



# CONSTITUTION PURPOSES AND RULES



child & family  
services  
ballarat inc.

Incorporation No. A0024417V

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**STATEMENT OF PURPOSES**

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# ASSOCIATION INCORPORATION ACT 1981

## SECTION 5 (b)

### STATEMENT OF PURPOSES

#### **Purposes**

1. The Association aims to overcome obstacles preventing all people from achieving their full potential and is designed to respond to:
  - a) the best interests of children and young people as a fundamental responsibility that should guide decision-making and service provision
  - b) individual and family needs in order that families are provided with the means by which they may exert a fuller control over their lives, both personally and socially.
  - c) collective community needs by attempting to change social structures to promote family life.
2. Specifically the Association seeks to:
  - a) maintain and conduct an association of a non political character and to provide facilities for the use of Members and others at the place or places determined from time to time by the Board.
  - b) promote a greater interest in welfare in the community at large.
  - c) develop relationships with other organisations by which ideas about the Association's other purposes may be exchanged.
  - d) prevent people from becoming increasingly dependent upon welfare services, and encourage closer contact with their primary and neighbourhood supports.
  - e) take whatever steps are possible to inhibit family breakdown and provide care for children whose families are unable to provide adequate care and for those children whose wellbeing has been professionally assessed as being in jeopardy.
  - f) to guide, counsel and encourage those under care to reach their potential through formal education and planned experiences which provide special enrichment and community involvement.
  - g) to respect the values and cultural aspirations of individuals and families under care, and to develop policies and operational guidelines which ensure that all programs and services are age appropriate and as unrestrictive as possible, to respect the dignity and independence individuals and families.

- h) to uphold and advance human rights without prejudice.
- i) to encourage client participation, in the planning, evaluation and implementation of services, and to foster community access to decision making.
- j) to involve the Association in the planning and integration of community welfare services at regional and state levels.
- k) to review and monitor the activities of the Association regularly, to ensure that its approaches are innovative and effective.

### **Powers**

3. In addition to the powers conferred by section 16 of the Associations Incorporations Act, the Association has the following powers and subject to the Rules of the Association:
  - (a) to raise and borrow any monies required for the purpose of the Association on such terms and conditions and/or such securities as the Board may from time to time determine.
  - (b) to purchase, take, lease, exchange, hire or otherwise acquire any real or personal property and other rights and privileges necessary or convenient for the purpose of the Association.
  - (c) to construct, alter, add to or maintain all buildings and other property of the Association.
  - (d) to sell, mortgage, improve, manage, develop, lease, dispose of, turn to account or otherwise deal with all or any part of the property of the Association, having regard at all times to the provision that the Association is prohibited from making any distribution whether in money, property or otherwise to its members.
  - (e) to enter into any arrangement with any Government or Authority, municipal, local or otherwise that may seem conducive to the objectives of the Association or any of them and to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think desirable and to carry out and exercise and comply with any such arrangements, rights, privileges and concessions.
  - (f) to establish and support or aid in the establishment and support Clubs, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Association or the dependants or connections of any such person, and to grant pensions and allowances and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.
  - (g) to invest and deal with the money of the Association not immediately required in such manner as the Board may think fit.

