Rules of Association (also known as the Constitution)

Whittlesea Community Connections Inc.

An Incorporated Association

Adopted 18 August 2014

No.	Amendment detail	Date approved by members
1.	Part 5, Division 3 Election of Board members and tenure of office, Clause 50 Positions to be declared vacant and Clause 56 Term of Office be amended to enable Board members to serve two year terms, with one half of the board retiring or seeking re-election and one half continuing each year.	AGM 6th October 2017
2.	Part 1, Division 2, Clause 2 be amended to include the word 'learning' to read - *Whittlesea Community Connections exists to serve the community of the City of Whittlesea. Its core objectives are to: (a) Identify and address information,* ***learning*** *and service needs of residents in the City of Whittlesea…*	AGM 8th November 2018
3.	Expanding the existing Purpose statement to replace the existing objectives, vision and mission clauses (Page 5, clause 1 (1)) Changes to the values statement. (Pages 5-6, clause 1 (2)) Removal of the City of Whittlesea in the statement of purpose. (Page 5, clause 1 (1)). Change to the definition of membership (page 7, clause 7 (2) (a)) Removal of associate membership (page 8, clause 7) Removal of a person nominated by the City of Whittlesea Council (page 21, clause 52) Election of office bearers (page 21, clause 51) Term of Office of Volunteer Representatives (page 22, clause 55 (1)) Include maximum of four consecutive terms (page 22, clause 55 (2))	AGM 15th November 2022 *Explanation of changes can be found in the "Information paper to WCC members_Constitution amendments 2022"*
4.	Rule 8. Modify eligibility by including 'or who have meaningful connections with WCC' Rule 52. Where we reference four ordinary members add 'or volunteer representatives' Rule 54 (1) - replace 'as soon as practicable after' to "within the month preceding" the AGM Changes required to comply with New model rules in Victoria including updated language relating to use of technology (Rules 9, 18, 35, 63), Disciplinary procedures (Rule 23), Grievances (Rules 27, 28) and Conflict of interest (Rule 66) Changes to remove pronouns he/she	AGM 15th November 2024 *Explanation of changes can be found in the "Information paper to WCC members_Constitution amendments 2024"*
5.	Rule 44 (Composition of Board) amended to reduce the number of elected Board members from 12 to 10, reserve one position for a Youth Representative and reduce the Volunteer Representatives from two to one; consequential amendments to rules 50 to 59 (election of Board members, ballots, term of office); general updates for consistency with the Act.	AGM 10th November 2026 *Explanation of changes can be found in the Information Statement accompanying the Notice of Meeting*

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Model Rules for an Incorporated Association

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

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

PART 1—PRELIMINARY

1 Name

The name of the incorporated association is "Whittlesea Community Connections" (the "**Association**").

Note

Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

2 Purpose, vision, mission and values

(1) Purpose

Whittlesea Community Connections is a not for profit association established to provide services for the relief of poverty, sickness, suffering, distress, misfortune, disability, destitution or helplessness. Whittlesea Community Connections promotes the principles of equity, access and community participation through direct support and assistance, information and referral, the delivery of targeted programs and advocating for social change in the area.
The purposes of Whittlesea Community Connections are to:

(a) provide impartial and confidential support, information, referral services and advocacy services to members of the community;

(b) work to alleviate poverty and disadvantage, including through direct aid;

(c) encourage the development of a multi-cultural society;

(d) coordinate the activities of people and organisations who wish to contribute their time and/or resources to community service;

(e) initiate and participate in action which will bring about a more just and equitable society;

(f) assist people, individually and in groups, to develop skills which will enable them to gain greater power over their lives;

(g) advocate on behalf of individuals, families and/or groups with Government bodies and community organisations in order to obtain the services they require;

(h) liaise and partner with other organisations in order to achieve the above purposes;

(i) advance the operations and activities of the Association;

(j) have regard to the public interest in its operations; and

(k) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these purposes.

