



**GENDER EQUITY VICTORIA (GEN VIC) INCORPORATED
A0029686P (ABN 29 573 609 069)**

RULES OF INCORPORATION

Associations Incorporation Reform Act 2012

**FIRST ADOPTED BY SPECIAL RESOLUTION OF MEMBERS 1 NOVEMBER 2018
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PART 1 – PRELIMINARY

1 Name

The name of the incorporated association is "Gender Equity Victoria (GEN VIC) Incorporated" (the **Association**).

Note

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

2 Preamble

- 2.1 Gender inequity is harmful to the physical, mental, emotional and economic health and wellbeing of Victorian women, men and gender diverse people.
- 2.2 Gender inequity is the primary cause and key driver of gendered violence, especially violence against women. Poor attitudes and behaviours towards women, such as sexist jokes, language and the objectification of women, as well as the application of rigid gender roles and stereotypes at home, in the workplace and in community, creates the foundation for threats, abuse, harassment and violence.
- 2.3 Gender inequity leads to poor health consequences for all Victorians, but especially women and gender diverse people, who face sex and gender discrimination at work, at home and in community. Health consequences include both physical and mental health impacts of inequity.
- 2.4 Gender inequity leads to a persistent gender pay and superannuation gap as well as a higher risk of poverty for women, who face lifelong economic barriers as a consequence of unequal, gendered beliefs and attitudes towards paid and unpaid work and the sharing of parental responsibilities. Gender inequity drains the wealth and productivity of women and, in turn, the wealth and productivity of the State of Victoria.

3 Charitable Purposes

- 3.1 The charitable purposes of the Association are to prevent the harm of gender inequity by:
 - 3.1.1 advancing gender equity in all its forms across Victoria, promoting sub-national compliance with the Convention on the Elimination of Discrimination against Women and other international, national and state instruments.
 - 3.1.2 promoting women's physical, mental and economic health and wellbeing
 - 3.1.3 preventing gendered violence and hate, especially violence against women and their children.
 - 3.1.4 In each of these purposes the Association is committed to achieving its purposes in accordance with feminist principle and an intersectional approach that recognises the multiple forms of discrimination women face, facilitating a focus on those most disadvantaged.

- 3.2 The Association will achieve its purposes by:
- 3.2.1 Coordinating and participating in projects for collective impact including acting as a peak body for individuals and organisations across Victoria that advance gender equity.
 - 3.2.2 Working with governments, peak bodies, public community and private organisations to advance and advocate for gender equity, promote women's health and the prevent of violence against women, and to ensure that women's voices are integral to policy, legislation and services;
 - 3.2.3 Communicating and monitoring gender equity outcomes, developments and achievements
 - 3.2.4 Educating through individual and organisational capacity building about the harms of gender inequity and the benefits of gender equity.
 - 3.2.5 Innovating, developing and implementing projects that advance gender equity and address the harms of gender inequity, using evidence-based principles and research;
 - 3.2.6 Providing a mechanism to bring together and support gender equity, gendered violence and women's health organisations committed to the charitable purposes;
 - 3.2.7 Ensuring all activities are responsive to the needs of women and gender diverse people who are disadvantaged because of multiple and intersecting forms of discrimination.
- 3.3 To conduct such activities as are incidental to the promotion of the aforesaid purposes.

4 **Financial year**

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

5 **Definitions**

In these Rules:

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

Appointed Board member has the meaning given in rule 42.2;

Board means the Board of governance having management of the business of the Association and being the committee for the purposes of the Act;

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

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

Chairperson, of a general meeting or Board meeting, means the person chairing the meeting as required under rule 44;

Chairperson means the Chairperson of the Board elected or appointed under Division 3 of Part 5;

disciplinary appeal meeting means a meeting of the members of the Association convened under rule 21.3;

disciplinary meeting means a meeting of the Committee convened for the purposes of rule 20;

disciplinary subcommittee means the subcommittee appointed under rule 18;

Elected Board member has the meaning given in rule 42.1;

financial year means the 12 month period specified in rule 4;

gender equity refers to the provision of fairness and justice in the distribution of benefits and responsibilities between women, men and gender diverse people. The concept recognises that people have different needs and access to power and that these differences should be identified and addressed in a manner that rectifies the imbalances across genders. Equity recognises diversity and disadvantage, and seeks to direct resources and services towards those most in need to ensure equal outcomes for all;

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

member means a member of the Association;

member entitled to vote means an organisational member who under rule 12.1.4 is entitled to vote at a general meeting;

Metropolitan Based Organisation, means an organisation located in Metropolitan Melbourne.