- (h) to make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (i) to take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price or any unpaid balance of the purchase price of any part of the Association property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others.
- (j) to accept any gift of property whether subject to any special trust or otherwise, for any one or more of the objects of the Association.
- (k) to take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the form of donations, annual subscriptions or otherwise.
- (l) to print and publish any newspapers, website, periodicals, books or leaflets whether in hard copy or electronically that the Association may think desirable for the promotion of its objects.
- (m) to purchase or otherwise acquire and undertake all or any part of the property, assets liabilities and engagements of any one or more of the companies, institutions, societies or clubs with which the Association is authorised to amalgamate.
- (n) to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the companies, institutions, societies or clubs with which the Association is authorised to amalgamate.
- (o) to apply to Liquor Licensing Victoria for any Licence or permit ("Permit") within the meaning of the *Liquor Control Reform Act 1998* **as amended or replaced from time to time** and to hold, maintain and renew any Permit granted and to do anything necessary or desirable relating to that application, holding, maintenance and renewal and after obtaining that Permit to conduct the Association in accordance with that Act and to nominate any person to hold any Permit on behalf of the Association.
- (p) To apply for any other licences or permits which are necessary or desirable for the Association to exercise one or more of the powers specified in this Clause 3.
- (q) to make donations for patriotic or charitable purposes.
- (r) to insure against all risks, liabilities and eventualities as may seem advisable and to apply the proceeds of any claim under any insurance in such manner and for such purpose or purposes as the Board shall think fit PROVIDED ALWAYS that the Association shall not support with its funds or endeavour to impose upon or procure to be observed by its members or otherwise any regulations or restrictions which if an object of the Association would make it a trade union.

- (s) to trade in accordance with section 51 of the Act.
- (t) To register all business names or trade marks or establish any other intellectual property for the purpose of exercising the powers specified in this Clause 3.
- (u) all such things as are incidental or necessary to the above purposes.

**RULES**

**of**

**CHILD AND FAMILY SERVICES BALLARAT INC**

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## **RULES FOR CHILD AND FAMILY SERVICES BALLARAT INC**

### **1. Name**

The name of the incorporated association is Child and Family Services Ballarat Inc. (in these Rules called the "Association").

### **2. Definitions**

(1) In these Rules, unless the contrary intention appears-

**"Act"** means the *Associations Incorporation Act (Vic) 1981*;

**"Board"** means the Board of Governance of the Association (which fulfils the function contemplated by the Act of a Committee);

**"Chief Executive Officer"** or **"CEO"** means the Chief Executive Officer of the Association;

**"Deductible Gift Recipient"** or **"DGR"** has the meaning given to it by the *Income Tax Assessment Act 1997* (Cth).

**"Financial Year"** means a year ending on 30 June;

**"General Meeting"** means a General Meeting of Members convened in accordance with Rule 12.

**"Gift Fund"** means a fund maintained by the Association in accordance with Section 30-125 of the *Income Tax Assessment Act 1997* (Cth);

**"Life Governor"** means Life Governor of the Association;

**"Member"** means a Member of the Association;

**"Officer"** means an Officer of the Association;

**"Ordinary Board Member"** means a Member of the Board who is not an officer of the Association under Rule 21;

**"President"** means the President of the Association;

**"Public Officer"** means Public Officer of the Association;

**"Regulations"** means regulations under the Act;

**"Relevant Documents"** has the same meaning as in the Act.

**"Secretary"** means the Secretary of the Association;

**"Special General Meeting"** means a special general meeting of the Association;

**"Vice-President"** means the Vice-President of the Association;

**"Special Business"** has the meaning specified in Rule 11;

(2) In these Rules, a reference to the Secretary of the Association is a reference--

(a) if a person holds office under these Rules as Secretary of the Association--to that person; and

(b) in any other case, to the public officer of the Association.

(3) The Chief Executive Officer (CEO) is both Secretary and Public Officer to the Association and the Board

### **3. *Alteration of the rules***

These Rules and the Statement of Purposes of the Association must not be altered except in accordance with the Act.

### **4. *Membership, entry fees and subscription***

(1) Any person 18 years and over who applies and is approved for Membership as provided in these Rules is eligible to be a Member of the Association on payment of the entrance fee (if any) and annual subscription payable, (if any), under these Rules.

(2) A person who is not a Member at the time of the incorporation of the Association (or who was a Member at that time but has ceased to be a Member) must not be admitted to Membership unless-

(a) he or she applies for Membership in accordance with sub-rule (3); and

(b) the admission as a Member is approved by the Board.

