

Rules of Gateways Support Services Inc.

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Part 1 - Preliminary

1 Name

The name of the incorporated association is "Gateways Support Services Incorporated".

2 Purposes

The purposes of the Association are to pursue objectives that relieve disadvantage arising from disability, including by:

- (1) advancing the health, education, development and wellbeing of children and adults with disability or additional needs, and their families;
- (2) providing care, support, services, and advocacy, to individuals with a disability and their families or carers;
- (3) improving the quality of life and opportunities for people with disability;
- (4) promoting inclusion, participation, connection, and equitable access within the community;
- (5) advancing or protecting the human rights of people with a disability, including through public advocacy and education;
- (6) conducting research or public education to enhance understanding of disability and reduce stigma and barriers to participation; and
- (7) engaging in any other activities that are incidental or conducive to the achievement of the above purposes.

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);

Annual General Meeting means the General Meeting of the Association held in accordance with rule 30 and section 63 of the Act;

Associate Member means a Member referred to in rule 14(1);

Association or **Gateways** means Gateways Support Services Incorporated (Registration number A0035063A);

Board means the committee as defined in section 3 of the Act, being the body having governance and strategic management 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;

Chair, of a General Meeting or Board Meeting, means the person chairing the meeting as required under rule 46;

Disciplinary Appeal Meeting means a General Meeting of the Association convened under rule 23(3);

Disciplinary Meeting means a meeting of the Disciplinary Subcommittee convened for the purposes of rule 22;

Disciplinary Subcommittee means the subcommittee 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 and includes the Annual General Meeting, any Special General Meeting and any Disciplinary Appeal Meeting;

Member means a current member of the Association whose membership has not ceased in accordance with rule 16;

Member entitled to vote means a member who under rule 13(2) is entitled to vote at a General Meeting;

Special General Meeting means a General Meeting of the Association, other than the Annual General Meeting, convened in accordance with these Rules;

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;

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

Register of Members means the register maintained by the Association under rule 18 and section 56 of the Act;

Registrar means the Registrar defined in section 3 of the Act;

Virtual Meeting Technology means any technology that allows a person to participate in a meeting without being physically present at the meeting.

Part 2 – Powers of Association

5 Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the Association may—
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf;
 - (g) enter into any other contract it considers necessary or desirable;
 - (h) employ staff or engage contractors or service providers as it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not for profit organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Association from paying a Member—
 - (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the Member—if this is done in good faith on terms no more favourable than if the Member was not a Member.

Part 3—Members, Disciplinary Procedures and Grievances

Division 1—Membership

7 Minimum number of Members

The Association must have at least 5 Members.

8 Who is eligible to be a Member

Any person who supports the purposes of the Association is eligible for membership.

9 Application for membership

- (1) To apply to become a Member of the Association, a person must submit a written application to the Secretary 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.
- (2) The application—
 - (a) must be signed by the applicant; and
 - (b) may be accompanied by any joining fee.

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 need 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) the Secretary must, as soon as practicable, enter the name, address and email address of the Member, and the date of becoming a Member, in the Register of Members.
- (2) A person becomes a Member of the Association 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 any applicable joining fee.

12 Annual subscription and fee on joining

- (1) At each Annual General Meeting, the Association must determine—
 - (a) the amount of the annual subscription (if any) for the following financial year; and
 - (b) the date for payment of the annual subscription; and
 - (c) the amount of the joining fee (if any) for the following financial year.
- (2) The Association may determine that a lower annual subscription (if any) and joining fee (if any) is payable by Associate Members.
- (3) The Association may determine that any person who becomes a Member after the start of a financial year must, for that financial year, pay a fee equal to—
 - (a) the full annual subscription; or
 - (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.
- (4) 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.

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 75; and
 - (f) to inspect the Register of Members.
- (2) A Member is entitled to vote if—
- (a) the Member is a Member other than an Associate Member; and
 - (b) more than 10 business days have passed since he or she became a Member of the Association; and
 - (c) the Member's membership rights are not suspended for any reason.