(2) **Values**

Whittlesea Community Conncetions' values are:

(a) **Self-determination** – Whittlesea Community Connections supports individuals and communities in making choices and decisions that best meet their own needs;

(b) **Non-judgmental** – Whittlesea Community Connections provides services that are
impartial and supportive of all forms of diversity;

(c) **Confidentiality** – Whittlesea Community Connections approaches community relationships and provides services in a manner that supports clients' privacy and confidentiality;

(d) **Diversity** – Whittlesea Community Connections values the diversity of the community and commits to strengthening inclusiveness in all aspects of its work; and

(e) **Independence** – Whittlesea Community Connections values and guards its independence including the right to comment and advocate on local, state and federal government policy.

3 Financial year

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

4 Definitions

In these Rules—

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

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

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

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

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

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

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

disciplinary sub-committee means the sub-committee appointed under rule 20 ;

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

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

member means a member of the Association;

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

Rules means these rules as amended from time to time and **rule** has a corresponding meaning;

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*** **(Vic)** and includes any regulations made under that Act;

the Registrar means the Registrar of Incorporated Associations Victoria.

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 5(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 6(1) does not prevent the Association from paying a member—

(a) reimbursement for expenses properly incurred by the member; or

(b) for goods or services provided by the member—

if this is done in good faith on terms no more favourable than if the member was not a member.

Note

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an

incorporated association is not taken to secure pecuniary profit for its members.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7 Minimum number of members

The Association must have at least 5 members.

8 Who is eligible to be a member

(1) Any person who supports the purposes of the Association is eligible for membership if they are individuals who:

(a) live, work, volunteer, study or have meaningful connections in the City of Whittlesea, or who have meaningful connections with Whittlesea Community Connections and who are not paid employees of the Association; or

(b) are active or former volunteers with the Association.

9 Application for membership

(1) To apply to become a member of the Association, a person must:

(a) apply for membership in accordance with sub-rule 9(2); and

(b) support the purposes of the Association; and

(c) agree to comply with these Rules

(2) An application of a person for membership of the Association must:

(a) be signed by the applicant; and

(b) may be accompanied by the joining fee (if any). **Note**

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

A requirement for a signature of a person may be met by electronic signature. See Section 9 of the Electronic Transactions (Victoria) Act 2000.

10 Consideration of application

(1) As soon as practicable after an application for membership is 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/s need to be given for the rejection of an application.

11 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) As soon as practicable, the name and address of the new member, and the date of becoming a member, must be entered in the register of members.

(2) A person becomes a member of the Association at the later of the date they are approved by the Board and the date they pay the joining fee (if any) and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which:

(a) the Board approves the person's membership; or

(b) the person pays the joining fee.

12 Fees and Subscriptions

(1) **Membership Fee -** The Board must determine from time to time:

(a) the amount (if any) payable by an applicant for membership (**Membership Fee**);

(b) the amount of the annual Membership Fee payable for Members; and

(c) the due date for payment.

(2) The Board may determine at its sole discretion that a lower or zero annual Membership Fee is payable by volunteers of the Association whilst they are actively engaged in such volunteering.

(3) The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to:

(a) the full annual Membership Fee; or

(b) a pro rata annual Membership Fee based on the remaining part of the financial year; or

(c) a fixed amount determined from time to time by the Association.

(4) The rights of a member (including the right to vote) who has not paid the annual Membership Fee by the due date are suspended until the subscription is paid.

13 General rights of members

(1) A member of the Association who is entitled to vote has the right:

(a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and

(b) to submit items of business for consideration at a general meeting; and

(c) to attend and be heard at general meetings; and

(d) to vote at a general meeting; and

(e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 76; and

(f) to inspect the register of members.

(2) A member is entitled to vote if:

(a) more than 10 business days have passed since the person became a member of the Association; and

(b) the member's membership rights are not suspended for any reason.

14 Not used

15 Rights not transferable

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

16 Ceasing membership

(1) The membership of a person ceases on resignation, expulsion or death.

(2) If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

17 Resigning as a member

(1) A member may resign by notice in writing given to the Association.

Note

Rule 74(3) sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the Board.