(3) An application of a person for Membership of the Association must-

(a) be made in writing in the form set out in Appendix 1; and

(b) be lodged with the Secretary.

(4) As soon as practicable after the receipt of an application, the Secretary must refer the application to the Board.

(5) The Board must determine whether to approve or reject the application.

(6) If the Board approves an application for Membership, the Secretary must, as soon as practicable-

(a) notify the applicant in writing of the approval for Membership; and

(b) request payment, within 28 days after receipt of the notification, of the sum payable under these Rules as the entrance fee (if any) and the first year's annual subscription (if any).

(7) The Secretary must, within 28 days after receipt of the amounts specified in sub-rule (6), enter the applicant's name in the register of Members.

(8) An applicant for Membership becomes a Member and is entitled to exercise the rights of Membership when his or her name is entered in the register of Members.

(9) If the Board rejects an application, the Board must, as soon as practicable, notify the applicant in writing that the application has been rejected.

(10) A right, privilege, or obligation of a person by reason of Membership of the Association-

(a) is not capable of being transferred or transmitted to another person; and

(b) terminates upon the cessation of Membership whether by death or resignation or otherwise.

(11) The entrance fee and annual subscription will be determined from time to time by the Board. The current fee and subscription (if any) are specified in Appendix 4. The annual subscription is due by 30 September in each year.

(12) A member must be notified by 15 July each year of the due date for payment of the annual subscription (if any) and the process for renewal of his or her membership for that year.

(13) Any member who fails to pay the annual subscription (if any) and to renew his or her membership pursuant to the process notified under sub-rule 12 in any year will immediately cease to be a member and the secretary must record that fact in the register of Members.

## **5. Register of Members**

(1) The Secretary must keep and maintain a register of Members containing-

(a) the name and address of each Member; and

(b) the date on which each Member's name was entered in the register; and

(c) if a Member is a Life Governor, stating that fact.

(2) The register is available for inspection by any Member upon request.

(3) A Member may make a copy of entries in the register.

## **6. Ceasing Membership**

(1) A Member who has paid all moneys due and payable to the Association may resign from the Association by giving 1 month's notice in writing to the Secretary of his or her intention to resign.

(2) After the expiry of the period referred to in sub-rule (1)--

(a) the Member ceases to be a Member; and

(b) the Secretary must record in the register of Members the date on which that Member ceased to be a Member.

## **7. Discipline, suspension and expulsion of Members**

(1) Subject to these Rules, if the Board believes that a Member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Association, the Board may by resolution--

- (a) fine that Member an amount not exceeding \$500; or
- (b) suspend that Member from Membership of the Association for a specified period; or
- (c) expel that Member from the Association.

(2) A resolution of the Board under sub-rule (1) does not take effect unless--

- (a) at a Meeting held in accordance with sub-rule (3), the Board confirms the resolution; and
- (b) if the Member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.

(3) A Meeting of the Board to confirm or revoke a resolution passed under sub-rule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the Member in accordance with sub-rule (4).

(4) For the purposes of giving notice in accordance with sub-rule (3), the Secretary must, as soon as practicable, cause to be given to the Member a written notice--

- (a) setting out the resolution of the Board and the grounds on which it is based; and
- (b) stating that the Member, or his or her representative, may address the Board at a Meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that Member; and
- (c) stating the date, place and time of that Meeting; and
- (d) informing the Member that he or she may do one or both of the following-
  - (i) attend that Meeting;
  - (ii) give to the Board before the date of that Meeting a written statement seeking the revocation of the resolution; and
- (e) informing the Member that, if at that Meeting, the Board confirms the resolution, he or she may, not later than 48 hours after that Meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in General Meeting against the resolution.

(5) At a Meeting of the Board to confirm or revoke a resolution passed under sub-rule (1), the Board must-

- (a) give the Member, or his or her representative, an opportunity to be heard; and
- (b) give due consideration to any written statement submitted by the Member; and
- (c) determine by resolution whether to confirm or to revoke the resolution.