Rural Based Organisation, means an organisation located in rural or regional Victoria.

secretary means either the person who holds office as Secretary of the Association or if no Secretary is appointed, the Chairperson of the Association;

special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

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

the Registrar means the Registrar of Incorporated Associations.

women means all people who identify as women.

PART 2 – POWERS OF ASSOCIATION

6 Powers of Association

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

- 6.2 Without limiting subrule 6.1, the Association may:
- 6.2.1 acquire, hold, lease, hire, sell, improve, manage or dispose of, or otherwise deal with real or personal property;
 - 6.2.2 open and operate accounts with financial institutions;
 - 6.2.3 invest its money in any security in which trust monies may lawfully be invested;
 - 6.2.4 raise and borrow money on any terms and in any manner as it thinks fit;
 - 6.2.5 secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - 6.2.6 appoint agents to transact business on its behalf;
 - 6.2.7 enter into any other contract it considers necessary or desirable;
 - 6.2.8 to subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not;
 - 6.2.9 to indemnify any person for any loss or damage incurred as a result of having, on behalf of the unincorporated association, become liable to pay any amount by way of damages or otherwise;
 - 6.2.10 To take any gift of property whether subject to any trust or not.
- 6.3 The Association may only exercise its powers and use its income and assets (including any surplus) for its charitable purposes.

7 **Not for profit organisation**

- 7.1 The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- 7.2 Subrule 7.1 does not prevent the Association from paying a member:
- 7.2.1 reimbursement for expenses properly incurred by the member; or
 - 7.2.2 for goods or services provided by the member:

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

Note

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

PART 3 – MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

DIVISION 1 - MEMBERSHIP

8 Minimum number of members

The Association must have at least 5 members.

9 **Who is eligible to be a member**

The following types of people and organisations are eligible to be members of the Association:

- 9.1 For organisational membership, any organisation with a remit in Victoria with a commitment to the Association's Rules and the purposes outlined at rule 2.
- 9.2 For associate membership, any individual in Victoria with a commitment to the Association's Rules and purposes outlined at rule 2.

10 **Application for membership**

10.1 To apply to become a member of the Association, an organisation or person must submit a written application to a Board member as follows:

10.1.1 The application must state that the person or organisation wishes to become a member of the Association.

10.1.2 The application must contain a statement which outlines how the person or organisation:

- (a) advances gender equity;
- (b) holds values that align with feminist principles; and
- (c) supports the Association's vision for equality, health and freedom from violence for every woman and girl in Victoria.

10.1.3 The application must be accompanied by a signed statement outlining the person or organisation's support of the Association's purposes outlined at rule 2.

10.1.4 The application must state that the person or organisation agrees to comply with these Rules.

10.2 **Consideration of application**

10.2.1 As soon as practicable after an application for membership is received, the Board must decide by resolution whether to accept or reject the application.

10.2.2 The Board must notify the applicant in writing of its decision as soon as practicable after the decision is made.

10.2.3 If the Board rejects the application, it must return any money accompanying the application to the applicant.

10.2.4 No reason need be given for the rejection of an application.

10.3 **New membership**

10.3.1 The Secretary must be satisfied that a person or organisation is eligible to be a member of the Association in accordance with rule 9.

10.3.2 If an application for membership is approved by the Board:

- (a) the resolution to accept the membership must be recorded in the minutes of the Board meeting; and
- (b) the Secretary must, as soon as practicable, enter the name and address of the new member (and the name of the nominated representative for an organisational member), and the date of becoming a member, in the register of members.

10.3.3 A person or an organisation becomes a member of the Association in the appropriate category and, subject to rule 12.2, is entitled to exercise his or her rights of membership from the date, whichever is the later, on which:

- (a) the Board approves the person or organisation's membership; or
- (b) the person or organisation pays the annual subscription fee (if any).

11 Annual subscription

11.1 At each annual general meeting, the Association must determine:

11.1.1 the amount of the annual subscription (if any) for the following financial year; and

11.1.2 the date for payment of the annual subscription (if any).

11.2 The Association may at their discretion, waive all or part of the annual subscription for any member who, in their opinion, is unable to pay such fees.

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

11.3.1 the full annual subscription; or

11.3.2 a pro rata annual subscription based on the remaining part of the financial year; or

11.3.3 a fixed amount determined from time to time by the Association.

11.4 The rights of a member entitled to vote who has not paid the annual subscription by the due date are suspended until the subscription is paid

12 General rights of members

12.1 A member of the Association has the right:

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

12.1.2 to submit items of business for consideration at a general meeting; and

12.1.3 to attend and be heard at general meetings and the Association's working parties; and

12.1.4 if the member is an organisation, to vote at a general meeting; and

12.1.5 to have access to the minutes of general meetings and other documents of the Association as provided under rule 73; and

12.1.6 to inspect the register of members.

