

# RULES FOR THE NORTHERN COMMUNITY LEGAL CENTRE INC

## PART 1—PRELIMINARY

### 1. Name

The name of the incorporated association is the Northern Community Legal Centre Incorporated (the Association).

### 2. Purposes

- (1) The main purpose of the Association is the benevolent relief of disadvantage experienced by people who live, work or study in the northern suburbs of Melbourne, and in particular those who would not otherwise have access to legal assistance.
- (2) Without limiting the generality of the purpose in subrule (1) the objects of the Association are to provide free and accessible legal and related services to vulnerable and disadvantaged people, including by:
  - (a) providing legal and other services that respect the right of disadvantaged or vulnerable community members to informed decision making and to be treated with respect, dignity and consideration;
  - (b) providing legal education to encourage disadvantaged or vulnerable communities and individuals to develop an understanding of laws and the legal system;
  - (c) practicing preventative law;
  - (d) redressing inequities and injustices through the promotion and facilitation of reform initiatives and advocacy directly impacting on the communities served;
  - (e) promoting awareness of the Association's activities in the community and maintaining strong partnerships and networks with agencies and organisations to assist in meeting the Association's objectives;
  - (f) collecting data and conducting research in relation to the attainment of these purposes;
  - (g) encouraging community participation in the operation of the service;
  - (h) carrying out any fundraising activities in support of the items listed in this subrule (2); and
  - (i) carrying out any ancillary services or incidental acts consistent with the items listed in this subrule (2).

### 3. Financial year

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

### 4. Definitions

In these Rules—

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

***Chairperson***, of a general meeting or Board meeting, means the person chairing the meeting as required under rule 40;

***Board*** means the Board having governance of the Association;

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

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

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

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

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

**member entitled to vote** means a member who under rule 9(2) is entitled to vote at a general meeting;

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

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

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

## PART 2—POWERS OF 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;
  - (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 its members.
- (2) Subrule (1) does not prevent the Association from paying a member—
  - (a) reimbursement for expenses properly incurred by the member; or
  - (b) for goods or services provided by the member—if this is done in good faith on terms no more favourable than if the member was not a member.

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

### **Division 1—Membership**

#### **7. Minimum number of members**

The Association must have at least 10 members.

#### **8. Categories of Membership**

The Association shall have one class of Membership only.

#### **9. Eligibility for Membership**

- (1) Only a natural person may be a Member.
- (2) A person must support the objects of the Association and agree to be bound by its Rules to be eligible to be a Member.

#### **10. Application for Membership**

- (1) The Board may prescribe the form of the application for Membership.
- (2) An application for Membership must be:
  - (a) in writing signed by the applicant; and
  - (b) lodged with the Association.

#### **11. Consideration of application**

- (1) At the first meeting of the Board after an application for membership has been received, the Board must decide by resolution whether to accept or reject the application.
- (2) The Board must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) If the Board 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.

#### **12. New membership**

- (1) If an application for membership is approved by the Board—
  - (a) the resolution to accept the membership must be recorded in the minutes of the Board meeting; and
  - (b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (2) A person becomes a member of the Association and is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—
  - (a) the Board approves the person's membership; or
  - (b) the person pays the joining fee.

#### **13. Membership Rights**

- (1) The rights of a member are not transferable and end when membership ceases.
  - (2) A member of the Association has the right—
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- (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
- (b) to submit items of business for consideration at a general meeting; and
- (c) to attend, vote and be heard at general meetings; and
- (d) to have access to the minutes of general meetings and other documents of the Association as provided under rule 67; and
- (e) to inspect the register of members.

#### **14. Ceasing membership**

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.
- (3) A member is taken to have resigned if—
  - (a) the member's annual subscription is more than 3 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.

#### **15. Register of members**

- (1) The Secretary must keep and maintain a register of members that includes—
  - (a) for each current member—
    - (i) the member's name;
    - (ii) the address for notice last given by the member;
    - (iii) the date of becoming a member;
    - (v) any other information determined by the Board; and
  - (b) for each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

## **Division 2—Disciplinary action**

### **16. 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; or
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association.