(6) If at the Meeting of the Board, the Board confirms the resolution, the Member may, not later than 48 hours after that Meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in General Meeting against the resolution.

(7) If the Secretary receives a notice under sub-rule (6), he or she must notify the Board and the Board must convene a General Meeting to be held within 21 days after the date on which the Secretary received the notice.

(8) At a General Meeting convened under sub-rule (7)--

- (a) no business other than the question of the appeal may be conducted; and
- (b) the Board may place before the Meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
- (c) the Member, or his or her representative, must be given an opportunity to be heard; and
- (d) the Members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

(9) A resolution is confirmed if, at the General Meeting, not less than two-thirds of the Members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

## ***8. Disputes and mediation***

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

- (a) a Member and another Member; or
- (b) a Member and the Association.

(2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

(3) If the parties are unable to resolve the dispute at the Meeting, or if a party fails to attend that Meeting, then the parties must, within 10 days, hold a Meeting in the presence of a mediator.

- (4) The mediator must be-
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement-
    - (i) in the case of a dispute between a Member and another Member, a person appointed by the Board; or
    - (ii) in the case of a dispute between a Member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A Member of the Association can be a mediator.
- (6) The mediator cannot be a Member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must--
  - (a) give the parties to the mediation process 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 to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **9. Annual General Meetings**

- (1) The Association must in each calendar year convene an Annual General Meeting.
- (2) The Annual General Meeting must be held on a day the Board determines between 1 July and 31 October in each Financial Year.
- (3) The notice convening the Annual General Meeting must specify that the Meeting is an Annual General Meeting.
- (4) The ordinary business of the Annual General Meeting must be-
  - (a) to confirm the minutes of the previous Annual General Meeting and of any General Meeting held since that Meeting; and

(b) to receive from the Board reports about the transactions of the Association during the previous Financial Year; and

(c) to elect the Ordinary Board; and

(d) to receive and consider the statement proposed to be submitted by the Association in accordance with section 30(3) of the Act.

(5) The Annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.

### **10. *Special General Meetings***

(1) In addition to the Annual General Meeting, any other General Meetings may be held in the same Financial Year.

(2) All General Meetings other than the Annual General Meeting are Special General Meetings.

(3) The Board may, whenever it thinks fit, convene a Special General Meeting.

(4) If more than 15 months would elapse between Annual General Meetings, the Board must convene a Special General Meeting before the expiration of that period.

(5) The Board must, on the request in writing of Members representing not less than 10 per cent of the total number of Members, convene a Special General Meeting.

(6) The request for a Special General Meeting must--

(a) state the purposes of the Meeting; and

(b) be signed by the Members requesting the Meeting; and

(c) be sent to the address of the Secretary.

(7) If the Board does not cause a Special General Meeting to be held within 1 month after the date on which the request is sent to the address of the Secretary, the Members making the request, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.

(8) If a Special General Meeting is convened by Members in accordance with this rule, it must as far as possible be convened in the same manner as a meeting convened by the Board and all reasonable expenses incurred in convening the Special General Meeting must be refunded by the Association to the persons incurring them.

## **11. *Special business***

All business conducted at:

- (a) a Special General Meeting; and
  - (b) all business that is conducted at the Annual General Meeting except for business conducted under the Rules as Ordinary business of the Annual General Meeting,
- is deemed to be special business.

## **12. *Notice of General Meetings***

(1) The Secretary, at least 14 days, or if a special resolution has been proposed, at least 21 days, before the date fixed for holding a General Meeting must place a notice in the then most prominent newspaper circulating mainly in the Ballarat district stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

(2) No business other than that set out in the notice convening the meeting may be conducted at the meeting.

(3) A Member intending to bring any business before a meeting may notify the Secretary in writing of that business, who must include that business in the notice calling the next General Meeting.

