

Rules of Gateways Support Services Inc.

~~[DRAFT for approval by special resolution of
members on 25 November 2024]~~

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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
- ~~(1) engaging in any other activities that are incidental or conducive to the achievement of the above purposes, empower and support children and adults who have a disability or additional need and their families to maximise their quality and enjoyment of life, potential and positive relationships within the community by advancing their wellbeing and circumstances, and relieving their distress and disadvantage, by:~~
 - ~~(2) providing responsive, individualised services and support which promote:~~
 - ~~(3) each individual's:~~
 - ~~(4) quality and enjoyment of life;~~
 - ~~(5) safety and security;~~
 - ~~(6) self esteem, independence and social skills;~~
 - ~~(7) positive experiences in the community;~~
 - ~~(8) potential by building on strengths and capabilities;~~
 - ~~(9) opportunities to participate in decision-making processes in all aspects of life;~~
 - ~~(10) each family's~~

- ~~(11) quality and enjoyment of life;~~
- ~~(12) safety and security;~~
- ~~(13) ways of dealing with grief and loss issues;~~
- ~~(14) empowerment through information and education;~~
- ~~(15) positive opportunities;~~
- ~~(16) the community's~~
- ~~(17) mutual awareness and understanding;~~
- ~~(18) positive experiences and relationships;~~
- ~~(19) living, learning, working and socialising cooperatively with children and adults with a disability / additional need and their families;~~
- ~~(20) empowering and supporting staff and volunteers through:~~
- ~~(21) the provision of learning and development to enhance quality service provision;~~
- ~~(22) open two-way communication, encouraging participation in decision-making;~~
- ~~(23) valuing the contribution of all staff and volunteers;~~
- ~~(24) ensuring Gateways is a well-managed, ethical and viable organisation;~~
- ~~(25) maintaining an organisational culture which supports teamwork, innovation and evidence-based service delivery;~~
- ~~(26) working in partnership with other agencies and funding bodies to provide integrated and coordinated supports; and~~
- ~~(27)(7) doing any other thing deemed incidental or conducive to these 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 Committee Board, means a majority of the committee Board Members currently holding office and entitled to vote at the time (as distinct from a majority of committee Board Members present at a committee Board Meeting);

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

~~a~~**Associate m**~~Member~~ means a ~~M~~member referred to in rule 14(1);

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

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

~~Committee Board~~ means the ~~c~~Committee as defined in section 3 of the Act, being the body having governance and strategic management of the business of the Association;

~~committee Board M~~meeting means a meeting of the ~~Committee Board~~ held in accordance with these Rules;

~~Boardcommittee M~~member means a member of the ~~Committee 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;

~~D~~isciplinary ~~A~~ppeal ~~M~~meeting means a ~~General m~~Meeting of the ~~members of the~~ Association convened under rule 23(3);

~~D~~isciplinary ~~M~~meeting means a meeting of the ~~Committee Disciplinary Subcommittee~~ convened for the purposes of rule 22;

~~D~~isciplinary ~~S~~ubcommittee means the subcommittee appointed under rule 20;

~~F~~inancial ~~Y~~ear means the 12 month period specified in rule 3;

~~G~~eneral ~~M~~meeting means a general meeting of the ~~M~~members of the Association ~~and convened in accordance with Part 4 and~~ includes ~~an the~~ ~~A~~nnual ~~G~~eneral ~~M~~meeting, ~~any S~~pecial ~~G~~eneral ~~M~~meeting and ~~any D~~isciplinary ~~A~~ppeal ~~M~~meeting;

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

~~M~~member entitled to vote means a member who under rule 13(2) is entitled to vote at a ~~G~~eneral ~~M~~meeting;

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

~~S~~pecial ~~R~~esolution means a resolution that requires not less than three-quarters of the members voting at a ~~G~~eneral ~~M~~meeting, whether in person or by proxy, to vote in favour of the resolution;

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

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

~~the Registrar~~ means the Registrar of Incorporated Associations 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;
 - (g)(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 ~~M~~member was not a ~~M~~member.

Part 3—Members, Disciplinary Procedures and Grievances

Division 1—Membership

7 Minimum number of ~~M~~members

The Association must have at least 5 ~~M~~members.

