

# RULES FOR CHILD & FAMILY SERVICES BALLARAT INC

## PART 1 – THE ASSOCIATION

### 1. Name

The name of the incorporated association is Child & Family Services Ballarat Inc.

### 2. Purposes

- 2.1 The Association provides community services that aim to overcome obstacles that prevent all people from achieving their full potential, and that are designed to respond to the promotion and protection of:
- a) the best interests of children with a focus on child safeguarding; and
  - b) the dignity, autonomy and safety of the individual and of the family.
- 2.2 Specifically, the Association seeks to:
- a) maintain and conduct an Association of a non-political character;
  - b) provide facilities for the use of members and others at places determined from time to time by the Board;
  - c) promote a greater interest in wellbeing in the community at large;
  - d) develop relationships with other organisations by which ideas about the Association's purposes may be exchanged;
  - e) prevent people from becoming increasingly dependent upon welfare services, and encourage closer contact with their primary and neighbourhood supports.
  - f) take whatever steps are possible to inhibit family breakdown and provide safety and care for children whose families are unable to do so, as well as for those children whose wellbeing has been professionally assessed as being in jeopardy;
  - g) guide, counsel and encourage those under care to reach their potential through formal education and planned experiences that provide special enrichment and community involvement;
  - h) respect the values, diversity and cultural aspirations of individuals and families;
  - i) develop policies and procedures that ensure that all programs and services are age-appropriate and as unrestrictive as possible;
  - j) uphold and advance human rights without discrimination;
  - k) encourage client participation in the planning, evaluation and implementation of services;
  - l) ensure that children and young people actively participate in all decisions affecting them, and that their voices are heard and respected;
  - m) foster community access to decision making;
  - n) involve the Association in the planning and integration of community welfare services at regional and State levels;
  - o) review and monitor the activities of the Association regularly to ensure that its approaches are innovative and effective.

### 3. Not for profit Association

The assets and income of the Association must be applied solely in the furtherance of the Purposes. No portion of either may be distributed directly or indirectly to the members of the Association, except as bona fide compensation for services rendered or expenses properly incurred on behalf of the Association.

#### 4. Winding up

- 4.1 The Association may be wound up voluntarily by special resolution.
- 4.2 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.
- 4.3 Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be transferred to a body whose purposes are similar to the Purposes of the Association, including prohibition of its income and property being distributed among its members.
- 4.4 The body to which the surplus assets are to be transferred must be decided by special resolution.

#### 5. Alteration of Rules

These Rules may only be altered in accordance with the Act.

### PART 2 – INTERPRETATION

#### 6. Definitions

6.1 In these Rules, unless the contrary intention appears:

- 6.1.1 **Act** means the *Associations Incorporation Reform Act 2012* (Vic);
- 6.1.2 **Association** means Child & Family Services Ballarat Inc;
- 6.1.3 **Board** means the Board of Governance having management of the functions, operations and activities of the Association;
- 6.1.4 **Board member** means a member of the Board;
- 6.1.5 **CEO** means the Chief Executive Officer of the Association;
- 6.1.6 **CFO** means the Chief Financial Officer of the Association;
- 6.1.7 **Chair** means the Chair of the Association;
- 6.1.8 **deductible gift recipient** has the meaning given to it by section 30-227 of the *Income Tax Assessment Act 1997* (Cth);
- 6.1.9 **Deputy Chair** means the Deputy Chair of the Association.
- 6.1.10 **financial year** means a year ending on 30 June;
- 6.1.11 **general meeting** means a general meeting of the members of the Association, and includes an annual general meeting and a special general meeting;
- 6.1.12 **gift fund** means a fund maintained by the Association in accordance with section 30-125 of the *Income Tax Assessment Act 1997* (Cth);
- 6.1.13 **member** means a member of the Association;
- 6.1.14 **Officer** means an Officer of the Association;
- 6.1.15 **ordinary Board member** means a member of the Board who is not an Officer of the Association;
- 6.1.16 **presiding member** means the Chair, Deputy Chair or member who chairs a general meeting, a Board meeting or a meeting of a subcommittee of the Board;
- 6.1.17 **Purposes** means the Purposes of the Association in Rule 2;
- 6.1.18 **Register of Members** means the Register in Rule 11;
- 6.1.19 **Registrar** means the Registrar of Incorporated Associations;
- 6.1.20 **Regulations** means the Regulations made under the Act;
- 6.1.21 **relevant** documents has the meaning given to it in section 3 of the Act;
- 6.1.22 **Secretary** means the Secretary of the Association;
- 6.1.23 **special general meeting** means a general meeting other than an annual general meeting of the Association;
- 6.1.24 **special resolution** means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in

