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**Date**

## Rules of Association

*Associations Incorporation Reform Act 2012 (Vic)*

**South Port Day Links Inc**  
**A0023984F**



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## RULES OF ASSOCIATION

### PART 1—PRELIMINARY

#### 1 Name

The name of the incorporated association is South Port Day Links Incorporated.

#### 2 Purpose

- (1) The purpose of the Association is to provide assistance to older people and people with a disability who are residents of the City of Port Phillip so they can live independently in the community.
- (2) To achieve this purpose, the Association will provide a range of community transport and support programs.

#### 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 Committee, means a majority of the Committee Members currently holding office and entitled to vote at the time (as distinct from a majority of Committee Members present at a Committee meeting).

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

**Association** means the incorporated association described in rule 1.

**Committee** means the committee having management of the business of the Association.

**Committee Meeting** means a meeting of the Committee held in accordance with these Rules.

**Committee Member** means a Member of the Committee elected or appointed under Division 3 of Part 5 and Committee Members has the corresponding meaning.

**Disciplinary Appeal Meeting** means a meeting of the Members convened under rule 22(3).

**Disciplinary Meeting** means a meeting of the Committee specified in rule 20(3).

**Disciplinary Subcommittee** means the subcommittee appointed under rule 19.

**Financial Year** means the 12 month period specified in rule 3.

**General Meeting** means a meeting of the Members including a Disciplinary Appeal Meeting, and an annual general meeting and a special general meeting convened in accordance with Part 4.

**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.

**Registrar** means the registrar under the Act.

**Rules** means these rules including any amendment.

**Special Resolution** means a resolution:

- (a) notice of which has been given in accordance with subrule 32(1)(a); and
- (b) that is passed by not less than three-quarters of the votes cast by Members Entitled

to Vote and voting at a General Meeting, whether in person or by proxy.  
**Staff Member** means a person employed by the Association.

## **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 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; and
  - (g) enter into any other contract it considers necessary or desirable.
- (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 the 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—if this is done in good faith on terms no more favourable than if the Member were not a Member.

## **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 supports the purposes of the Association is eligible for membership.

### **9 Application for membership**

- (1) To apply to become a Member, a person must submit a written application to a Committee Member stating that the person—
  - (a) wishes to become a Member;
  - (b) supports the purposes of the Association; and

- (c) agrees to comply with these rules.
- (2) The application—
  - (a) must be signed by the applicant; and
  - (b) may be accompanied by the joining fee.

## **10 Consideration of application**

- (1) As soon as practicable after an application for membership is received, the Committee must decide by resolution whether to accept or reject the application.
- (2) The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) If the Committee rejects the application, it must return any money accompanying the application to the applicant.
- (4) No reason need be given for the rejection of an application.

## **11 New membership**

- (1) If an application for membership is approved by the Committee—
  - (a) the resolution to accept the membership must be recorded in the minutes of the Committee 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 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 Committee approves the person's membership; or
  - (b) the person pays the joining fee.

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

- (2) Before the end of each financial year, the Committee must determine—
  - (a) the amount of the annual subscription (if any) for the following financial year; and
  - (b) the date for payment of the annual subscription.
- (3) The Committee may determine that 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;
  - (b) a pro rata annual subscription based on the remaining part of the financial year; or
  - (c) a fixed amount determined from time to time by the Association.
- (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 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;
  - (b) to submit items of business for consideration at a General Meeting;
  - (c) to attend and be heard at General Meetings; and
  - (d) to vote at a General Meeting;
- (2) A Member is entitled to vote if—

- (a) more than 10 business days have passed since he or she became a Member; and
- (b) the member's membership rights are not suspended for any reason.

**14 Rights not transferable**

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

**15 Ceasing membership**

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a Member, the Secretary must, as soon as practicable, enter the date the person ceased to be a Member in the register of members.

**16 Resigning as a Member**

- (1) A Member may resign by notice in writing given to the Association or verbally to the Chair or Secretary and ratified by the Committee.
- (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.

**17 Register of members**

The Secretary must keep and maintain a register of members that includes—

- (1) for each current Member—
  - (a) the Member's name;
  - (b) the address for notice last given by the Member;
  - (c) the date of becoming a Member;
  - (d) any other information determined by the Committee; and
- (2) for each former Member, the date of ceasing to be a Member.

**Division 2 – Disciplinary action**

**18 Grounds for taking disciplinary action**

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

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

**19 Disciplinary Subcommittee**

- (1) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a Member, the Committee must appoint a Disciplinary Subcommittee to hear the matter and determine what action, if any, to take against the Member.
- (2) The members of the Disciplinary Subcommittee—
  - (a) may be Committee Members, Members or anyone else; but



- (b) must not be biased against, or in favour of, the Member concerned.

