



**RULES**





**RULES**

**of**

**CHILD & FAMILY SERVICES BALLARAT INC.**

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## **RULES FOR CHILD & FAMILY SERVICES BALLARAT INC**

### **1. NAME**

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

### **2. PURPOSE**

2.1. The Association aims to overcome obstacles preventing all people from achieving their full potential and is designed to respond to:

- a) the best interests of children and young people as a fundamental responsibility that should guide decision-making and service provision;
- b) individual and family needs in order that families are provided with the means by which they may exert a fuller control over their lives, both personally and socially; and
- c) collective community needs by attempting to change social structures to promote family life.

2.2. Specifically, the Association seeks to:

- a) maintain and conduct an Association of a non-political character and to provide facilities for the use of Members and others at the place or places determined from time to time by the Board.
- b) promote a greater interest in welfare in the community at large.
- c) develop relationships with other organisations by which ideas about the Association's other purposes may be exchanged.
- d) prevent people from becoming increasingly dependent upon welfare services, and encourage closer contact with their primary and neighbourhood supports.
- e) take whatever steps are possible to inhibit family breakdown and provide care for children whose families are unable to provide adequate care and for those children whose wellbeing has been professionally assessed as being in jeopardy.
- f) to guide, counsel and encourage those under care to reach their potential through formal education and planned experiences which provide special enrichment and community involvement.
- g) to respect the values and cultural aspirations of individuals and families under care and to develop policies and operational guidelines which ensure that all programs and services are age-appropriate and as unrestrictive as possible and to respect the dignity and independence of individuals and families.

- h) to uphold and advance human rights without prejudice.
- i) to encourage client participation in the planning, evaluation and implementation of services, and to foster community access to decision making.
- j) to involve the Association in the planning and integration of community welfare services at regional and State levels.
- k) to review and monitor the activities of the Association regularly, to ensure that its approaches are innovative and effective.

### 3. DEFINITIONS

In these Rules, unless the contrary intention appears:-

- 3.1. **Act** means the Associations Incorporation Reform Act (Vic) 2012;
- 3.2. **Association** means Child & Family Services Ballarat Inc.;
- 3.3. **Board** means the Board of Governance of the Association (which fulfils the function contemplated by the Act of a Committee);
- 3.4. **Chief Executive Officer** or “CEO” means the Chief Executive Officer of the Association;
- 3.5. **Deductible Gift Recipient** or “DGR” has the meaning given to it by S.30.227 of the *Income Tax Assessment Act 1997 (Cth)*;
- 3.6. **Financial Year** means a year ending on 30 June;
- 3.7. **General Meeting** means a General Meeting of Members convened in accordance with these rules;
- 3.8. **Gift Fund** means a fund maintained by the Association in accordance with Section 30-125 of the *Income Tax Assessment Act 1997 (Cth)*;
- 3.9. **Life Governor** means Life Governor of the Association as defined in these Rules;
- 3.10. **Member** means a member of the Association;
- 3.11. **Membership** means membership of the Association;
- 3.12. **Officer** means an officer of the Association;
- 3.13. **Board Member** means a Member of the Board who is not an officer of the Association under these rules;
- 3.14. **President** means the President of the Association;
- 3.15. **Purpose** means the purpose of the Association as stated in these Rules;
- 3.16. **Register of Members** means the Register of Members of the Association;
- 3.17. **Regulations** means regulations under the Act;

- 3.18. **Relevant Documents** has the same meaning as defined in the Act;
- 3.19. **Secretary** means the Secretary of the Association, which will be the CEO from time to time;
- 3.20. **Special Business** has the meaning specified in these rules and the Act
- 3.21. **Special General Meeting** means a special general meeting of the Association;
- 3.22. **Vice-President** means the Vice-President of the Association.

#### 4. **ALTERATION OF THE RULES**

These Rules must not be altered except in accordance with the Act.