14 Associate Members

- (1) Associate Members of the Association include—
- (a) any Members under the age of 15 years; and
 - (b) any other category of Member as determined by Special Resolution at a general meeting.
- (2) An Associate Member must not vote but may have other rights as determined by the Board or by resolution at a General Meeting.

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.
- (2) A Member is taken to have resigned if—

- (a) the Member's annual subscription is more than 60 days 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 60 days, confirmed in writing that he or she wishes to remain a Member.

18 Register of Members

- (1) The Secretary must keep and maintain a Register of Members that includes the following—
 - (a) for each current Member—
 - (i) name;
 - (ii) phone number;
 - (iii) residential or postal address;
 - (iv) email address;
 - (v) the date of becoming a Member;
 - (vi) if the member is an Associate Member, a note to that effect;
and
 - (vii) any other information determined by the Board or required under the Act.
 - (b) for each former member—
 - (i) name; and
 - (ii) the date of ceasing to be a member.
- (2) A Member may, at a reasonable time and free of charge, inspect the Register of Members.

18A Life Members

- (1) A person may be nominated as a Life Member of the Association by any two Members of the Association.
- (2) The criteria for selection of Life Members will be on the basis of outstanding contributions to the Association over a significant period.
- (3) All nominations will be considered by the Board and determined by Absolute Majority of the Board.

Division 2—Disciplinary action

19 Grounds for taking disciplinary action

The Association may take disciplinary action against a Member in accordance with this Division if it is determined that the Member—

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association.

20 Disciplinary Subcommittee

- (1) If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board must appoint a Disciplinary Subcommittee to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the Disciplinary Subcommittee—
 - (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.

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 Subcommittee intends to consider the disciplinary action (the Disciplinary Meeting); and
 - (d) advising the Member that he or she may do one or both of the following—
 - (i) attend the Disciplinary Meeting and address the Disciplinary Subcommittee at that meeting;
 - (ii) give a written statement to the Disciplinary Subcommittee 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 Disciplinary Subcommittee

- (1) At the Disciplinary Meeting, the Disciplinary Subcommittee 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 Subcommittee may—
 - (a) take no further action against the Member; or
 - (b) subject to subrule (3)—
 - (i) reprimand the Member; or
 - (ii) suspend the membership rights of the Member for a specified period; or
 - (iii) expel the Member from the Association.
- (3) The Disciplinary Subcommittee may not fine the Member.
- (4) The suspension of membership rights or the expulsion of a Member by the Disciplinary Subcommittee 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 he or she wishes to appeal against the reprimand, suspension or expulsion.
- (2) The notice must be in writing and given—
 - (a) to the Disciplinary Subcommittee immediately after the vote to reprimand, suspend or expel the person is taken; or
 - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under subrule (2), a Disciplinary Appeal Meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the Disciplinary Appeal Meeting must be given by the Secretary 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 Disciplinary Appeal 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 reprimand, 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 reprimanding, suspending or expelling the Member and the reasons for taking that action; and
 - (c) the person who has been reprimanded, suspended or expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), the Members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision of the Disciplinary Subcommittee should be upheld or revoked.
- (3) The Secretary must facilitate the secret ballot and announce the result at the meeting.
- (4) A Member may not vote by proxy at the meeting.
- (5) The decision is upheld if not less than three quarters of the Members voting at the meeting vote in favour of revoking 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 must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

- (3) A Member may appoint any person to act on behalf of the Member in a grievance procedure.

26 Parties must attempt to resolve the dispute

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.

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 days—
 - (a) notify the Chair or 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 person appointed or employed by the Dispute Settlement Centre of Victoria or otherwise accredited by the Victorian Bar.
- (3) A mediator appointed by the Board may be an employee of the Association, 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.

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.

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 5 months after the end of each financial year.
- (2) Despite subrule (1), the Association may hold its first Annual General Meeting at any time within 18 months after its incorporation.
- (3) The Board must 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 subscription 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.

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 5 Members.
- (2) A request for a Special General Meeting must—
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the Members requesting the meeting; and
 - (d) be given to the Secretary.
- (3) If the Board does not convene a Special General Meeting within one month after the date on which the request is made, the Members making the request (or any of them) may convene the Special General Meeting.
- (4) A Special General Meeting convened by Members under subrule (3)—
 - (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the Members convening a Special General Meeting under subrule (3).

