

CONSUMER AFFAIRS VICTORIA
Associations Incorporation Reform Act 2012

RULES OF INCORPORATION
Associations Incorporation Reform Regulations 2012

Part 3

TABLE OF PROVISIONS

<i>Regulation</i>	<i>Page</i>
PART 1—PRELIMINARY	3
1 Name	3
2 Purposes	3
3 Financial year	3
4 Definitions	3
PART 2—POWERS OF ASSOCIATION	4
5 Powers of Association	4
6 Not for profit organisation	4
PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES	5
Division 1—Membership	5
7 Minimum number of members	5
8 Who is eligible to be a member	5
9 Application for membership	5
10 Consideration of application	5
11 New membership	5
12 Annual subscription and fee on joining	6
13 General rights of members	6
14 Rights not transferable	6
15 Ceasing membership	6
16 Resigning as a member	6
17 Register of members	7
Division 2—Disciplinary action, disputes and mediation	7
18 Discipline of members	Error! Bookmark not defined.
19 Disputes and mediation	Error! Bookmark not defined.
PART 4—GENERAL MEETINGS OF THE ASSOCIATION	8
20 Annual general meetings	8
21 Special general meetings	8
22 Special general meeting held at request of members	9
23 Notice of general meetings	9
24 Quorum at general meetings	9
25 Adjournment of general meeting	10
26 Voting at general meeting	10
27 Special resolutions	11
28 Determining whether resolution carried	11
29 Minutes of general meeting	11
PART 5— Board of Management	12
Division 1—Powers of Board of Management	12
30 Role and powers	12
31 Delegation	12
Division 2—Composition of Board of Management and duties of members	12

32	Composition of Board of Management	12
33	General Duties	12
34	Chairperson and Secretary	13
35	Secretary	13
36	Treasurer	13
Division 3—Election of Board of Management		
	members and tenure of office	14
37	Who is eligible to be a Board of Management member	14
38	Positions to be declared vacant	14
39	Nominations	14
40	Election of Chairperson etc.	14
41	Election of ordinary members	15
42	Ballot	15
43	Term of office	16
44	Vacation of office	16
45	Filling casual vacancies	16
Division 4—Meetings of Board of Management		17
46	Meetings of Board of Management	17
47	Notice of meetings	17
48	Urgent meetings	17
49	Procedure and order of business	17
50	Use of technology	17
51	Quorum	18
52	Voting	18
53	Conflict of interest	18
54	Minutes of meeting	18
55	Leave of absence	19
PART 6—FINANCIAL MATTERS		19
56	Source of funds	19
57	Management of funds	19
58	Financial records	9
59	Financial statements	20
PART 7—GENERAL MATTERS		20
60	Registered address	20
61	Notice requirements	20
62	Custody and inspection of books and records	20
63	Winding up and cancellation	21
64	Alteration of Rules	21

Rules of Incorporation

Note

The persons who from time to time are members of the Association are an incorporated association by the name given in rule 1 of these Rules.

Under section 46 of the **Associations Incorporation Reform Act 2012**, these Rules are taken to constitute the terms of a contract between the Association and its members.

PART 1—PRELIMINARY

1 Name

The name of the incorporated association is "Bendigo Winter Night Shelter Incorporated".

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

The purposes of the association are to

- Support churches and the community to provide shelter, food and dignity to people experiencing homelessness
- Be witnesses in the community working for the glorification of God the Father, the Son and the Holy Spirit.
- *"Do not forget to show hospitality to strangers, for by so doing some people have shown hospitality to angels without knowing it." Hebrews 13:2*
- Bringing the churches and community together to understand and create solutions for those needing shelter

3 Financial year

The financial year of the Association is each period of 12 months ending on 31st October

4 Definitions

In these Rules—

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

associate member means a member referred to in rule 14(1);

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

Board of Management means the Board of Management having management of the business of the Association;

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

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

disciplinary appeal meeting means a meeting of the members of the Association convened under rule 23(3);

disciplinary meeting means a meeting of the Board of Management convened for the purposes of rule 22;

disciplinary subcommittee means the subcommittee appointed under rule 20;

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

general meeting means a general meeting of the members of the Association 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 a member who under rule 13(2) is entitled to vote at a general meeting;

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.

PART 2—POWERS OF ASSOCIATION

5 Powers of Association

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

6 Not for profit organisation

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

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 ACTION, DISPUTES AND MEDIATION

Division 1—Membership

7 Minimum number of members

The Association must have at least 7 members.

8 Who is eligible to be a member

Any person who supports the purposes of the Association is eligible for membership. They must be an active member of a local Christian Church.