12.2 A member is entitled to vote if:

12.2.1 the member is an organisation; and

12.2.2 the member's membership rights are not suspended for any reason.

13 **Rights not transferable**

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

14 **Ceasing membership**

14.1 The membership of a person ceases on resignation, insolvency, expulsion or death.

14.2 If a person or organisation ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person or organisation ceased to be a member in the register of members.

15 **Resigning as a member**

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

Note

Rule 72.3 sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the Board.

15.2 A member is taken to have resigned if:

15.2.1 payment of the member's annual subscription is not made within two months of notice that such fees are overdue; or

15.2.2 where no annual subscription is payable:

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

(b) the member has not, within 3 months after receiving that request, confirmed in writing that the member wishes to remain a member.

16 **Register of members**

16.1 The Secretary must keep and maintain a register of members that includes:

16.1.1 for each current member:

(a) the member's name;

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

(c) the date of becoming a member;

- (d) the category of membership (i.e. whether they are an organisational member or associate member);
- (e) any other information determined by the Board; and

16.1.2 for each former member, the date of ceasing to be a member.

16.2 Any member may, at a reasonable time and free of charge, inspect the register of members.

Note

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

DIVISION 2 – DISCIPLINARY ACTION

17 Grounds for taking disciplinary action

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

- 17.1 has failed to comply with these Rules; or
- 17.2 refuses to support the purposes of the Association; or
- 17.3 has engaged in conduct unbecoming a member or prejudicial to the interests of the Association.

18 Disciplinary subcommittee

18.1 If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.

18.2 The members of the disciplinary subcommittee:

- 18.2.1 may be Board members, members of the Association or anyone else; but
- 18.2.2 must not be biased against, or in favour of, the member concerned.

19 Notice to member

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

- 19.1.1 stating that the Association proposes to take disciplinary action against the member; and
- 19.1.2 stating the grounds for the proposed disciplinary action; and
- 19.1.3 specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the **disciplinary meeting**); and
- 19.1.4 advising the member that the member may do one or both of the following:

- (a) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
- (b) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and

19.1.5 setting out the member's appeal rights under rule 21.

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

20 **Decision of subcommittee**

20.1 At the disciplinary meeting, the disciplinary subcommittee must:

20.1.1 give the member an opportunity to be heard; and

20.1.2 consider any written statement submitted by the member.

20.2 After complying with subrule 20.1, the disciplinary subcommittee may:

20.2.1 take no further action against the member; or

20.2.2 subject to subrule 20.3:

- (a) suspend the membership rights of the member for a specified period; or

- (b) expel the member from the Association.

20.3 The disciplinary subcommittee may not fine the member.

20.4 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.

21 **Appeal rights**

21.1 A person or organisation whose membership rights have been suspended or who has been expelled from the Association under rule 20 may give notice to the effect that the member wishes to appeal against the suspension or expulsion.

21.2 The notice must be in writing and given:

21.2.1 to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or

21.2.2 to the Secretary not later than 48 hours after the vote.

21.3 If a person has given notice under subrule 21.2, a disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days, after the notice is received.

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

21.4.1 specify the date, time and place of the meeting; and

21.4.2 state:

- (a) the name of the person or organisation against whom the disciplinary action has been taken; and
- (b) the grounds for taking that action; and
- (c) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person or organisation should be upheld or revoked.

22 **Conduct of disciplinary appeal meeting**

22.1 At a disciplinary appeal meeting:

22.1.1 no business other than the question of the appeal may be conducted; and

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

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

22.2 After complying with subrule 22.1, the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.

22.3 The decision is upheld if not less than two-thirds of the members voting at the meeting or by proxy vote in favour of the decision.

DIVISION 3 – GRIEVANCE PROCEDURE

23 **Application**

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

23.1.1 a member and another member;

23.1.2 a member and the Board, or

23.1.3 a member and the Association.

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

24 **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.

25 **Appointment of mediator**

- 25.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 24, the parties must within 10 days:
- 25.1.1 notify the Board of the dispute; and
 - 25.1.2 agree to or request the appointment of a mediator; and
 - 25.1.3 attempt in good faith to settle the dispute by mediation.
- 25.2 The mediator must be:
- 25.2.1 a person chosen by agreement between the parties; or
 - 25.2.2 in the absence of agreement:
 - (a) if the dispute is between a member and another member: a person appointed by the Board; or
 - (b) if the dispute is between a member and the Association: a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 25.3 A mediator appointed by the Board may be a member or former member of the Association but in any case must not be a person who:
- 25.3.1 has a personal interest in the dispute; or
 - 25.3.2 is biased in favour of or against any party.