33 Notice of General Meetings

- (1) The Secretary (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.

34 Proxies

- (1) A Member may appoint another Member as his or her proxy to vote and speak on his or her behalf at a General Meeting 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 may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the Member in any matter as he or she sees fit.
- (4) If the Board has approved a form for the appointment of a proxy, the Member may use any other form that clearly identifies the person appointed as the Member's proxy and that has been signed by the Member.
- (5) Notice of a General Meeting given to a Member under rule 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 Chair 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 meeting is scheduled to commence.

35 Place and time of meetings and presence at meetings

- (1) The Association may hold a General Meeting:
 - (a) at one or more physical venues; or
 - (b) at one or more physical venues and using Virtual Meeting Technology; or
 - (c) using Virtual Meeting Technology only.
- (2) The place at which a General Meeting is held is taken to be:

- (a) if the General Meeting is held at only one physical venue (whether or not it is also held using Virtual Meeting Technology) – that physical venue; or
 - (b) if the meeting is held at more than one physical venue (whether or not it is also held using Virtual Meeting Technology) – the main physical venue of the meeting as set out in the notice of meeting; or
 - (c) if the meeting is held using Virtual Meeting Technology only – the registered office of the Association.
- (3) The time at which the meeting is held is taken to be the time at the place at which the meeting is taken to be held in accordance with subrule (2).
 - (4) If a meeting is held using Virtual Meeting Technology (whether or not it is held at one or more physical venues), the Virtual Meeting Technology must allow Members to clearly and simultaneously communicate with each other participating Member.
 - (5) A Member who attends a General Meeting (whether at a physical venue or by using Virtual Meeting Technology) is taken for all purposes to be present at the meeting while so attending, and if the Member votes at the meeting, is taken to have voted in person at the meeting.

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 5 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;
 - (b) in any other case—
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all Members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a General Meeting has been adjourned under subrule (3)(b), the Members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

- (5) If a meeting convened by, or at the request of, Members is dissolved under subrule (3)(a), the business that was to have been considered at the meeting is taken to have been dealt with. If the business is to be reconsidered, the Members must make a new request under rule 32.

37 Adjournment of General Meeting

- (1) The Chair of a General Meeting at which a quorum is present may, with the consent of a majority of Members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned—
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the Members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 33.

38 Voting at General Meeting

- (1) On any question arising at a General Meeting—
 - (a) subject to subrule (3), each Member who is entitled to vote has one vote; and
 - (b) Members may vote personally or by proxy; and
 - (c) except in the case of a Special Resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chair 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.

40 Determining whether resolution carried

- (1) Subject to subrule (2), the Chair 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 count is demanded by three or more Members on any question—
 - (a) the count must be taken at the meeting in the manner determined by the Chair of the meeting; and
 - (b) the Chair must declare the result of the resolution on the basis of the count.
- (3) A count demanded on the election of the Chair or on a question of an adjournment must be taken immediately.
- (4) A count demanded on any other question must be taken before the close of the meeting at a time determined by the Chair.

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 persons and Members attending the meeting; and
 - (b) proxy forms given to the Chair 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 statements give a true and fair view of the financial position and performance of the Association; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

Part 5—Board

Division 1—Powers of the 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 the Secretary (but if the Secretary is a Board Member, only from the office of Secretary);
 - (b) appoint and remove staff;
 - (c) establish committees consisting of Members and/or non-Members with terms of reference it considers appropriate.

43 Delegation

- (1) The Board may delegate to a committee, Member/s of the Association, or employee/s of the Association, any of its powers and functions other than
a duty imposed on the Board by these Rules, 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.
- (4) A person that is delegated a function, or power must comply with any directions of the Board.
- (5) A person that is delegated a function or power that is an employee of the Association (the **Employee Delegate**), may sub-delegate the function or power to another employee of the Association (the **Employee Subdelegate**), subject to—
 - (a) any conditions set by the Board in the original delegation; and
 - (b) compliance with subrules (6) and (7).
- (6) An Employee Subdelegate must comply with any directions given by the Employee Delegate.
- (7) Where an Employee Delegate is subject to direction from the Board regarding the exercise of the delegated function or power, the Employee

Delegate must issue a corresponding direction to the Employee Subdelegate.