## **13. *Quorum at General Meetings***

(1) No item of business may be conducted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present at the time when the meeting is considering that item.

(2) 15 Members personally present (being Members entitled under these Rules to vote at a General Meeting) constitute a quorum for the conduct of the business of a General Meeting.

(3) If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present-

- (a) in the case of a meeting convened upon the request of Members--the meeting must be dissolved; and

- (b) in any other case--the meeting must stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place.

(4) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the Meeting, the Members personally present (being not less than 10) will be a quorum.

#### **14. *Presiding at General Meetings***

(1) The President, or in the President's absence, the Vice-President, must preside as Chairperson at each General Meeting.

(2) If the President and the Vice-President are absent from a General Meeting, or are unable to preside, the Members present must select one of their number to preside as Chairperson.

#### **15. *Adjournment of Meetings***

(1) The person presiding may, with the consent of a majority of Members present at the meeting, adjourn the meeting from time to time and place to place.

(2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

(3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 12.

(4) Except as provided in sub-rule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned Meeting.

#### **16. *Voting at General Meetings***

(1) Upon any question arising at a General Meeting of the Association, a Member has one vote only.

(2) All votes must be given personally or by proxy.

(3) In the case of a tied vote the Chairperson of the meeting is entitled to exercise a second, casting vote.

(4) A Member may not vote at a General Meeting unless all moneys due and payable by the Member to the Association have been paid, other than the amount of the annual subscription payable in respect of the then current Financial Year.

#### **17. *Poll at General Meetings***

(1) If at a meeting a poll on any question is demanded by at least 3 Members, it must be taken at that meeting in the manner the Chairperson directs and the resolution of the poll must be deemed to be a resolution of the Meeting on that question.

(2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at the time before the close of the meeting which the Chairperson directs.

### **18. Manner of determining whether resolution carried**

If a question arising at a General Meeting is determined on a show of hands-

(a) a declaration by the Chairperson that a resolution has been-

(i) carried; or

(ii) carried unanimously; or

(iii) carried by a particular majority; or

(iv) lost; and

(b) an entry to that effect in the minute book of the Association--

is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

### **19. Proxies**

(1) Each Member may appoint another Member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

(2) The notice appointing the proxy must be--

(a) for a meeting convened under rule 7(7), in the form set out in Appendix 2; or

(b) in any other case, in the form set out in Appendix 3.

### **20. Board of Governance**

(1) The affairs of the Association will be managed by the Board.

(2) The Board--

(a) will control and manage the business and affairs of the Association; and

(b) may, subject to these Rules, the Act and the Regulations, exercise all powers and functions which may be exercised by the Association other than those powers and functions required by these Rules to be exercised by General Meetings; and

(c) subject to these Rules, the Act and the Regulations, has power to perform all acts and things which appear to the Board to be desirable or essential for the proper management of the business and affairs of the Association.

(3) The Board will consist of 12 members, 4 of whom must be elected at the Annual General Meeting in each year, to serve for a period of 3 years.

(4) Each ordinary Board Member will, subject to these Rules, hold office until the Annual General Meeting which corresponds to the completion of a 3-year term.

(5) At each subsequent Annual General Meeting, 4 Board members, in an order of rotation determined by the Board, will retire, and may be eligible for re-election for a further period of 3 years. Board membership must reflect, as far as possible, the geographical area where the Association delivers its services.

## **21. Officers**

(1) The Officers must be elected by the Board at the first Board Meeting to be held after each Annual General Meeting.

(2) The Officers will be--

(a) a President;

(b) a Vice-President;

(c) a Treasurer; and

(d) the CEO acting as Secretary and Public Officer, who is permitted by the Board to attend Board meetings ex-officio except when the CEO's interests are discussed or when the Board meets in camera.

(3) The provisions of rule 23, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in sub-rule (1).

(4) Each Officer will hold office until the date that the original office-bearer would have been eligible for re-election.