8 Who is eligible to be a ~~M~~member

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

9 Application for membership

- (1) To apply to become a ~~M~~member of the Association, a person must submit a written application to ~~a committee member~~ the Secretary stating that the person—
 - (a) wishes to become a ~~M~~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 ~~the any~~ joining fee.

10 Consideration of application

- (1) As soon as practicable after an application for membership is received, the Committee Board must decide by resolution whether to accept or reject the application.
- (2) The Committee Board must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) If the Committee 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 Committee Board—
 - (a) the resolution to accept the membership must be recorded in the minutes of the committee board meeting; and
 - (b) the Secretary must, as soon as practicable, enter the name, and address and email address of the new Member, and the date of becoming a Member, in the Register of Members.
- (2) A person becomes a Member of the Association and, 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 Committee Board approves the person's membership; or
 - (b) the person pays the 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 ~~(b)(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 new person member who becomes a Member joins 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 Mmember (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 Mmembers

- (1) A Mmember of the Association who is entitled to vote has the right—
 - (a) to receive notice of Ggeneral Mmeetings 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 Ggeneral Mmeeting; and
 - (c) to attend and be heard at Ggeneral Mmeetings; and
 - (d) to vote at a Ggeneral Mmeeting; and
 - (e) to have access to the minutes of Ggeneral Mmeetings and other documents of the Association as provided under rule 75; and
 - (f) to inspect the Register of Mmembers.
- (2) A Mmember is entitled to vote if—
 - (a) the Mmember is a Mmember other than an Associate Mmember; and
 - (b) more than 10 business days have passed since he or she became a Mmember of the Association; and
 - (c) the Mmember's membership rights are not suspended for any reason.

14 Associate Mmembers

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

15 Rights not transferable

The rights of a Mmember 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 Mmember of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the Rregister of Mmembers.

17 Resigning as a Mmember

- (1) A Mmember may resign by notice in writing given to the Association.
- (2) A Mmember is taken to have resigned if—
 - (a) the Mmember's annual subscription is more than ~~12 months~~60 days in arrears; or
 - (b) where no annual subscription is payable—
 - (i) the Secretary has made a written request to the Mmember to confirm that he or she wishes to remain a Mmember; and
 - (ii) the Mmember has not, within ~~3 months~~60 days after receiving that request, confirmed in writing that he or she wishes to remain a Mmember.

18 Register of Mmembers

- (1) The Secretary must keep and maintain a Rregister of Mmembers that includes the following—
 - (a) for each current ~~member~~Member—
 - (i) the member's name;
 - ~~(i)~~(ii) phone number;
 - ~~(iii)~~ the address for notice last given by the member residential or postal address;
 - ~~(ii)~~ email address;
 - ~~(iv)~~ _____
 - ~~(iii)~~(v) the date of becoming a Mmember;
 - ~~(iv)~~(vi) _____ if the member is an Associate Mmember, a note to that effect; and
 - ~~(v)~~(vii) _____ any other information determined by the CommitteeBoard or required under the Act; and
 - ~~(b)~~ (b) for each former member—
 - (i) name; and
 - ~~(vi)~~(ii) the date of ceasing to be a member.

- (2) Any ~~m~~Member may, at a reasonable time and free of charge, inspect the ~~R~~egister of ~~M~~embers.

18A Life Members

- (1) -A person may be nominated as a Life Member of the Association by any two ~~M~~embers 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 ~~Committee Board~~ and determined by ~~Special Resolution~~Absolute Majority of the ~~Committee Board~~.

Division 2—Disciplinary action

19 Grounds for taking disciplinary action

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

- (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 ~~s~~Subcommittee

- (1) If the ~~Committee Board~~ is satisfied that there are sufficient grounds for taking disciplinary action against a member, the ~~Committee Board~~ must appoint a ~~d~~Disciplinary ~~s~~Subcommittee to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the ~~D~~isciplinary ~~S~~ubcommittee—
 - (a) may be ~~Committee Board~~ ~~M~~embers, ~~M~~embers of the Association or anyone else; but
 - (b) must not be biased against, or in favour of, the ~~M~~ember concerned.