### **17. Notice to member**

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
  - (a) stating that the Association proposes to take disciplinary action against the member; and
  - (b) stating the grounds for the proposed disciplinary action; and
  - (c) specifying the date, place and time of the meeting of the Board at which the Board intends to consider the disciplinary action; and
  - (d) advising the member that he or she may do one or both of the following—
    - (i) attend the relevant part of the Board meeting and address the Board at that meeting; and
    - (ii) give a written statement to the Board at any time before the scheduled Board meeting.
- (2) The notice must be given no later than 14 days, before the Board meeting is held.

### **18. Decision of the Board on disciplinary matters**

- (1) For disciplinary matters, the Board must—
  - (a) give the member an opportunity to be heard; and
  - (b) consider any written statement submitted by the member.
- (2) After complying with subrule (1), the Board may—
  - (a) take no further action against the member; or
  - (b) subject to subrule (3)—
    - (i) reprimand the member; or
    - (ii) suspend the membership rights of the member for a specified period; or
    - (iii) expel the member from the Association.
- (3) The Board may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the Board under this rule takes effect immediately after the vote is passed.

## **Division 3—Grievance procedure**

### **19. Application**

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
  - (a) a member and the Board; and
  - (b) a member and another member; and
  - (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.
- (3) A member who is an employee of the Association must not initiate this grievance procedure relating to an employment related dispute.
- (4) A grievance must be provided in writing to the Association, including full details of the grievance.

### **20. Parties must attempt to resolve the dispute**

The parties to a dispute must attempt in good faith to resolve the dispute between themselves within 60 days of the dispute coming to the attention of each party in writing.

### **21. Appointment of mediator**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 20, either party may notify the other in writing within 30 days of their request for mediation.
- (2) Where there is a request for mediation, the Board must appoint a mediator within 30 days of receipt of the written request. The mediator may be a member or former member of the Association but in any case must not be a person who—
  - (a) has a personal interest in the dispute; or
  - (b) is biased in favour of or against any party.

### **22. Mediation process**

- (1) The mediator to the dispute, in conducting the mediation, must—
  - (a) give each party every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

### **23. 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

### 24. Annual general meetings

- (1) The Board must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) The Board may determine the date, time and place of the annual general meeting.
- (3) The ordinary business of the annual general meeting is as follows—
  - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
  - (b) to receive and consider—
    - (i) the annual report of the Board on the activities of the Association during the preceding financial year; and
    - (ii) the financial statements of the Association for the preceding financial year submitted by the Board in accordance with Part 7 of the Act;
  - (c) to confirm or vary the amounts (if any) of the annual subscription and joining fee; and
  - (d) to elect the elected Board members in accordance with rule 46.
- (4) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

### 25. Special general meetings

- (1) Any general meeting of the Association, other than an annual general meeting, is a special general meeting.
- (2) The Board may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 27 may be conducted at the meeting.

### 26. Special general meeting held at the request of members

- (1) The Board must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 50% of the total number of members.
  - (2) A request for a special general meeting must—
    - (a) be in writing; and
    - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
    - (c) include the names and signatures of the members requesting the meeting; and
    - (d) be given to the Secretary.
  - (3) If the Board does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
  - (4) A special general meeting convened by members under subrule (3)—
    - (a) must be held within 3 months after the date on which the original request was made; and
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- (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).

## **27. Notice of general meetings**

- (1) The Secretary (or, in the case of a special general meeting convened under rule 26(3), the members convening the meeting) must give to each member of the Association—
  - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must—
  - (a) specify the date, time and place of the meeting; and
  - (b) indicate the general nature of each item of business to be considered at the meeting; and
  - (c) if a special resolution is to be proposed—
    - (i) state in full the proposed resolution; and
    - (ii) state the intention to propose the resolution as a special resolution; and
  - (d) comply with rule 28(5).

## **28. 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.
- (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 Board 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 27 must—
  - (a) state that the member may appoint another member as a proxy for the meeting; and
  - (b) include a copy of any form that the Board has approved for the appointment of a proxy.
- (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.

## **29. 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.

### **30. 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, or by the use of technology as allowed by rule 29) 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 26—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.