9 Application for membership

- (1) To apply to become a member of the Association, a person must submit a written application to a Board of Management member stating that the person—
 - (a) wishes to become a member of the Association; and
 - (b) is 18 years of age, or older.
 - (c) supports the purposes of the Association; and
 - (d) agrees to comply with these Rules.
- (2) The application—
 - (a) must be signed by the applicant; and
 - (b) accompanied by letter of endorsement from the applicant's local clergy or a person in a senior lay position within their local church.
- (3) Those registering as volunteers are not deemed to be voting members of the association.

10 Consideration of application

- (1) As soon as practicable after an application for membership is received, the Board of Management must decide by resolution whether to accept or reject the application.
- (2) The Board of Management must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) If the Board of Management rejects the application, it must return any money accompanying the application to the applicant.
- (4) No reason need be given for the rejection of an application.

11 New membership

- (1) If an application for membership is approved by the Board of Management —
 - (a) the resolution to accept the membership must be recorded in the minutes of the Board of Management meeting; and
 - (b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (2) A person becomes a member of the Association and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—
 - (a) the Board of Management approves the person's membership; or

- (b) the person pays the joining fee.

12 Annual subscription and fee on joining

- (1) At each annual general meeting, the Association must determine—
 - (a) the amount of the annual subscription (if any) for the following financial year; and
 - (b) the date for payment of the annual subscription.
- (2) The Association may determine that a lower annual subscription is payable by associate members.
- (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—
 - (a) the full annual subscription; or
 - (b) a pro rata annual subscription based on the remaining part of the financial year; or
 - (c) a fixed amount determined from time to time by the Association.
- (4) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

13 General rights of members

- (1) A member of the Association who is entitled to vote has the right—
 - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a general meeting; and
 - (c) to attend and be heard at general meetings; and
 - (d) to vote at a general meeting; and
 - (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 75; and
 - (f) to inspect the register of members.
- (2) A member is entitled to vote if—
 - (a) the member is a member other than an associate member; and
 - (b) more than 10 business days have passed since he or she became a member of the Association; and
 - (c) the member's membership rights are not suspended for any reason.

14 Rights not transferable

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

15 Ceasing membership

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

16 Resigning as a member

- (1) A member may resign by notice in writing given to the Association.

Note

Rule 74(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 of Management.

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

17 Register of members

- (1) The Secretary must keep and maintain a register of members that includes—
 - (a) for each current member—
 - (i) the member's name;
 - (ii) the address for notice last given by the member;
 - (iii) the date of becoming a member;
 - (iv) if the member is an associate member, a note to that effect;
 - (v) any other information determined by the Board of Management; and
 - (b) for each former member, the date of ceasing to be a member.
- (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, disputes and mediation

18 Discipline of members

These rules do not contemplate and do not include provision for the discipline of members.

19 Disputes and mediation

- (1) The grievance procedure set out in this rule applies to disputes under these Rules between-
 - (a) a member and another member; or
 - (b) a member and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be-
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement-
 - (c) in the case of a dispute between a member and another member, a person appointed by the Board of the Association; or

- (d) in the case of a dispute between a member and the Association, a person appointed by the Director of Ministry of the Baptist Union of Victoria.
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must--
- (a) give the parties to the mediation process every opportunity to be heard; and
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

20 Annual general meetings

- (1) The Board of Management must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) Despite subrule (1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The Board of Management may determine the date, time and place of the annual general meeting.
- (4) The ordinary business of the annual general meeting is as follows—
- (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
- (b) to receive and consider—
- (i) the annual report of the Board of Management on the activities of the Association during the preceding financial year; and
- (ii) the financial statements of the Association for the preceding financial year submitted by the Board of Management in accordance with Part 7 of the Act;
- (c) to elect the members of the Board of Management;
- (d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

21 Special general meetings

- (1) Any general meeting of the Association, other than an annual general, is a special general meeting.

- (2) The Board of Management may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 33 may be conducted at the meeting.

Note

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 33 and the majority of members at the meeting agree.

22 Special general meeting held at request of members

- (1) The Board of Management must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of members.
- (2) A request for a special general meeting must—
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the members requesting the meeting; and
 - (d) be given to the Secretary.
- (3) If the Board of Management does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under subrule (3)—
 - (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

23 Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 32(3), the members convening the meeting) must give to each member of the Association—
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must—
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is to be proposed—
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and
 - (d) comply with rule 34(5).

Note

Rule 23(4) sets out the requirements for notice of a disciplinary appeal meeting.

24 Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence physically, of 15% of the members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
 - (a) in the case of a meeting convened by, or at the request of, members under rule 32—the meeting must be dissolved;

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 32.

- (b) in any other case—
 - (i) the meeting must be adjourned to a later date; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.

25 Adjournment of general meeting

- (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.
- (2) Without limiting subrule (1), a meeting may be adjourned—
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.

Example

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

- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 33.