21 Notice to ~~M~~ember

- (1) Before disciplinary action is taken against a ~~m~~Member, the Secretary must give written notice to the ~~m~~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 ~~d~~Disciplinary ~~s~~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 ~~d~~Disciplinary ~~a~~Appeal ~~m~~Meeting must be convened by the Committee Board as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the ~~d~~Disciplinary ~~a~~Appeal ~~m~~Meeting must be given by the Secretary to each ~~M~~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 ~~m~~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 ~~D~~disciplinary ~~A~~appeal ~~M~~meeting the ~~M~~members present must vote on whether the decision to reprimand, suspend or expel the person should be upheld or revoked.

24 Conduct of Ddisciplinary Appeal Mmeeting

- (1) At a Ddisciplinary appeal Mmeeting—
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the Committee Board must state the grounds for reprimanding, suspending or expelling the ~~M~~member and the reasons for taking that action; and
 - (c) the person ~~whose membership who~~ has been reprimanded, suspended or ~~who has been~~ expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), the ~~M~~members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision ~~to suspend or expel the person of the Disciplinary Subcommittee~~ should be upheld or revoked.
- ~~(2)~~(3) The Secretary must facilitate the secret ballot and announce the result at the meeting.
- ~~(3)~~(4) A ~~M~~member may not vote by proxy at the meeting.

~~(4)~~(5) The decision is upheld if not less than three quarters of the Mmembers 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 Mmember and another Mmember;
 - (b) a Mmember and the CommitteeBoard;
 - (c) a Mmember and the Association.
- (2) A Mmember 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.
- ~~(2)~~(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 Committee-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 Mmember and another Mmember—a person appointed by the CommitteeBoard; or
 - (ii) if the dispute is between a Mmember and the Committee 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 Committee 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 Mmeetings

- (1) The Committee Board must convene an Annual General Mmeeting 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 Mmeeting at any time within 18 months after its incorporation.
- (3) The Committee Board may must determine the date, time and place of the Annual General Mmeeting.
- (4) The ordinary business of the Annual General Mmeeting is as follows—
 - (a) to confirm the minutes of the previous Annual General Mmeeting and of any Special General Mmeeting held since then;
 - (b) to receive and consider—

- (i) the annual report of the Committee 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 Committee Board in accordance with Part 7 of the Act;
 - (c) to elect the Mmembers of the Committee Board;
 - (d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.
- (5) The Annual General Mmeeting may also conduct any other business of which notice has been given in accordance with these Rules.

31 Special General Mmeetings

- (1) Any General Mmeeting of the Association, other than an Annual General Mmeeting or a Disciplinary Appeal Mmeeting, is a Special General Mmeeting.
- (2) The Committee Board may convene a Special General Mmeeting 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 Mmeeting held at request of Mmembers

- (1) The Committee Board must convene a Special General Mmeeting if a request to do so is made in accordance with subrule (2) by at least ~~10%~~ of the total number of 5 Mmembers.
- (2) A request for a Special General Mmeeting 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 Mmembers requesting the meeting; and
 - (d) be given to the Secretary.
- (3) If the Committee Board does not convene a Special General Mmeeting within one month after the date on which the request is made, the Mmembers making the request (or any of them) may convene the Special General Mmeeting.
- (4) A Special General Mmeeting convened by Mmembers 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 Mmembers convening a Special General Mmeeting under subrule (3).

33 Notice of General Mmeetings

- (1) The Secretary (or, in the case of a Special General Mmeeting convened under rule 32(3), the Mmembers convening the meeting) must give to each Mmember of the Association—
- (a) at least 21 days' notice of a General Mmeeting if a Special Resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a General Mmeeting 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 Mmeeting.

34 Proxies

- (1) A Mmember may appoint another Mmember as his or her proxy to vote and speak on his or her behalf at a General Mmeeting other than at a Disciplinary Appeal Mmeeting.
- (2) The appointment of a proxy must be in writing and signed by the Mmember making the appointment.
- (3) The Mmember 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 Mmember in any matter as he or she sees fit.
- (4) If the Committee Board has approved a form for the appointment of a proxy, the Mmember may use any other form that clearly identifies the person appointed as the Mmember's proxy and that has been signed by the Mmember.