(2) A member is taken to have resigned if:

(a) the member's annual Membership Fee is more than six months in arrears; or

(b) where no annual Membership Fee is payable:

(i) the Secretary of the Association has made a written request to the member to confirm that the member wishes to remain a member; and

(ii) the member has not, within three months after receiving that request, confirmed in writing that the member wishes to remain a member.

18 Register of members

(1) The Secretary must keep and maintain a register of members that includes:

(a) for each current member:

(i) the member's name;

(ii) the address for notice last given by the member;

(iii) the email address last given by the member (if available); and

(iv) the date of becoming a member;

(v) any other information determined by the Board; and

(b) for each former member, their name and the date of ceasing to be a member.

(2) Any member may, subject to sections 59 and 59A of the Act, at a reasonable time and free of charge, inspect the register of members.

Note

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

Division 2—Disciplinary action

19 Grounds for taking disciplinary action

The Association may take disciplinary action in accordance with section 54 of the Act against a member in accordance with this Division if it is determined that the member:

(a) has failed to comply with these Rules; or

(b) refuses to support the purposes of the Association; or

(c) has engaged in conduct prejudicial to the Association,

20 Disciplinary sub-committee

(1) If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board must appoint a disciplinary sub-committee to hear the matter and determine what action, if any, to take against the member.

(2) The members of the disciplinary sub-committee:

(a) may be Board members, members of the Association or anyone else; but

(b) must not be biased against, or in favour of, the member concerned (such determination to be made by the Board at its sole discretion).

21 Notice to member

(1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member:

(a) stating that the Association proposes to take disciplinary action against the member; and

(b) stating the grounds for the proposed disciplinary action; and

(c) specifying the date, place and time of the meeting at which the disciplinary sub-committee intends to consider the disciplinary action (the ***disciplinary meeting***); and

(d) advising the member that the member may do one or both of the following:

(i) attend the disciplinary meeting and address the disciplinary sub-committee at that meeting;

(ii) give a written statement to the disciplinary sub-committee at any time before the disciplinary meeting; and

(e) setting out the member's appeal rights under rule 23.

(2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

22 Decision of sub-committee

(1) At the disciplinary meeting, the disciplinary sub-committee 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 disciplinary sub-committee may:

(a) take no further action against the member; or

(b) subject to subrule 22(3)—

(i) reprimand the member; or

(ii) suspend the membership rights of the member for a specified

period; or

(iii) expel the member from the Association.

(3) The disciplinary sub-committee may not fine the member.

(4) The suspension of membership rights or the expulsion of a member by the disciplinary sub-committee under this rule takes effect immediately after the vote is passed.

23 Appeal rights

(1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 22 may give notice to the effect that the person wishes to appeal against the suspension or expulsion.

(2) The notice must be in writing and given:

(a) to the disciplinary sub-committee immediately after the vote to suspend or expel the person is taken; or

(b) to the Secretary of the Association not later than seven days after the vote.

(3) If a person has given notice under subrule 23(2), the Board must appoint at least three persons to an appeal subcommittee to consider the appeal.

(4) Subject to subrule 23(5), the Board may appoint any person to an appeal subcommittee.

(5) A person must not be appointed to an appeal subcommittee if the Board determines at its sole discretion that the person:

(a) was appointed to the disciplinary sub committee to hear and determine the matter of the member concerned; or

(b) has a personal interest in the dispute; or

(c) is biased in favour or against the member concerned

(6) The committee must convene a meeting of the appeal subcommittee (the ***disciplinary appeal meeting***) as soon as practicable and no later than 21 days after the notice of the appeal is received.

(7) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must:

(a) specify the date, time and place of the meeting; and

(b) state:

(i) the name of the person against whom the disciplinary action has been taken; and

(ii) the grounds for taking that action; and

(iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or

revoked.

24 Conduct of disciplinary appeal meeting

(1) At a disciplinary appeal meeting—

(a) no business other than the question of the appeal may be conducted; and

(b) the Board must state the grounds for suspending or expelling the member and the reasons for taking that action; and

(c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.

(2) After complying with subrule 24(1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.

(3) A member may not vote by proxy at the meeting.

(4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

Division 3—Grievance procedure

25 Application

(1) The grievance procedure set out in this Division applies to disputes under these Rules between:

(a) a member and another member;

(b) a member and the Board;

(c) a member and the Association.