26 Voting at general meeting

- (1) On any question arising at a general meeting—
 - (a) subject to subrule (3), each member who is entitled to vote has one vote; and
 - (b) members must be in attendance to vote; and

- (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

27 Special resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting 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 of Management 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

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost—and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question—
 - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

29 Minutes of general meeting

- (1) The Board of Management must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
 - (a) the names of the members attending the meeting; and
 - (c) the financial statements submitted to the members in accordance with rule 30(4)(b)(ii); and

- (d) the certificate signed by two Board of Management members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
- (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5— BOARD OF MANAGEMENT

Division 1—Powers of Board of Management

30 Role and powers

- (1) The business of the Association must be managed by or under the direction of a Board of Management.
- (2) The Board of Management may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (3) The Board of Management may—
 - (a) appoint and remove staff;
 - (b) establish subcommittees consisting of members with terms of reference it considers appropriate.

31 Delegation

- (1) The Board of Management may delegate to a member of the Board of Management, a subcommittee or staff, any of its powers and functions other than—
 - (a) this power of delegation; or
 - (b) a duty imposed on the Board of Management by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Board of Management considers appropriate.
- (3) The Board of Management may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of Board of Management and duties of members

32 Composition of Board of Management

The Board of Management consists of—

- (a) a Chairperson; and
- (b) a Project co-ordinator; and
- (c) a Secretary; and
- (d) a Treasurer; and
- (e) a minimum of 3 and a maximum of 5 ordinary members may be elected (or appointed) under rule 53; and
- (f) an odd number of total members must be maintained to assist in decision-making

33 General Duties

- (1) As soon as practicable after being elected or appointed to the Board of Management, each Board of Management member must become familiar with these Rules and the Act.
- (2) The Board of Management is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Board of Management comply with these Rules.
- (3) Board of Management members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Board of Management members must exercise their powers and discharge their duties—
 - (a) in good faith in the best interests of the Association; and
 - (b) for a proper purpose.
- (5) Board of Management members and former Board of Management members must not make improper use of—
 - (a) their position; or
 - (b) information acquired by virtue of holding their position—so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

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.

- (6) In addition to any duties imposed by these Rules, a Board of Management member must perform any other duties imposed from time to time by resolution at a general meeting.

34 Chairperson and Secretary

- (1) Subject to subrule (2), the Chairperson or, in the Chairperson's absence, the Secretary is the Chairperson for any general meetings and for any Board of Management meetings.
- (2) If the Chairperson and the Secretary are both absent, or are unable to preside, the Chairperson of the meeting must be—
 - (a) in the case of a general meeting—a member elected by the other members present; or
 - (b) in the case of a Board of Management meeting—a Board of Management member elected by the other Board of Management members present.

35 Secretary

- (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.

- (2) The Secretary must—
 - (a) maintain the register of members in accordance with rule 18; and
 - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 70(3), all books, documents and securities of the Association in accordance with rules 72 and 75; and

- (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

36 Treasurer

- (1) The Treasurer must—
- (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
 - (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
 - (c) make any payments authorised by the Board of Management or by a general meeting of the Association from the Association's funds; and
 - (d) ensure payments are authorised by one other Board of Management members.
- (2) The Treasurer must—
- (a) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the Association and their certification by the Board of Management prior to their submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that at least two other Board of Management member has access to the accounts and financial records of the Association.

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

37 Who is eligible to be a Board of Management member

A member is eligible to be elected or appointed as a Board of Management member if the member—

- (a) is 18 years or over; and
- (b) is entitled to vote at a general meeting.

38 Positions to be declared vacant

- (1) This rule applies to—
- (a) the first annual general meeting of the Association after its incorporation; or
 - (b) any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
- (2) The Chairperson of the meeting must declare all positions on the Board of Management vacant and hold elections for those positions in accordance with rules 51 to 54.

39 Nominations

- (1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- (2) An eligible member of the Association may—
- (a) nominate himself or herself; or

- (b) with the member's consent, be nominated by another member.
- (3) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

40 Election of Chairperson etc.

- (1) At the annual general meeting, separate elections must be held for each of the following positions—
 - (a) Chairperson;
 - (b) Project Co-ordinator;
 - (c) Secretary;
 - (d) Treasurer
- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with rule 54.
- (4) On his or her election, the new Chairperson may take over as Chairperson of the meeting.

41 Election of ordinary members

- (1) The annual general meeting must by resolution decide the number of ordinary members of the Board of Management (if any) it wishes to hold office for the next year.
- (2) A single election may be held to fill all of those positions.
- (3) If the number of members nominated for the position of ordinary Board of Management member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 54.

42 Ballot

- (1) 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.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a blank piece of paper to—
 - (a) each member present in person; and
 - (b) each proxy appointed by a member.