26 **Mediation process**

- 26.1 The mediator to the dispute, in conducting the mediation, must:
- 26.1.1 give each party every opportunity to be heard; and
 - 26.1.2 allow due consideration by all parties of any written statement submitted by any party; and
 - 26.1.3 ensure that natural justice is accorded to the parties throughout the mediation process.
- 26.2 The mediator must not determine the dispute.

27 **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

28 **Annual general meetings**

- 28.1 The Board must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- 28.2 The Board may determine the date, time and place of the annual general meeting.

- 28.3 The ordinary business of the annual general meeting is as follows:
- 28.3.1 to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - 28.3.2 to receive and consider:
 - (a) the annual report of the Board on the activities of the Association during the preceding financial year; and
 - (b) the financial statements of the Association for the preceding financial year submitted by the Board in accordance with Part 7 of the Act;
 - 28.3.3 to elect the Elected Board members;
 - 28.3.4 to confirm or vary the amounts (if any) of the annual subscription fee.
- 28.4 The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.
- 28.5 The annual general meeting must be in addition to any other general meetings that may be held in the same financial year.

29 **Special general meetings**

- 29.1 Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- 29.2 The Board may convene a special general meeting whenever it thinks fit.
- 29.3 No business other than that set out in the notice under rule 31 may be conducted at the meeting.

Note

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 31 and the majority of members at the meeting agree.

30 **Special general meeting held at request of members**

- 30.1 The Board must convene a special general meeting if a request to do so is made in accordance with subrule 30.2 by at least one or more members.
- 30.2 A request for a special general meeting must:
 - 30.2.1 be in writing; and
 - 30.2.2 state the business to be considered at the meeting and any resolutions to be proposed; and
 - 30.2.3 include the names and signatures of the members requesting the meeting; and
 - 30.2.4 be given to the Secretary.
- 30.3 If the Board does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.

- 30.4 A special general meeting convened by members under subrule 30.3:
- 30.4.1 must be held within 3 months after the date on which the original request was made; and
 - 30.4.2 may only consider the business stated in that request.
- 30.5 The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule 30.3.

31 Notice of general meetings

- 31.1 The Secretary (or, in the case of a special general meeting convened under rule 30.3, the members convening the meeting) must give at least 21 days' notice of a general meeting to each member of the Association.
- 31.2 The notice must:
- 31.2.1 specify the date, time and place of the meeting; and
 - 31.2.2 indicate the general nature of each item of business to be considered at the meeting; and
 - 31.2.3 if a special resolution is to be proposed:
 - (a) state in full the proposed resolution; and
 - (b) state the intention to propose the resolution as a special resolution; and
 - 31.2.4 comply with rule 32.5.
- 31.3 This rule does not apply to a disciplinary appeal meeting.

Note

Rule 21.4 sets out the requirements for notice of a disciplinary appeal meeting.

32 Proxies

- 32.1 A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- 32.2 The appointment of a proxy must be in writing in the form or similar to the form approved by the Board and signed by the member making the appointment.
- 32.3 The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as the member sees fit.
- 32.4 If the Board has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- 32.5 Notice of a general meeting given to a member under rule 31 must:
- 32.5.1 state that the member may appoint another member as a proxy for the meeting; and

32.5.2 include a copy of any form that the Board has approved for the appointment of a proxy.

32.6 A form appointing a proxy must be given to the Secretary of the meeting 24 hours before the commencement of the meeting.

32.7 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.

33 Use of technology

33.1 A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.

33.2 For the purposes of this Part, a member participating in a general meeting as permitted under subrule 33.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

34 Quorum at general meetings

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

34.2 The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 33) of 5% of members entitled to vote.

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

34.3.1 in the case of a meeting convened by, or at the request of, members under rule 30:the meeting must be dissolved;

Note

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 30.

34.3.2 in any other case:

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

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

34.4 If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule 34.3.2, the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

35 **Adjournment of general meeting**

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

35.2 Without limiting subrule 35.1, a meeting may be adjourned:

35.2.1 if there is insufficient time to deal with the business at hand; or

35.2.2 to give the members more time to consider an item of business.

Example

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

35.3 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

35.4 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 31.

36 **Voting at general meeting**

36.1 On any question arising at a general meeting:

36.1.1 subject to subrule 36.2, each member who is entitled to vote has one vote; and

36.1.2 members may vote personally or by proxy;

36.1.3 except in the case of a special resolution, the question must be decided on a majority of votes

36.2 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

36.3 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.