(2) A member may appoint any person to act on behalf of the member in the grievance procedure.

(3) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

26 Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 21 business days of the dispute coming to the attention of each party.

27 Appointment of mediator

(1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 business days:

(a) notify the Board of the dispute; and

(b) agree to or request the appointment of a mediator; and

(c) attempt in good faith to settle the dispute by mediation.

(2) The mediator must be:

(a) a person chosen by agreement between the parties; or

(b) in the absence of agreement—

(i) if the dispute is between a member and another member, a person appointed by the Board; or

(ii) if the dispute is between a member and the Board or the Association, a registered mediator.

Note

This includes a registered mediator appointed or employed by the Dispute Settlement Centre of Victoria or accredited by the Victorian Bar.

(3) The Board must not appoint a person as a mediator if the Board determines at its sole discretion that the person:

(a) has a personal interest in the dispute; or

(b) is biased in favour of or against any party.

28 Mediation process

(1) The mediator to the dispute, in conducting the mediation, must:

(a) give each party every opportunity to be heard; and

(b) allow due consideration by all parties of any written statement submitted by any party; and

(c) ensure that natural justice is accorded to the parties throughout the mediation process.

(2) The mediator must not determine the dispute.

(3) Any costs of mediation are to be paid:

(a) if an agreement as to costs is reached between the parties, in accordance with that agreement; or

(b) if there is no such agreement, by the Board.

29 Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

30 Annual general meetings

(1) The Board must convene an annual general meeting of the Association to be held within five months after the end of each financial year.

(2) Despite subrule 30(1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.

(3) The Board may determine the date, time and place of the annual general meeting.

(4) The ordinary business of the annual general meeting is as follows:

(a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;

(b) to receive and consider:

(i) the annual report of the Board on the activities of the Association during the preceding financial year; and

(ii) the financial statements of the Association for the preceding financial year submitted by the Board in accordance with Part 7 of the Act;

(c) to elect the members of the Board;

(d) to confirm or vary the amounts (if any) of the annual Membership Fee and joining fee.

(5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

31 Special general meetings

(1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.

(2) The Board may convene a special general meeting whenever it thinks fit.

(3) No business other than that set out in the notice under rule 33 may be conducted at the meeting.

Note

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 33 and the majority of members at the meeting agree.

32 Special general meeting held at request of members

(1) The Board must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of members.

(2) A request for a special general meeting must:

(a) be in writing; 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 32(3):

(a) must be held within three months after the date on which the original request was made; and

(b) may only consider the business stated in that request.

(5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule 32(3).

33 Notice of general meetings

(1) The Secretary of the Association (or, in the case of a special general meeting convened under rule 32(3), the members convening the meeting) must give to each member of the Association:

(a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or

(b) at least 14 days' notice of a general meeting in any other case.

(2) The notice must:

(a) specify the date, time and place of the meeting; and

(b) indicate the general nature of each item of business to be considered at the meeting; and

(c) if a special resolution is to be proposed—

(i) state in full the proposed resolution; and

(ii) state the intention to propose the resolution as a special resolution; and

(d) comply with rule 34(5).

(3) This rule does not apply to a disciplinary appeal meeting.

Note

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

34 Proxies

(1) A member may appoint another member or the Chairperson of the meeting as their proxy to vote and speak on their behalf at a general meeting other than at a disciplinary appeal meeting.

(2) The appointment of a proxy must be in writing and signed by the member making the appointment.

(3) The member appointing the proxy shall give specific directions as to how the

proxy is to vote on their behalf.

(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 33 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.

35 Use of technology

(1) A general meeting may be held and members may take part by the use of technology that allows members to clearly and simultaneously communicate with each other participating member.

(2) For the purposes of this Part, a member participating in a general meeting as permitted under subrule 35(1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

36 Quorum at general meetings

(1) No business may be conducted at a general meeting unless a quorum of members is present.

(2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 35) of 15 members or 10% (whichever is the lesser) of the members entitled to vote.