#### 5. **POWERS**

- 5.1. In addition to the powers conferred by the Act and these Rules, the Association has the following powers, to:
- a) raise and borrow any monies required for the Purpose on such terms and conditions and/or such securities as the Board may from time to time determine;
  - b) purchase, take, lease, exchange, hire or otherwise acquire any real or personal property and other rights and privileges necessary or convenient for the Purpose ;
  - c) construct, alter, add to or maintain all buildings and other property of the Association;
  - d) 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 provision that the Association is prohibited from making any distribution whether in money, property or otherwise to its members;
  - e) enter into any arrangement with any government or authority, municipal, local or otherwise that may seem conducive to the Purpose or any of them and to obtain from any such government or authority any rights, privileges and concessions which the Association may think desirable and to carry out and exercise and comply with any such arrangements, rights, privileges and concessions;
  - f) 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 dependents or connections of any such person, and to grant pensions and allowances and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent

Purpose, or for any public, general or useful object;

- g) invest and deal with the money of the Association not immediately required in such manner as the Board may think fit;
- h) make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- i) 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) accept any gift of property whether subject to any special trust or otherwise, for any one or more of the Purposes.
- k) 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) 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 its Purpose;
- m) 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) 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) apply to the Victorian Commission for Gambling and Liquor Regulation for any license or permit ("Permit") within the meaning of the Liquor Control Reform Act 1998 as amended or replaced from time to time and to hold, maintain and renew any Permit granted and to do anything necessary or desirable relating to that application, holding, maintenance and renewal and after obtaining that Permit to conduct the Association in accordance with that Act and to nominate any person to hold any Permit on behalf of the Association;



- p) apply for any other licenses or permits which are necessary or desirable for the Association to exercise one or more of the powers specified in this clause;
- q) 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 clause;
- t) all such things as are incidental or necessary to fulfilling the Purpose.

## **6. MEMBERSHIP, ENTRY FEES AND SUBSCRIPTION**

- 6.1. Anyone who supports the Purpose can apply to become a member.
- 6.2. A person can apply to join the Association by submitting to the Secretary an application for membership in the form in Appendix 1.
- 6.3. As soon as practicable after the receipt of an application, the Secretary must refer the application to the Board.
- 6.4. 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.
- 6.5. If the Board approves an application for Membership, the Secretary must, as soon as practicable, notify the applicant in writing of the approval for Membership.
- 6.6. A person becomes a Member when:
  - 6.6.1. the Board has approved their application to join the Association.
  - 6.6.2. the Secretary has entered the person's name, address and date upon which they became a member on the Register of Members.
- 6.7. The Association must inform the person when their Membership has started.
- 6.8. A right, privilege, or obligation of a person by reason of Membership of the Association:
  - 6.8.1. is not capable of being transferred or transmitted to another person; and

- 6.8.2. terminates upon the cessation of Membership whether by death or resignation or otherwise.

## **7. REGISTER OF MEMBERS**

- 7.1. The Secretary must keep and maintain a Register of Members containing:
  - 7.1.1. the name and address of each Member;
  - 7.1.2. the date on which each Member's name was entered in the register; and
  - 7.1.3. if a Member is a Life Governor, stating that fact.
- 7.2. The register is available for inspection by any Member upon request.
- 7.3. A Member may view and make copies of entries in the register.

## **8. CEASING MEMBERSHIP**

- 8.1. A Member may resign from the Association by giving notice in writing to the Secretary of his or her intention to resign.
- 8.2. A Membership of a person ceases on resignation, expulsion or death.
- 8.3. After the resignation the:
  - 8.3.1. the Member ceases to be a Member; and
  - 8.3.2. the Secretary must record in the Register of Members the date on which that Member ceased to be a Member.

## **9. GRIEVANCE PROCEDURE**

- 9.1. If a dispute occurs between:
  - 9.1.1. a Member and another Member,
  - 9.1.2. a Member and the Association, or 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.
- 9.2. If the dispute cannot be resolved between the people involved within the 14 days, the following grievance procedure must be followed:
  - 9.2.1. the party with a grievance must write to the Association and any other people affected, and explain the grievance;
  - 9.2.2. the Board must appoint an unbiased mediator to hear from all the parties involved and try to find a solution;
  - 9.2.3. the Board must give the people involved reasonable notice of the time and place of the hearing;
  - 9.2.4. at the hearing, each party must be offered the opportunity to be heard and agree to do their best to resolve the dispute; and
  - 9.2.5. if the parties cannot resolve the dispute with the assistance of the mediator, then a decision-maker appointed by the Board must determine the outcome of the dispute.