- (8) For the avoidance of doubt, a delegation (including to an Employee Delegate or Employee Subdelegate) may be made to a role or position, rather than to a named individual, and the person occupying that role or position from time to time is taken to be the delegate.

Division 2—Composition of the Board and Duties of Board Members

44 Composition of the Board

- (1) The number of Board Members will be determined by the Board from time to time but will not:
 - (a) be greater than 12; or
 - (b) be less than the number in office at the time of such determination.

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.

- (6) In addition to any duties imposed by these Rules and the Act, a Board Member must perform any other duties imposed from time to time by resolution at a General Meeting.

46 Chair and Deputy Chair

- (1) At the first Board meeting after the Annual General Meeting, the Board will appoint Board Members to hold the position of Chair and Deputy Chair.
- (2) Subject to subrule (3), the Chair or, in the Chair's absence, the Deputy Chair is the Chair for any General Meetings and for any Board Meetings.
- (3) If the Chair and the Deputy Chair are both absent, or are unable to preside, the Chair 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) If the position of Secretary becomes vacant, the Board must appoint a person to the position within 14 days after the vacancy arises.
- (2) A person is eligible for appointment as Secretary only if they:
 - (a) are at least 18 years of age; and
 - (b) ordinarily reside in Australia; and
 - (c) have consented in writing to act as Secretary.
- (3) The Secretary need not be a Member of the Board or the Association and may be a person employed by the Association.
- (4) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (5) 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, all books, documents and securities of the Association in accordance with rules 71 and 74; 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.

- (6) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.
- (7) If the Secretary is an employee of the Association, the office of Secretary becomes vacant upon the cessation of their employment with the Association, unless the Board resolves otherwise.

Division 3—Election of Board members and tenure of office

48 Who is eligible to be a Board member

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; and
- (c) is not disqualified:
 - (i) from managing a corporation under the *Corporations Act 2001* (Cth); or
 - (ii) by the Australian Charities and Not-for-profits Commissioner (or any successor in law) at any time in the preceding 12 months.

49 Appointment of Board Members

- (1) Subject to rule 44 and rule 48, the members may by resolution appoint any eligible Member to be a Board Member, either as an addition to the existing Board Members or as otherwise provided in these Rules.
- (2) An eligible Member may be elected to the office of a Board Member at a General Meeting by one of the following ways:
 - (a) that person is a Board Member retiring from office under Rule 52(1) or Rule 56(2)(b) and standing for re-election at that meeting;
 - (b) that person has been nominated by the Board Members for election at that meeting;
 - (c) that person is a Member who nominates themselves under Rule 50(1)(a); or
 - (d) that person is nominated by a Member under Rule 50(1)(b).

50 Nominations

- (1) An eligible Member of the Association may—
 - (a) nominate himself or herself as a candidate for election as a Board Member at a General Meeting by signing a notice of nomination and serving it on the Association under Rule 51; or
 - (b) with the Member's consent, be nominated by another Member as a candidate for election at a General Meeting, by serving on the Association under Rule 51 a notice of nomination and a consent to the nomination.

51 Service of nomination

A nomination under Rule 50 must be served on the Secretary at least 7 days before the General Meeting.

52 Election

- (1) Each Board Member will hold office for a term of three years, subject to earlier retirement or removal in accordance with the Rules.
- (2) At each Annual General Meeting, the Association must hold an election to fill:
 - (a) any Board positions that have become vacant due to the retirement of Board Members in accordance with this Rule; and
 - (b) any additional Board positions resulting from an increase in the number of Board Members as determined by the Board under Rule 44.
- (3) The following Board Members must retire at each Annual General Meeting:
 - (a) any Board Member whose three-year term has expired; and
 - (b) if the number of retiring members is fewer than one-third of the total number of Board Members (rounded down to the nearest whole number), then additional Board Members must retire to make up that one-third. Additional Board Members must be those who have been in office since their last election or appointment, determined in accordance with subrule (4).
- (4) Where two or more Board Members were last elected or appointed on the same day, and it is necessary to determine which of them must retire under subrule (3), the order of retirement must be determined:
 - (a) by agreement among those Board Members; or
 - (b) in the absence of agreement, by drawing lots facilitated by the Secretary.