- (5) Notice of a General Mmeeting given to a mMember under rule 33 must—
 - (a) state that the mMember may appoint another mMember as a proxy for the meeting; and
 - (b) include a copy of any form that the Committee-Board has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson-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 commencement of the meeting is scheduled to commence.

35 Place and time of meetings and presence at meetings

- (1) The Association may hold a General Mmeeting:
 - (a) at one or more physical venues; or
 - (b) at one or more physical venues and using Virtual Mmeeting Technology; or
 - (c) using Virtual Mmeeting Technology only.
- (2) The place at which a General Mmeeting is held is taken to be:
 - (a) if the General Mmeeting is held at only one physical venue (whether or not it is also held using Virtual Mmeeting 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 Mmeeting 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 Mmeeting 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 Mmeeting Technology (whether or not it is held at one or more physical venues), the Virtual Mmeeting Technology must allow Mmembers to clearly and simultaneously communicate with each other participating Member present at the meeting using virtual meeting technology to exercise any rights of those members to ask questions and make comments.
- (5) A Mmember who attends a General mMeeting (whether at a physical venue or by using Virtual Mmeeting 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 Ggeneral Mmeetings

- (1) No business may be conducted at a Ggeneral Mmeeting unless a quorum of Mmembers is present.
- (2) The quorum for a Ggeneral Mmeeting is the presence (physically, by proxy or as allowed under rule 35) of ~~10% of the 5~~ Mmembers entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Ggeneral Mmeeting—
 - (a) in the case of a meeting convened by, or at the request of, Mmembers 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 Mmembers as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a Ggeneral Mmeeting has been adjourned under subrule (3)(b), the Mmembers present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

~~(4)~~(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 Ggeneral Mmeeting

- (1) The Chair ~~Chairperson~~ of a Ggeneral Mmeeting at which a quorum is present may, with the consent of a majority of Mmembers 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 Mmembers 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 Mmeeting

- (1) On any question arising at a General Mmeeting—
 - (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 Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only Members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a Disciplinary Appeal Mmeeting 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 Mmeeting (whether in person or by proxy) vote in favour of the resolution.

40 Determining whether resolution carried

- (1) Subject to ~~subsection-subrule~~ (2), the Chair Chairperson of a General Mmeeting may, on the basis of a show of hands, declare that a resolution has been—
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost—and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

- (2) If a ~~poll count (where votes are cast in writing)~~ is demanded by three or more ~~M~~members on any question—
 - (a) the ~~poll count~~ must be taken at the meeting in the manner determined by the ~~Chair Chairperson~~ of the meeting; and
 - (b) the ~~Chair Chairperson~~ must declare the result of the resolution on the basis of the ~~poll count~~.
- (3) A ~~poll count~~ demanded on the election of the ~~Chair Chairperson~~ or on a question of an adjournment must be taken immediately.
- (4) A ~~poll count~~ demanded on any other question must be taken before the close of the meeting at a time determined by the ~~Chair Chairperson~~.

41 Minutes of ~~G~~eneral ~~M~~meeting

- (1) The ~~Committee Board~~ must ensure that minutes are taken and kept of each ~~G~~eneral ~~M~~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 ~~A~~nnual ~~G~~eneral ~~M~~meeting must include—
 - (a) the names of the ~~persons and M~~members attending the meeting; and
 - (b) proxy forms given to the ~~Chair Chairperson~~ of the meeting under rule 34(6); and
 - (c) the financial statements submitted to the ~~M~~members in accordance with rule 30(4)(b)(ii); and
 - (d) the certificate signed by two ~~committee Board M~~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—~~Committee Board~~

Division 1—Powers of ~~Committee the Board~~

42 Role and powers

- (1) The business of the Association must be managed by or under the direction of a Committee Board.
- (2) The Committee 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 Committee Board may—
 - (a) appoint and remove the Secretary (but if the Secretary is a Committee Board Member, only from the office of Secretary);
 - (b) appoint and remove staff;
 - (c) establish subcommittees consisting of Members and/or non-Members with terms of reference it considers appropriate.