### **31. 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 27.

### **32. Voting at general meeting**

- (1) On any question arising at a general meeting—
  - (a) subject to subrule (3), each member who is entitled to vote has one vote; and
  - (b) members 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 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.

### **33. Special resolutions**

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

### **34. Determining whether resolution carried**

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

### **35. Minutes of general meeting**

- (1) The Board must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
  - (a) the names of the members attending the meeting; and
  - (b) proxy forms given to the Chairperson of the meeting under rule 28(6); and
  - (c) the financial statements submitted to the members in accordance with rule 24(4)(b)(ii); and
  - (d) the certificate signed by two Board members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
  - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

## **PART 5—BOARD**

### **Division 1—Powers of Board**

### **36. Role and powers**

- (1) The business of the Association must be managed by or under the direction of a Board.
- (2) The Board may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (3) The Board may—
  - (a) appoint and remove staff;
  - (b) establish sub committees consisting of members with terms of reference it considers appropriate.

### **37. Delegation**

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

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

### **38. Composition of Board**

- (1) The Board shall consist of not less than 5 and not more than 10 Board members, of which 4 will be elected members and the remainder will be appointed members.
- (2) The Board shall elect from among its members officer holders the following Executive positions:
  - (a) a Chairperson; and
  - (b) a Vice-Chairperson; and
  - (c) a Secretary; and
  - (d) a Treasurer.

### **39. General Duties**

- (1) As soon as practicable after being appointed to the Board, each Board member must become familiar with these Rules and the Act.
- (2) The Board is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Board comply with these Rules.
- (3) Board members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Board members must exercise their powers and discharge their duties—
  - (a) in good faith in the best interests of the Association; and
  - (b) for a proper purpose.
- (5) Board members and former Board members must not make improper use of—

- (a) their position; or
  - (b) information acquired by virtue of holding their position—  
so as to gain an advantage for themselves or any other person or to cause detriment to the Association.
- (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.

#### **40. Chairperson and Vice-Chairperson**

- (1) Subject to subrule (2), the Chairperson or, in the Chairperson's absence, the Vice-Chairperson is the Chairperson for any general meetings and for any Board meetings.
- (2) If the Chairperson and the Vice-Chairperson are both absent, or are unable to preside, the Chairperson of the meeting must be—
  - (a) in the case of a general meeting—a member elected by the other members present; or
  - (b) in the case of a Board meeting—a Board member elected by the other Board members present.

#### **41. Secretary**

- (1) The Secretary, or any other person nominated by a resolution of the board, 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 15; and
  - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 62(3), all books, documents and securities of the Association in accordance with rules 64 and 67; and
  - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
  - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

#### **42. 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; and
  - (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
  - (c) make any payments authorised by the Board or by a general meeting of the Association from the Association's funds; and
  - (d) ensure cheques or transfers are authorised by at least 2 members of the Association, which shall include at least one Board member approved by the Board from time to time.
- (2) The Treasurer must—

- (a) ensure that the financial records of the Association are kept in accordance with the Act; and
  - (b) coordinate the preparation of the financial statements of the Association and their certification by the Board prior to their submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that at least one other Board member has access to the accounts and financial records of the Association.

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

#### **43. Who is eligible to be a Board member**

A person is eligible to be appointed as a Board member if the person —

- (a) is 18 years or over; and
- (b) is not an employee of the Association; and
- (c) meets the conditions of the ACNC and any other relevant legislation
- (d) has experience that demonstrates skills relevant to the activities of the Board; or
- (e) has experience participating in the communities served; and
- (f) demonstrates a commitment to the objects and purpose of the Association in accordance with rule 2.

#### **44. Appointed Board members**

- (1) Subject to these Rules, the Board may appoint by resolution at a Board meeting a natural person as an appointed Board member to fill a vacancy.
- (1) The Board must consider the eligibility set out in rule 43 when considering any candidates for appointment to the Board.
- (2) The appointment of a person as a Board member is not effective unless signed consent to the appointment is provided by that person to the Association. The appointment of a person as a Board member will take effect on the later of the date of appointment and the date on which the Association receives the signed consent.