- (5) Subject to Rule 49(2), the Members may by resolution elect any eligible Member to fill a vacancy under this Rule or under Rule 56(2)(b).
- (6) A retiring Board Member is eligible for re-election.
- (7) The retirement of a Board Member and any re-election or new election takes effect at the conclusion of the meeting at which it occurs.
- (8) If the number of candidates nominated is equal to or fewer than the vacancies, the Chair must declare each of those nominees elected.
- (9) If the number of candidates nominated exceeds the number of vacancies, a ballot must be held in accordance with rule 53.

Transitional provision

- (10) On adoption of the Rules, all existing Board Members are taken to have commenced a three-year term from the date of their last election or appointment.
- (11) To establish the required rotation under this Rule:
 - (a) one-third of the Board (rounded down) must retire at the first Annual General Meeting following adoption of this Rule;
 - (b) one-third at the second Annual General Meeting; and
 - (c) the remaining Board Members must retire at the third Annual General Meeting.
- (12) The Board must determine which Board Members will retire under each of subrules (11)(a), (11)(b) and (11)(c):
 - (a) by agreement among the Board Members; or
 - (b) if agreement is not reached, by drawing lots.
- (13) If a drawing of lots is required under subrule (12)(b):
 - (a) the Secretary must facilitate the drawing of lots in a fair and impartial manner before the relevant Annual General Meeting; and
 - (b) the Chair must declare the outcome of the draw at the meeting and confirm which Board Members are required to retire.
- (14) In accordance with subrule 6, retiring Board Members are eligible for re-election.
- (15) This transitional provision ceases to apply after the third Annual General Meeting following adoption of this Rule.

53 Ballot

- (1) If a ballot is required for the election for a position, the Chair of the meeting must appoint the Secretary or a Member 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 his or her election.
- (4) The election must be by secret ballot.
- (5) 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.
- (6) 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.
- (7) 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.
- (8) Ballot papers that do not comply with subrule (7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (10) 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.
- (11) If the returning officer is unable to declare the result of an election under subrule (10) 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 (4) to (10) 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.

54 Removal from office

- (1) 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.
- (2) A Member who is the subject of a proposed Special Resolution under subrule (1)(a) may make representations in writing to the Secretary or Chair of the Association (not exceeding a reasonable length) and may request that the representations be provided to the Members of the Association.

- (3) The Secretary or the Chair 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.
- (4) A person elected as a Board Member under Rule 54(1)(b) must retire under Rule 52(1) on the same day that the Board Member in whose place they were appointed would have had to retire under Rule 52(1) if that Board Member had not been removed from office under Rule 54(1)(a).

55 Vacation of office

- (1) A Board Member may resign from the Board by written notice addressed to the Board, the Chair of the Association or the Secretary.
- (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 67; or
 - (c) otherwise ceases to be a Board Member by operation of section 78 of the Act; or
 - (d) has been disqualified by the Australian Charities and Not-for-profits Commissioner (or any successor in law).

56 Appointment by the Board

- (1) Subject to Rule 44, the Board may appoint an eligible Member of the Association either:
 - (a) to fill a casual vacancy on the Board (including any casual vacancy arising under Rule 55 or where a Board Member is removed from office under Rule 54(1)(a) and no person is appointed in place of that Board Member under Rule 54(1)(b)); or
 - (b) as an addition to the existing Board Members.
- (2) A Board Member appointed under Rule 56(1):
 - (a) to fill a casual vacancy, must retire from office on the same day that the Board Member in whose place they were appointed would have had to retire under Rule 52(1) if that Board Member had not vacated or been removed from office under Rule 54 or Rule 55; or
 - (b) as an addition to the existing Board Members, must retire from office at the next Annual General Meeting following the appointment of the Board Member, in accordance with the process set out in Rule 52.