## 20 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;
  - (b) stating the grounds for the proposed disciplinary action;
  - (c) specifying the date, place and time of the meeting at which the Disciplinary Subcommittee intends to consider the disciplinary action (the **Disciplinary Meeting**);
  - (d) advising the Member that he or she may do one or both of the following—
    - (i) attend the Disciplinary Meeting and address the Disciplinary Subcommittee at that meeting;
    - (ii) give a written statement to the Disciplinary Subcommittee at any time before the Disciplinary Meeting; and
  - (e) setting out the Member's appeal rights under rule 22.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the Disciplinary Meeting is held.

## 21 Decision of subcommittee

- (1) At the Disciplinary Meeting, the Disciplinary Subcommittee must—
  - (a) give the Member an opportunity to be heard;
  - (b) allow the Member to bring a support person to the meeting; and
  - (c) 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;
    - (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.

## 22 Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 21 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
  - (a) to the Disciplinary Subcommittee immediately after the vote to suspend or expel the person is taken; or
  - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under subrule (2), a Disciplinary Appeal Meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.

- (4) Notice of the Disciplinary Appeal Meeting must be given to each Member 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;
    - (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.

## **23 Conduct of Disciplinary Appeal Meeting**

- (1) At a Disciplinary Appeal Meeting—
- (a) no business other than the question of the appeal may be conducted;
  - (b) the Committee must state the grounds for suspending or expelling the Member and the reasons for taking that action; and
  - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), the Members Entitled to Vote and who are present 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**

## **24 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 Committee;
  - (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.

## **25 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.

## **26 Appointment of mediator**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 25, the parties must within 10 days—
- (a) notify the Committee of the dispute;
  - (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 Committee; or
  - (ii) if the dispute is between a Member and the Committee or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Committee may be a Member or former Member 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.

## **27 Mediation process**

- (1) The mediator to the dispute, in conducting the mediation, must—
  - (a) give each party every opportunity to be heard;
  - (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.

## **28 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**

## **29 Annual general meetings**

- (1) The Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) The Committee 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 Committee 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 Committee in accordance with Part 7 of the Act;
  - (c) to elect the Committee Members.
- (4) The annual general meeting may also conduct any other business of which notice has been given in accordance with these rules.

## **30 Special general meetings**

- (1) Any General Meeting, other than an annual general meeting or a Disciplinary Appeal Meeting, is a special general meeting.

- (2) The Committee may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 32 may be conducted at the meeting.

### **31 Special general meeting held at request of Members**

- (1) The Committee 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;
  - (b) state the business to be considered at the meeting and any resolutions to be proposed;
  - (c) include the names and signatures of the Members requesting the meeting; and
  - (d) be given to the Secretary.
- (3) If the Committee 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).

### **32 Notice of general meetings**

- (1) The Secretary (or, in the case of a special general meeting convened under rule 31(3), the Members convening the meeting) must give to each Member—
  - (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;
  - (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 33(5).
- (3) This rule does not apply to a Disciplinary Appeal Meeting.

### **33 Proxies**

- (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) The appointment of a proxy must be in writing and signed by the Member making the appointment.
- (3) 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.

- (4) If the Committee has 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.
- (5) Notice of a General Meeting given to a Member under rule 32 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 Committee has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

### **34 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.

### **35 Chairperson of General Meetings**

- (1) Subject to subrule (2), the Chair or, in their absence, the Deputy Chair will be the chairperson of every General Meeting.
- (2) If the Chair and the Deputy Chair are both absent, or are unable or unwilling to preside, the chairperson of the General Meeting will be a Member elected by the other Members present.

### **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 34) of 5 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 31 — the meeting must be dissolved;
  - (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 meeting**

- (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.
- (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 32.

### **38 Voting at General Meeting**

- (1) On any question arising at a General Meeting—
  - (a) subject to subrules (3) and (4), each Member Entitled to Vote has one vote;
  - (b) Members may vote personally or by proxy; 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 General 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 23.

### **39 Determining whether resolution carried**

- (1) Subject to subrule (2), the chairperson of a General Meeting may, on the basis of a show of hands, declare that a resolution has been—
  - (a) carried;
  - (b) carried unanimously;
  - (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 the chairperson of the General Meeting or 3 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 of the General Meeting 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 of the General Meeting.

