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

RULES OF INCORPORATION

Associations Incorporation Reform Act 2012

ADOPTED BY SPECIAL RESOLUTION OF MEMBERS 27 November 2024

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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 Purposes

2.1

The Association is established as a harm prevention charity whose principal purpose and activity is preventing behaviours, and the attitudes, systems, structures and processes that support and enable behaviours, that cause physical, emotional and psychological abuse and financial harm to women and gender-diverse people, and which also create disadvantage, inequity and insecurity (**Purpose**).

2.2 The Association will pursue this Purpose through the following objects:

2.2.1 championing, coordinating, educating and advising on strategies to end the harm of gender inequity

2.2.2 promoting and advancing gender equity

2.2.3 challenging harmful attitudes, structures and unequal power;

2.2.4 strengthening the gender equity movement;

2.2.5 innovating for and creating communities of safety and respect for all people to reduce gendered violence; and

2.2.6 doing all such other lawful things as are incidental or conducive to the attainment of the Association's Purpose and the exercise of its powers.

3 Financial year

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

4 Definitions

In these Rules:

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

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 appointed under Division 3 of Part 5;

Board policy means a policy established by the Board from time to time;

Chair, of a general meeting or Board meeting, means the person chairing the meeting as required under rule 34;

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

financial year means the 12 month period specified in rule 3;

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

gender inequity refers to behaviours, actions, systems, structures and processes that harm, disadvantage, discriminate against or treat differently and less favourably, women or gender diverse people because they are a woman or gender diverse.

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

in writing means hand-written, type-written, printed or electronically made, and resulting in a permanent record;

member means a member of the Association;

member application form means the membership application form issued by the Association;

Purpose has the meaning given in rule 2;

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

Tax Act means the *Income Tax Assessment Act 1997* (Cth);

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

the Registrar means the Registrar of Incorporated Associations.

PART 2 – POWERS OF ASSOCIATION

5 Powers of Association

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

5.2 Without limiting subrule 5.1, the Association may:

5.2.1 acquire, hold, lease, hire, sell, improve, manage or dispose of, or otherwise deal with real or personal property;

5.2.2 open and operate accounts with financial institutions;

5.2.3 invest its money in any security in which trust monies may lawfully be invested;

5.2.4 raise and borrow money on any terms and in any manner as it thinks fit;

5.2.5 secure the repayment of money raised or borrowed, or the payment of a debt or liability;

5.2.6 appoint agents to transact business on its behalf;

5.2.7 enter into any other contract it considers necessary or desirable;

5.2.8 to subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not;

5.2.9 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;

5.2.10 To take any gift of property whether subject to any trust or not.

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

6 Not for profit organisation

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

6.2 Subrule 6.1 does not prevent the Association from paying a member:

6.2.1 reimbursement for expenses properly incurred by the member; or

6.2.2 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

7 Minimum number of members

The Association must have at least 5 members.

8 Who is eligible to be a member

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

8.1 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; or

8.2 for associate membership, any individual in Victoria with a commitment to the Association's Rules and purposes outlined at rule 2.

9 **Application for membership**

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

9.1.1 the applicant must initial the relevant section of the member application form which states that the person or organisation wishes to become a member of the Association; and

9.1.2 the applicant must initial the relevant section of the member application form which states that the applicant is committed to furthering the Association's purpose.

9.2 **Consideration of application**

9.2.1 As soon as practicable after an application for membership is received, the Board must decide whether to accept or reject the application (in accordance with any applicable Board policy).

9.2.2 The Board, in accordance with any applicable Board policy, must notify the applicant in writing of its decision as soon as practicable after the decision is made.

9.2.3 If the Board rejects the application (in accordance with any applicable Board policy), it must return any money accompanying the application to the applicant.

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

9.3 **New membership**

9.3.1 The Secretary must be satisfied that a person or organisation is eligible to be a member of the Association in accordance with rule 8.

9.3.2 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.

9.3.3 A person or an organisation becomes a member of the Association in the appropriate category and, subject to rule 11.2, is entitled to exercise their 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).

10 Annual subscription

10.1 The date of payment of the annual subscription is 1 July each year.

10.2 At each annual general meeting, the Association must determine the amount of the annual subscription (if any) for the following financial year.