(3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:

(a) in the case of a meeting convened by, or at the request of, members under rule 32, the meeting must be dissolved;

Note

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If

members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 32.

(b) in any other case:

(i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and

(ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.

(4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule 36(3)(b), the members present at the meeting (if not fewer than three) may proceed with the business of the meeting as if a quorum were present.

37 Adjournment of general meeting

(1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.

(2) Without limiting subrule 37(1), a meeting may be adjourned:
(a) if there is insufficient time to deal with the business at hand; or
(b) to give the members more time to consider an item of business.

Example

The members may wish to have more time to examine the financial statements submitted by the Board at an annual general meeting.

38 Voting at general meeting

(1) On any question arising at a general meeting:
(a) subject to subrule 38(3), each member who is entitled to vote has one vote; and
(b) members may vote personally (in person or in accordance with rule 35) 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.

(4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

39 Special resolutions

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

Note

In addition to certain matters specified in the Act, a special resolution is required—

(a) to remove a Board member from office;

(b) to alter these Rules, including changing the name or any of the purposes of the Association.

40 Determining whether resolution carried

(1) Subject to subrule 40(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.

41 Minutes of general meeting

(1) The Board must ensure that minutes are taken and kept of each general meeting.

(2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

(3) In addition, the minutes of each annual general meeting must include:

(a) the names of the members attending the meeting; and

(b) proxy forms given to the Chairperson of the meeting under rule 34(6); and

(c) the financial statements submitted to the members in accordance with rule 30(4)(b)(ii); and

(d) the certificate signed by two Board members certifying that the financial

(e) statements give a true and fair view of the financial position and performance of the Association; and

(f) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the

Act.

PART 5—BOARD

Division 1—Powers of Board

42 Role and powers

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

(2) The Board may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.

(3) The Board may:

(a) appoint and remove staff;

(b) establish sub-committees consisting of members with terms of reference it considers appropriate.

43 Delegation

(1) The Board may delegate to a member of the Board, a sub-committee or staff, any of its powers and functions other than:

(a) this power of delegation; or

(b) a duty imposed on the Board by the Act or any other law.

(2) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.

(3) The Board may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of Board and duties of members

44 Composition of Board

The Board consists of:

(a) a President;

(b) a Vice-President;

(c) a Secretary;

(d) a Treasurer;

(e) four ordinary members (if any) elected under rule 52;

(f) one volunteer representative elected under rule 53 **(Volunteer Representative);**

(g) one young adult, who must be over the age of 18 and under the age of 30 at the time of nomination elected under rule 52 (**Youth Representative**); and

(h) up to two Co-opted members (if any) elected under rule 53 (**Co-Opts**), who are not counted towards the maximum of 10 elected Board members and do not have voting rights

45 General Duties

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

(2) The Board is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Board comply with these Rules.

(3) Board members must exercise their powers and discharge their duties with reasonable care and diligence.

(4) Board members must exercise their powers and discharge their duties:

(a) in good faith in the best interests of the Association; and

(b) for a proper purpose.

(5) Board members and former Board members must not make improper use of:

(a) their position; or

(b) information acquired by virtue of holding their position,

so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

Note

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

(6) In addition to any duties imposed by these Rules, a Board member must perform any other duties imposed from time to time by resolution at a general meeting.

46 President and Vice-President

(1) Subject to subrule 46(2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any Board meetings.

(2) If the President and the Vice-President are both absent, or are unable to preside, the 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.

47 Secretary

(1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

Example

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

(2) The Secretary must:

(a) maintain the register of members in accordance with rule 18; and

(b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 71(3), all books, documents and securities of the Association in accordance with rules72 and 77; 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 their appointment within 14 days after the appointment.

48 Treasurer

(1) The Treasurer must:

(a) ensure that all moneys paid to or received by the Association and all receipts issued for those moneys in the name of the Association are subject to the restrictions in the Act, these rules, the decisions of the Board or any General Meeting; and

(b) ensure that all moneys received are paid into the account of the Association within 21 working days after receipt; and

(c) ensure that any payments authorised by the Board or by a general meeting of the Association from the Association's funds are made; and

(d) ensure all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments drawn must be signed by two nominated members of the Board or delegated member of staff unless otherwise specified in a resolution of the Board; and

(e) ensure that the financial records of the Association are kept in accordance with the Act; and

(f) 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; and

(g) 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

49 Who is eligible to be a Board member

In addition to, and without limiting, any other eligibility requirements set out in these Rules, a member is eligible to be elected or appointed as a Board member if the member:

(a) is 18 years or over; and

(b) is entitled to vote at a general meeting.

