

# RULES OF AUSTRALIAN DEMOCRATS VICTORIA INC.

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## PART 1—PRELIMINARY

### 1. Name

The name of the incorporated association is **AUSTRALIAN DEMOCRATS VICTORIA INC.**

### 2. Purposes, Objectives and Principles

(1) The purposes of the Association are:

- (a) To be registered with the Australian Electoral Commission as an eligible political Party under the *Commonwealth Electoral Act 1918* (Cth) and with the *Victorian Electoral Commission under the Electoral Act 2002* (Vic);
- (b) To endorse candidates for Senate and House of Representative elections, State Parliaments and local governments;
- (c) To develop and promote policies that are consistent with the Association's principles and objectives; and
- (d) To be an alternative, competitive political force that holds politicians, parties and government to account and drives effective, nonpartisan outcomes.

(2) The objectives and principles of the Association are:

- (a) To act honestly and ethically, being genuinely accountable and acting in the best interests of the public;
- (b) To determine positions and act according to evidence, merit and best practice, not partisan ideology nor vested interest;
- (c) To uphold principles of freedom, self-determination, personal responsibility, democracy, fairness and human rights;
- (d) To uphold principles of equal opportunity, equal access to work, education, health, housing and other services;
- (e) To foster a culture of stewardship, acting proactively for future generations, and leaving our country better than we found it;
- (f) To accept the scientific method as the best tool to understand the world around us, particularly in the preservation of our climate and environment;
- (g) To preserve Australia's natural resources and agricultural landscapes;
- (h) To recognise and support the contribution that rural and regional communities make to the social, economic and environmental wellbeing of the nation;
- (i) To recognise the Aboriginal and Torres Strait Islander peoples and cultures and support their spiritual and physical connection to country;
- (j) To be inclusive and respect diversity of opinion, religion, culture, ethnicity, race, ability, age, sexuality and gender without discrimination or prejudice;
- (k) To expect and pursue excellence and efficiency in the delivery of government services at all levels;
- (l) To foster a sustainable economy, and to be open to the need for Government intervention where markets fail;

- (m) To observe the separation of powers, the independence of the parliament, the executive of government and the judiciary and to maintain clear separation of church and state;
  - (n) To value the insights and experience of members, and engage with them democratically in Association decision-making; and
  - (o) To adhere to honest, just, respectful and collaborative behaviour both within, and when representing, the Association.
- (3) The Association will:
- (a) Act honestly, ethically and in good conscience;
  - (b) Be inquiring, open to ideas and committed to finding solutions;
  - (c) Be determined in honouring the social contract and trust that must exist between the public and any person or party that seeks or holds public office;
  - (d) Formulate policies according to and in keeping with the principles outlined in these rules, with genuine member participation as facilitated through the National Executive of the Australian Democrats;
  - (e) Faithfully enforce the intention of these rules and ensure they evolve over time to reflect the needs of the Association and the community it serves.

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

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

***Association*** means the Australian Democrats (Victorian Division);

***Australian Democrats*** means the national body as constituted under the Constitution;

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

***Constitution*** means the Constitution of the Australian Democrats as applicable at the relevant time;

***Delegated person*** means a member given responsibility to take action on behalf of the Executive or the National Executive from time to time;

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

***disciplinary meeting*** means a meeting of the Executive convened for the purposes of rule 22;

***disciplinary subcommittee*** means the subcommittee appointed under rule 20;

***Executive*** means the Executive having management of the business of the Association;

***Executive meeting*** means a meeting of the Executive held in accordance with these

Rules;

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

**ex officio** means a person who is a member of Executive by virtue of holding the office of Secretary or Treasurer;

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

**general meeting** means a general meeting of the members 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;

**National Executive** means the National Executive of the Australian Democrats as defined in the Constitution for the time being in force;

**Returning Officer** means a member appointed by the Executive prior to the conduct of a ballot, who is responsible for the conduct of and the reporting of that ballot to the Executive, and is not a candidate in that ballot;

**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* (Vic) 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.
- (4) The Association may use powers delegated to it under the Australian Democrats

Constitution.

- (5) The Association is a part of the national body of the Australian Democrats, and if there be a conflict between the Constitution of the Australian Democrats and the rules of this body, the former shall prevail.

**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.

## **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**

Members approved by the Australian Democrats (or their delegate), residing in Victoria are automatically recognised as members of the Association.