## **10. DISCIPLINING MEMBERS**

- 10.1. The Board can discipline a member of the Association if it considers the Member has breached these Rules or if the Member's behavior is causing or has caused damage or harm to the Association.
- 10.2. The Board must write to the Member to tell them why disciplinary action is proposed to be taken.
- 10.3. The Board must arrange a disciplinary procedure that meets these requirements:
  - 10.3.1. The outcome must be determined by a decision-maker appointed by the Board;
  - 10.3.2. The Member must have opportunity to be heard; and
  - 10.3.3. The disciplinary procedure must be completed as soon as reasonable practicable.
- 10.4. 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.

## **11. ANNUAL GENERAL MEETINGS**

- 11.1. The Association must in each calendar year convene an annual General Meeting.
- 11.2. The annual General Meeting must be held on a day the Board determines between 1 July and 31 October in each Financial Year.
- 11.3. The notice convening the annual General Meeting must specify that the Meeting is an annual General Meeting.
- 11.4. The ordinary business of the annual General Meeting must be:
  - 11.4.1. to confirm the minutes of the previous annual General Meeting and of any General Meeting held since that Meeting;
  - 11.4.2. to receive from the Board reports about the transactions of the Association during the previous Financial Year;
  - 11.4.3. to elect the Board Members; and
  - 11.4.4. to receive and consider the financial statements and other returns requested proposed to be submitted by the Association in accordance with the Incorporated Association Act.
- 11.5. The annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.

## **12. SPECIAL GENERAL MEETINGS**

- 12.1. In addition to the annual General Meeting, any other General Meetings may be held in the same Financial Year.
- 12.2. All General Meetings other than the annual General Meeting are Special General Meetings.
- 12.3. The Board may, whenever it thinks fit, convene a Special General Meeting.

- 12.4. 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.
- 12.5. 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.
- 12.6. The request for a Special General Meeting must—
  - 12.6.1. state the purposes of the Meeting;
  - 12.6.2. be signed by the Members requesting the Meeting; and
  - 12.6.3. be sent to the address of the Secretary.
- 12.7. If the Board does not cause a Special General Meeting to be held 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.
- 12.8. If a Special General Meeting is convened by Members in accordance with clause 12.6, 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.

### **13. SPECIAL BUSINESS**

All business conducted at:

- 13.1. a Special General Meeting; and
- 13.2. all business that is conducted at the annual General Meeting except for business conducted under the Rules as business of the annual General Meeting, is deemed to be Special Business.

### **14. NOTICE OF GENERAL MEETINGS**

- 14.1. The Secretary must, at least 14 days, or if a special resolution has been proposed, 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.
- 14.2. 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.

### **15. GENERAL MEETINGS**

- 15.1. The Board or a group of at least 10 percent of all Members may call a General Meeting.
- 15.2. A quorum, being at least 10 percent of the members must be present at a General Meeting either in person, through the use of technology or by proxy for the meeting to be held.

- 15.3. Members may vote by proxy at general meetings.
- 15.4. Proxy forms in the form in Appendix 2 must be received by the Secretary at least 1 day before a meeting.

**16. PRESIDING AT GENERAL MEETINGS**

- 16.1. The President, or in the President's absence, the Vice-President, must preside as Chairperson at each General Meeting.
- 16.2. If the President and the Vice-President are absent from a General Meeting, or are unable to preside, the Members present must select one of their number to preside as Chairperson.

**17. ADJOURNMENT OF MEETINGS**

- 17.1. The person presiding may, with the consent of a majority of Members present at the meeting, adjourn the meeting from time to time and place to place.
- 17.2. No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 17.3. If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with these Rules.
- 17.4. 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.

**18. VOTING AT GENERAL MEETINGS**

- 18.1. Upon any question arising at a General Meeting, a Member has one vote only.
- 18.2. Votes may be held by a show of hands or written ballot, or other method determined by the Chairperson 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.
- 18.3. In the case of a tied vote, the Chairperson of the meeting is entitled to exercise a second and casting vote.

**19. POLL AT GENERAL MEETINGS**

- 19.1. If, at a meeting, a poll on any question is demanded by at least 3 Members, it must be taken at that meeting in the manner the Chairperson directs and the resolution of the poll must be deemed to be a resolution of the meeting on that question.
- 19.2. A poll that is demanded on the election of a Chairperson 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 Chairperson.

