

**RULES OF
COMMITTEE FOR GREATER SHEPPARTON INCORPORATED
Incorporation No. A0059861U**

Riordan Legal Pty Ltd
124-126 Fryers Street,
SHEPPARTON VIC 3630
DX 63012 SHEPPARTON

Telephone: (03) 5823 7600
Facsimile: (03) 5821 0299

VLC:CH:69216
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PART 1 – PRELIMINARY

1. Name

- 1.1 The name of the incorporated association is "Committee for Greater Shepparton Incorporated" ("the Association").

2. Purposes

- 2.1 The purposes of the Association are:

- (a) to improve and advance Greater Shepparton in a positive and consultative way;
- (b) to act as a catalyst for ideas, facilitating those ideas with the ability to add to the success, prosperity and sustainable future of Greater Shepparton;
- (c) to advocate, advance, facilitate and promote endorsed strategic projects that will be of benefit for the communities of Greater Shepparton;
- (d) to create and forge a non-political and unbiased approach to:
 - (i) industry and commerce within Greater Shepparton; and
 - (ii) incumbent governments at a local, state and federal level,(the "Target Organisations") and to work closely with the Target Organisations to:
 - (iii) enhance liveability;
 - (iv) encourage an innovative business culture;
 - (v) ensure global relevance;
 - (vi) build a growing leadership base;
 - (vii) identify, facilitate and promote innovative infrastructure; and

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- (viii) enable the community to react to situations within Greater Shepparton which require immediate attention;
- (e) to support, protect and grow the integrity, character and status of Greater Shepparton and its businesses and communities;
- (f) to represent the endorsed views and interests of members by any means available to the Association;
- (g) to collect and circulate statistics and other information relating to the community, its people and businesses; and
- (h) to provide functions, events and facilities for social and business interaction between members.

3. Financial year

- 3.1 The financial year of the Association is each period of 12 months ending on 31 December.

4. Definitions

4.1 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);

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 rules 29 or 32;

Chairperson, of a general meeting or Board meeting, means the person chairing the meeting as required under rule 28.9;

CEO means the Chief Executive Officer appointed pursuant to rule 44;

disciplinary appeal meeting means a meeting of the members of the Association convened under rule 14.6;

disciplinary meeting means a meeting of the Board convened for the purposes of rule 14.7;

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, a special general meeting and a disciplinary appeal meeting;

Greater Shepparton means the municipality of Greater Shepparton or, if that municipality ceases to exist, any future municipality which includes the area that was contained in the municipality of Greater Shepparton as of 1 July 2014;

member means a member of the Association;

member entitled to vote means a member who under rule 8.2 is entitled to vote at a general meeting;

Registered Email Address means the email address listed for each Board member in the register of Board members maintained by the CEO;

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

5.1 Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.

5.2 Without limiting rule 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;
- (h) collect and receive money consisting of voluntary contributions, subscriptions, donations, legacies and payments by any entity; and
- (i) make donations for patriotic, charitable or community purposes.

5.3 The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6. Not for profit organisation

6.1 The Association must not distribute any surplus, income or assets directly or indirectly to its members.

6.2 Rule 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—

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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

7. Membership

Minimum number of members

7.1 The Association must have at least 5 members.

Who is eligible to be a member

7.2 Any natural person, partnership, incorporated association, or body corporate who supports the purposes of the Association is eligible for membership.

Classes of membership

7.3 The Board may create such classes of membership as it thinks fit and may determine the rights which attach to each class of membership ("class rights"). In determining class rights under this rule 7.3, the Board must state whether or not a member in a particular class of membership has the right to vote.

7.4 The Board may vary the class rights attaching to any class of membership created pursuant to rule 7.3 provided that, prior to approving the variation of class rights, the Board must:

- (a) give notice of the proposed variation to each member of the relevant class of membership ("the affected members");
- (b) give the affected members an opportunity to make representations to the Board with respect to the proposed variation; and
- (c) consider any representations made by affected members,

provided that the Board is not bound by representations made by any member pursuant to sub-rule (c).

7.5 Any amendment to the fees paid by members of a class of membership shall be determined by the members in accordance with Rule 7.14. Rule 7.4 shall not apply to a variation of class rights insofar as it relates to fees payable by members of any class of membership.

Application for membership

7.6 To apply to become a member of the Association, a person must submit a written application to the CEO stating that the person:

- (a) wishes to become a member of the Association; and
- (b) supports the purposes of the Association; and
- (c) agrees to comply with these Rules.