43 Delegation

- (1) The Committee Board may delegate to ~~a member of the Committee~~, a subcommittee, Member/s of the Association, or staff employee/s of the Association, any of its powers and functions other than—
 - ~~(a) this power of delegation; or~~
 a duty imposed on the Committee 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 Committee Board considers appropriate.
- (3) The Committee 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 Committee the Board and Duties of Board Mmembers

44 Composition of Committee the Board

- (1) The number of members of the Committee Board Members will be determined by the Committee 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 Committee Board, each committee Board Mmember must become familiar with these Rules and the Act.
- (2) The Committee Board is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee Board comply with these Rules.
- (3) Committee Board Mmembers must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Committee Board Mmembers 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) Committee Board Mmembers and former committee Board Mmembers 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 committee Board Mmember must perform any other duties imposed from time to time by resolution at a general mMeeting.

46 Chair ~~and~~, Deputy Chair ~~and~~ Treasurer

- (1) At the first ~~Committee Board~~ meeting after the ~~Annual~~ ~~g~~General ~~M~~meeting, the ~~Committee Board~~ will appoint ~~committee Board~~ ~~M~~members to hold the position of Chair ~~and~~, Deputy Chair ~~and~~ Treasurer.
- (2) Subject to subrule (3), the Chair or, in the Chair's absence, the Deputy Chair is the ~~Chair Chairperson~~ for any ~~G~~general ~~M~~meetings and for any ~~committee Board~~ ~~M~~meetings.
- (3) If the Chair and the Deputy Chair are both absent, or are unable to preside, the ~~Chair Chairperson~~ of the meeting must be—
 - (a) in the case of a ~~G~~general ~~M~~meeting—a ~~M~~member elected by the other ~~M~~members present; or
 - (b) in the case of a ~~committee Board~~ ~~M~~meeting—a ~~committee Board~~ ~~M~~member elected by the other ~~committee Board~~ ~~M~~members present.

47 Secretary

- ~~(1)~~ If the position of Secretary becomes vacant, the ~~Committee Board~~ must appoint a ~~member 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.
- ~~(1)(3)~~ The Secretary need not be a Member of the Board or the Association and may be a person employed by the Association.
- ~~(2)(4)~~ The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- ~~(3)(5)~~ The Secretary must—
 - (a) maintain the ~~R~~register of ~~M~~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 70(3),~~ all books, documents and securities of the Association in accordance with rules ~~717172~~ and ~~747475~~; and
 - (c) subject to the Act and these Rules, provide ~~m~~Members with access to the ~~R~~register of ~~M~~members, the minutes of ~~G~~general ~~M~~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.~~

~~(e) —~~

~~48~~ **Treasurer**

~~(1) The Treasurer must or must ensure that staff —~~

~~(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 committee members or as otherwise authorised by the Committee from time to time.~~

~~(2) The Treasurer must or must ensure that staff —~~

~~(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.~~

~~(3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.~~

Division 3—Election of Committee Board members and tenure of office

4948 Who is eligible to be a Committee Board member

A ~~M~~member is eligible to be elected or appointed as a ~~committee Board~~ Committee Board member if the member—

(a) is 18 years or over; and

- (b) is entitled to vote at a General Mmeeting; 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 during the previous year from being a Responsible Person (what the Australian Charities and Not-for-profits Commission Act 2012 (Cth) calls a 'responsible entity') of a registered charity, if the Association is a registered charity.

5049 Appointment of Committee Board Mmembers

- (1) Subject to rRule 44 and rRule 498, the members may by resolution appoint any eligible Mmember to be a committee Board Mmember, either as an addition to the existing committee Board Mmembers or as otherwise provided in these Rules.
- (2) An eligible Mmember may be elected to the office of a committee Board Mmember at a General Mmeeting by one of the following ways:
 - (a) that person is a committee Board Mmember retiring from office under Rule 52(1)52(1)53(1) or Rule 56(2)(b)56(2)(b)57(2)(b) and standing for re-election at that meeting;
 - (b) that person has been nominated by the committee Board mMembers for election at that meeting;
 - (c) that person is a Mmember who nominates themselves under Rule 50(1)(a)50(1)(a)51(1)(a); or
 - (d) that person is nominated by a Mmember under Rule 50(1)(b)50(1)(b)51(1)(b).