person or by proxy, to vote in favour of the resolution.

### PART 3 – POWERS OF THE ASSOCIATION

#### 7. Powers

7.1 In addition to the powers conferred by the Act and these Rules, the Association has the following powers:

- a) to raise and borrow any monies required for the Purposes on such terms and conditions and/or such securities as the Board may from time to time determine;
- b) to purchase, take, lease, exchange, hire or otherwise acquire any real or personal property and other rights and privileges necessary or convenient for the Purposes;
- c) to construct, alter, add to or maintain all buildings and other property of the Association;
- d) to sell, mortgage, improve, manage, develop, lease, dispose of, turn to account or otherwise deal with, all or any part of the property of the Association, having regard at all times to the prohibition on the Association from making any distribution, whether in money, property or otherwise, to its members;
- e) to enter into any arrangement with any government or authority (municipal, local or otherwise), that may seem conducive to the Purposes, and to obtain from any such government or authority any rights, privileges and concessions which the Association may think desirable to carry out and exercise, and to comply with any such arrangements, rights, privileges and concessions;
- f) to establish and support, or aid in the establishment and support of, clubs, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Association or the dependants or connections of any such persons, and to grant pensions and allowances and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent purposes, or for any public, general or useful object;
- g) to invest and deal with the money of the Association not immediately required in such manner as the Board may think fit;
- h) to make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- i) to take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price or any unpaid balance of the purchase price of any part of the Association property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others;
- j) to accept, in its absolute discretion, any gift of property, whether subject to any special trust or otherwise, in aid of the Purposes;
- k) to take such steps, by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient, for the purpose of procuring contributions to the funds of the Association, in the form of donations, annual subscriptions or otherwise;
- l) to print and publish any newspapers, websites, periodicals, books or leaflets whether in hard copy or electronically that the Association may think desirable for the promotion of the Purposes;
- m) to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or clubs with which the Association is

- authorised to amalgamate;
- n) to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the companies, institutions, societies or clubs with which the Association is authorised to amalgamate;
  - o) to apply to the Victorian Commission for Gambling and Liquor Regulation for any licence or permit within the meaning of the *Liquor Control Reform Act 1998* (Vic) (as amended or replaced from time to time), and to hold, maintain and renew any such licence or permit granted; and to do anything necessary or desirable relating to that application, holding, maintenance and renewal; and after obtaining that licence or permit to conduct the Association in accordance with that Act; and to nominate any person to hold any such licence or permit on behalf of the Association;
  - p) to apply for any other licences or permits that are necessary or desirable for the Association to acquire in order to exercise one or more of the powers specified in this Rule;
  - q) to insure against all risks, liabilities and eventualities as may seem advisable, and to apply the proceeds of any claim under any insurance in such manner and for such purpose or purposes as the Board shall think fit, provided always that the Association shall not support with its funds, or endeavour to impose upon or procure to be observed by its members or otherwise, any regulations or restrictions which, if a purpose, would make it a trade union;
  - r) to trade in accordance with the Act;
  - s) to register all business names or trademarks or establish any other intellectual property for the purpose of exercising the powers specified in this Rule;
  - t) to do all such things as are incidental or necessary to fulfilling the Purposes.