### **40 Minutes of General Meeting**

- (1) The Committee 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;
  - (b) proxy forms given to the Chairperson of the meeting under rule 33(6);
  - (c) the financial statements submitted to the Members in accordance with rule 29(3)(b)(ii);
  - (d) the certificate signed by 2 Committee 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—COMMITTEE**

### **Division 1—Powers of Committee**

#### **41 Role and powers**

- (1) The business of the Association must be managed by or under the direction of a Committee.
- (2) The Committee may exercise all the powers of the Association except those powers that these rules or the Act require to be exercised by the Association in a General Meeting.
- (3) The Committee may—
  - (a) appoint and remove staff;
  - (b) establish subcommittees consisting of Members with terms of reference it considers appropriate.

#### **42 Delegation**

- (1) The Committee may delegate to a Committee Member, a subcommittee or Staff Member, any of its powers and functions other than—
  - (a) this power of delegation; or
  - (b) a duty imposed on the Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may, in writing, revoke a delegation wholly or in part.

### **Division 2—Composition of Committee and duties of members**

#### **43 Composition of Committee**

The Committee consists of—

- (1) a Chair;
- (2) a Deputy Chair;
- (3) a Secretary;
- (4) a Treasurer; and
- (5) up to 6 ordinary members (if any) elected under rule 53.

#### **44 General Duties**

- (1) As soon as practicable after being elected or appointed to the Committee, each Committee Member must become familiar with these Rules and the Act.

- (2) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual Committee Members comply with these Rules.
- (3) Committee Members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Committee Members must exercise their powers and discharge their duties—
  - (a) in good faith in the best interests of the Association; and
  - (b) for a proper purpose.
- (5) Committee Members and former Committee Members must not make improper use of—
  - (a) their position; or
  - (b) information acquired by virtue of holding their position—
 so as to gain an advantage for themselves or any other person or to cause detriment to the Association.
- (6) In addition to any duties imposed by these rules, a Committee Member must perform any other duties imposed from time to time by resolution at a General Meeting.

#### **45 Chairperson of Committee Meetings**

- (1) Subject to subrule (2), the Chair or, in the Chair's absence, the Deputy Chair will be the chairperson of any Committee Meetings.
- (2) If the Chair and the Deputy Chair are both absent, or are unable or unwilling to preside, the chairperson of the Committee Meeting must be a Committee Member elected by the other Committee Members present.

#### **46 Secretary**

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (2) The Secretary must—
  - (a) maintain the register of members in accordance with rule 17;
  - (b) keep custody of the common seal (if any) of the Association in accordance with rule 71 and, except for the financial records referred to in rule 69(3), all books, documents and securities of the Association in accordance with rule 74;
  - (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.

#### **47 Treasurer**

- (1) The Treasurer must—
  - (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association;
  - (b) ensure that all moneys received are paid into the account of the Association promptly after receipt;
  - (c) make any payments authorised by the Committee or by a General Meeting from the Association's funds; and
  - (d) ensure cheques are signed by at least 2 authorised signatories of the Association.
- (2) The Treasurer must—



- (a) ensure that the financial records of the Association are kept in accordance with the Act and the Association's funding source requirements;
  - (b) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association; and
  - (c) ensure an independent audit of the financial statements for the Financial Year to be conducted for presentation at the annual general meeting.
- (3) The Treasurer must ensure that at least one other Committee Member has access to the accounts and financial records of the Association.

### **Division 3—Election of Committee Members and tenure of office**

#### **48 Who is eligible to be a Committee member**

A Member is eligible to be elected or appointed as a Committee Member if the Member—

- (1) is 18 years or over; and
- (2) is entitled to vote at a General Meeting.

#### **49 Rotational retirement of First Committee Members**

- (3) The Committee Members as at the date of adoption of these rules are the First Committee Members for the purposes of this rule 49.
- (4) At the end of the first and second annual general meetings after the adoption of these rules, one third of the First Committee Members will retire from office. Unless they agree otherwise among themselves, the First Committee Members to retire will be:
  - (a) first, those who wish to retire;
  - (b) secondly, those who have been longest in office since their original appointment as a Committee Member; and
  - (c) thirdly, as between those persons who became Committee Members on the same day, determined by lot.
- (5) At the end of the third annual general meeting after the adoption of these rules, the balance of the First Committee Members will retire from office.
- (6) A First Committee Member retiring under this rule 49 may be re-elected.