36.4 This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 22.

37 **Special resolutions**

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

Note

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

(a) to remove a Board member from office ;

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

38 **Determining whether resolution carried**

38.1 Subject to subsection 38.2, the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been carried and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

- 38.2 If a poll (where votes are cast in writing) is demanded by three or more members on any question:
- 38.2.1 the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - 38.2.2 the Chairperson must declare the result of the resolution on the basis of the poll.
- 38.3 A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- 38.4 A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

39 **Minutes of general meeting**

- 39.1 The Board must ensure that minutes are taken and kept of each general meeting.
- 39.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 39.3 In addition, the minutes of each annual general meeting must include:
- 39.3.1 the names of the members attending the meeting; and
 - 39.3.2 proxy forms given to the Chairperson of the meeting under rule 32.6; and
 - 39.3.3 the financial statements submitted to the members in accordance with rule 28.3.2(b); and
 - 39.3.4 the certificate signed by two Board members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - 39.3.5 any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5 – BOARD

DIVISION 1 – POWERS OF BOARD

40 **Role and powers**

- 40.1 The business and management of the Association must be managed by or under the direction of a Board.
- 40.2 The Board may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- 40.3 The Board may:
- 40.3.1 appoint and remove staff;
 - 40.3.2 establish subcommittees consisting of members with terms of reference it considers appropriate.

41 Delegation

- 41.1 The Board may delegate to a member of the Board, a subcommittee or staff, any of its powers and functions other than:
- 41.1.1 this power of delegation; or
 - 41.1.2 a duty imposed on the Board by the Act or any other law.
- 41.2 The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- 41.3 The Board may, in writing, revoke a delegation wholly or in part.

DIVISION 2 – COMPOSITION OF BOARD AND DUTIES OF MEMBERS

42 Composition of Board

The Board consists of:

- 42.1 6 Board members to be elected as per rule 51 (**‘Elected Board members’**), of which 2 must be a representative of a Rural Based Organisation and 1 must be a representative of a Metropolitan Based Organisation; and
- 42.2 3 Board members appointed on the basis of skills as per rule 50 (**‘Appointed Board members’**),

and from these Board members, the Board shall from time to time elect:

- 42.3 a Chairperson;
- 42.4 a deputy Chairperson;
- 42.5 a Secretary; and
- 42.6 a Treasurer (collectively referred to as “the **Officers**”);

43 General Duties

- 43.1 As soon as practicable after being elected or appointed to the Board, each Board member must become familiar with these Rules and the Act.
- 43.2 The Board is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Board comply with these Rules.
- 43.3 Board members must exercise their powers and discharge their duties with reasonable care and diligence.
- 43.4 Board members must exercise their powers and discharge their duties:
- 43.4.1 in good faith in the best interests of the Association; and
 - 43.4.2 for a proper purpose.
- 43.5 Board members and former Board members must not make improper use of:
- 43.5.1 their position; or

43.5.2 information acquired by virtue of holding their position:

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

Note

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

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

44 **Chairperson**

44.1 Subject to subrule 44.2, the Chairperson is the Chairperson for any general meetings and for any Board meetings.

44.2 If the Chairperson is absent or unable to preside, the Chairperson of the meeting must be:

44.2.1 in the case of a general meeting: the deputy Chairperson or, if the deputy Chairperson is absent or unable to preside, a member elected by the other members present; or

44.2.2 in the case of a Board meeting: the deputy Chairperson or, if the deputy Chairperson is absent or unable to preside, a Board member elected by the other Board members present.

44.3 In the event of a vacancy, the role of the Chairperson shall be filled by the the deputy Chairperson or, if the deputy Chairperson is absent or unable to preside, the Board appointing one of its members.

45 **Secretary**

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

Example

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

45.2 The Secretary must:

45.2.1 maintain the register of members in accordance with rule 16;

45.2.2 keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 68.3, all books, documents and securities of the Association in accordance with rules 70 and 73;

45.2.3 keep minutes of the resolutions, attendances and proceedings of each general meeting and each Board meeting;

45.2.4 subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and

45.2.5 perform any other duty or function imposed on the Secretary by these Rules.

- 45.3 The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

46 Treasurer

- 46.1 The Treasurer must:

- 46.1.1 receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association and deal with such moneys in such manner as the Board may direct; and
- 46.1.2 ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
- 46.1.3 make any payments authorised by the Board or by a general meeting of the Association from the Association's funds including by way of electronic funds transfer; and
- 46.1.4 ensure that cheques are signed by, and electronic funds transfers are authorised by 2 authorised representatives of the Association.

- 46.2 The Treasurer must:

- 46.2.1 ensure that the financial records of the Association are kept in accordance with the Act; and
- 46.2.2 coordinate the preparation of the financial statements of the Association and their certification by the Board prior to their submission to the annual general meeting of the Association.