50 Positions to be declared vacant

(1) This rule applies to:

(a) the first annual general meeting of the Association after its incorporation; or

(b) any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.

(2) The Chairperson of the meeting must declare vacant those positions on the Board whose term expires under rule 56 and declare the results of the elections for those positions held in accordance with rules 51 to 53.

51 Nominations

(1) Prior to the election of the members of the Board, including the Volunteer Representative and the Youth Representative, the Board must call for nominations to fill those vacant positions.

(2) An eligible member of the Association may:

(a) nominate themselves; or

(b) with the member's consent, be nominated by another member.

(3) Where the Board receives nominations to fill the positions the Board, the Board must:

(a) satisfy itself that the nominee meets the eligibility requirements for the relevant position;

(b) circulate information about each candidate to the Members; and

(c) where a nominee is not already a member, consider and approve any applications for membership by that nominee that is made in accordance with these Rules.

52 Election of ordinary members and Youth Representative

(1) The annual general meeting must elect the eight ordinary members of the Board to fill the positions declared vacant under rule 50, so that there are no more than eight ordinary members (including the President, Vice-President, Secretary and Treasurer) holding office at any time.

(2) The annual general meeting must elect the Youth Representative of the Board to fill the position declared vacant under rule 50, so that there are no more than one Youth Representative holding office at any time.

(3) A single election may be held to fill all of those positions.

(4) If the number of members nominated for the position of ordinary Board member and Youth Representative is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.

(5) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 55.

53 Election of President etc.

(1) At the first meeting of the Board, following the annual general meeting, the Board members shall select from among themselves to fill the roles of:

(a) President;

(b) Vice-President;

(c) Secretary;

(d) Treasurer.

(2) If more than one member is nominated, a ballot must be held in accordance with rule 55.

(3) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

(4) On their election, the new President may take over as Chairperson of the meeting.

54 Election of the Volunteer Representative and Co-Opts

(1) The Board, within the month preceding an annual general meeting, shall organise a ballot of volunteer members of the Association to select one Volunteer Representative to the Board who is a member of the Association and an active volunteer at the time of nomination.

(2) A single election may be held to fill these positions.

(3) If the number of members nominated for the position of Volunteer Representative is equal to the number to be elected, the Chair of the meeting must declare that member to be elected to the position.

(4) If the number of members nominated for the position of Volunteer Representative exceeds one, a ballot must be held in accordance with rule 55; and if no eligible member is nominated, either of the positions may be filled by the Board under rule 58 as a casual vacancy.

(5) The Volunteer Representative will have full voting power on the Board.

(6) The Board may appoint up to two additional members to the Board to serve as the Co-Opts. The Board must be satisfied that the Co-Opts have particular expertise and skills recognised as necessary for the improved and/or proper management of the Association. The Co-Opts, if any, shall not have voting

power.

55 Ballot

(1) If a ballot is required for the election for a position, the President must appoint a person to act as returning officer to conduct the ballot.

(2) The returning officer must not be a member nominated for the position.

(3) Before the ballot is taken, each candidate may make a short speech in support of their election.

(4) The election must be by secret ballot and may be taken by electronic or virtual technological means.

(5) Each member is only permitted to vote in the ballot once, unless they are serving as proxy for another member.

Example

If a member has been appointed the proxy of 5 other members, the member must be given the opportunity to submit six votes in the ballot— one for the member and one each for the other members.

(6) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.

(7) If the returning officer is unable to declare the result of an election under subrule 55(6) because 2 or more candidates received the same number of votes, the returning officer must:

(a) conduct a further election for the position in accordance with subrules 55(4) to 55(6) to decide which of those candidates is to be elected; or

(b) with the agreement of those candidates, decide by lot which of them is to be elected.