7.7 The application:

- (a) must be signed by, or on behalf of, the applicant; and

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- (b) indicate which class of membership the applicant seeks.

Consideration of application

- 7.8 As soon as practicable after an application for membership is received, the CEO shall refer the application to the board, which shall approve or reject the application.
- 7.9 The CEO must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- 7.10 If the Board rejects the application, it must return any money accompanying the application to the applicant.
- 7.11 No reason need be given for the rejection of an application.

New membership

- 7.12 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 committee meeting; and
 - (b) the CEO 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.
- 7.13 A person becomes a member of the Association and, subject to rule 8.2, is entitled to exercise his or her rights of membership from the date on which the Board approves the person's membership.

Membership Fees

- 7.14 At each annual general meeting, the Association must determine:
 - (a) the amount of the annual subscription (if any) for the following financial year for each class of membership; and
 - (b) the date for payment of the annual subscription.
- 7.15 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 subscription;
 - (b) a pro rata annual subscription based on the remaining part of the financial year; or
 - (c) a fixed amount determined from time to time by the Association.
- 7.16 The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

8. General rights of members

- 8.1 Subject to any class rights determined by the Board in accordance with rule 7.3, a member of the Association who is entitled to vote 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 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 52; and
- (f) to inspect the register of members.

8.2 A member is entitled to vote if:

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

9. Rights not transferable

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

10. Ceasing membership

10.1 The membership of a natural person ceases on:

- (a) resignation;
- (b) expulsion; or
- (c) death.

10.2 The membership of a partnership ceases on:

- (a) resignation;
- (b) expulsion;
- (c) death of the last surviving partner; or
- (d) dissolution of the partnership.

10.3 The membership of a incorporated association or body corporate ceases on:

- (a) resignation;
- (b) expulsion; or
- (c) entry by the association or body corporate into:
 - (i) voluntary or involuntary administration;
 - (ii) liquidation;

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- (iii) an arrangement or composition with its creditors; or
- (iv) official management or receivership.

10.4 If a person ceases to be a member of the Association, the CEO must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

11. Resigning as a member

11.1 A member may resign by notice in writing given to the Association.

11.2 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.

12. Body corporate representatives

12.1 A member which is a body corporate or an incorporated association may appoint an individual as a representative to exercise all or any of the powers the member may exercise:

- (a) at meetings of a Association's members; or
- (b) relating to resolutions to be passed without meetings; or
- (c) in the capacity of a member's proxy appointed under rule 20.

The appointment may be a standing one.

12.2 The appointment may set out restrictions on the representative's powers. If the appointment is to be by reference to a position held, the appointment must identify the position.

12.3 A member may appoint more than one representative pursuant to rule 12.1 but only one representative may exercise the body's powers at any one time.

12.4 Unless otherwise specified in the appointment, the representative may exercise, on the member's behalf, all of the powers that the member could exercise at a meeting or in voting on a resolution.

13. Register of members

13.1 The CEO 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;

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- (iii) the date of becoming a member;
 - (iv) any other information determined by the Board; and
 - (b) for each former member, the date of ceasing to be a member.
- 13.2 Any member may, at a reasonable time and free of charge, inspect the register of members.
- 14. EXPULSION OF MEMBERS**
- 14.1 The Board may take disciplinary action against a member in accordance with this rule 14 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.
- 14.2 Subject to these Rules, the Board may by resolution:
 - (a) expel a Member from the Association; or
 - (b) suspend a Member from membership of the Association for a specified period.
- 14.3 A resolution of the Board under rule 14.2:
 - (a) does not take effect unless the Board, at a meeting held not earlier than 14 and not later than 28 days after the service on the Member of a notice under rule 14.4, confirms the resolution in accordance with this rule; and
 - (b) where the Member exercises a right of appeal to the Association under this rule, does not take effect unless the Association confirms the resolution in accordance with this rule.
- 14.4 Where the Board passes a resolution under rule 14.2, the CEO shall, as soon as practicable, cause to be served on the Member a notice in writing:
 - (a) setting out the resolution of the Board and the grounds on which it is based;
 - (b) stating that the Member may address the Board at a meeting and specifying the place and time of that meeting; and
 - (c) informing the Member that he may do one or more of the following:
 - (i) attend that meeting;
 - (ii) give to the Board before the date of that meeting a written statement seeking the revocation of the resolution; and
 - (iii) not later than 24 hours before the date of the meeting, lodge with the Secretary a notice to the effect that he wishes to appeal to Association in general meeting against the resolution.
- 14.5 At a meeting of the Board held in accordance with rule 14.3, the Board shall:

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- (a) give to the Member an opportunity to be heard;
 - (b) give due consideration to any written statement submitted by the Member; and
 - (c) unless the Member has given notice to the Secretary under sub-rule 14.4(c)(iii), either confirm or revoke the resolution.
- 14.6 Where the CEO receives a notice under sub-rule 14.4(c)(iii), he shall notify the Board and the Board shall convene a general meeting of the Association to be held within 21 days after the date on which the CEO received the notice.
- 14.7 At a general meeting of the Association convened under rule 14.6:
 - (a) no business other than the question of the appeal shall be transacted;
 - (b) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) the Member shall be given an opportunity to be heard; and
 - (d) the Members present shall by secret ballot confirm or revoke the resolution.
- 14.8 If at the general meeting:
 - (a) two-thirds of the Members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
 - (b) in any other case, the resolution is revoked.

15. Grievance procedure

Application

- 15.1 The grievance procedure set out in this rule 15 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.
- 15.2 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.

Parties must attempt to resolve the dispute

- 15.3 The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

Appointment of mediator

- 15.4 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 15.3, the parties must within 10 days:
 - (a) notify the Board of the dispute; and

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- (b) agree to or request the appointment of a mediator; and
- (c) attempt in good faith to settle the dispute by mediation.

15.5 The mediator must be:

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement:
 - (i) if the dispute is between a member and another member—a person appointed by the Committee; or
 - (ii) if the dispute is between a member and the Board or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.

15.6 A mediator appointed by the Board 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.

Mediation process

15.7 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.

15.8 The mediator must not determine the dispute.

Failure to resolve dispute by mediation

15.9 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

16. Annual general meetings

16.1 The Board must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.

16.2 Despite rule 16.1, the Association may hold its first annual general meeting at any time within 18 months after its incorporation.

16.3 The Board may determine the date, time and place of the annual general meeting.

16.4 The ordinary business of the annual general meeting is as follows:

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- (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; and
 - (c) to elect the members of the Board.
- 16.5 The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.
- 17. Special general meetings**
- 17.1 Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- 17.2 The Board may convene a special general meeting whenever it thinks fit.
- 17.3 No business other than that set out in the notice under rule 19 may be conducted at the meeting.
- 18. Special general meeting held at request of members**
- 18.1 The Board must convene a special general meeting if a request to do so is made in accordance with 18.2 by at least 10% of the total number of members.
- 18.2 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 CEO.
- 18.3 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.
- 18.4 A special general meeting convened by members under rule 18.1:
 - (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- 18.5 The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under rule 18.1.

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19. Notice of general meetings

- 19.1 The CEO (or, in the case of a special general meeting convened under rule 18.3, 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.
- 19.2 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 20.5.
- 19.3 This rule does not apply to a disciplinary appeal meeting convened under rule 14.7.

20. Proxies

- 20.1 A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- 20.2 The appointment of a proxy must be in writing and signed by the member making the appointment.
- 20.3 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.
- 20.4 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.
- 20.5 Notice of a general meeting given to a member under rule 19 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.
- 20.6 A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- 20.7 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.

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21. Quorum at general meetings

- 21.1 No business may be conducted at a general meeting unless a quorum of members is present.
- 21.2 The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule) of 5% of the members entitled to vote, except that the quorum for a special general meeting convened by, or at the request of, members under rule 18 is the presence (physically, by proxy or as allowed under rule) of 10% of the members entitled to vote.
- 21.3 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 18—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.
- 21.4 If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under rule 21.3, 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.

22. Adjournment of general meeting

- 22.1 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.
- 22.2 Without limiting rule 22.1, 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.
- 22.3 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 22.4 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 20.