#### **50 Term of office generally**

- (1) Except as provided in rule 49 (First Committee Members), 56 (casual vacancies) and subrule (4), a Committee Member will hold office from the end of the annual general meeting at which they are appointed until the end of the third annual general meeting following that appointment when they must retire (3 year term).
- (2) Subject to sub-rules (3) and (4), no Committee Member may serve more than 3 consecutive 3 year terms without a break of at least 3 years.
- (3) Any term served by a Committee Member prior to the adoption of these rules or as a First Committee Member is not counted for the purpose of subrule (2).
- (4) A Committee Member who has served 3 consecutive 3 year terms may be elected by a Special Resolution for an additional term of no more than 1 year.

## **51 General Meeting nominations**

- (1) Nominations of candidates for election as officers of the Association or as ordinary Committee Members must be:
  - (a) from an eligible Member;
  - (b) made in writing and include the written consent of the candidate; and
  - (c) delivered to the Secretary not less than 7 days before the date fixed for the holding of the annual general meeting.
- (2) A candidate may only be nominated for one office, or as an ordinary Committee Member, prior to the annual general meeting;

## **52 Election of Chair etc.**

- (1) At the annual general meeting, separate elections must be held for any of the following position if they are vacant:
  - (a) Chair;
  - (b) Deputy Chair;
  - (c) Secretary;
  - (d) 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 54.
- (4) On his or her election, the new Chair may take over as chairperson of the annual general meeting.

## **53 Election of ordinary members**

- (1) There will be a maximum of 6 ordinary Committee Members.
- (2) If the number of Members nominated for the position of ordinary Committee Member is less than or equal to the number to be elected, the chairperson of the meeting must declare each of those Members to be elected.
- (3) 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 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.
- (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) will not be counted.
- (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (11) If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must—
  - (a) conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected; or
  - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

## **55 Vacation of office**

- (1) A General Meeting may –
  - (a) by Special Resolution remove a Committee Member from office; and
  - (b) elect an eligible Member to fill the vacant position in accordance with this Division.
- (2) A Member who is the subject of a proposed Special Resolution under subrule (1)(a) may make representations in writing to the Secretary or Chair (not exceeding a reasonable length) and may request that the representations be provided to the Members.
- (3) The Secretary or the Chair (as applicable) may give a copy of the representations to each Member 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.
- (4) A Committee Member may resign from the Committee by written notice addressed to the Committee.
- (5) A person ceases to be a Committee Member if he or she—
  - (a) ceases to be a Member;
  - (b) fails to attend 3 consecutive Committee meetings (other than special or urgent Committee meetings) without leave of absence under rule 66; or
  - (c) otherwise ceases to be a Committee Member by operation of section 78 of the Act.

## **56 Filling vacancies**

- (1) The Committee may appoint an eligible Member to fill a position on the Committee that—
  - (a) has become vacant under rule 55; or
  - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Committee must appoint a Member to the position within 14 days after the vacancy arises.
- (3) Any person so appointed under subrules (1) or (2) will retire at the end of the next annual general meeting and subject to rules 48 (general eligibility) and 50 (term of office) will be eligible for election.
- (4) The Committee may continue to act despite any vacancy in its membership.

## **Division 4—Committee Meetings**

### **57 Committee Meetings**

- (1) The Committee must meet at least 4 times in each year at the dates, times and places determined by the Committee.
- (2) The date, time and place of the first Committee Meeting following the annual general meeting must be determined by the Committee Members as soon as practicable after the annual general meeting.
- (3) Special Committee meetings may be convened by the Chair or by any 4 Committee Members.

### **58 Notice of meetings**

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

### **59 Urgent meetings**

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 58 provided that as much notice as practicable is given to each Committee Member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an Absolute Majority of the Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

### **60 Procedure and order of business**

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

### **61 Use of technology**

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

### **62 Quorum**

- (1) No business may be conducted at a Committee Meeting unless a quorum is present.
- (2) The quorum for a Committee Meeting is the presence (in person or as allowed under rule 61) of 5 Committee Members. Where the Committee comprises 5 or less, then the quorum for the Committee Meeting is the majority of the Committee Members.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Committee meeting—

- (a) in the case of a special meeting—the meeting lapses; and
- (b) in any other case—the meeting will be adjourned to a date nominated at the discretion of the Chair.

### **63 Voting**

- (1) On any question arising at a Committee Meeting, each Committee Member present at the meeting has one vote.
- (2) A motion is carried if a majority of Committee 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 Committee.
- (4) If votes are divided equally on a question, the chairperson of the Committee Meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

### **64 Conflict of interest**

- (1) A Committee Member who has a material personal interest in a matter being considered at a Committee Meeting must disclose the nature and extent of that interest to the Committee.
- (2) The Committee Member—
  - (a) must not be present while the matter is being considered at the meeting; and
  - (b) must not vote on the matter.
- (3) This rule does not apply to a material personal interest—
  - (a) that exists only because the Committee Member belongs to a class of persons for whose benefit the Association is established; or
  - (b) that the Committee Member has in common with all, or a substantial proportion of, the Members.