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

DIVISION 3 – ELECTION OF BOARD MEMBERS AND TENURE OF OFFICE

47 Who is eligible to be a Board member

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

48 Positions to be declared vacant

- 48.1 The Chairperson of the meeting must declare all relevant positions on the Board vacant and hold elections for those positions in accordance with rules 49 to 52.

49 Nominations

- 49.1 Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- 49.2 An eligible person may be nominated by a member.
- 49.3 Nominations of candidates for election as Elected Board members must:
- 49.3.1 Be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which must be endorsed on the form of nomination); and

- 49.3.2 Must be delivered to the Secretary not less than two days before the date fixed for holding the annual general meeting.

50 Appointment of Appointed Board members

- 50.1 The Board may appoint three skills based Appointed Board members.
- 50.2 The appointment of Appointed Board members shall be undertaken in accordance with by-laws determined by the Board. In the absence of by-laws, candidates are to be selected on the basis of the skills, experience and expertise they bring to complement the skills, experience and expertise of the Elected Board members.

51 Election of Elected Board members

- 51.1 An election may be held to fill all vacant Elected Board member positions with a required Rural Based Organisation or Metropolitan Based Organisation.
- 51.2 If the number of candidates nominated for the position of Elected Board member is less than or equal to the number to be elected in respect of the relevant category of Elected Board member, the Chairperson of the meeting must declare each of those candidates to be elected to the position.
- 51.3 If the number of candidates nominated exceeds the number to be elected, a ballot must be held in accordance with rule 52.

52 Ballot

- 52.1 The ballot for the election of Elected Board members of the Board must be conducted at the annual general meeting in such usual and proper manner as the Board may direct.
- 52.2 Where vacancies are for different terms of office, candidates with the most votes will receive the longest terms of office. Despite rules 51.2, if the vacancies are for different terms of office, balloting lists must nevertheless be printed and sent to Members as required by rule 51.3.
- 52.3 If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- 52.4 The returning officer must not be a member nominated for the position.
- 52.5 Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- 52.6 The election must be by secret ballot.
- 52.7 The returning officer must give a blank piece of paper to:
- 52.7.1 each member present in person; and
- 52.7.2 each proxy appointed by a member.

Example

If a member has been appointed the proxy of 5 other members, the member must be given 6 ballot papers: one for the member and one each for the other members.

- 52.8 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.

- 52.9 If the ballot is for more than one position:
- 52.9.1 the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - 52.9.2 the voter must not write the names of more candidates than the number to be elected.
- 52.10 Ballot papers that do not comply with subrule 52.9.2 are not to be counted.
- 52.11 Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- 52.12 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.
- 52.13 If the returning officer is unable to declare the result of an election under subrule 52.12 because 2 or more candidates received the same number of votes, the returning officer must:
- 52.13.1 conduct a further election for the position in accordance with subrules 52.6 to 52.12 to decide which of those candidates is to be elected; or
 - 52.13.2 with the agreement of those candidates, decide by lot which of them is to be elected.

Examples

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

53 **Term of office**

- 53.1 Subject to subrule 53.3 and rule 54, an Elected Board member holds office until the end of the third annual general meeting after his or her election. An Appointed Board member holds office for a term of up to three years from the date of his or her appointment (or such shorter period as determined by the Board at the time of making the appointment).
- 53.2 A Board member may be re-elected or re-appointed for a maximum aggregate term or terms not exceeding six years.
- 53.3 A general meeting of the Association may:
- 53.3.1 by special resolution remove a Board member from office; and
 - 53.3.2 elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- 53.4 A member who is the subject of a proposed special resolution under subrule 53.3.1 may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- 53.5 The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

54 **Vacation of office**

- 54.1 A Board member may resign from the Board by written notice addressed to the Board.
- 54.2 A person ceases to be a Board member if he or she:
- 54.2.1 fails to attend 3 consecutive Board meetings (other than special or urgent Board meetings) without leave of absence under rule 65 and the Secretary has, 7 days prior to the third such consecutive meeting, forwarded a notice drawing attention to the provisions of this rule; or
 - 54.2.2 otherwise ceases to be a Board member by operation of section 78 of the Act.