## **20. MANNER OF DETERMINING WHETHER RESOLUTION CARRIED**

If a question arising at a General Meeting is determined on a show of hands:

- 20.1. a declaration by the Chairperson that a resolution has been:
  - 20.1.1. carried; or
  - 20.1.2. carried unanimously; or
  - 20.1.3. carried by a particular majority; or
  - 20.1.4. 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.

## **21. PROXIES**

- 21.1. 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.

## **22. BOARD OF GOVERNANCE**

- 22.1. The affairs of the Association will be managed by the Board.
- 22.2. The Board:
  - 22.2.1. will control and manage the business and affairs of the Association;
  - 22.2.2. may, subject to these Rules, the Act and the Regulations, exercise all powers and functions which may be exercised by the Association other than those powers and functions required by these Rules to be exercised by General Meetings; and
  - 22.2.3. subject to these Rules, the Act and the Regulations, 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.
- 22.3. The Board will consist of 12 members, 4 of whom must be elected at the annual General Meeting in each year, to serve for a period of 3 years.
- 22.4. 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.
- 22.5. 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.

## **23. OFFICERS**

- 23.1. The Officers must be elected by the Board at the first Board Meeting to be held after each Annual General Meeting.

- 23.2. The Officers will be—
  - 23.2.1. a President;
  - 23.2.2. a Vice-President; and
  - 23.2.3. a Treasurer.
- 23.3. Each Office Holder will hold office until the next Annual General Meeting after their election.
- 23.4. In the event of a casual vacancy of an Office Holder:
  - 23.4.1. the Board may appoint one of its Members to the vacant office; and
  - 23.4.2. the Member appointed may continue in office until the annual General Meeting after the date of his or her election but is eligible for re-election
- 23.5. Each casual officer will hold office until the date that the original Office Holder would have been eligible for re-election.

## **24. ELECTION OF BOARD MEMBERS**

- 24.1. Nominations of candidates for election as Board Members must be:
  - 24.1.1. made in writing;
  - 24.1.2. signed by 2 Members;
  - 24.1.3. accompanied by the written 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.
- 24.2. 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.
- 24.3. 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.
- 24.4. If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- 24.5. 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.
- 24.6. Salaried staff of the Association are ineligible for Membership of the Board.
- 24.7. A Board Member ceases to be on the Board if they:
  - 24.7.1. resign, by writing to the Board or the Secretary;
  - 24.7.2. are removed by a Special Resolution of Members of the Association;
  - 24.7.3. become insolvent as the term is used in S.494 of the *Corporations Act 2001 (Cth)*;
  - 24.7.4. become a represented person under the Guardianship and Administration Act 1986; or

24.7.5. die.

## **25. VACANCIES**

- 25.1. The office of an Officer, or of a Board Member, becomes vacant if he or she:
- 25.1.1. ceases to be a Member; or
  - 25.1.2. becomes an insolvent under administration within the meaning of the *Corporations Act 2001 (Cth)*; or
  - 25.1.3. resigns from office by notice in writing given to the Secretary.
- 25.2. In the event of a casual vacancy of a Board Member, the Board may appoint a Member to fill the vacancy and the Member appointed will hold office, subject to these Rules, only for as long as the Board Member he or she replaces would have held office.

## **26. MEETINGS OF THE BOARD**

- 26.1. The Board must meet at least 6 times in each Financial Year at the place and times as the Board determines.
- 26.2. Special Meetings of the Board may be convened by the President or by any 3 Members of the Board.

## **27. NOTICE OF BOARD MEETINGS**

The Secretary must give to each Member of the Board written notice of:

- 27.1. each Board Meeting at least 2 business days before the date of the Meeting; and
- 27.2. 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 a Board meeting.

## **28. QUORUM FOR BOARD MEETINGS**

- 28.1. Any 5 Members of the Board constitute a quorum for the conduct of the business of a Board Meeting
- 28.2. No business may be conducted unless a quorum is present.
- 28.3. If within half an hour of the time appointed for the meeting a quorum is not present:—
- 28.3.1. in the case of a special meeting, the meeting lapses; and
  - 28.3.2. in any other case, the Meeting must stand adjourned to the same place and the same time and day in the following week.
- 28.4. Subject to clause 29, the Board may act notwithstanding any vacancy on the Board.