5150 Nominations

- (1) An eligible Mmember of the Association may—
 - (a) nominate himself or herself as a candidate for election as a committee Board Mmember at a General Mmeeting by signing a notice of nomination and serving it on the Association under Rule 5152; or
 - (b) with the Mmember's consent, be nominated by another Mmember as a candidate for election at a General Mmeeting, by serving on the Association under Rule 515152 a notice of nomination and a consent to the nomination.

5251 Service of nomination

A nomination under Rule 540 must be served on the ~~Association Secretary~~ at least ~~one month~~ 7 days before the ~~G~~general ~~M~~meeting.

5352 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.
- ~~(1) An election of committee members must take place each year at the annual general meeting and at that meeting:~~
 - ~~(a) one third of the committee members (rounded down, if necessary, to the nearest whole number); and~~
 - ~~(b) any other committee member who, if they do not retire, will at the conclusion of the meeting have been in office for three or more years or for three or more annual general meetings since they were last elected to office,~~

~~must retire from office as committee member.~~
 - ~~(c) The committee member or members who must retire at a meeting in accordance with Rule 53(1) is the committee member who has,~~

~~or are the committee members who have, been longest in office since their last election but, where two or more committee members were last elected on the same day, the committee member or members to retire must be determined by agreement among themselves or, in the absence of agreement, by lot.~~

- ~~(2)(5)~~ Subject to Rule ~~49(2)49(2)50(2)~~, the ~~M~~members may by resolution fill the office ~~vacated~~elect any eligible Member to fill a vacancy under this Rule or under by a committee member under Rule 53(1) or Rule ~~56(2)(b)56(2)(b)57(2)(b)~~, by electing a person to that office.
- ~~(3)(6)~~ A committee member retiring ~~Board Member~~from office under Rule 53(1) or Rule 57(2)(b) is eligible for re-election ~~and that committee member may by resolution of the members be re-elected to that office.~~
- ~~(4)(7)~~ The retirement of a ~~committee~~Board ~~M~~member from office under Rule 53(1) and the ~~any~~ re-election of the committee member or the ~~new~~ election of another person to that office (as the case may be) takes effect at the conclusion of the meeting at which ~~the retirement and re-election or election it occurs.~~
- ~~(5)(8)~~ If the number of ~~members~~ candidates nominated for the positions of committee member at a meeting is less than or equal to ~~or fewer than~~ the vacancies, number to be elected or re-elected, the Chair ~~person of the meeting~~ must declare each of those ~~members~~ nominees to be elected ~~to the position of committee member.~~
- ~~(9)~~ If the number of ~~members~~ candidates nominated exceeds the number ~~of vacancies to be elected~~, a ballot must be held in accordance with rule 543.

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.
- ~~(6)~~(15) This transitional provision ceases to apply after the third Annual General Meeting following adoption of this Rule.

5453 Ballot

- (1) If a ballot is required for the election for a position, the Chair Chairperson of the meeting must appoint the Secretary or a Mmember to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a Mmember 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 Mmember present in person; and
 - (b) each proxy appointed by a Mmember.
- (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.

5554 Removal from office

- (1) A General Mmeeting of the Association may—
 - (a) by Special Resolution remove a committee-Board Mmember from office; and
 - (b) elect an eligible Mmember of the Association to fill the vacant position in accordance with this Division.
- (2) A Mmember 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 Mmembers of the Association.
- (3) The Secretary or the Chair may give a copy of the representations to each Mmember of the Association or, if they are not so given, the Mmember 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 committee-Board Mmember under Rule ~~545455~~(1)(b) must retire under Rule ~~52(1)52(1)53(1)~~ on the same day that the committee-Board Mmember in whose place they were appointed would have had to retire under Rule ~~52(1)52(1)53(1)~~ if that committee-Board mMember had not been removed from office under Rule ~~545455~~(1)(a).