(5) In the event of a casual vacancy in any office referred to in sub-rule (1):

(a) the Board may appoint one of its Members to the vacant office; and

(b) the Member appointed may continue in office until the Annual General Meeting after the date of his or her election but is eligible for re-election

## **22. Election of Ordinary Board Members**

(1) Nominations of candidates for election as Ordinary Board Members must be--

(a) made in writing, signed by 2 Members and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and

(b) delivered to the Secretary not less than 7 days before the date fixed for the holding of the Annual General Meeting.

(2) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated must be deemed elected and any unfilled vacancies will be treated as casual vacancies in accordance with Rule 23(2).

(3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated will be deemed to be elected.

(4) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.

(5) The ballot for the election of Ordinary Board Members must be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct.

(6) Salaried members of staff are ineligible for membership of the Board.

### **23. Vacancies**

(1) The office of an Officer, or of an Ordinary Board Member, becomes vacant if he or she

--

(a) ceases to be a Member; or

(b) becomes an insolvent under administration within the meaning of the Corporations Law; or

(c) resigns from office by notice in writing given to the Secretary.

(2) In the event of a casual vacancy of an Ordinary Board Member, the Board may appoint a Member to fill the vacancy and the Member appointed will hold office, subject to these Rules, only for as long as the Board Member he or she replaces would have held office.

### **24. Meetings of the Board**

(1) The Board must meet at least 6 times in each Financial Year at the place and times as the Board determines.

(2) Special Meetings of the Board may be convened by the President or by any 3 Members of the Board.

### **25. Notice of Board Meetings**

The Secretary must give to each Member of the Board written notice of

(a) each Board Meeting at least 2 business days before the date of the Meeting;  
and

(b) of any special Board Meeting to each Member of the Board at least 2 business days before the date of the Meeting specifying the general nature of the business to be conducted. No other business may be conducted at such a Meeting.

## **26. Quorum for Board Meetings**

(1) Any 5 Members of the Board constitute a quorum for the conduct of the business of a Meeting of the Board.

(2) No business may be conducted unless a quorum is present.

(3) If within half an hour of the time appointed for the Meeting a quorum is not present--

(i) in the case of a special Meeting--the Meeting lapses;

(ii) in any other case--the Meeting must stand adjourned to the same place and the same time and day in the following week.

(4) Subject to Rule 27(2), the Board may act notwithstanding any vacancy on the Board.

## **27. Presiding at Board Meetings**

At Meetings of the Board-

(a) the President or, in the President's absence, the Vice-President presides; or

(b) if the President and the Vice-President are absent, or are unable to preside, the Members present may choose one of their number to preside.

## **28. Voting at Board Meetings**

(1) Questions arising at a Meeting of the Board, or at a Meeting of any sub-Committee appointed by the Board, must be determined on a show of hands or, if a Member requests, by a poll taken in the manner the person presiding at that Meeting determines.

(2) Each Member present at a Meeting of the Board, or at a Meeting of any sub-Committee appointed by the Board (including the person presiding at the Meeting), is entitled to 1 vote and, in the event of a tied vote on any question, the person presiding may exercise a second casting vote.

## **29. Removal of Board Member**

(1) The Association in General Meeting may, by resolution, remove any Member of the Board before the expiration of the Member's term of office and appoint another Member in his or her place to hold office until the expiration of the term of the removed Member.

(2) A Member who is the subject of a proposed resolution referred to in sub-rule (1) may make representations in writing to the Secretary or President (not exceeding a reasonable length) and may request that the representations be provided to the Members of the Association.

(3) The Secretary or the President may give a copy of the representations to each Member of the Association or, if they are not so given, the Member referred to in Clause 30(1) may require that they be read out at the Meeting.

### **30. Minutes of Meetings**

The Secretary must keep minutes of:

- (a) the resolutions and proceedings of each General Meeting, and
- (b) each Board Meeting, together with a record of the names of persons present at Board Meetings.