## PART 4 – MEMBERS, GRIEVANCES AND DISCIPLINARY PROCEDURES

### Division 1 - Membership

#### 8. Eligibility for membership

- 8.1 Any person who is 18 years or over and who supports the Purposes can apply to become a member.
- 8.2 A person who is recorded in the Register of Members as a Life Governor or Honorary Life Governor under any previous Rules or practices of the Association remains a member and is entitled to vote at any general or special meeting.

#### 9. Becoming a member

- 9.1. A person can apply to join the Association by submitting to the Secretary an application for membership in the form in Appendix 1 accompanied by the entrance fee set from time to time by the Board.
- 9.2. As soon as practicable after the receipt of an application, the Secretary must refer the application to the Board.
- 9.3. The Board can approve or reject an application for membership. If the Board rejects an application, it is not required to give reasons for the decision. The Board must write to the person to tell them their application has been rejected and must return the entrance fee.

- 9.4. If the Board approves an application for membership, the Secretary must, as soon as practicable, notify the applicant in writing of that approval.
- 9.5. A person becomes a member when:
  - 9.5.1 the Board has approved their application to join the Association;
  - 9.5.2 the person has paid the entrance fee and the annual membership fee; and
  - 9.5.3 the Secretary has entered the person's name, address and date upon which they became a member on the Register of Members.
- 9.6. The Association must inform the person when their membership has started.
- 9.7. A member has the right to attend, to be heard at, and to vote at, a general meeting.
- 9.8. A right, privilege, or obligation of a person by reason of membership of the Association:
  - 9.7.1 is not capable of being transferred or transmitted to another person; and
  - 9.7.2 terminates upon the cessation of membership whether by death, resignation or otherwise.

**10. Annual subscription**

- 10.1 Every member must pay an annual subscription, the amount and timing of which is to be fixed by the Board for each financial year. The Board may waive the annual subscription in cases of hardship.
- 10.2 A member who has not paid the annual subscription by the due date is suspended from membership for the period in which the subscription remains unpaid.

**11. Register of members**

- 11.1 The Secretary must keep and maintain a Register of Members containing:
  - 11.1.1 the name and address of each member;
  - 11.1.2 the date on which each member's name was entered in the Register;
  - 11.1.3 the date on which a former member ceased to be a member.
- 11.2 Subject to Rule 51, a member may, upon request, inspect and make copies of entries in the Register.

**12. Ceasing to be a member**

- 12.1 A member may resign from the Association by giving notice in writing to the Secretary of their intention to resign.
- 12.2 Membership of a person ceases on resignation, expulsion or death, or where payment of the member's annual subscription is 3 months in arrears.

**Division 2 – Grievances**

**13. Grievance procedures**

- 13.1 If a dispute occurs between:
  - 13.1.1 a member and another member,
  - 13.1.2 a member and the Association, or
  - 13.1.3 a member and the Board,
 then the parties involved must first attempt to resolve the dispute between themselves for at least 14 days from the date the dispute is

- known to all parties involved.
- 13.2 If the dispute cannot be resolved between the people involved within the 14 days, the following grievance procedure must be followed:
- 13.2.1 the party with a grievance must, within 10 days of the failure to resolve the dispute in accordance with Rule 13.1, write to the Association or the Board and any other people affected, explaining the grievance, and requesting mediation in order to find a solution;
- 13.2.2 a mediator must be chosen by the parties;
- 13.2.3 if the parties cannot agree on the choice of a mediator, the mediator must be appointed by the Board where the grievance falls within Rule 13.1.1, and, in other cases, by the Dispute Settlement Centre of Victoria;
- 13.2.4 the mediator must give the people involved reasonable notice of the time and place of any hearing related to the dispute;
- 13.2.5 each party must agree to approach the mediation in good faith with a view to resolving the grievance;
- 13.2.6 a member may appoint any person to act on behalf of the member in the grievance procedure;
- 13.2.7 at the hearing, each party must be offered the opportunity to be heard, and otherwise be accorded natural justice; and
- 13.2.8 the mediator must not determine the dispute.
- 13.3 If the parties cannot resolve the dispute with the assistance of the mediator, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.
- 13.4 A member must not initiate a grievance procedure in relation to a matter that is the subject of disciplinary action until the disciplinary procedure has been completed.