Examples

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

56 Term of office

(1) Subject to this rule 56 and rule 57, a Board member holds office for two years until the positions are declared vacant at the annual general meeting two years after their election.

(2) A Board member must deliver to the Association within 20 business days after their election or appointment (or such longer period as the Board allows):

(a) a signed Code of Ethics;

(b) a current Working with Children Check (WWCC);

(c) a completed police check through the Association's then-current provider; and

(d) a short biography and photograph for the Association's website.

If a Board member fails to do so, the Board may resolve that the Board member's office is vacated.

(3) A Board member may renominate and be re-elected provided that no Board member may serve more than four consecutive terms unless a special resolution to that effect is passed by the members at the Annual General Meeting.

(4) After each annual general meeting the newly elected Board must review any Co-Opts.

(5) A general meeting of the Association may:

(a) by special resolution remove a Board member from office; and

(b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.

(6) A member who is the subject of a proposed special resolution under subrule 56(5)(a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.

(7) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

57 Vacation of office

(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 the person:

(a) ceases to be a member of the Association; or

(b) fails to attend 3 consecutive Board meetings (other than special or urgent Board meetings) without leave of absence under rule 69; or

(c) otherwise ceases to be a Board member by operation of section 78 of the Act.

Note

A Board member may not hold the office of secretary if they do not reside in Australia.

58 Filling casual vacancies

(1) The Board may appoint an eligible member of the Association to fill a position on the Board that:

(a) has become vacant under rule 57; or

(b) was not filled by election at the last annual general meeting.

(2) If the position of Secretary becomes vacant, the Board must appoint a member to the position within 14 days after the vacancy arises.

(3) Rule 56 applies to any Board member appointed by the Board under subrule 58(1) or 58(2).

(4) The Board may continue to act despite any vacancy in its membership.

Division 4—Meetings of Board

59 Meetings of Board

(1) The Board must meet at least six times in each year at the dates, times and places determined by the Board.

(2) The date, time and place of the first Board meeting must be determined by the members of the Board as soon as practicable after the annual general meeting of the Association at which the members of the Board were elected.

(3) Special Board meetings may be convened by the President or by any four members of the Board.

60 Notice of meetings

(1) Notice of each Board meeting must be given to each Board member no later than seven 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.

61 Urgent meetings

(1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 provided that as much notice as practicable is given to each Board member by the quickest means practicable.

(2) Any resolution made at the meeting must be passed by an absolute majority of the Board.

(3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

62 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.

63 Use of technology

(1) A Board meeting may be held by the use of technology that allows members to clearly and simultaneously communicate with each other participating member.

(2) For the purposes of this Part, a Board member participating in a Board meeting as permitted under subrule 63(1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

64 Quorum

(1) No business may be conducted at a Board meeting unless a quorum is present.

(2) The quorum for a Board meeting is the presence (in person or as allowed under rule 62) of a majority of the Board members holding office.

(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; and

(b) in any other case, the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 59.

(4) Where a quorum cannot be established for a meeting of the Board (or consideration of a particular matter) a Board member may convene a general meeting of Members to deal with the matter or the matters in question.

65 Voting

(1) On any question arising at a Board meeting, each Board member with voting rights present at the meeting has one vote.

(2) A motion is carried if a majority of Board members with voting rights present at a meeting at which a quorum is present vote in favour of the motion.

(3) Subrule 65(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 a Board member by proxy is not permitted.

66 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 member's position and the nature and extent of that interest to the Board as soon as they become aware of their interest.

(2) The member—

(a) must not be present while the matter is being considered at the meeting; and

(b) must not vote on the matter.

Note

Under section 81(3) of the Act, if there are insufficient Board members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

(3) This rule does not apply to a material personal interest:

(a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or

(b) that the member has in common with all, or a substantial proportion of, the members of the Association.

(4) The Board must keep a conflict of interest register.

(5) The conflict of interest register must record the following:

(a) the name and position of the member who has disclosed a material personal interest;

(b) a description of the nature and extent of that interest; and

(c) a management plan documenting actions required to mitigate the conflict.