### **31. Funds**

(1) The Treasurer must-

- (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
- (b) keep accurate accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association. The financial statements of the Association must be prepared in the manner prescribed by the Act from time to time.

(2) The funds of the Association will be derived from entrance fees, annual subscriptions, donations and such other sources as the Board determines.

(3) The Association has the power to trade in accordance with section 51 of the Act.

(4) Rules 31(4) and 34 may not without the consent of the Minister be altered if the Rule as altered would be inconsistent with Section 51(4) of the Act.

### **32. Seal**

(1) The common seal of the Association must be kept in the custody of the Secretary.

(2) The common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures either of

- (a) 2 Members of the Board; or
- (b) 1 Member of the Board and of the public officer of the Association.

### **33. Notice to Members**

(1) Except for the requirement in Rule 12, any notice that is required to be given to a Member, by or on behalf of the Association, under these Rules may be given by-

- (a) delivering the notice to the Member personally; or
- (b) sending it by prepaid post addressed to the Member at that Member's address shown in the register of Members; or
- (c) facsimile transmission, if the Member has requested that the notice be given to him or her in this manner; or

(d) electronic transmission, if the Member has requested that the notice be given to him or her in this manner.

(2) Where a document is properly addressed, pre-paid and posted to a person as a letter, the document will, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

#### **34. Gift Funds and Winding Up**

(1) If a Gift Fund of the Association or the Association's endorsement as a Deductible Gift Recipient is revoked, any surplus assets of the Gift Fund being wound up or all of the Gift Funds of the Association if the Association's endorsement as a Deductible Gift Recipient is revoked must be transferred to other funds, authorities or institutions in Australia (including another Gift Fund of the Association if a Gift Fund of the Association is being wound up) having objects in whole or in part similar to the objects of the Association, and which are funds, authorities or institutions to which deductible gifts can be made under Division 30 of the *Income Tax Assessment Act 1997* (Cth) or any amendment of or re-enactment of that provision and which prohibits the distribution of its income and property among its beneficiaries or members to an extent at least as great as is imposed on the Association. The funds, authorities or institutions are to be determined by the Members at or before the time of winding up or revocation or, failing such a determination, by a judge who has or acquires jurisdiction in the matter.

(2) If the Association is to be wound up, any property remaining after satisfaction of all its liabilities must be transferred by the Members before dissolution to another Association with similar objects including prohibition of its income and property being distributed among its members. If the Members fail to transfer the remaining property to another Association, the Supreme Court of Victoria has jurisdiction to determine the matter.

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

(1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.

(2) All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any Member upon request.

(3) A Member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

#### **36. Auditing of Financial Statements**

(1) An Auditor must be elected at the Annual General Meeting each year and will hold office until the next Annual General Meeting. If casual vacancy occurs the Board may temporarily appoint to that office a person qualified to hold the position. The appointee will continue in office until immediately before the next Annual General Meeting.

(2) The fees and expenses of the Auditor must be fixed at the Annual General Meeting.

- (3) The Auditor must be a member of the Institute of Chartered Accountants, or any other body prescribed in the Corporations Act or any amendment to that Act. Preference must be given to a person registered as a Company Auditor under that Act.
- (4) The Board must direct the Auditor to conduct regular examinations of the accounts and records. The Auditor must attend the offices of the Association to carry them out:
  - a) when directed by the Board, but not less than twice a year; and
  - b) to complete by mid-August the audit program relating to the last Financial Year which ended prior to the Annual General Meeting.
- (5) The audit program must be drawn up by the Auditor in consultation with the Secretary. The Auditor must have access to the books and accounts at all times and must, when the Board requests, make reports direct to the Board.
- (6) The Auditor must make an Annual Report on every balance sheet and statement of income and expenditure to the Members at the Annual General Meeting, during that person's term of office. That report must indicate whether the financial report gives a true and fair picture of the state of the financial affairs at the end of the immediately preceding Financial Year. The Auditor must also certify whether the accounting and other records examined have been properly maintained.
- (7) The Auditor may make a report direct to the members of the Association at a General Meeting on any matter which comes within the Auditor's jurisdiction.