23. Voting at general meeting

- 23.1 On any question arising at a general meeting:
 - (a) subject to rule 23.3, each member who is entitled to vote has one vote; and
 - (b) members may vote personally or by proxy; and

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- (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- 23.2 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- 23.3 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.
- 23.4 This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 14.7.
- 24. Special resolutions**
- 24.1 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.
- 25. Determining whether resolution carried**
- 25.1 Subject to rule 25.2, 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.
- 25.2 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.
- 25.3 A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- 25.4 A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.
- 26. Minutes of general meeting**
- 26.1 The Board must ensure that minutes are taken and kept of each general meeting.
- 26.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 26.3 In addition, the minutes of each annual general meeting must include:
 - (a) the names of the members attending the meeting; and

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- (b) proxy forms given to the Chairperson of the meeting under rule 20.6; and
- (c) the financial statements submitted to the members in accordance with rule 16.4(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

27. Powers of BOARD

Role and powers

- 27.1 The business of the Association must be managed by or under the direction of a Board.
- 27.2 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.
- 27.3 The Board may:
- (a) appoint, remove or suspend employees and/or contractors of the Association;
 - (b) establish subcommittees consisting of any persons, whether members of the Association or not, with terms of reference it considers appropriate.

Delegation

- 27.4 The Board may delegate to a member of the Board, a subcommittee 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.
- 27.5 The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- 27.6 The Board may, in writing, revoke a delegation wholly or in part.

28. Composition of Board and duties of members

Composition of Board

- 28.1 The Board consists of at least five (5) and no more than seven (7) elected under rule 29.
- 28.2 Once elected under rule 29, the members of the Board shall appoint from among themselves a Chairperson and Deputy Chairperson by resolution passed by an absolute majority. In the event that the Board is unable to pass the necessary resolution, the Board must convene a special general meeting so that the appointment of the Chairperson and Deputy Chairperson may be determined by members by ballot conducted pursuant to rule 29.13.

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General Duties

- 28.3 As soon as practicable after being elected or appointed to the Committee, each Board member must become familiar with these Rules and the Act.
- 28.4 The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.
- 28.5 Board members must exercise their powers and discharge their duties with reasonable care and diligence.
- 28.6 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.
- 28.7 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.
- 28.8 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.

Chairperson and Deputy Chairperson

- 28.9 Subject to rule 28.10, the Chairperson or, in the Chairperson's absence, the Deputy Chairperson is the Chairperson for any general meetings and for any committee meetings.
- 28.10 If the Chairperson and the Deputy 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.

Secretarial duties

- 28.11 The CEO must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- 28.12 The CEO 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 47.3, all books, documents and securities of the Association in accordance with rule 52; 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

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- (d) perform any other duty or function imposed on the CEO by these Rules.

28.13 The CEO must give to the Registrar notice of his or her appointment within 14 days after the appointment.

Treasury duties

28.14 The CEO 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 Committee or by a general meeting of the Association from the Association's funds; and
- (d) ensure cheques are signed by at least 2 Board members.

28.15 The CEO 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 Committee prior to their submission to the annual general meeting of the Association.

28.16 The CEO must ensure that at least one other Board member has access to the accounts and financial records of the Association.

29. Election of Board members

Who is eligible to be a Board member

29.1 A person is eligible to be elected or appointed as a Board member if the member is 18 years or over.

Retiring positions

29.2 Rule 29.3 applies to each annual general meeting of the Association other than the first annual general meeting of the Association after its incorporation.

29.3 The Association shall establish a revolving retirement of Board members on the basis of tenure of three years so that continuity in the membership of the Board is balanced with the need to introduce new Board members. Rule 29.4 sets out the method by which this outcome is to be achieved.

29.4 At least 48 hours prior to each annual general meeting, the Chairperson, or, if the Chairperson is not able or willing to act, the Deputy Chairperson, must select the positions on the Board to be vacated ("the Retiring Positions") subject to the following rules:

- (a) one-third of the Board members (or, if the number of positions is not a multiple of three (3), then the number nearest to, but not exceeding, one-third) shall retire;

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- (b) the Board members to be selected to retire those Board members who have been longest in office (regardless of their position);
- (c) in the event that two or more Board members have been in office for an equal length of time, in the absence of agreement between them, the Board members to retire shall be selected by lot in any manner determined by the Chairperson of the meeting; and
- (d) the Board members holding office as Chairperson and Deputy Chairperson shall be subject to retirement under this rule 29.3 in the same manner as the ordinary members of the Board.

29.5 The Chairperson of the meeting must notify those Board members whose positions have been selected for retirement pursuant to rule 29.4 of his or her decision.

Positions to be declared vacant

29.6 After the annual report and financial statements of the Association have been received, the Chairperson of the meeting must declare the Retiring Positions on the Board vacant and hold elections for those positions in accordance with the remaining provisions of this rule 29.