#### **45. Elected Board members**

- (1) A call for nominations for the determined elected Board member positions will be forwarded to all members at least 14 days prior to the annual general meeting.
- (2) A form nominating for an elected Board member position must be sent by post or electronically to the Secretary and must be received no later than 48 hours before the commencement of the annual general meeting.
- (3) When considering candidates for election to the Board, the members must consider the eligibility set out in rule 43. The members may, by ordinary resolution, deem a candidate ineligible.
- (4) If the number of eligible nominations is less than or equal to the number of elected Board member vacancies, the Chairperson of the meeting must declare the candidates elected to the positions. Any remaining vacancies will be declared casual vacancies.

- (5) If the number of nominations is more than the number of elected Board member vacancies, a ballot will be held during the annual general meeting.
- (6) The Chairperson will announce the candidates, arrange for distribution of ballot papers and appoint an Election Officer who must not be a candidate.
- (7) The members present and voting must indicate on the ballot paper each candidate for whom they wish to vote. The member must not indicate support for more candidates than the number to be elected.
- (8) Ballot papers that do not comply with subrule 45(7) will be declared invalid and will not be counted.
- (9) Each valid ballot paper on which a candidate has been voted for, counts as one vote for that candidate.
- (10) The Election Officer and Chairperson must count the votes. In the event of an equal number of votes, the Chairperson will have the casting vote.
- (11) The Chairperson must declare elected the candidates who received the most votes.

#### **46. Election of Executive Members**

- (1) Subject to these Rules, the Board must elect by secret ballot an existing Board member to any vacancy in the Executive positions at its next scheduled meeting, or in the event of a vacancy in the position of Secretary, within 14 days after the vacancy arises.
- (2) Each Board member will be invited to nominate for the vacant Executive position.
- (3) If only one Board member nominates for the vacant Executive position, the Chairperson of the meeting must declare the member elected to the Executive position.
- (4) If more than one member is nominated, a secret ballot must be held. Separate ballots must be held for each vacant Executive position where there is more than one nomination.
- (5) The Board will appoint a person who is not a member of the Board as the Election Officer.
- (6) The Election Officer will announce the candidates in alphabetical order by surname.
- (7) Each Board member, including those who have nominated, will complete a ballot paper naming their preferred candidate.
- (8) The Election Officer will collect the ballot papers and count the votes. If a candidate has a majority vote, the Election Officer will announce the name of the successful candidate.
- (9) If no candidate has attained a majority of the votes after the first ballot, there shall be a series of additional ballots until a majority is achieved. From the second ballot onwards, the candidate with the smallest number of votes shall be removed from consideration. If only two candidates remain and a majority is not achieved the Election Officer shall have the casting vote.
- (10) A candidate to a position may raise an objection to a ballot count when the announcement is made. The candidate may then select another Board member to do a second count of the votes to confirm the outcome.

#### **47. Term of Appointment**

- (1) The term of appointment for an appointed Board member is 2 years, from the annual general meeting following the appointment by resolution of the Board. At the end of the term the position is declared as a vacancy.
- (2) The term of appointment for an elected Board member is 2 years, from the annual general meeting where the election occurs. At the commencement of the election process in rule 45 the positions will be declared as vacancies.
- (3) The term of appointment for an Executive position is 1 year. At the end of the term the Executive position is declared a vacancy and the Board member reverts back to an ordinary Board member.
- (4) Board members may be reappointed or re-elected to any vacancy in accordance with rule 44, 45 and rule 46.

#### **48. Vacation of office and casual vacancies**

- (1) A Board member may resign from the Board by written notice addressed to the Board.
- (2) A person ceases to be a Board member if he or she—
  - (a) ceases to be a member of the Association; or
  - (b) fails to attend 3 Board meetings in a 12 month period (other than special or urgent Board meetings) without leave of absence under rule 58; or
  - (c) otherwise ceases to be a Board member by operation of section 78 of the Act.
- (3) The position will be declared a casual vacancy and may filled in accordance with rule 44, 45 and rule 46.
- (4) If the Board member was an elected Board member, the number of elected Board members in rule 38(1) will decrease by that position until the next annual general meeting.

### **Division 4—Meetings of Board**

#### **49. Meetings of Board**

- (1) The Board must meet at least 6 times in each year at the dates, times and places determined by the Board.
- (2) Special Board meetings may be convened by the Chairperson or by any 4 members of the Board.