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

Division 4—Meetings of the Board

57 Meetings of the Board

- (1) The Board must meet at least 4 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 for the year must be determined by the Members of the Board as soon as practicable after the Annual General Meeting.
- (3) If the Members of the Board have not convened the first Board Meeting for the year within 45 days of the Annual General Meeting, the Secretary may convene the first Board Meeting.
- (4) Special Board Meetings may be convened by the Chair or by a majority of Members of the Board holding office.

58 Notice of meetings

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

59 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 58 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.

60 Procedure and order of business

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

61 Place, time and presence at the Board Meeting

- (1) A Board Meeting may be held:
 - (a) at one or more physical venues; or
 - (b) at one or more physical venues and using Virtual Meeting Technology; or
 - (c) using Virtual Meeting Technology only.
- (2) The place at which a Board Meeting is held is taken to be:
 - (a) if the Board Meeting is held at only one physical venue (whether or not it is also held using Virtual Meeting Technology) – that physical venue; or
 - (b) if the Board Meeting is held at more than one physical venue (whether or not it is also held using Virtual Meeting Technology) – the main physical venue of the meeting as set out in the notice of meeting; or
 - (c) if the meeting is held using Virtual Meeting Technology only – the registered office of the Association.
- (3) The time at which the meeting is held is taken to be the time at the place at which the meeting is taken to be held in accordance with subrule (2).
- (4) If a meeting is held using Virtual Meeting Technology (whether or not it is held at one or more physical venues), the Virtual Meeting Technology must allow Board Members present at the meeting using Virtual Meeting Technology to clearly and simultaneously communicate with each other Board Member.
- (5) A Board Member who attends a Board Meeting (whether at a physical venue or by using Virtual Meeting Technology) is taken for all purposes to be present at the Board Meeting while so attending, and if the Board Member votes at the meeting, is taken to have voted in person at the meeting.

62 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 of a majority of 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;
 - (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 58.

63 Voting

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

64 Conflict of interest

- (1) A Board Member who has a material personal interest in a matter being considered at a Board Meeting must disclose the nature and extent of that interest to the Board.
- (2) The Member—
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.
- (3) This rule does not apply to a material personal interest—
 - (a) that exists only because the Member belongs to a class of persons for whose benefit the Association is established; or
 - (b) that the Member has in common with all, or a substantial proportion of, the Members of the Association.
- (4) Board Members must avoid any actual or perceived conflict between their duties to the Association and any other duties or interests.

65 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 Board Members in attendance at the meeting;
 - (b) the names of any other persons in attendance at the meeting;
 - (c) the business considered at the meeting;
 - (d) any resolution on which a vote is taken and the result of the vote;
 - (e) any material personal interest disclosed under rule 64.

66 Leave of absence

- (1) The Board may grant a Board Member a single period of leave of absence from Board meetings, not exceeding 3 months.
- (2) The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Board member to seek the leave in advance.
- (3) A Board Member is not entitled to be granted more than two periods of leave of absence during their term of office.

67A Written resolution of Board Members

- (1) A written resolution will be taken to be passed by a Board meeting if:
 - (a) all the Board Members (other than any Board Member on a leave of absence approved by the Board, any Board Member who disqualifies himself or herself from considering the resolution in question on the grounds that he or she is not entitled at law to do so or has a conflict of interest or any Board Member who the Board Members reasonably believe is not entitled at law to vote on the resolution in question) assent to a document containing a statement to the effect that a resolution has been passed; and
 - (b) the Board Members who assent to the document would have constituted a quorum at a meeting of the Board held to consider that resolution.
- (2) For the purposes of subrule (1):
 - (a) the Board meeting is to be taken as having been held if the Board Members assented to the document on the same day, on the day on which the document was assented to and at the time at which the document was last assented to by a Board Member or if the Board Members assented to the document on different days, on the day on which, and at the time at which, the document was last assented to by a Board Member;

- (b) two or more separate documents in identical terms each of which is assented to by one or more Board Members are to be taken as constituting one document; and
 - (c) a Board Member may signify assent to a document by signing the document or by notifying the Association of the Board Member's assent in person or by post, email, telephone or other electronic or telephonic means.
- (3) Where a Board Member signifies assent to a document otherwise than by signing the document, the Board Member must by way of confirmation sign the document at the next Board Meeting attended by that Board Member, but failure to do so does not invalidate the thing or resolution to which the document relates.
 - (4) Where a document is assented to in accordance with subrule (1), the document is to be taken as a minute of a Board Meeting.