Nominations

29.7 Prior to the election of each Retiring Position, the Chairperson of the meeting must call for nominations to fill that position.

29.8 An eligible person may:

- (a) nominate himself or herself; or
- (b) with the person's consent, be nominated by a member.

29.9 A person 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.

Election of Board members

29.10 A single election may be held at the Annual General Meeting to fill all of the Retiring Positions.

29.11 If the number of persons nominated for the position of Board member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those persons to be elected to the position.

29.12 If the number of persons nominated exceeds the number to be elected, a ballot must be held in accordance with rules 29.13 to 29.23.

Ballot

29.13 If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.

29.14 The returning officer must not be a member nominated for the position.

29.15 Before the ballot is taken, each candidate may make a short speech in support of his or her election.

Rules

- 29.16 The election must be by secret ballot.
- 29.17 The returning officer must give a blank piece of paper to:
- (a) each member present in person; and
 - (b) each proxy appointed by a member.
- 29.18 If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- 29.19 If the ballot is for more than one position:
- (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - (b) the voter must not write the names of more candidates than the number to be elected.
- 29.20 Ballot papers that do not comply with rule 29.19 are not to be counted.
- 29.21 Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- 29.22 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.
- 29.23 If the returning officer is unable to declare the result of an election under rule 29.22 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 rules 29.16 to 29.22 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.
- 30. Term of office**
- 30.1 Subject to rule 30.3 and rule 31, a Board member holds office until the positions of the Board are selected as Retiring Positions pursuant to rule 29.3 and are declared vacant at an annual general meeting.
- 30.2 A Board member may be re-elected.
- 30.3 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 rule 29.
- 30.4 A Board member who is the subject of a proposed special resolution under rule 30.3(a) may make representations in writing to the CEO or Chairperson of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.

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- 30.5 The CEO or the Chairperson may give a copy of the representations to each member of the Association or, if they are not so given, the Board member may require that they be read out at the meeting at which the special resolution is to be proposed.

31. Vacation of office

- 31.1 A Board member may resign from the Board by written notice addressed to the Board .

- 31.2 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 consecutive Board meetings (other than special or urgent Board meetings) without leave of absence under rule 43; or
- (c) otherwise ceases to be a Board member by operation of section 78 of the Act.

32. Filling casual vacancies

- 32.1 The Board may appoint an eligible member of the Association to fill a position on the Board that:

- (a) has become vacant under rule 31; or
- (b) was not filled by election at the last annual general meeting.

- 32.2 Rule 30 applies to any Board member appointed by the Board under rule 32.1.

- 32.3 The Board may continue to act despite any vacancy in its membership.

33. Meetings of Board

- 33.1 The Board must meet at least 6 times in each year at the dates, times and places determined by the Board .

- 33.2 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.

- 33.3 Special Board meetings may be convened by the Chairperson or by members of the Board representing at least 25% of the total number of Board members.

34. Notice of Board meetings

- 34.1 Notice of each Board meeting must be given to each Board member no later than 7 days before the date of the meeting.

- 34.2 Notice may be given of more than one Board meeting at the same time.

- 34.3 The notice must state the date, time and place of the meeting.

- 34.4 If a special Board meeting is convened, the notice must include the general nature of the business to be conducted.

Rules

- 34.5 The only business that may be conducted at the meeting is the business for which the meeting is convened.

35. Urgent meetings

- 35.1 In cases of urgency, a meeting can be held without notice being given in accordance with rule 34 provided that as much notice as practicable is given to each Board member by the quickest means practicable.
- 35.2 Any resolution made at the meeting must be passed by an absolute majority of the Board.
- 35.3 The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

36. Procedure and order of business

- 36.1 The procedure to be followed at a meeting of a Board must be determined from time to time by the Board .
- 36.2 The order of business may be determined by the members present at the meeting.

37. Use of technology

- 37.1 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.
- 37.2 For the purposes of this Part, a Board member participating in a Board meeting as permitted under rule 37.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

38. Quorum

- 38.1 No business may be conducted at a Board meeting unless a quorum is present.
- 38.2 The quorum for a Board meeting is the presence (in person or as allowed under rule 37) of majority of the Board members holding office or such other number as may from time to time determine by unanimous decision of all the members of the Board.
- 38.3 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 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 34.