### **Division 3 – Disciplinary action**

#### **14. Disciplining members**

- 14.1 The Board can discipline a member of the Association if it considers the member has breached these Rules or if the member's behaviour is causing or has caused damage or harm to the Association.
- 14.2 The Board must write to the member to tell them why disciplinary action is proposed to be taken.
- 14.3 The Board must arrange a disciplinary procedure that meets these requirements:
- 14.3.1 The outcome must be determined by an independent and unbiased decision-maker appointed by the Board;
- 14.3.2 The member must have the opportunity to be heard; and
- 14.3.3 The disciplinary procedure must be completed as soon as reasonably practicable.
- 14.4 The outcome of a disciplinary procedure can be that the member must leave the Association, for a period of time or indefinitely. The Association cannot fine a member.
- 14.5 The Board cannot take disciplinary action in respect of a matter that is the subject of a grievance procedure until the grievance procedure has been completed.
- 14.6 For the purposes of Rule 14.3.1 an independent person is a person who is not a member of the Association, an employer or employee of a member of the Association, a commercial or intimate partner of a member, or an employee of the Association.

## PART 5 – MEETINGS

### 15. Annual general meetings

- 15.1 The Association must in each calendar year convene an annual general meeting.
- 15.2 The annual general meeting must be held on a day the Board determines between 1 July and 31 October in each financial year.
- 15.3 The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- 15.4 The ordinary business of the annual general meeting is:
  - 15.4.1 to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
  - 15.4.2 to receive from the Board reports about the activities of the Association during the previous financial year;
  - 15.4.3 to receive and consider the financial statements and other returns requested or proposed to be submitted by the Association in accordance with the Act;
  - 15.4.4 to confirm or vary the amounts of the annual subscription;
  - 15.4.5 to appoint the auditor; and
  - 15.4.6 to elect the Board Members.
- 15.5 The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

### 16. Special general meetings

- 16.1 In addition to the annual general meeting, other general meetings may be held in the same financial year.
- 16.2 All general meetings other than the annual general meeting are special general meetings.
- 16.3 The Board may, whenever it thinks fit, convene a special general meeting.
- 16.4 If more than 15 months would elapse between annual general meetings, the Board must convene a special general meeting before the expiration of that period.
- 16.5 The Board must, on the written request of members representing not less than 10 percent of the total number of members, convene a special general meeting.
- 16.6 The request for a special general meeting must—
  - 16.6.1 state the purposes of the meeting;
  - 16.6.2 be signed by the members requesting the meeting; and
  - 16.6.3 be sent to the address of the Secretary.
- 16.7 If the Board does not convene a special general meeting within 1 month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- 16.8 If a special general meeting is convened by members in accordance with Rule 16.7, it must as far as possible be convened in the same manner as a meeting convened by the Board and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring them.

### 17. Notice of general meetings

- 17.1 The Secretary must, at least 14 days, or if a proposal requiring a special resolution is to be considered, at least 21 days, before the date fixed for



holding a general meeting, place a notice in the most prominent newspaper circulating mainly in the Ballarat district on that date, stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

- 17.2 A member intending to bring any business before a meeting may notify the Secretary in writing of that business, and the Secretary must include that business in the notice calling the next general meeting.

**18. Quorum at general meetings**

- 18.1 No business may be conducted at a general meeting unless a quorum of members is present.
- 18.2 The quorum for a general meeting is the presence of 10 percent of the members entitled to vote.
- 18.3 A member may be present at a general meeting either in person, through the use of technology or by proxy.