### ***37. Life Governors***

- (1) Each Life Governor and Honorary Life Governor appointed prior to incorporation will be a Life Governor.
- (2) The Board may appoint to the position of Life Governor any person (or group of people) who has conferred a significant financial or other benefit on the Association.
- (3) Every Life Governor appointed must be recorded as such in the membership records of the Association and must be given a Certificate giving details of the appointment.
- (4) A Life Governor may vote at any Special Meeting or General Meeting.

### ***38. Auxiliaries***

- (1) The Board may promote any Auxiliary Bodies and authorise them to raise funds for the Association.
- (2) The terms of reference of an Auxiliary must be approved by the Board.
- (3) The Board may wind up an Auxiliary if it is in the interests of the Association.

### ***39. Appointment of Staff***

- (1) The appointment of the CEO must be made by the Board, which must set down clearly the terms and conditions of the appointment.
- (2) The appointment of staff will generally be the responsibility of the CEO except that:
  - a) if the CEO is absent, the Board will nominate the Acting CEO.
  - b) the Business Manager, Client Services Managers and other key personnel nominated by the Board from time to time will be appointed by the Board after it considers the recommendation of the Chief Executive Officer.

### ***40. Gratuities***

Members of staff must not accept any fee, perquisite or gratuity from any client or supporter of the Association.

### ***41. Not For Profit Objective***

- (1) The assets and income of the Association must be applied solely in the furtherance of its purposes. No portion of either may be distributed directly or indirectly to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

APPENDIX 1

**APPLICATION FOR MEMBERSHIP OF  
(NAME OF THE ASSOCIATION)**

I,....., of .....desire to become a  
(*name and occupation*) ( *address*)

Member of .....  
(*name of Association*)

In the event of my admission as a Member, I agree to be bound by the rules of the Association for the time being in force.

.....  
Signature of Applicant  
Date

I,....., a Member of the Association,  
(*name*)  
nominate the applicant, who is personally known to me, for Membership of the Association.

.....  
Signature of Proposer  
Date

I,....., a Member of the Association, second  
(*name*)  
the nomination of the applicant, who is personally known to me, for Membership of the Association.

.....  
Signature of Secunder  
Date

APPENDIX 2

**FORM OF APPOINTMENT OF PROXY FOR MEETING OF  
ASSOCIATION CONVENED UNDER RULE 7(7)**

I,.....  
(*name*)

of .....  
(*address*)

being a Member of .....  
(*name of Incorporated Association*)

appoint .....  
(*name of proxy holder*)

of .....  
(*address of proxy holder*)

being a Member of that Incorporated Association, as my proxy to vote for me on my behalf at the appeal to the General Meeting of the Association convened under rule 7(7), to be held on-

.....  
(*date of Meeting*)

and at any adjournment of that Meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution (insert details of resolution passed under rule 7(1)).

.....  
Signed  
Date

**APPENDIX 3**

**FORM OF APPOINTMENT OF PROXY**

I, .....  
(name)

of .....  
(address)

being a Member of .....  
(name of Incorporated Association)

appoint .....  
(name of proxy holder)

of .....  
(address of proxy holder)

being a Member of that Incorporated Association, as my proxy to vote for me on my behalf at the Annual/Special\* General Meeting of the Association to be held on

.....  
(date of Meeting)

and at any adjournment of that Meeting.

My proxy is authorised to vote in favour of/against\* the following resolution (insert details of resolution).

.....  
Signed  
Date

\* Delete if not applicable

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**APPENDIX 4**  
**SCHEDULE OF FEES**

<i><b>Fee</b></i>	<i><b>Amount</b></i>
Entrance fee	
Annual subscription fee	