Note

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

55 **Filling casual vacancies**

- 55.1 The Board may appoint an eligible member of the Association to fill a position on the Board that:
- 55.1.1 has become vacant under rule 54; or
 - 55.1.2 was not filled by election at the last annual general meeting.
- The Board member will hold office for the balance of the term of office of the original person or position.
- 55.2 If the position of Secretary becomes vacant, the Board must appoint a member to the position within 14 days after the vacancy arises.
- 55.3 Rule 53 applies to any Board member appointed by the Board under subrule 53.1 or 53.2.
- 55.4 The Board may continue to act despite any vacancy in its membership.
- 55.5 In the event of a casual vacancy occurring in the office of an ordinary member of the Board, the Board may appoint the Chief Executive Officer of the organisational member of which the Chief Executive Officer was the representative, subject to these rules, until the conclusion of the annual general meeting following the date of their appointment.

DIVISION 4 – MEETINGS OF BOARD

56 **Meetings of Board**

- 56.1 The Board must meet at least 8 times in each year and at such times as the Board shall determine.
- 56.2 Special Board meetings may be convened by the Chairperson, the deputy Chairperson or by the person nominated by the chairperson in the Chairperson's absence.

57 Notice of meetings

- 57.1 Notice of each Board meeting must be given to each Board member at a reasonable time before the date of the meeting.
- 57.2 Notice may be given of more than one Board meeting at the same time.
- 57.3 The notice must state the date, time and place of the meeting.
- 57.4 If a special Board meeting is convened, the notice must include the general nature of the business to be conducted.
- 57.5 The only business that may be conducted at the meeting is the business for which the meeting is convened.

58 Urgent meetings

- 58.1 In cases of urgency, a meeting can be held without notice being given in accordance with rule 57 provided that as much notice as practicable is given to each Board member by the quickest means practicable.
- 58.2 Any resolution made at the meeting must be passed by an absolute majority of the Board.
- 58.3 The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

59 Procedure and order of business

- 59.1 The procedure to be followed at a meeting of a Board must be determined from time to time by the Board.
- 59.2 At the invitation of the Chairperson, any person may attend a Board meeting for the purposes of informing the Board about any matter or assisting the Board in any deliberations but this person is not entitled to vote;
- 59.3 The order of business may be determined by the members present at the meeting.

60 Use of technology

- 60.1 A Board member who is not physically present at a Board meeting may participate in the meeting by the use of technology that allows that Board member and the Board members present at the meeting to clearly and simultaneously communicate with each other.
- 60.2 For the purposes of this Part, a Board member participating in a Board meeting as permitted under subrule 60.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

61 Quorum

- 61.1 No business may be conducted at a Board meeting unless a quorum is present.
- 61.2 The quorum for a Board meeting is a simple majority of Board members holding office (in person or as allowed under rule 60).

- 61.3 If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting:
- 61.3.1 in the case of a special meeting: the meeting lapses;
 - 61.3.2 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 57.

62 **Voting**

- 62.1 On any question arising at a Board meeting, each Board member present at the meeting has one vote.
- 62.2 A motion is carried if a majority of Board members present at the meeting vote in favour of the motion.
- 62.3 Subrule 62.2 does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Board.
- 62.4 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- 62.5 Voting by proxy is permitted and must be in accordance with the rules found in rule 32.

63 **Conflict of interest**

- 63.1 A Board member who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- 63.2 The member:
- 63.2.1 must not be present while the matter is being considered at the meeting; and
 - 63.2.2 must not vote on the matter.

Note

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

- 63.3 This rule does not apply to a material personal interest:
- 63.3.1 that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
 - 63.3.2 that the member has in common with all, or a substantial proportion of, the members of the Association.

64 **Minutes of meeting**

- 64.1 The Board must ensure that minutes are taken and kept of each Board meeting.
- 64.2 The minutes must record the following:
- 64.2.1 The names of the members in attendance at the meeting.

- 64.2.2 The business considered at the meeting.
- 64.2.3 Any resolution on which a vote is taken and the result of the vote.
- 64.2.4 Any material personal interest disclosed under rule 63.

65 **Leave of absence**

- 65.1 The Board may grant a Board member leave of absence from Board meetings for a period not exceeding 3 months.
- 65.2 The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Board member to seek the leave in advance.

PART 6 – FINANCIAL MATTERS

66 **Source of funds**

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

67 **Management of funds**

- 67.1 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.
- 67.2 Subject to any restrictions imposed by a general meeting of the Association, the Board may approve expenditure on behalf of the Association.
- 67.3 The Board may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- 67.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Board members.
- 67.5 All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- 67.6 With the approval of the Board, the Treasurer 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.

68 **Financial records**

- 68.1 The Association must keep financial records that:
 - 68.1.1 correctly record and explain its transactions, financial position and performance; and
 - 68.1.2 enable financial statements to be prepared as required by the Act.
- 68.2 The Association must retain the financial records for 7 years after the transactions covered by the records are completed.