**19. Presiding at general meetings**

- 19.1 The Chair, or in the Chair's absence, the Deputy Chair, must preside at a general meeting.
- 19.2 If the Chair and the Deputy Chair are absent from a general meeting, or are unable to preside, the members present must select one of their number to act **as presiding member**.

**20. Adjournment of meetings**

- 20.1 The presiding member may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- 20.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 20.3 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with Rule 17.1.
- 20.4 Except as provided in these Rules, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

**21. Voting at general meetings**

- 21.1 Upon any question arising at a general meeting, a member has one vote only.
- 21.2 Votes may be held by a show of hands or by written ballot, or by other method determined by the presiding member that is fair and reasonable in the circumstances. If a vote is held initially by a show of hands, any member may request a vote be held again by written ballot.
- 21.3 In the case of a tied vote, the presiding member of the meeting is entitled to exercise a second and casting vote.

**22. Poll at general meetings**

- 22.1 If, at a meeting, a **poll (where votes are cast in writing)** on any question is demanded by at least 3 members, it must be taken at that meeting in the manner the **presiding member** directs and the resolution of the poll must be deemed to be a resolution of the meeting on that question.
- 22.2 A poll that is demanded on the election of a **presiding member** or on a question of an adjournment must be taken immediately, and a poll that is demanded on any other question must be taken at a time before the close of the meeting, as directed by the presiding member.



**23. Determining whether resolution carried**

- 23.1 If a question arising at a general meeting is determined on a show of hands, the presiding member may declare that a resolution has been—
- 23.1.1 carried; or
  - 23.1.2 carried unanimously; or
  - 23.1.3 carried by a particular majority; or
  - 23.1.4 lost; and
- an entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

**24. Proxies at general meetings**

- 24.1 Members may vote by proxy at general meetings.
- 24.2 Each member may appoint another Member as a proxy, by notice given to the Secretary using the form in Appendix 2 no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 24.3 A member voting at a general meeting may, in addition to their own vote, cast the votes of no more than 2 proxies.

## **PART 6 – THE BOARD OF GOVERNANCE**

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

**25. Role and powers**

- 25.1 The business and affairs of the Association are managed by and under the direction of the Board.
- 25.2 The Board may exercise all the powers of the Association except those powers that the Act, the Regulations and these Rules require to be exercised by a general meeting;
- 25.3 Subject to these Rules, the Act and the Regulations, the Board has power to perform all acts and things which appear to the Board to be desirable or essential for the proper management of the business and affairs of the Association for the achievement of the Purposes.
- 25.4 The Board may establish subcommittees consisting of members with terms of reference it considers appropriate.

**26. Delegation**

- 26.1 Subject to the Act or any other law, the Board may delegate to a subcommittee, a member of the Board or staff, any of its powers or functions other than this power of delegation.
- 26.2 The delegation must be in writing and may be subject to the conditions and limitations that the Board considers appropriate.
- 26.3 The Board may, in writing, revoke a delegation wholly or in part.

### **Division 2 – Composition of the Board and duties of members**

**27. Composition of Board**

- 27.1 The Board consists of ordinary members and Officers.
- 27.2 Up to 12 ordinary members are elected in accordance with Rule 32.
- 27.3 Four Officers are elected in accordance with Rule 33.

- 27.4 The Officers are:
  - 27.4.1 the Chair;
  - 27.4.2 the Deputy Chair;
  - 27.4.3 the Secretary; and
  - 27.4.4 the Treasurer.

**28. General duties and functions of all Board members**

- 28.1 As soon as practicable after being elected or appointed to the Board, each Board member must become familiar with these Rules and the Act.
- 28.2 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.
- 28.3 Board members must exercise their powers and discharge their duties with reasonable care and diligence.
- 28.4 Board members must exercise their powers and discharge their duties in good faith in the best interests of the Association, and for a proper purpose.
- 28.5 Board members and former Board members must not make improper use of their position, or of information acquired from holding their position in the Association, so as to gain an advantage for themselves or any other person, or to cause detriment to the Association.
- 28.6 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.