5655 Vacation of office

- (1) A committee-Board Mmember may resign from the Committee-Board by written notice addressed to the CommitteeBoard, the Chair of the Association or the Secretary.
- (2) A person ceases to be a committee-Board Mmember if he or she—
 - (a) ceases to be a Mmember of the Association; or
 - (b) fails to attend 3 consecutive committee-Board Mmeetings (other than special or urgent committee-Board Mmeetings) without leave of absence under rule 67; or
 - (c) otherwise ceases to be a committee-Board Mmember 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).

~~from being a Responsible Person (what the Australian Charities and Not-for-profits Commission Act 2012 (Cth) calls a 'responsible entity') of a registered charity if the Association is a registered charity.~~

5756 Appointment by the Committee Board

- (1) Subject to Rule 44, the Committee Board may appoint an eligible Member of the Association either:
 - (a) -to fill a casual vacancy on the Committee Board (including any casual vacancy arising under Rule ~~56-55~~ or where a committee Board Member is removed from office under Rule ~~54(1)(a)545(1)(a)~~ and no person is appointed in place of that committee Board Member under Rule ~~54(1)(b)545(1)(b)~~; or
 - (b) as an addition to the existing committee Board Members.
- (2) A committee Board Member appointed under Rule ~~56576~~(1):
 - (a) to fill a casual vacancy, must retire from office on the same day that the committee Board Member in whose place they were appointed would have had to retire under Rule ~~52(1)52(1)53(1)~~ if that committee Board Member had not vacated or been removed from office under Rule ~~545455~~ or Rule ~~555556~~; or
 - (b) as an addition to the existing committee Board Members, must retire from office at the next Annual General Meeting following the appointment of the committee Board Member, in accordance with the process set out in Rule ~~525253~~.
- (3) The Committee Board may continue to act despite any vacancy in its membership.

Division 4—Meetings of Committee the Board

5857 Meetings of Committee the Board

- (1) The Committee Board must meet at least 49 times in each year at the dates, times and places determined by the Committee Board.
- (2) The date, time and place of the first committee Board Meeting for the year must be determined by the Members of the Committee Board as soon as practicable after the Annual General Meeting.
- ~~(2)~~(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.

~~(3)~~(4) Special ~~committee-Board M~~meetings may be convened by the Chair or by a majority of ~~M~~members of the ~~Committee-Board~~ holding office.

5958 Notice of meetings

- (1) Notice of each ~~committee-Board M~~meeting must be given to each ~~committee-Board M~~member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one ~~committee-Board M~~meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special ~~committee-Board M~~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.

6059 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule ~~589~~ provided that as much notice as practicable is given to each ~~committee-Board M~~member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an ~~A~~absolute ~~M~~majority of the ~~Committee-Board~~.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

6160 Procedure and order of business

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

6261 Place, time and presence at ~~committee-the~~ ~~Board M~~meeting

- (1) A ~~committee-Board M~~meeting may be held:
 - (a) at one or more physical venues; or
 - (b) at one or more physical venues and using ~~V~~virtual ~~M~~meeting ~~I~~technology; or

- (c) using Virtual Meeting Technology only.
- (2) The place at which a committee-Board Meeting is held is taken to be:
- (a) if the committee-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 committee-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 committee-Board Members present at the meeting using Virtual Meeting Technology to clearly and simultaneously communicate with each other committee-Board Member.
- (5) A committee-Board Member who attends a committee-Board Meeting (whether at a physical venue or by using Virtual Meeting Technology) is taken for all purposes to be present at the committee-Board Meeting while so attending, and if the Board Member votes at the meeting, is taken to have voted in person at the meeting.

6362 Quorum

- (1) No business may be conducted at a Committee-Board Meeting unless a quorum is present.
- (2) The quorum for a committee-Board Meeting is the presence of a majority of committee-Board Members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee-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 5958.

6463 Voting

- (1) On any question arising at a ~~committee-Board M~~meeting, each ~~committee-Board M~~member present at the meeting has one vote.
- (2) A motion is carried if a majority of ~~committee-Board M~~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 ~~CommitteeBoard~~.
- (4) If votes are divided equally on a question, the ~~Chair Chairperson~~ of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

6564 Conflict of interest

- (1) A ~~committee-Board M~~member who has a material personal interest in a matter being considered at a ~~committee-Board M~~meeting must disclose the nature and extent of that interest to the ~~CommitteeBoard~~.
- (2) The ~~M~~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 ~~M~~member belongs to a class of persons for whose benefit the Association is established; or
 - ~~(b)~~ that the ~~M~~member has in common with all, or a substantial proportion of, the ~~M~~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.

