obligations attaching to life and perpetual membership.
- (2) Life Members are voting members and may have other rights as determined by the Board or by resolution at a general meeting.
- (3) Perpetual Members are non-voting members but may have other rights as determined by the Board or by resolution at a general meeting.
- (4) Life membership ceases with the death of the Life Member, but the Board may decide to continue to honour such a member in any way it considers appropriate in the circumstances.

- (5) Other categories of membership may be determined by special resolution at a general meeting.
- (6) Unless determined otherwise by resolution at a general meeting, members of other categories created in accordance with Rule 14(5) must not vote but may have other rights as determined by the Board or by resolution at a general meeting.

## **15 Rights not transferable**

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

## **16 Ceasing membership**

- (1) The membership of a person ceases on resignation, legal incapacity, expulsion or death.
- (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 74(3) 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.

## **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 (postal and/or email) for notice last given by the member;
    - (iii) the date of becoming a member;
    - (iv) if the member is a Life or Perpetual 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.

### **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.

## **Division 2 - Disciplinary action**

## **19 Grounds for taking disciplinary action**

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The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member -

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

## **20 Disciplinary committee of the Board**

- (1) If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board must appoint a disciplinary committee of the Board to hear the matter and determine what action, if any, to take against the member.
- (2) The member or members of the disciplinary committee -
  - (a) may be a Board member, a member of the Association or anyone else; 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 committee 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 (in person or by representative or both) the disciplinary meeting and address the disciplinary committee at that meeting;
    - (ii) give a written statement to the disciplinary committee (in hard copy or by email to the Secretary) at any time before the disciplinary meeting; and
  - (e) setting out the member's appeal rights under Rule 23.
- (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 disciplinary committee**

- (1) At the disciplinary meeting, the disciplinary committee must -
  - (a) give the member (or the member's representative or, at the discretion of the committee, both) an opportunity to be heard; and
  - (b) consider any written statement submitted by or on behalf of the member.
- (2) After complying with sub-rule (1), the disciplinary committee may -
  - (a) take no further action against the member; or
  - (b) subject to sub-rule (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 committee may not fine the member.

- (4) The suspension of membership rights or the expulsion of a member by the disciplinary committee under this Rule takes effect immediately after the committee's decision is made.

## **23 Appeal rights**

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under Rule 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given (in hard copy or by email) -
  - (a) to the disciplinary committee immediately after its decision to suspend or expel the person is taken; or
  - (b) to the Secretary not later than 48 hours after the decision.
- (3) If a person has given notice under sub-rule (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 (and/or the representative of the person if permitted by the Chair of the meeting) whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with sub-rule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld
  - (a) if not less than three quarters of the members voting at the meeting vote in favour of the decision, or
  - (b) if the person, or the person's nominated representative, fails to attend the meeting.

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## **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 mediator**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 26, 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.
- (2) The Board may determine the date, time and place of the annual general meeting.
- (3) 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.
- (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 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 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 sub-rule (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 sub-rule (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 sub-rule (3).

### **33 Notice of general meetings**

- (1) The Secretary (or, in the case of a special general meeting convened under Rule 32(3), 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) be sent to the address of the member (physical address or email address) contained in the register of members.
- (3) This rule does not apply to a disciplinary appeal meeting.

**Note**

Rule 23(4) sets out the requirements for notice of a disciplinary appeal meeting.

### **34 Proxies & Representatives**

- (1) Members do not have a right to appoint a proxy.
- (2) A corporate member must appoint a representative to vote and speak on its behalf at a general meeting, including a disciplinary appeal meeting.
- (3) Appointments of representatives, to be valid, must be -
  - (a) in writing sealed by, or signed on behalf of, the corporate member; and
  - (b) received by the Secretary no later than 24 hours before the commencement of the meeting.
- (4) Representatives may exercise all the rights of members under these Rules.

### **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 sub-rule (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)
  - (a) The quorum for a general meeting is the presence (physically, or as allowed under Rule 35) of at least 5 members entitled to vote.
  - (b) The quorum for a general meeting convened by members under sub-rule 32 is the presence (physically, or as allowed under rule 35) of at least 25% 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, the meeting must be dissolved;

**Note**

If a meeting convened by, or at the request of, members is dissolved under this sub-rule, 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.