**29. The duties and functions of Officers**

- 29.1 The Chair, and, in the Chair's absence, the Deputy Chair are responsible for the management and smooth operation of the business and affairs of the Board, and must:
  - 29.1.1 perform the duties or functions required of them by these Rules; and
  - 29.1.2 subject to these Rules, preside at general meetings and at Board meetings.
- 29.2 The Secretary must
  - 29.2.1 perform any duty or function required under the Act to be performed by the Secretary of an unincorporated association;
  - 29.2.2 perform any duty or function required by these Rules to be performed by the Secretary;
  - 29.2.3 give to the Registrar notice of their appointment within 14 days after that appointment.
- 29.3 The Treasurer must
  - 29.3.1 collect and receive all moneys due to the Association and make all payments authorised by the Association;
  - 29.3.2 keep accurate accounts and books showing the financial affairs of the Association, with full details of all receipts and expenditure connected with the activities of the Association.

**Division 3 – Election and tenure of Board members and Officers**

**30. Eligibility for election or appointment to the Board**

- 30.1 Any member is eligible for election or appointment to the Board.

30.2 Salaried staff of the Association are ineligible for membership of the Board.

**31. Election of ordinary Board members**

- 31.1 Four Board members must be elected at the annual general meeting in each year, to serve for a period of 3 years.
- 31.2 Each ordinary Board member will, subject to these Rules, hold office until the annual general meeting which corresponds to the completion of a 3-year term.
- 31.3 At each subsequent annual general meeting, 4 Board members, in an order of rotation determined by the Board, will retire, and may be eligible for re-election for a further period of 3 years, provided that a Board member can only serve on the Board for a maximum period of 9 years.

**32. Election procedures**

- 32.1 Nominations of candidates for election as Board members must be made in writing signed by 2 members and contain the consent of the candidate (which may be endorsed on the form of nomination) and delivered to the Secretary not less than 7 days before the date fixed for the holding of the annual general meeting.
- 32.2 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated must be deemed elected and any unfilled vacancies will be treated as casual vacancies in accordance with these Rules.
- 32.3 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated will be deemed to be elected.
- 32.4 If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- 32.5 The ballot for the election of Board members must be conducted at the annual general meeting in such usual and proper manner as the Board may direct.

**33. Officers**

- 33.1 Every 3 years, the Board must, at the first Board meeting to be held after the annual general meeting in that year, elect from amongst its members the Officers of the Association to serve for a term of 3 years.
- 33.2 At the end of their term of office, office holders are eligible for re-election to any office, provided that they can only serve as Officers of the Association for a maximum period of 6 years.

**34. Vacation of office**

An Officer or Board member ceases to be a member of the Board if they:

- 34.1 resign, by writing to the Board or the Secretary;
- 34.2 cease to be a member of the Association;
- 34.3 subject to Rule 36, are removed by a special resolution of the Association at a general meeting;
- 34.4 become an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth);
- 34.5 become a represented person within the meaning of the *Guardianship and Administration Act 2019* (Vic);
- 34.6 are disqualified from managing corporations or bodies listed in section 78 of the Act; or
- 34.7 die.

**35. Filling casual vacancies**

In the event of a casual vacancy of a member or Officer of the Board, the Board may, subject to the maximum term limits specified in Rule 31.3 and Rule 33.3, appoint a member to fill the vacancy, and the member appointed will hold office only for as long as the replaced Board member or Officer would have held office.

**36. Removal of Board member in general meeting**

- 36.1 Where, **by special resolution**, a general meeting has removed any member or Officer of the Board before the expiry of the member's term of office, the general meeting may appoint another member to the Board until the expiry of the term of the removed member or Officer.
- 36.2 A member who is the subject of a proposed special resolution referred to in Rule 34.3 may, in writing, make representations of reasonable length to the Secretary or Chair, and may request that the representations be provided to the members of the Association.
- 36.3 The Secretary or the Chair may give a copy of the representations to each member of the Association and, if they are not so given, the member referred to in Rule 34.3 may require that they be read out at the meeting.