### **65 Minutes of meeting**

- (1) The Committee must ensure that minutes are taken and kept of each Committee meeting.
- (2) The minutes must record the following—
  - (a) the names of the Committee 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; and
  - (d) any material personal interest disclosed under rule 64.

### **66 Leave of absence**

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

## **PART 6—FINANCIAL MATTERS**

### **67 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 sources approved by the

Committee.

## **68 Management of funds**

- (1) The Association must open an account(s) with a financial institution(s) from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) All funds of the Association must be deposited into the financial account of the Association promptly after receipt.
- (3) Subject to any restrictions imposed by a General Meeting, the Committee may approve expenditure on behalf of the Association.
- (4) The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (5) All electronic transfers (including EFT, Bpay), cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.
- (6) The Association may maintain a credit card or debit card with a financial institution in the name of a single identified Staff Member for use of payment of amounts as delegated by the Committee. The Committee will determine the credit or debit limits to apply to the credit or debit card, and the transaction level for the individual Staff Member to authorise the transaction on the card. Reimbursement of the card balance is to be made by 2 authorised signatories.
- (7) With the approval of the Committee, the Treasurer 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.

## **69 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—
  - (a) the financial records for the current financial year; and
  - (b) any other financial records as authorised by the Committee.

## **70 Financial statements**

- (1) For each financial year, the Committee 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 Committee;
  - (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**

### **71 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 Committee and the sealing must be witnessed by the signatures of 2 Committee Members;
  - (c) the common seal must be kept in the custody of the Secretary.

### **72 Registered address**

The registered address of the Association is—

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

### **73 Notice requirements**

- (1) Any notice required to be given to a Member or a Committee Member under these Rules may be given—
  - (a) by handing the notice to the Member or Committee Member (as applicable) personally;
  - (b) by sending it by post to the Member or Committee Member (as applicable) at the address recorded for that person on the register of members;
  - (c) by email or facsimile transmission; or
  - (d) by leaving the notice at the registered address.
- (2) Subrule (1) does not apply to notice given under rule 59.
- (3) Any notice required to be given to the Association or the Committee may be given—
  - (a) by handing the notice to a Committee Member;
  - (b) by sending the notice by post to the registered address;
  - (c) by leaving the notice at the registered address; or
  - (d) if the Committee 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.

### **74 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; or
  - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association.
- (2) The Committee may refuse to permit a Member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where

to do so may be prejudicial to the interests of the Association.

- (3) The Committee 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; and
  - (d) records and documents relating to transactions, dealings, business or property of the Association.

## 75 Winding up and revocation

- (1) The Association may be wound up voluntarily by Special Resolution.
- (2) If the Association is wound up, any surplus assets of the Association must not be distributed to a Member or a former Member, unless that Member or former Member is a charity described in subrule (3).
- (3) Subject to the *Corporations Act* 2001 (Cth), the Act, and any court order, any surplus assets that remain after the Association is wound up must be distributed to one or more charities:
  - (a) with charitable purposes similar to, or inclusive of, the purposes in rule 2; and
  - (b) which also prohibit the distribution of any surplus assets to its members to at least the same extent as the Association.
- (4) If the Association is endorsed as a deductible gift recipient under subdivision 30BA of the *Income Tax Assessment Act* 1997 (Cth) at the time it is wound up, then in addition to the requirements under subrule (3), the charity or charities to which the surplus assets are distributed must also be endorsed as a deductible gift recipient at the time the distribution is made.
- (5) The decision as to the charity or charities to be given the surplus assets must be made by a Special Resolution at or before the time of winding up. If the Members do not make this decision, the Association may apply to the Supreme Court to make this decision.
- (6) If the Association's deductible gift recipient endorsement is revoked (whether or not the Association is to be wound up) any surplus gift funds must be transferred to one or more charities that meet the requirements of subrule (4).
- (7) For the purpose of this rule 75:
  - (a) **gift funds** means:
    - (i) gifts of money or property for the purposes;
    - (ii) contributions made in relation to a fund-raising event held for the purposes; and
    - (iii) money received by the Association because of such gifts and contributions,
  - (b) **contributions** and **fund-raising event** have the same meaning as in Division 30 of the *Income Tax Assessment Act* 1997 (Cth).



**76      Alteration of Rules**

These Rules may only be altered by Special Resolution.

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