#### **50. Notice of meetings**

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

## **51. Urgent meetings**

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 51 provided that as much notice as practicable is given to each Board member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Board.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

## **52. Procedure and order of business**

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

## **53. Use of technology**

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

## **54. Quorum**

- (1) No business may be conducted at a Board meeting unless a quorum is present.
- (2) The quorum for a Board meeting is the presence (in person or as allowed under rule 54) of 4 Board members.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting—
  - (a) in the case of a special meeting—the meeting lapses;
  - (b) in any other case—the meeting must be adjourned to a date no later than 30 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 50.

## **55. Voting**

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

## **56. Conflict of interest**

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

## **57. Minutes of meeting**

- (1) The Board must ensure that minutes are taken and kept of each Board meeting.
- (2) The minutes must record the following—
  - (a) the names of the members in attendance at the meeting;
  - (b) the business considered at the meeting;
  - (c) any resolution on which a vote is taken and the result of the vote;
  - (d) any material personal interest disclosed under rule 57.

## **58. Resolution out of session**

- (1) The Board may pass a resolution without a meeting being held if all the Board members entitled to vote on the resolution (except a Board member on an approved leave of absence) sign a document containing a statement that he or she is in favour of the resolution set out in the document.
- (2) Separate copies of a document may be used for signing by Board members if the wording of the resolution and statement is identical in each copy.
- (3) The resolution is passed when the last Board member signs.
- (4) The resolution will lapse if all Board members have not signed within 72 hours of the resolution being proposed.
- (5) An email purporting to be a scanned copy of an email which has been signed by a Board member must be treated as a signed document for the purpose of this section.

## **59. Leave of absence**

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

## PART 6—FINANCIAL MATTERS

### 60. Source of funds

- (1) 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 Board.
- (2) At each annual general meeting, the Association must confirm or vary the amounts (if any) of the annual subscription and joining fee.

### 61. Management of funds

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Board may approve expenditure on behalf of the Association.
- (3) The Board may authorise the Treasurer or a designated staff member to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (4) All drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Board members.
- (5) All funds of the Association must be deposited into the financial account of the Association within a reasonable time after receipt.
- (6) With the approval of the Board, the Treasurer or a designated staff member 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.

### 62. 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 Board.

### 63. Financial statements

- (1) For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting subrule (1), those requirements include—
  - (a) the preparation of the financial statements;
  - (b) if required, the review or auditing of the financial statements;
  - (c) the certification of the financial statements by the Board;

- (d) the submission of the financial statements to the annual general meeting of the Association; and
- (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## **PART 7—GENERAL MATTERS**

### **64. Common seal**

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

### **65. Registered address**

The registered address of the Association is—

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

### **66. Notice requirements**

- (1) Any notice required to be given to a member or a Board member under these Rules may be given—
  - (a) by handing the notice to the member personally; or
  - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
  - (c) by email or facsimile transmission.
- (2) Subrule (1) does not apply to notice given under rule 51.
- (3) Any notice required to be given to the Association or the Board may be given—
  - (a) by handing the notice to a member of the Board; or
  - (b) by sending the notice by post to the registered address; or
  - (c) by leaving the notice at the registered address; or
  - (d) if the Board determines that it is appropriate in the circumstances—
    - (i) by email to the email address of the Association or the Secretary; or
    - (ii) by facsimile transmission to the facsimile number of the Association.

### **67. Custody and inspection of books and records**

- (1) Members may on request inspect free of charge—
  - (a) the register of members;
  - (b) the minutes of general meetings;

- (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Board meetings.
- (2) The Board may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Board must on request make copies of these Rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this Rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—
  - relevant documents* means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—
    - (a) its membership records;
    - (b) its financial statements;
    - (c) its financial records; and
    - (d) records and documents relating to transactions, dealings, business or property of the Association.

## **68. Winding up and cancellation**

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.
- (5) If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another similar organisation to which income tax deductible gifts can be made:
  - (a) gifts of money or property for the principal purpose of the organisation
  - (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation
  - (c) money received by the organisation because of such gifts and contributions.

## **69. Alteration of Rules**

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

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