**Division 4 – Meetings of the Board**

**37. Meetings of the Board**

- 37.1 The Board must meet at least 6 times in each financial year at the place and times that the Board determines.
- 37.2 Special meetings of the Board may be convened by the Chair or by any 3 members of the Board.

**38. Notice of Board meetings**

- 38.1 The Secretary must give to each member of the Board written notice of:
  - 38.1.1 each Board meeting at least 2 business days before the date of the meeting; and
  - 38.1.2 of any special Board meeting to each member of the Board at least 2 business days before the date of the meeting, specifying the general nature of the business to be conducted. No other business may be conducted at that meeting.

**39. Quorum for Board meetings**

- 39.1 Any 5 Members of the Board constitute a quorum for the conduct of the business of a Board meeting.
- 39.2 No business may be conducted unless a quorum is present.
- 39.3 If within half an hour of the time appointed for the meeting a quorum is not present:—
  - 39.3.1 in the case of a special meeting, the meeting lapses; and
  - 39.3.2 in any other case, the meeting must stand adjourned to the same place and the same time and day in the following week.
- 39.4 Subject to Rule 39.1, the Board may act notwithstanding any vacancy on the Board.

**40. Presiding at Board meetings**

- 40.1 At meetings of the Board:
  - 40.1.1 the Chair or, in the Chair's absence, the Deputy Chair must preside; or
  - 40.1.2 if the Chair and the Deputy Chair are absent, or are

unable to preside, the Board members present must choose one of their number to be the presiding member.

**41. Voting at Board and subcommittee meetings**

- 41.1 Questions arising at a meeting of the Board, or at a meeting of any subcommittee established by the Board, must be determined on a show of hands or, if a member requests, by a poll taken in the manner the presiding member determines.
- 41.2 Each member present at a meeting of the Board, or at a meeting of any subcommittee appointed by the Board (including the person presiding at the meeting), is entitled to 1 vote and, in the event of a tied vote on any question, the presiding member may exercise a second and casting vote.

**42. Minutes of meetings**

The Secretary must keep minutes of the resolutions and proceedings of each general meeting, and each board meeting, together with a record of the names of persons present at board meetings.

## **PART 7 – FINANCIAL MATTERS**

**43. Funds and financial statements**

- 43.1 The funds of the Association will be derived from entrance fees, annual subscriptions, donations, grants, interest and such other sources as the Board determines.
- 43.2 The financial statements of the Association must be prepared in the manner prescribed by the Act from time to time.

**44. Auditing of financial statements**

- 44.1 An auditor must be elected at the annual general meeting each year and will hold office until the next annual general meeting. If a casual vacancy occurs, the Board may temporarily appoint to that office a person qualified to hold the position. The appointee will continue in office until immediately before the next annual general meeting.
- 44.2 The fees and expenses of the auditor must be fixed at the annual general meeting.
- 44.3 The auditor must be a member of the Institute of Chartered Accountants, or any other body prescribed in the *Corporations Act 2001* (Cth). Preference must be given to a person registered as a company auditor under that Act.
- 44.4 The Board must direct the auditor to conduct regular examination of the accounts and records. The auditor must attend the offices of the Association to carry them out:
  - 44.4.1 when directed by the Board, but not less than twice a year; and
  - 44.4.2 to complete by mid-August in each year the audit program relating to the last financial year which ended prior to the annual general meeting.
- 44.5 The audit program must be drawn up by the Auditor **in consultation with the CEO and the CFO**. The Auditor must have access to the books and accounts at all times and must, when the Board requests, make reports

directly to the Board.