39. Voting

- 39.1 On any question arising at a Board meeting, each Board member present at the meeting has one vote.

Rules

- 39.2 A motion is carried if a majority of Board members present at the meeting vote in favour of the motion.
- 39.3 Rule 39.2 does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Board .
- 39.4 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- 39.5 Voting by proxy is not permitted.

40. Circulating resolutions of the board

- 1.1 The Board may pass a resolution without a Board meeting being held if all the Board members entitled to vote on the resolution (except a Board member absent from Australia who has not left an email address or facsimile number at which he or she may be given notice):
- (a) sign a document containing a statement that he or she is in favour of the resolution set out in the document; or
 - (b) send an email from their Registered Email Address containing a statement that he or she is in favour of a resolution set out in the email.
- 1.2 Separate copies of a document referred to rule 40.1(a) may be used for signing by Board members if the wording of the resolution and statement is identical in each copy.
- 1.3 A resolution passed under this rule 40 is passed when:
- (a) the last Board member signs a document referred to in rule 40.1(a); or
 - (b) the last Board member sends an email referred to in rule 40.1(b).
- 1.4 A facsimile addressed to or received by the Association and purporting to be signed or sent by a Board member for the purpose of this rule 40 must be treated as a document in writing signed by that Board member.

2. Conflict of interest

- 2.1 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 .
- 2.2 The Board member:
- (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.
- 2.3 This rule does not apply to a material personal interest:
- (a) that exists only because the Board member belongs to a class of persons for whose benefit the Association is established; or
 - (b) that the Board member has in common with all, or a substantial proportion of, the members of the Association.

Rules

3. Minutes of meeting

3.1 The Board must ensure that minutes are taken and kept of each Board meeting.

3.2 The minutes must record the following:

- (a) the names of the Board 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 40.

4. Leave of absence

4.1 The Board may grant a Board member leave of absence from Board meetings for a period not exceeding 3 months.

4.2 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.

5. Chief Executive Officer

5.1 The Board must appoint a Chief Executive Officer for such (CEO) a term and upon such conditions as the Board may think fit and he or she shall be paid such remuneration as the Board may from time to time determine.

5.2 The CEO need not be a member of the Association.

5.3 The CEO shall act as Secretary of the Association and shall meet those obligations set out in rules 28.11, 28.12, 28.13, 28.14 and 28.15.

5.4 The CEO may be removed from office by a resolution of the Board passed by an absolute majority. Where a contract of employment has been entered into between the CEO and the Association, the CEO may only be removed from office in accordance with the terms of that contract.

PART 7 – FINANCIAL MATTERS

6. Source of funds

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

7. Management of funds

7.1 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.

7.2 Subject to any restrictions imposed by a general meeting of the Association, the Board may approve expenditure on behalf of the Association.

Rules

- 7.3 The Board may authorise 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.
- 7.4 All drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two (2) Board members.
- 7.5 All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- 7.6 With the approval of the Board, the CEO 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.

8. Financial records

- 8.1 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.
- 8.2 The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- 8.3 The CEO 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 .

9. Financial statements

- 9.1 For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- 9.2 Without limiting rule 48.1, 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

10. Common seal

- 10.1 The Association may have a common seal.

Rules

10.2 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 CEO.

11. Registered address

11.1 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 CEO.

12. Notice requirements

12.1 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.

12.2 Rule 51.1 does not apply to notice given under rule 35.

12.3 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 CEO; or
 - (ii) by facsimile transmission to the facsimile number of the Association.

13. Custody and inspection of books and records

13.1 Members may on request inspect free of charge:

- (a) the register of members;
- (b) the minutes of general meetings, including financial statements submitted at a general meeting; and

Rules

- (c) subject to rule 52.2, the financial records, books, securities and any other relevant document of the Association.
- 13.2 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.
- 13.3 The Board must on request make copies of these rules available to members and applicants for membership free of charge.
- 13.4 Subject to rule 52.2, 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.
- 13.5 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.
- 14. Winding up and cancellation**
 - 14.1 The Association may be wound up voluntarily by special resolution.
 - 14.2 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.
 - 14.3 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:
 - (a) has similar purposes to the Association;
 - (b) which is not carried on for the profit or gain of its individual members.
 - 14.4 The body to which the surplus assets are to be given must be decided by special resolution.
- 15. Alteration of Rules**
 - 15.1 These Rules may only be altered by special resolution of a general meeting of the Association.