- (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 sub-rule (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 meeting**

- (1) The Chair 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 sub-rule (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.

### **38 Voting at general meeting**

- (1) On any question arising at a general meeting -
  - (a) subject to sub-rule (3), each member who is entitled to vote has one vote; and
  - (b) members may vote personally or by a corporate representative; 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 Chair 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.

### **39 Special resolutions**

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by a corporate representative) 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 Chair 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 Chair of the meeting; and
- (b) the Chair must declare the result of the resolution on the basis of the poll.

(3) A poll demanded on the election of the Chair 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 Chair.

**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 number of members and corporate representatives attending the meeting; and
- (b) the financial statements submitted to the members in accordance with Rule 30(4)(b)(ii); and
- (c) 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
- (d) 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 Board**

## **42 Role and powers**

- (1) The business of the Association must be managed by or under the direction of a Board.
- (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.

## **43 Delegation**

- (1) The Board may delegate to a member of the Board, a Board committee 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.
- (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 Board**

- (1) The Board will be limited to a maximum of 12 members and shall consist of -
  - (a) up to ten ordinary members elected under Rule 53;
  - (b) up to two persons co-opted by the Board.
- (2) At the first Board meeting following each annual general meeting, the Board shall elect from within its number a President, Vice-President and Treasurer.
- (3) The Board may from time to time determine the number of positions, not exceeding 12, comprising the Board but shall only ever reduce the number by Board positions that are unfilled at the time of the reduction.

NOTE: This provision cannot be used to remove a Board member while in office.
- (4) The CEO and the Secretary shall not be members of the Board.

## **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) 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 President and Vice-President**

- (1) Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chair for any general meetings and for any Board meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chair 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.
- (3) The chair of a meeting of the board or of the members has a deliberative vote, but does not have a casting vote.

#### **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; and
  - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in Rule 71(3), all books, documents and securities of the Association in accordance with Rule 79; 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 be satisfied that internal procedures exist to facilitate -
  - (a) the appropriate acknowledgement or receipt of all moneys paid to or received by the Association; and
  - (b) the payment of all moneys received into the account of the Association within a reasonable time after receipt; and
  - (c) the payment from the Association's funds of money authorised by the Board or by a general meeting of the Association or in accordance with appropriate Board delegations; and
  - (d) the signing of cheques and electronic funds transfers in accordance with the Regulations.
- (2) The Treasurer must ensure that -
  - (a) the CEO is cognisant of the fact that the financial records of the Association must be kept in accordance with the Act; and

- (b) appropriate procedures are in place -
  - (i) to facilitate 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, and
  - (ii) that allow at least one other Board member to 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 (including co-opted members)**

- (1) A person is eligible to be elected or appointed as a Board member if the person -
  - (a) is a member and a natural person 18 years or over; and
  - (b) is a member entitled to vote at a general meeting, or
  - (c) is a natural person co-opted by the Board under sub-rule 49(2) and
  - (d) has submitted and has had their nomination approved in accordance with the Regulations.
- (2) The Board may -
  - (a) at its first meeting after each annual general meeting, and
  - (b) at any subsequent meeting;
  - (c) co-opt up to 2 ordinary members of the Board.
- (3) Co-opted members of the Board must -
  - (a) be or become a member of the Association; and
  - (b) not be an employee of the Association, and
  - (c) retire at the end of the next annual general meeting after they were co-opted.
- (4) A retiring co-opted member may be subsequently re-appointed by the Board.

#### **50 Term of Office**

- (1) Elected Board members -
  - (a) hold office for a term of three years and at the annual general meeting falling at the end of such term the position will be declared vacant.
  - (b) may serve three consecutive terms after which time he or she remains ineligible for re-appointment for a period of one year.
- (2) Other than for co-opted Board positions, an election in accordance with Rules 51 to 54 shall be held at each annual general meeting for those positions declared vacant.
- (3) At each annual general meeting, one third of the elected Board members (rounded down if current board positions are not divisible by three) and each co-opted member shall vacate their positions and those eligible elected Directors may stand for re-election in accordance with these rules.
- (4) Board members vacating the requisite number of positions shall be determined in the following order until that number has been reached -
  - (a) members who were appointed by the Board to fill a casual elected Director vacancy during the year;
  - (b) elected Board members whose current term will reach (or for some reason exceed) three years since appointment;
  - (b) elected members who have served the longest, but not yet reached three years since appointment.