10.3 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.

10.4 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:

10.4.1 the full annual subscription; or

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

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

10.5 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

11 General rights of members

11.1 A member of the Association has the right:

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

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

11.1.3 to vote at a general meeting; and

11.1.4 to have access to the minutes of general meetings and other documents of the Association as provided under rule 57; and

11.1.5 to inspect the register of members.

11.2 A member is entitled to vote unless the member has outstanding annual subscription fees or the member's membership rights are suspended for any reason.

12 Rights not transferable

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

13 Ceasing membership

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

13.2 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.

14 Resigning as a member

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

Note
Rule 56.3 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.

14.2 A member is taken to have resigned if:

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

14.2.2 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.

15 Register of members

15.1 The Association must keep and maintain a register of members that includes:

15.1.1 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

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

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 – DISCIPLINE

16 Disciplinary Action

16.1 The Board may by resolution passed by an absolute majority suspend or expel a member for:

16.1.1 failing to comply with the Association's rules; or

16.1.2 causing a detriment to the Association.

16.2 The Board must not pass a resolution under subclause 16.1 unless the member has been:

16.2.1 informed of what it is alleged the member has done; and

16.2.2 given a reasonable opportunity to be heard.

16.3 The Association may not fine members.

DIVISION 3 – GRIEVANCE PROCEDURE

17 Grievance procedure

17.1 The grievance procedure set out in this clause applies to disputes under these Rules between:

17.1.1 a member and another member, and

17.1.2 a member and the Board or Association.

17.2 In paragraph 17.1.2 "member" includes a former member taken to have resigned under clause 14.2 who:

17.2.1 disputes having breached the Rules; and

17.2.2 wishes to be reinstated as a member.

17.3 The parties must first attempt to resolve the dispute themselves.

17.4 If the parties are unable to resolve the dispute, the Board must appoint a mediator.

17.5 The mediator:

17.5.1 must not have a personal interest in the dispute;

17.5.2 must not be biased in favour of or against any party;

17.5.3 may be a member or former member; and

17.5.4 if possible, must be appointed with the agreement of all parties.

17.6 The mediator must conduct a hearing at which each party is given a reasonable opportunity to be heard.

17.7 The mediator may during, and must at the end of, the hearing attempt to resolve the dispute by agreement between the parties.

17.8 If the mediator is unable to resolve the dispute by agreement between the parties, the mediator must determine the respective rights and obligations under this constitution of the parties and any other members.

17.9 A determination of a mediator under subclause 17.8 is binding on the parties and all members.

17.10 A party may appoint another person to act on its behalf in the grievance procedure.

PART 4 – GENERAL MEETINGS OF THE ASSOCIATION

18 Annual general meetings

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

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

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

18.3.1 to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;

18.3.2 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;

18.3.3 to confirm or vary the amounts (if any) of the annual subscription fee.

18.4 The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

18.5 The annual general meeting must be in addition to any other general meetings that may be held in the same financial year.

19 Special general meetings

19.1 Any general meeting of the Association, other than an annual general meeting, is a special general meeting.

19.2 The Board may convene a special general meeting whenever it thinks fit.

19.3 No business other than that set out in the notice under rule 21 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 21 and the majority of members at the meeting agree.

20 Special general meeting held at request of members

20.1 The Board must convene a special general meeting if a request to do so is made in accordance with subrule 20.2 by at least one or more members.

20.2 A request for a special general meeting must:

20.2.1 be in writing; and

20.2.2 state the business to be considered at the meeting and any resolutions to be proposed; and

20.2.3 include the names and signatures of the members requesting the meeting; and

20.2.4 be given to the Secretary.

20.3 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.

20.4 A special general meeting convened by members under subrule 20.3:

20.4.1 must be held within 3 months after the date on which the original request was made; and

20.4.2 may only consider the business stated in that request.

20.5 The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule 20.3.

21 **Notice of general meetings**

21.1 The Secretary (or, in the case of a special general meeting convened under rule 20.3, the members convening the meeting) must give at least 21 days' notice of a general meeting to each member of the Association.

21.2 The notice must:

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

21.2.2 indicate the general nature of each item of business to be considered at the meeting; and

21.2.3 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

21.2.4 comply with rule 22.4.