6665 Minutes of meeting

- (1) The ~~Committee-Board~~ must ensure that minutes are taken and kept of each ~~committee-Board~~ meeting.
- (2) The minutes must record the following—
 - ~~(a)~~ the names of the ~~Board M~~members in attendance at the meeting;
 - ~~(a)(b)~~ the names of any other persons in attendance at the meeting;
 - ~~(b)(c)~~ the business considered at the meeting;
 - ~~(e)(d)~~ any resolution on which a vote is taken and the result of the vote;
 - ~~(d)(e)~~ any material personal interest disclosed under rule 645.

6766 Leave of absence

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

- (1) A written resolution will be taken to be passed by a ~~committee Board~~ meeting if:
 - (a) all the ~~committee Board~~ Members (other than any ~~committee Board~~ Member on a leave of absence approved by the ~~Committee Board~~, any ~~committee 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 ~~committee Board~~ Member who the ~~committee 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 ~~committee Board~~ Members who assent to the document would have constituted a quorum at a meeting of the ~~Committee Board~~ held to consider that resolution.
- (2) For the purposes of subrule (1):
 - (a) the ~~committee Board~~ meeting is to be taken as having been held if the ~~committee 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 ~~committee Board~~ member or if the ~~committee 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 ~~committee Board~~ Member;
 - (b) ~~two~~2 or more separate documents in identical terms each of which is assented to by one or more ~~committee Board~~ Members are to be taken as constituting one document; and
 - (c) a ~~committee Board~~ Member may signify assent to a document by signing the document or by notifying the Association of the

- ~~committee-Board M~~member's assent in person or by post, ~~email, fax,~~ telephone or other electronic or telephonic means.
- (3) Where a ~~committee-Board M~~member signifies assent to a document otherwise than by signing the document, the ~~committee-Board M~~member must by way of confirmation sign the document at the next ~~committee Board M~~meeting attended by that ~~committee-Board M~~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 ~~committee-Board M~~meeting.

Part 6—Financial Matters

6867 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 ~~Committee~~Board.

6968 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 ~~Committee-Board~~ may approve expenditure on behalf of the Association.
- (3) The ~~Committee-Board~~ may authorise ~~the Treasurer or staff 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 ~~Committee-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 ~~2-two committee-Board M~~members or as otherwise authorised by the ~~Committee~~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 ~~Committee~~Board, ~~the Treasurer or staff 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.

7069 Financial records

- (1) The Association must keep financial records that—
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- ~~(3) The Treasurer must keep in his or her custody, or under his or her control—
 - ~~(a) the financial records for the current financial year; and~~
 - ~~(b) any other financial records as authorised by the Committee.~~~~

7170 Financial statements

- (1) For each financial year, the ~~Committee 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 ~~Committee 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

7271 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 Committee Board and the sealing must be witnessed by the signatures of two committee Board Members;

- (c) the common seal must be kept in the custody or control of the Secretary.

7372 Registered address

The registered address of the Association is—

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

7473 Notice requirements

- (1) Any notice required to be given to a Member or a committee 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 or facsimile transmission.
- (2) Subrule (1) does not apply to notice given under rule 5960.
- (3) Any notice required to be given to the Association or the Committee Board may be given—
 - (a) by handing the notice to a member of the Committee 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) if the Committee determines that it is appropriate in the circumstances—~~
 - ~~(e) by email to the email address of the Association or the Secretary;~~
~~or~~
 - ~~(f)(d) by facsimile transmission to the facsimile number of the Association.~~

7574 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 Mmeetings;
 - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee-Board Mmeetings.
- (2) The Committee-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 Committee-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.

7675 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 regulations made under it~~ and any other ~~applicable 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 ~~75765~~(3).

7776 Alteration of Rules

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

7877 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 Committee 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 Mmembers which exist at the date these Rules are adopted.