- (5) If there is more than one elected member with identical time in office, the order of precedence shall be determined by agreement or, failing agreement, by lot.

#### **51 Nominations for elected positions**

- (1) Prior to each annual general meeting, the President shall call for nominations to fill vacant elected positions on the Board.
- (2) An eligible member of the Association may -
  - (a) nominate himself or herself; or
  - (b) with the member's consent, be nominated by another member.
- (3) A candidate nominated for an elected Board position must include with his/her nomination or acceptance of nomination a statement setting out any relevant qualifications of the candidate for election as a member of the Board.
- (4) To be eligible, nominations must be received by the Secretary at least 28 days prior to the relevant annual general meeting.

#### **52 Nominations and positions available.**

- (1) The number of elected Board positions available to be filled and the names and relevant experience of members who are standing for election to those positions shall be contained in the notice of annual general meeting.
- (2) If the number of eligible nominations received is equal to or less than the number of vacancies to be filled on the Board, those who nominated shall be declared elected at the annual general meeting.

#### **53 Election of ordinary members**

- (1) The Board shall determine whether a single election will be held to fill all of those positions or whether each position shall be voted individually.
- (2) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with Rule 54.

#### **54 Ballot**

- (1) If a ballot is required for the election for a position, the Chair 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 voting paper to -
  - (a) each member present in person; and
  - (b) each representative of a Corporate member.
- (6) If the ballot is for a single position, the voter must write on the ballot paper or place a tick against 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 or put a tick against the name on the paper of each candidate for whom they wish to vote;
  - (b) the voter must not write or tick the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with sub-rule (7)(b) are not to be counted.

- (9) Each ballot paper on which the name of a candidate has been written or ticked 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 sub-rule (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 sub-rules (4) to (10) to decide which of those candidates is to be elected; or
  - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

**Examples**

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

**55 Removal from office**

- (1) 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.
- (2) A member who is the subject of a proposed special resolution under sub-rule (3)(a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (3) The Secretary or the President 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.

**56 Vacation of office**

- (1) A Board member may resign from the Board by written notice (including notice by email) addressed to the Board or to the Secretary.
- (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 68; or
  - (c) is no longer entitled to vote at a general meeting; or
  - (d) otherwise ceases to be a Board member by operation of section 78 of the Act; or
  - (e) becomes an employee of the Association.
- (3) If the position of Secretary becomes vacant, the Board must appoint an Australian resident over the age of 18 to the position (on a full time or interim basis) within 14 days after the vacancy arises.

**57 Filling 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 56; or
  - (b) was not filled by election at the last annual general meeting, subject to rule 44(3).
- (2) Rule 55(1) applies to any Board member appointed by the Board under sub-rule (1).
- (3) The Board may continue to act despite any vacancy in its membership.

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

### **58 Meetings of Board**

- (1) The Board must meet at least 4 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 President, the CEO or by any 3 members of the Board.

### **59 Notice of meetings**

- (1) Notice of each Board meeting must be given to each Board member no later than 5 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 an unscheduled Board meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) Without leave of the Chair of the meeting, the only business that may be conducted at an unscheduled meeting is the business for which the meeting is convened.

### **60 Urgent meetings**

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with Rule 59 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 sub-rule (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) of a majority of Board members including any one of the President, the Vice President or the Treasurer.
- (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.

#### **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) Sub-rule (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 Chair of the meeting does not have a second or casting vote.
- (5) Voting by proxy is not permitted.

#### **65 Conflict of interest**

- (1) 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.
- (2) The member -
  - (a) must not be present while the matter is being considered at the meeting; and
  - (b) must not vote on the matter.

##### **Note**

Under section 81(3) of the Act, if there are insufficient 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.