22 **Proxies**

22.1 A member may appoint another member as their proxy to vote and speak on their behalf at a general meeting.

22.2 The appointment of a proxy must:

22.2.1 be in writing in the form or similar to the form approved by the Board and signed by the member making the appointment; and

22.2.2 provided to the Chair or Secretary at the meeting.

22.3 The member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf, otherwise the proxy may vote on behalf of the member in any matter as the member sees fit.

22.4 Notice of a general meeting given to a member under rule 21 must:

22.4.1 state that the member may appoint another member as a proxy for the meeting; and

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

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

22.6 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.

23 **Use of technology**

23.1 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.

23.2 For the purposes of this Part, a member participating in a general meeting as permitted under subrule 23.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

24 **Quorum at general meetings**

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

24.2 The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 23) of 5% of members.

24.3 If a quorum is not present within 15 minutes after the notified commencement time of a general meeting:

24.3.1 In the case of a meeting convened by, or at the request of, members under rule 20: 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 20.

24.3.2 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.

24.4 If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule 24.3.2, 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.

25 Adjournment of general meeting

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

25.2 Without limiting subrule 25.1, a meeting may be adjourned:

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

25.2.2 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.

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

25.4 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 21.

26 Voting at general meeting

26.1 On any question arising at a general meeting:

26.1.1 subject to rule 22, each member who is entitled to vote has one vote; and

26.1.2 members may vote personally or by proxy;

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

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

27 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.

28 Determining whether resolution carried

28.1 Subject to subsection 28.2, the Chair 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.

28.2 If a poll (where votes are cast in writing) is demanded by three or more members on any question:

28.2.1 the poll must be taken at the meeting in the manner determined by the Chair of the meeting; and

28.2.2 the Chair must declare the result of the resolution on the basis of the poll.

28.3 A poll demanded on the election of the Chair or on a question of an adjournment must be taken immediately.

28.4 A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chair.

29 **Minutes of general meeting**

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

29.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

29.3 In addition, the minutes of each annual general meeting must include:

29.3.1 the names of the members attending the meeting; and

29.3.2 proxy forms given to the Chair of the meeting under rule 22.5; and

29.3.3 the financial statements submitted to the members in accordance with rule 18.3.2(b); and

29.3.4 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

29.3.5 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

30 **Role and powers**

30.1 The business and management of the Association must be managed by or under the direction of a Board.

30.2 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.

30.3 The Board may:

30.3.1 appoint and remove staff;

30.3.2 establish subcommittees consisting of members with terms of reference it considers appropriate.

31 **Delegation**

31.1 The Board may delegate to a member of the Board, a subcommittee or staff, any of its powers and functions other than:

31.1.1 this power of delegation; or

31.1.2 a duty imposed on the Board by the Act or any other law.

31.2 The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.

31.3 The Board may, in writing, revoke a delegation wholly or in part.

DIVISION 2 – COMPOSITION OF BOARD AND DUTIES OF MEMBERS

32 Composition of Board

The Board consists of between 3 and 9 Board members, appointed as per rule 37 **('Appointment of Board members')** and from these Board members, the Board shall from time to time elect:

32.1 a Chair;

32.2 a deputy Chair; and

32.3 a Secretary.

33 General Duties

33.1 As soon as practicable after being appointed to the Board, each Board member must become familiar with these Rules and the Act.

33.2 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.

33.3 Board members must exercise their powers and discharge their duties with reasonable care and diligence.

33.4 Board members must exercise their powers and discharge their duties:

33.4.1 in good faith in the best interests of the Association; and

33.4.2 for a proper purpose.

33.5 Board members and former Board members must not make improper use of:

33.5.1 their position; or

33.5.2 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.

33.6 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.

34 **Chair**

34.1 Subject to subrule 34.2, the Chair is the Chair for any general meetings and for any Board meetings.

34.2 If the Chair is absent or unable to preside, the Chair of the meeting must be:

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

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

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

35 **Secretary**

35.1 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.