## **29. PRESIDING AT BOARD MEETINGS**

At meetings of the Board:



- 29.1. the President or, in the President's absence, the Vice-President presides; or
- 29.2. if the President and the Vice-President are absent, or are unable to preside, the Board Members present may choose one of their number to preside.

### **30. VOTING AT BOARD MEETINGS**

- 30.1. Questions arising at a meeting of the Board, or at a meeting of any sub-Committee appointed by the Board, must be determined on a show of hands or, if a Member requests, by a poll taken in the manner the person presiding at that meeting determines.
- 30.2. Each Member present at a meeting of the Board, or at a meeting of any sub-Committee 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 person presiding may exercise a second and casting vote.

### **31. REMOVAL OF BOARD MEMBER**

- 31.1. The Association in General Meeting may, by resolution, remove any Member of the Board before the expiration of the Member's term of office and appoint another Member in his or her place to hold office until the expiration of the term of the removed Member.
- 31.2. A Member who is the subject of a proposed resolution referred to in these Rules may make representations in writing to the Secretary or President (not exceeding a reasonable length) and may request that the representations be provided to the Members of the Association.
- 31.3. 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 referred to in Clause 31.1 of these Rules may require that they be read out at the meeting.

### **32. MINUTES OF MEETINGS**

- 32.1. The Secretary must keep minutes of:
  - 32.1.1. the resolutions and proceedings of each General Meeting, and
  - 32.1.2. each board meeting, together with a record of the names of persons present at board meetings.
- 32.2. A Member may view and take copies of minutes of Board Meetings.

### **33. FUNDS**

- 33.1. The Treasurer must:
  - 33.1.1. collect and receive all moneys due to the Association and make all payments authorised by the Association; and
  - 33.1.2. 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.  
The financial statements of the Association must be prepared in the manner prescribed by the Act from time to time.

- 33.2. The funds of the Association will be derived from entrance fees, annual subscriptions, donations and such other sources as the Board determines.

#### **34. SEAL**

- 34.1. The common seal of the Association must be kept in the custody of the Secretary.
- 34.2. 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:
- 34.2.1. 2 Members of the Board; or
  - 34.2.2. 1 Member of the Board and of the Secretary of the Association.

#### **35. NOTICE TO MEMBERS**

- 35.1. Except for a requirement in 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:
- 35.1.1. delivering the notice to the Member personally; or
  - 35.1.2. sending it by prepaid post addressed to the Member at that Member's address shown in the register of Members; or
  - 35.1.3. facsimile transmission, if the Member has requested that the notice be given to him or her in this manner; or
  - 35.1.4. electronic transmission, if the Member has requested that the notice be given to him or her in this manner.
- 35.2. 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.

#### **36. GIFT FUNDS**

- 36.1. 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 objects 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. The funds, authorities or institutions are to be determined by 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.

### **37. WINDING UP**

If the Association is to be wound up, any property remaining after satisfaction of all its liabilities must be transferred by the Members before dissolution to another Association with similar Purpose including prohibition of its income and property being distributed among its members. If the Members fail to transfer the remaining property to another Association, the Supreme Court of Victoria has jurisdiction to determine the matter.

### **38. MEMBERS' ACCESS TO DOCUMENTS**

- 38.1. A Member may, inspect the rules of the Association, General Meeting minutes, Board Meeting Minutes, relevant documents (as defined in the Act) and the Register of Members at a reasonable time subject to 38.2 & 38.3.
- 38.2. 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.
- 38.3. The Secretary can refuse a request to inspect or get copies of relevant documents, or provide only limited access, 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.
- 38.4. Members cannot inspect or get copies of Board meeting minutes or parts of the minutes, unless the Board specifically allows it.
- 38.5. 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 their decision.

### **39. AUDITING OF FINANCIAL STATEMENTS**

- 39.1. 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.
- 39.2. The fees and expenses of the Auditor must be fixed at the annual General Meeting.
- 39.3. The Auditor must be a member of the Institute of Chartered Accountants, or any other body prescribed in the *Corporations Act*

2001 (Cth) or any amendment to that Act. Preference must be given to a person registered as a Company Auditor under that Act.