- (3) This rule does not apply to a material personal interest -
  - (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
  - (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

#### **66 Resolutions without meetings**

- (1) A resolution set out in a document (or documents) signed by at least three-quarters of the members of the Board entitled to vote stating that they are in favour has the same effect as a resolution passed at a meeting of the Board.
- (2) Separate copies of a document may be used for signing if the wording and statement is identical in each copy. Documents forwarded electronically may be returned with a facsimile signature, which will indicate a vote in favour.
- (3) The resolution is passed when the last Board member signs.

#### **67 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 resolution passed under rule 66, and
  - (e) any material personal interest disclosed under rule 65.

## **68 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**

### **69 Source of funds**

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

### **70 Management of funds**

- (1) The Association must open an account or accounts with a financial institution to enable the functional payment and receipt of the Association's funds.
- (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 delegate the authority to expend funds on behalf of the Association (including by electronic funds transfer and credit card debt) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed in accordance with the Regulations and with Board 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) With the approval of the Board, the CEO may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

### **71 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 ensure the safekeeping of -
  - (a) the financial records for the current financial year; and
  - (b) any other financial records as authorised by the Board.

### **72 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 sub-rule (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.

## **PART 7 - GENERAL MATTERS**

### **73 Chief Executive Officer**

- (1) The Board shall -
  - (a) employ a CEO and determine the terms and conditions of employment, the position description (incorporating role, function and duties) and delegated authority of the CEO;
  - (b) annually review the performance of the CEO against the position description and any key performance indicators agreed between the Board and the CEO for the year in review;
  - (c) only by absolute majority, resolve to remove the CEO at any time, subject to the terms and conditions relevant to the appointment;
  - (d) promptly appoint an acting CEO whenever there is a vacancy in the position or when the Board, in the Board's absolute discretion, forms the view that the CEO is unable to carry out his or her duties.
- (2) The CEO shall report to the Board through the President, who will manage the day to day function of the CEO.
- (3) Unless the President determines otherwise in respect of a particular meeting, the CEO shall be entitled to receive notice of each meeting held under this Part.
- (4) The CEO is entitled to attend any meeting of which he or she is entitled to receive notice and to be heard on any business of that meeting, but shall not be entitled to vote on any resolution or matter before the meeting and shall leave any meeting at the request of the President to enable the Board to discuss issues in the absence of management.

### **74 Regulations**

- (1) The Board may from time to time and by resolution passed by an absolute majority make and amend Regulations for the administration of the Association, which must not be inconsistent with these Rules.
- (2) Members must at all times comply with the Regulations as if they formed part of these Rules.

### **75 Indemnity**

The association indemnifies members of the Board against any liability incurred by them as members of the Board, unless the liability arises out of conduct involving a breach of their duties.

### **76 Common seal**

- (1) The Association may have a common seal.
- (2) If the Association has a common seal -
  - (a) the name of the Association must appear in legible characters on the common seal;
  - (b) a document may only be sealed with the common seal by the authority of the Board and the sealing must be witnessed by the signatures of any two of those persons contained in the Regulations or otherwise approved by the Board;
  - (c) the common seal must be kept in the custody of the Secretary.

### **77 Registered address**

The registered address of the Association is -



- (a) the address determined from time to time by resolution of the Board; or
- (b) if the Board has not determined an address to be the registered address - the postal address of the Secretary.

## 78 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 to the location specified in the register of members.
- (2) Sub-rule (1) does not apply to notice given under rule 60.
- (3) Any notice required to be given to the Association or the Board may be given -
  - (a) by handing the notice to the Secretary; or
  - (b) by sending the notice by post to the Secretary at the registered address of the Association; or
  - (c) by leaving the notice for the Secretary at the registered address of the Association; or
  - (d) if the Board determines that it is appropriate in the circumstances -
    - (i) by email to the email address of the Secretary; or
    - (ii) by facsimile transmission to the facsimile number of the Association and marked to the attention of the Secretary.

## 79 Custody and inspection of books and records

- (1) Members may on request inspect free of charge -
  - (a) the register of members;
  - (b) the minutes of general meetings;
  - (c) subject to sub-rule (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 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 sub-rule (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.

## **80 Winding up and cancellation**

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

## **81 Alteration of Rules**

These Rules may only be altered by special resolution of a general meeting of the Association. The Board may recommend and support any such changes put to the members.

### **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.