- 68.3 The Treasurer must keep in their custody, or under their control:
- 68.3.1 the financial records for the current financial year; and
 - 68.3.2 any other financial records as authorised by the Board.

69 **Financial statements**

- 69.1 For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- 69.2 Without limiting subrule 69.1, those requirements include:
- 69.2.1 the preparation of the financial statements;
 - 69.2.2 if required, the review or auditing of the financial statements;
 - 69.2.3 the certification of the financial statements by the Board;
 - 69.2.4 the submission of the financial statements to the annual general meeting of the Association;
 - 69.2.5 the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7 – GENERAL MATTERS

70 **Common seal**

- 70.1 The Association may have a common seal.
- 70.2 If the Association has a common seal:
- 70.2.1 the name of the Association must appear in legible characters on the common seal;
 - 70.2.2 a document may only be sealed with the common seal by the authority of the Board and the sealing must be witnessed by the signatures of two Board members;
 - 70.2.3 the common seal must be kept in the custody of the Secretary.

71 **Registered address**

The registered address of the Association is:

- 71.1 the address determined from time to time by resolution of the Board; or
- 71.2 if the Board has not determined an address to be the registered address: the postal address of the Secretary.

72 **Notice requirements**

- 72.1 Any notice required to be given to a member or a Board member under these Rules may be given:
- 72.1.1 by handing the notice to the member personally; or

72.1.2 by sending it by post to the member at the address recorded for the member on the register of members; or

72.1.3 by email or facsimile transmission.

72.2 Subrule 72.1 does not apply to notice given under rule 58.

72.3 Any notice required to be given to the Association or the Board may be given:

72.3.1 by handing the notice to a member of the Board; or

72.3.2 by sending the notice by post to the registered address; or

72.3.3 by leaving the notice at the registered address; or

72.3.4 if the Board determines that it is appropriate in the circumstances:

(a) by email to the email address of the Association or the Secretary;
or

(b) by facsimile transmission to the facsimile number of the Association.

73 Custody and inspection of books and records

73.1 Members may on request inspect free of charge:

73.1.1 the register of members;

73.1.2 the minutes of general meetings;

73.1.3 subject to subrule 73.2, the financial records, books, securities and any other relevant document of the Association, including minutes of Board meetings.

Note

See note following rule 16 for details of access to the register of members.

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

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

73.4 Subject to subrule 73.2, 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.

73.5 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:

73.5.1 its membership records;

73.5.2 its financial statements;

- 73.5.3 its financial records;
- 73.5.4 records and documents relating to transactions, dealings, business or property of the Association.

74 **Winding up and cancellation**

- 74.1 The Association may be wound up voluntarily by special resolution provided that at least 21 days' notice of the purpose, agenda, place and time of the special meeting is to be given in writing to all members by the Chairperson.
- 74.2 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.
- 74.3 Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- 74.4 The body to which the surplus assets are to be given must be decided by special resolution and must:
 - 74.4.1 have objects similar to the objects of this Association;
 - 74.4.2 have rules which prohibit the distribution of its or their income among its or their members; and
 - 74.4.3 be a charity registered with the Australian Charities and Not-for-profits Commission, if the Association had been registered.

75 **Alteration of rules and statement of purposes**

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

Note

An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 4) are altered, the Association is taken to have adopted its own rules, not the model rules.

76 **Transition**

Despite anything to the contrary in these Rules, upon registration of these Rules:

- 76.1 each Board (committee) member under the Association's former rules is a Board member under these Rules with terms of office expiring as determined according to the Association's former Rules;
- 76.2 at the 2018 annual general meeting, all existing Board members of the Association will retire. Of the 9 vacancies:
 - 76.2.1 6 vacancies will be filled by Elected Board Members (at least 2 from a Rural Based Organisation and 1 from a Metropolitan Based Organisation) as follows:
 - (a) 5 Elected Board Members to be representatives of full members of the Association prior to the adoption of the new Constitution, as follows:

- (1) 2 Elected Board Member shall be elected in accordance with rule 51 for a term of one year and will retire at the end of the 2019 annual general meeting;
 - (2) 2 Elected Board members shall be elected in accordance with rule 51 for a term of two years and will retire at the end of the 2020 annual general meeting; and
 - (3) 1 Elected Board members shall be elected in accordance with rule 51 for a term of three years and will retire at the end of the 2021 annual general meeting; and
- (b) 1 Elected Board Member to be a representative of a new member of the Association as at the date of the adoption of the new Constitution for a term of three years and will retire at the end of the 2021 annual general meeting.

76.2.2 3 vacancies will be filled by Appointed Board Members in accordance with rule 50.

76.3 The Board is then required to follow the appointment procedures set out in rule 50.