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.

- (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than one position—
 - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;

- (b) the voter must not write the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with subrule (7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (11) If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must—
 - (a) conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected; or
 - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

Examples

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

43 Term of office

- (1) Subject to subrule (3) and rule 56, a Board of Management member holds office until the positions of the Board of Management are declared vacant at the next annual general meeting.
- (2) A Board of Management member may be re-elected.
- (3) A general meeting of the Association may—
 - (a) by special resolution remove a Board of Management member from office; and
 - (b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (4) A member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary

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

- (5) The Secretary or the Chairperson 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.

44 Vacation of office

- (1) A Board of Management member may resign from the Board of Management by written notice addressed to the Board of Management.
- (2) A person ceases to be a Board of Management member if he or she—
 - (a) ceases to be a member of the Association; or
 - (b) fails to attend 3 consecutive Board of Management meetings (other than special or urgent Board of Management meetings) without leave of absence under rule 67; or
 - (c) otherwise ceases to be a Board of Management member by operation of section 78 of the Act.

Note

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

45 Filling casual vacancies

- (1) The Board of Management may appoint an eligible member of the Association to fill a position on the Board of Management that—
 - (a) has become vacant under rule 56; or
 - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Board of Management must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 55 applies to any Board of Management member appointed by the Board of Management under subrule (1) or (2).
- (4) The Board of Management may continue to act despite any vacancy in its membership.

Division 4—Meetings of Board of Management

46 Meetings of Board of Management

- (1) The Board of Management must meet at least 4 times in each year at the dates, times and places determined by the Board of Management.
- (2) The date, time and place of the first Board of Management meeting must be determined by the members of the Board of Management as soon as practicable after the annual general meeting of the Association at which the members of the Board of Management were elected.
- (3) Special Board of Management meetings may be convened by the Chairperson or by any 4 members of the Board of Management.

47 Notice of meetings

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

48 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 provided that as much notice as practicable is given to each Board of Management member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Board of Management.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

49 Procedure and order of business

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

50 Use of technology

- (1) A Board of Management member who is not physically present at a Board of Management meeting may participate in the meeting by the use of technology that allows that Board of Management member and the Board of Management members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a Board of Management member participating in a Board of Management meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

51 Quorum

- (1) No business may be conducted at a Board of Management meeting unless a quorum is present.
- (2) The quorum for a Board of Management meeting is the presence (in person or as allowed under rule 62) of a majority of the Board of Management members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Board of Management meeting—
 - (a) in the case of a special meeting—the meeting lapses;
 - (b) in any other case—the meeting must be adjourned to an agreed date after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 59.

52 Voting

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

53 Conflict of interest

- (1) A Board of Management member who has a material personal interest in a matter being considered at a Board of Management meeting must disclose the nature and extent of that interest to the Board of Management.
- (2) The member—
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.

Note

Under section 81(3) of the Act, if there are insufficient Board of Management 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.

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

54 Minutes of meeting

- (1) The Board of Management must ensure that minutes are taken and kept of each Board of Management meeting.
- (2) The minutes must record the following—
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under rule 65.

55 Leave of absence

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

PART 6—FINANCIAL MATTERS

56 Source of funds

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

57 Management of funds

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Board of Management may approve expenditure on behalf of the Association in accordance with the finance policy.
- (3) The Board of Management 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 of Management for each item on which the funds are expended in accordance with the finance policy.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Board of Management members.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.

- (6) With the approval of the Board of Management, 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.

58 Financial records

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

59 Financial statements

- (1) For each financial year, the Board of Management must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting subrule (1), those requirements include—
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Board of Management;
 - (d) the submission of the financial statements to the annual general meeting of the Association;
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

60 Registered address

The registered address of the Association is P.O Box 511 Bendigo VIC 3552

61 Notice requirements

- (1) Any notice required to be given to a member or a Board of Management member under these Rules may be given—
 - (a) by handing the notice to the member personally; or
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) by email
- (2) Subrule (1) does not apply to notice given under rule 60.
- (3) Any notice required to be given to the Association or the Board of Management may be given—
 - (a) by handing the notice to a member of the Board of Management; or

- (b) by sending the notice by post to the registered address; or
- (c) by leaving the notice at the registered address; or
- (d) if the Board of Management determines that it is appropriate in the circumstances, by email to the email address of the Association or the Secretary; or

62 Custody and inspection of books and records

- (1) Members may on request inspect free of charge—
 - (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Board of Management meetings.

Note

See note following rule 18 for details of access to the register of members.

- (2) The Board of Management 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.
- (3) The Board of Management must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—

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

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

63 Winding up and cancellation

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets 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.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

64 Alteration of Rules

These Rules 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 3) are altered, the Association is taken to have adopted its own rules, not the model rules.

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