DIVISION 3 – APPOINTMENT OF BOARD MEMBERS AND TENURE OF OFFICE

36 **Who is eligible to be a Board member**

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

37 **Appointment of Board members**

The Board consists of:

37.1 all Board members immediately prior to the adoption of these Rules; and

37.2 any person appointed by the Board in accordance with any applicable Board Policy. In the absence of a policy, candidates are to be selected on the basis of the skills, experience and expertise they bring to complement the skills, experience and expertise of existing Board members.

38 **Term of office**

38.1 A Board member holds office for a term of up to two years from the date of their appointment (or such shorter period as determined by the Board at the time of making the appointment).

38.2 A Board member may be re-appointed for a maximum aggregate term or terms not exceeding six years.

38.3 A general meeting of the Association may by special resolution remove a Board member from office.

38.4 A Board member who is the subject of a proposed special resolution under subrule 38.3 may make representations in writing to the Secretary or Chair of the

Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.

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

39 Vacation of office

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

39.2 A person ceases to be a Board member if they:

39.2.1 fail to attend 3 consecutive Board meetings (other than special or urgent Board meetings) without leave of absence under rule 49 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

39.2.2 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.

DIVISION 4 – MEETINGS OF BOARD

40 Meetings of Board

40.1 The Board must meet at least 8 times in each year and at such times as the Board shall determine.

40.2 Special Board meetings may be convened by the Chair, the deputy Chair or by the person nominated by the Chair in the Chair's absence.

41 Notice of meetings

41.1 Notice of each Board meeting must be given to each Board member at a reasonable time before the date of the meeting.

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

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

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

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

42 Urgent meetings

42.1 In cases of urgency, a meeting can be held without notice being given in accordance with rule 41 provided that as much notice as practicable is given to each Board member by the quickest means practicable.

42.2 Any resolution made at the meeting must be passed by an absolute majority of the Board.

42.3 The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

43 Procedure and order of business

43.1 The procedure to be followed at a meeting of a Board must be determined from time to time by the Board.

43.2 At the invitation of the Chair, 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;

43.3 The order of business may be determined by the members present at the meeting.

44 Use of technology

44.1 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.

44.2 For the purposes of this Part, a Board member participating in a Board meeting as permitted under subrule 44.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

45 Quorum

45.1 No business may be conducted at a Board meeting unless a quorum is present.

45.2 The quorum for a Board meeting is a simple majority of Board members holding office (in person or as allowed under rule 44).

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

45.3.1 in the case of a special meeting: the meeting lapses;

45.3.2 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 41.

46 Voting

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

46.2 A motion is carried if a majority of Board members present at the meeting vote in favour of the motion.

46.3 Subrule 46.2 does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Board.

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

46.5 Voting by proxy is permitted and must be in accordance with the rules found in rule 22.

47 **Conflict of interest**

47.1 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.

47.2 The member:

47.2.1 must not be present while the matter is being considered at the meeting; and

47.2.2 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.

47.3 This rule does not apply to a material personal interest:

47.3.1 that exists only because the member belongs to a class of persons for whose benefit the Association is established; or

47.3.2 that the member has in common with all, or a substantial proportion of, the members of the Association.

48 **Minutes of meeting**

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

48.2 The minutes must record the following:

48.2.1 The names of the members in attendance at the meeting.

48.2.2 The business considered at the meeting.

48.2.3 Any resolution on which a vote is taken and the result of the vote.

48.2.4 Any material personal interest disclosed under rule 47.

49 **Leave of absence**

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

49.2 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

50 **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.

51 **Management of funds**

51.1 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.

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

51.3 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Board members.

51.4 All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.

Non-Conduit Policy

51.5 Any allocation of funds or property to other persons or organisations must be made in accordance with the established Purposes of the Association and not be influenced by the preference of the donor of those funds or property (if applicable). The Association will not pass a donation of money or property to other organisations, bodies or persons as a condition of a donation.

Gift Fund

51.6 The Association must establish and maintain a gift fund as follows:

51.6.1 the gift fund is for pursuing the Purposes;

51.6.2 the gift fund must receive all gifts of money or property for the Purposes and fundraising contributions under Commonwealth taxation Laws;

51.6.3 any money received because of clause 51.6.2 must be credited to the gift fund's account;

51.6.4 the gift fund must not receive any other money or property; and

51.6.5 the gift fund's surplus assets must be paid to eligible recipients selected under 58.4 on the earlier of:

(a) the Company's deductible gift recipient endorsement being revoked; or

(b) the winding up of the Company.