67 Chief Executive Officer

(1) The Board may appoint a Chief Executive Officer (**CEO**).

(2) The CEO must not be an Association member, or Board member.

(3) To qualify for appointment in the role of CEO, a current member or director of the Association must first resign from any such membership.

(4) Duties and Authorities of the CEO:

(a) The CEO will:

(i) hold office on the terms and conditions and with the general authorities and duties set out in a Position Description approved by the Board;

(ii) develop plans and strategies for approval by the Board that guide the Association in achieving its purposes with due regard to its vision, mission and values;

(iii) responsible for the day-to-day management and direction of the Association including its physical, human and financial resources;

(iv) represent the Association in professional, government and sector networks including in the media;

(b) The CEO will be an officer reporting to the Board and is entitled, subject to a determination by resolution otherwise by the Board, to attend any

general meeting, Board or sub- committee meeting and may speak on any matter but does not have a vote.

(c) The Board may also provide specific authorities to the CEO from time to time through the adoption of policies.

(5) **Removal of the CEO**: subject to contractual terms and conditions of employment, the Board may suspend or remove the CEO from their role at any time.

68 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 66.

69 Leave of absence

(1) The Board may grant a Board member leave of absence from Board meetings for a period not exceeding three 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

70 Source of funds

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

71 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 provide delegated authority to the CEO 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. Any such authority must be contained in a written Delegated Authority Policy approved by the Board.

(4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two persons authorised by the Board.

(5) All funds of the Association must be deposited into the financial account of the Association no later than 21 working days after receipt.

(6) With the approval of the Board, the Board 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.

72 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 seven years after the transactions covered by the records are completed.

(3) The Board must ensure that the following financial records are kept at the registered office of the Association:

(a) the financial records for the current financial year; and

(b) any other financial records as authorised by the Board.

73 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 73(1), those requirements include:

(a) the preparation of the financial statements;

(b) if required, the review or auditing of the financial statements;

(c) the certification of the financial statements by the Board;

(d) the submission of the financial statements to the annual general meeting of the Association;

(e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

74 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;

(c) the common seal must be kept at the registered office of the Association.

75 Registered address

The registered address of the Association is the address determined from time to time by resolution of the Board.

76 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 76(1) does not apply to notice given under rule 60.

(3) Any notice required to be given to the Association or the Board may be given:

(a) by handing the notice to 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, by email to the email address of the Association or the Secretary of the Association.

77 Custody and inspection of books and records

(1) Members may on request inspect free of charge:

(a) the register of members, but do not have the right to obtain or make a copy of the register of members;

(b) the minutes of general meetings;

(c) subject to subrule 77(2), the financial records, books, securities and any other relevant document of the Association, including minutes of Board meetings.

Note

See note following rule 18 for details of access to the register of members.

(2) The Board may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

(3) The Board must on request make copies of these rules available to members and applicants for membership free of charge.

(4) Subject to subrule 77(1)(a) and subrule 77(2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.

(5) For purposes of this rule:

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:

(a) its membership records;

(b) its financial statements;

(c) its financial records;

(d) records and documents relating to transactions, dealings, business or property of the Association.

78 Gift fund bank account.

The Association will establish and maintain a fund (**gift fund**) for its principal purposes into which gifts of money or property for that purpose are to be made. Any money received by the Association because of those gifts is to be credited to the gift fund. The gift fund will not be credited with or receive any other money or property. The Association will only use gifts made to the gift fund, and any money received because of those gifts, for its principal purposes.

79 Gift fund dissolution clause

If the Gift Fund is wound up or if the endorsement (if any) of the Association as a deductible gift recipient is revoked, any surplus assets of the gift fund remaining after the payment of liabilities attributable to it, shall be transferred to a fund, authority or institution to which Income tax deductible gifts can be made.

80 Winding up and cancellation

(1) The Association may be wound up voluntarily by special resolution.

(2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.

(3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.

(4) The body to which the surplus assets are to be given must be decided by special resolution.

81 Alteration of Rules

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

Note

An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the Association is taken to have adopted its own rules, not the model rules.