- 44.6 The auditor must make an Annual Report on every balance sheet and statement of income and expenditure to the members at the annual general meeting. That report must indicate whether the financial report gives a true and fair picture of the state of the financial affairs at the end of the immediately preceding financial year. The auditor must also certify whether the accounting and other records examined have been properly maintained.
- 44.7 The auditor may make a report directly to the members of the Association at a general meeting on any matter which comes within the auditor's authority.

#### **45. Subsidiary bodies**

- 45.1 The Board may establish and promote any subsidiary bodies and authorise them to raise funds for the Association.
- 45.2 The terms of reference of subsidiary bodies must be approved by the Board.
- 45.3 The Board may wind up subsidiary bodies if it is in the best interests of the Association to do so.

#### **46. Gift funds**

- 46.1 If a gift fund of the Association or the Association's endorsement as a deductible gift recipient is revoked, any surplus assets of the gift fund being wound up, or all of the gift funds of the Association if the Association's endorsement as a deductible gift recipient is revoked, must be transferred to other funds, authorities or institutions in Australia (including another gift fund of the Association if a gift fund of the Association is being wound up) having objects in whole or in part similar to the Purposes of the Association, and which are funds, authorities or institutions to which deductible gifts can be made under Division 30 of the *Income Tax Assessment Act 1997* (Cth) (or any amendment of or re-enactment of that provision), and which prohibits the distribution of its income and property among its beneficiaries or members to an extent at least as great as is imposed on the Association.
- 46.2 The funds, authorities or institutions to which transfers are to be made must be determined by special resolution of the Members at or before the time of winding up or revocation or, failing such a determination, by a judicial officer who has or acquires jurisdiction in the matter.

### **PART 8 – STAFF OF THE ASSOCIATION**

#### **47. Appointment of staff**

- 47.1 The appointment of the CEO must be made by the Board, which must set down clear terms and conditions of appointment.
- 47.2 The appointment of other staff of the Association will be the responsibility of the CEO, except if the CEO is:
  - 47.2.1 on leave, when the CEO will delegate an Acting CEO; or
  - 47.2.2 unexpectedly absent, when the Board will nominate the Acting CEO.

#### **48. Gratuities**

Members of staff must not accept any fee, perquisite or gratuity from

any client or supporter of the Association.

## **PART 9 – MISCELLANEOUS MATTERS**

### **49. Common seal**

- 49.1 The common seal of the Association must be kept in the custody of the Secretary.
- 49.2 The common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures either of:
  - 49.2.1 2 members of the Board; or
  - 49.2.2 1 member of the Board and the Secretary.

### **50. Notices to members**

- 50.1 Except for a requirement in these Rules to the contrary, any notice that is required to be given to a member, by or on behalf of the Association, under these Rules may be given by:
  - 50.1.1 delivering the notice to the member personally; or
  - 50.1.2 sending it by prepaid post addressed to the member at that member's address shown in the register of members;  
or
  - 50.1.3 email or other form of communication approved by the Board.
- 50.2 Where a document is properly addressed, pre-paid and posted to a person as a letter, the document will, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

### **51. Members' access to documents**

- 51.1 Subject to Rules 51.3 and 51.4, a member may, at a reasonable time, inspect the Rules of the Association, the minutes of general meetings, the minutes of Board meetings, relevant documents, and the Register of Members.
- 51.2 A member can write to the Secretary asking for copies of these documents (with the exception of the Register of Members). The Secretary can charge a reasonable fee for providing copies.
- 51.3 The Secretary can refuse a request to inspect or get copies of relevant documents, or provide only limited access to them, if the documents contain confidential, personal, employment, commercial or legal matters, or if granting the request would breach a law or may cause damage or harm to the Association.
- 51.4 Members cannot inspect or get copies of the minutes of Board meetings or parts of the minutes unless the Board specifically allows such inspection or copying.
- 51.5 Members can write to the Secretary to ask that the Secretary restrict access to their details on the Register of Members if they have special circumstances. The Secretary will decide if there are special circumstances, and will write to the member outlining the decision.