52 Financial records

52.1 The Association must keep financial records that:

52.1.1 correctly record and explain its transactions, financial position and performance; and

52.1.2 enable financial statements to be prepared as required by the Act.

52.2 The Association must retain the financial records for 7 years after the transactions covered by the records are completed.

52.3 The Association must keep in their custody, or under their control:

52.3.1 the financial records for the current financial year; and

52.3.2 any other financial records as authorised by the Board.

53 **Financial statements**

53.1 For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Association are met.

53.2 Without limiting subrule 53.1, those requirements include:

53.2.1 the preparation of the financial statements;

53.2.2 if required, the review or auditing of the financial statements;

53.2.3 the certification of the financial statements by the Board;

53.2.4 the submission of the financial statements to the annual general meeting of the Association;

53.2.5 the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7 – GENERAL MATTERS

54 **Common seal**

54.1 The Association may have a common seal.

54.2 If the Association has a common seal:

54.2.1 the name of the Association must appear in legible characters on the common seal;

54.2.2 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;

54.2.3 the common seal must be kept in the custody of the Secretary.

55 **Registered address**

The registered address of the Association is:

55.1 the address determined from time to time by resolution of the Board; or

55.2 if the Board has not determined an address to be the registered address, the postal address of the Secretary.

56 **Notice requirements**

56.1 Any notice required to be given to a member or a Board member under these Rules may be given:

56.1.1 by handing the notice to the member personally; or

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

56.1.3 by email.

56.2 Subrule 56.1 does not apply to notice given under rule 42.

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

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

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

56.3.3 by leaving the notice at the registered address; or

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

57 Custody and inspection of books and records

57.1 Members may on request inspect free of charge:

57.1.1 the register of members;

57.1.2 the minutes of general meetings;

57.1.3 subject to subrule 57.2, the financial records, books, securities and any other relevant document of the Association, including minutes of Board meetings.

Note
See note following rule 15 for details of access to the register of members.

57.2 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.

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

57.4 Subject to subrule 57.2, 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.

57.5 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:

57.5.1 its membership records;

57.5.2 its financial statements;

57.5.3 its financial records;

57.5.4 records and documents relating to transactions, dealings, business or property of the Association.

58 Winding up or cancellation or revocation of deductible gift recipient endorsement

58.1 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 Chair.

58.2 Subject to subrule 58.4, the Act and any court order made under section 133 of the Act, in the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association remaining after all debts and liabilities have been discharged must not be distributed to any members or former members of the Association and must be given to a body selected by special resolution in accordance with subrule 58.3.

58.3 The body to which the surplus assets are to be given must be decided by special resolution and must:

58.3.1 have objects similar to the objects of this Association;

58.3.2 have rules which prohibit the distribution of its or their income among its or their members; and

58.3.3 be a charity registered with the Australian Charities and Not-for-profits Commission, if the Association had been registered.

58.4 Where the Association is endorsed as a deductible gift recipient under Subdivision 30-BA of the Tax Act and the Association is wound up, its incorporation cancelled or the Association's endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the assets specified in subrule 58.5 remaining after payment of all debts and liabilities of the Association shall be transferred to another fund, authority or institution which:

58.4.1 has similar charitable objects to the Association, and

58.4.2 is endorsed as a deductible gift recipient under Subdivision 30-BA of the Tax Act:

58.5 The assets to be transferred pursuant to subrule 58.4 comprise of the gift fund established under subrule 51.6, that is:

58.5.1 gifts of money or property for the principal object of the Association;

58.5.2 contributions made in relation to an eligible fundraising event held for the principal object of the Association; and

58.5.3 money received by the Association because of such gifts and contributions.

59 Alteration of rules

59.1 Subject to clause 59.2, these Rules may only be altered by special resolution of a general meeting of the members of the Association.

59.2 The members must not pass a special resolution that amends or repeals the Rules of the Association if passing it causes the Association to no longer be a charity.

Note
An alteration of these Rules does not take effect unless or until it is approved by the Registrar.