- 39.4. The Board must direct the Auditor to conduct regular examinations of the accounts and records. The Auditor must attend the offices of the Association to carry them out:
  - 39.4.1. when directed by the Board, but not less than twice a year; and
  - 39.4.2. 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.
- 39.5. The audit program must be drawn up by the Auditor in consultation with the Secretary. The Auditor must have access to the books and accounts at all times and must, when the Board requests, make reports direct to the Board.
- 39.6. 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, during that person's term of office. 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.
- 39.7. The Auditor may make a report direct to the Members of the Association at a General Meeting on any matter which comes within the Auditor's jurisdiction.

#### **40. LIFE GOVERNORS**

- 40.1. Each Life Governor and Honorary Life Governor appointed prior to incorporation will be a Life Governor.
- 40.2. The Board may appoint to the position of Life Governor any person or group of people who has or have conferred a significant financial or other benefit on the Association.
- 40.3. Every Life Governor appointed must be recorded as such in the membership records of the Association and must be given a Certificate giving details of the appointment.
- 40.4. A Life Governor may vote at any Special Meeting or General Meeting.

#### **41. AUXILIARIES**

- 41.1. The Board may promote any Auxiliary Bodies and authorise them to raise funds for the Association.
- 41.2. The terms of reference of Auxiliary Bodies must be approved by the Board.
- 41.3. The Board may wind up Auxiliary Bodies if it is in the best interests of the Association.

**42. APPOINTMENT OF STAFF**

- 42.1. The appointment of the CEO must be made by the Board, which must set down clearly the terms and conditions of the appointment.
- 42.2. The appointment of staff will be the responsibility of the CEO, except if the CEO is:
  - 42.2.1. on leave, the CEO will delegate an Acting CEO; or
  - 42.2.2. unexpectedly absent, the Board will nominate the Acting CEO.

**43. GRATUITIES**

Members of staff must not accept any fee, perquisite or gratuity from any client or supporter of the Association.

**44. NOT FOR PROFIT PURPOSE**

- 44.1. The assets and income of the Association must be applied solely in the furtherance of its Purpose. 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 incurred on behalf of the Association.



# APPLICATION FOR MEMBERSHIP OF THE INCORPORATED ASSOCIATION

Thank you for your support for the work of *Child and Family Services Ballarat Inc.* (CAFS) by applying for membership of the Incorporated Association.

CAFS provides services that aims to build a safer community for the future of children, young people and their families. It is through the support of community members like you that we are able to work towards achieving our long term vision: Wellbeing, respect, safety and empowerment for all children and families.

Your support will be an investment to enrich the lives of our children and their families

**ALLAN JOY**

Chief Executive Officer

**Please Note:**

*CAFS Board of Governance is responsible for approving all new applications for membership of the Incorporated Association. In making its decision, the Board must be satisfied that the applicant:*

- is nominated by two existing Association members or Life Governors
- has bona fide reasons in the best interests of CAFS for becoming a member
- is not involved in activities that are contrary to CAFS' best interests
- is willing to abide by the Rules of the Association

I,.....(name)

.....(occupation)

of.....(address)

.....

.....(phone contact)

apply to become a Member of Child and Family Services Ballarat Inc. (CAFS).  
As a Member, I agree to be bound by the rules of the Association.

---

**Signature of Applicant**

---

**Date**

I,

---

**Member/Life Governor of the Association,**

nominate the applicant, who is personally known to me, for Membership of the Association.

---

**Signature of Proposer**

---

**Date**

I,

---

**Member/Life Governor of the Association,**

Second the nomination of the applicant, who is personally known to me, for Membership of the Association.

---

**Signature of Secunder**

---

**Date**

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APPENDIX

2

FORM OF APPOINTMENT OF PROXY

I,.....(name)

of ..... (address)

being a Member of .....  
(name of Incorporated Association)

appoint.....  
(name of proxy holder)

of.....  
(address of proxy holder)

being a Member of that Incorporated Association, as my proxy to vote for me on my behalf at the General Meeting of the Association convened under rule 21.1, to be held on-

.....  
(date of Meeting)

and at any adjournment of that Meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution (insert details of resolution passed under rule 12.6).

.....  
Signed  
Date

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