Part 6—Financial Matters

67 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.

68 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) The Board may approve expenditure on behalf of the Association.
- (3) The Board may authorise employees of the Association to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two Board Members or as otherwise authorised by the Board.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- (6) With the approval of the Board, employees of the Association 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.

69 Financial records

- (1) The Association must keep financial records that—
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.

70 Financial statements

- (1) For each financial year, the Board must ensure that the requirements under the Act and under the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) relating to the financial statements of the Association are met.
- (2) Without limiting subrule (1), those requirements include—
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Board;
 - (d) the submission of the financial statements to the annual general meeting of the Association;
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

Part 7—General Matters

71 Common seal

- (1) Without limiting the ways in which the Association can execute documents, 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) without limiting the ways in which the Association can execute documents, 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 in the custody or control of the Secretary.

72 Registered address

The registered address of the Association is—

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

73 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 other electronic or telephonic message.
- (2) Subrule (1) does not apply to notice given under rule 59.
- (3) Any notice required to be given to the Association or the Board may be given—
 - (a) by handing the notice to a Board Member; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) by email to the email address of the Association or the Secretary.

74 Custody and inspection of books and records

- (1) Members may on request inspect free of charge—
 - (a) the Register of Members;
 - (b) subject to subrule (2), the minutes of General Meetings;
 - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Board Meetings.
- (2) The Board may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or are subject to privacy laws or legal professional privilege, or where to do so may be prejudicial to the interests of the Association.
- (3) The Board must on request make copies of these rules available to Members and applicants for membership free of charge.

- (4) Subject to subrule (2), a Member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—

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

 - (a) its membership records;
 - (b) its financial statements;
 - (c) its financial records;
 - (d) records and documents relating to transactions, dealings, business or property of the Association.

75 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 after the debts and liabilities of the Association and the costs, charges and expenses of the winding up or voluntary cancellation of the Association (**surplus assets**) must be given to a body, fund, authority or institution that:
 - (a) is charitable at law;
 - (b) has similar purposes to the Association;
 - (c) is not carried on for the profit or gain of its individual members;
 - (d) is prohibited from making distributions to its members to at least the same extent as the Association; and
 - (e) is endorsed as a deductible gift recipient within the meaning of the *Income Tax Assessment Act 1997* (Cth).
- (4) The body to which the surplus assets are to be given must be decided by Special Resolution.

76A Revocation of deductible gift recipient endorsement

- (1) Subject to the Act, and any other law applicable to the Association, and any court order, if the Association's endorsement as a deductible gift

recipient is revoked (whether or not the Association is to be wound up), any surplus:

- (a) gifts of money or property for the principal purpose of the Association;
- (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the Association; and
- (c) money received by the Association because of such gifts and contributions,

held at the time of the revocation must be given or transferred to another body, fund, authority or institution, which meets all the requirements listed under rule 755(3).

76 Alteration of Rules

These Rules may only be altered by Special Resolution of a General Meeting of the Association.

77 General transitional provisions

If these Rules have been adopted other than as the original rules of the Association at its formation, then these Rules must be interpreted in such a way that:

- (1) every Board Member and Secretary in office in that capacity immediately before these Rules are adopted continues in office subject to, and is taken to have been appointed or elected under, these Rules;
 - (2) any register maintained by the Association immediately before these Rules are adopted is taken to be a register maintained under these Rules;
 - (3) any seal adopted by the Association immediately before these Rules are adopted is taken to be a seal which the Association has under a relevant authority given by these Rules;
 - (4) unless a contrary intention appears in these Rules, all persons, things, agreements and circumstances appointed, approved or created by or under the Rules of the Association in force before these Rules are adopted, continue to have the same status, operation and effect after these Rules are adopted; and
 - (5) except where expressly stated to the contrary, the adoption of these Rules does not alter the rights of any class of Members which exist at the date these Rules are adopted.
-