**9. Application for membership**

- (1) As per the requirements of the Australian Democrats, to apply to become a member of the Australian Democrats (and thereby, a member of the Association), a person must submit a written application to the Australian Democrats stating that the person:
  - (a) wishes to become a member of the Australian Democrats; and
  - (b) supports the purposes of the Australian Democrats;
  - (c) confirms that she/he/they is not a member of any other Australian political Party; and
  - (d) agrees to comply with the Constitution.
- (2) The application:
  - (a) must be signed by the applicant; and
  - (b) may be accompanied by the annual subscription.
- (3) The application may be in the form provided on the Australian Democrats website.

**10. Consideration of application**

- (1) As soon as practicable after an application for membership is received, the

delegated person (usually a Membership Officer or equivalent role within the Association) must determine whether to accept the application, or to recommend to the National Executive that the membership be rejected.

- (2) If the membership application is accepted, the member must then receive a copy of the Rules, and the Association or the delegated person will confirm in writing that their membership is accepted on the basis that they will comply with the Rules.
- (3) If the National Executive determine (under the Constitution) that the membership application is rejected, any money accompanying the application must be returned to the applicant.
- (4) No reason need be given for the rejection of an application.

#### **11. New membership**

- (1) The delegated person, as soon as practicable, must ensure the new member's name, address and date of becoming a member is recorded 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/her/their rights of membership from the date, whichever is the later, on which:
  - (a) the delegated person approves the person's membership; or
  - (b) the person pays the joining fee.

#### **12. Annual subscription and fee on joining**

The annual subscription shall be as determined by the National Executive of the Australian Democrats.

#### **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 73; and
  - (f) to inspect the register of members; and
  - (g) to nominate themselves in response to a call for candidates made by the Association, to seek endorsement to stand as candidate at a public election on behalf of the party.
- (2) A member is entitled to vote if:
  - (a) The member is a member other than an associate member
  - (b) The member's membership rights are not suspended for any reason.

#### **14. Associate members**

- (1) Associate members of the Association are those categorised as associate or supporter members by the Australian Democrats and are non-financial members.
- (2) Associate members may not vote but may have other rights as determined by the Executive or National Executive or by resolution at a general meeting.

**15. Rights not transferable**

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

**16. Ceasing membership**

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

**17. Resigning as a member**

- (1) A member may resign by notice in writing given 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 Executive.

- (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 she/he/they wish to remain a member; and
    - (ii) the member has not, within 3 months after receiving that request, confirmed in writing that she/he/they wish to remain a member.

**18. Register of members**

- (1) The delegated person 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 Executive; 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

### 19. 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:

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association.

### 20. Disciplinary subcommittee

- (1) If the Executive is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Executive must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary subcommittee:
  - (a) may be Executive members, members of the Association or anyone else; but
  - (b) must not be biased against, or in favour of, the member concerned.

### 21. Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member:
  - (a) stating that the Association proposes to take disciplinary action against the member; and
  - (b) stating the grounds for the proposed disciplinary action; and
  - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*); and
  - (d) advising the member that she/he/they may do one or both of the following:
    - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
    - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
  - (e) setting out the member's appeal rights under rule 23.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

### 22. Decision of subcommittee

- (1) At the disciplinary meeting, the disciplinary subcommittee must:
  - (a) give the member an opportunity to be heard; and
  - (b) consider any written statement submitted by the member.
- (2) After complying with subrule (1), the disciplinary subcommittee may:
  - (a) take no further action against the member; or

- (b) subject to subrule (3):
  - (i) reprimand the member; or
  - (ii) suspend the membership rights of the member for a specified period; or
  - (iii) expel the member from the Association.
- (3) The disciplinary subcommittee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

**23. Appeal rights**

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 22 may give notice to the effect that she/he/they wish to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given:
  - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
  - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Executive as soon as practicable, but in any event not later than 21 days, after the notice is received.

**24. Conduct of disciplinary appeal meeting**

- (1) At a disciplinary appeal meeting:
  - (a) no business other than the question of the appeal may be conducted; and
  - (b) the Executive must state the grounds for suspending or expelling the member and the reasons for taking that action; and
  - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (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.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

**Division 3—Grievance procedure**

**25. Application**

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between:
  - (a) a member and another member;
  - (b) a member and the Executive;
  - (c) a member and the Association.

- (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.

**26. Parties must attempt to resolve the dispute**

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

**27. Appointment of mediator**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days:
  - (a) notify the Executive of the dispute; and
  - (b) agree to or request the appointment of a mediator; and
  - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be:
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement—
    - (i) if the dispute is between a member and another member—a person appointed by the Executive; or
    - (ii) if the dispute is between a member and the Executive or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Executive may be a member or former member of the Association but in any case must not be a person who:
  - (a) has a personal interest in the dispute; or
  - (b) is biased in favour of or against any party.

**28. Mediation process**

- (1) The mediator to the dispute, in conducting the mediation, must:
  - (a) give each party every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

**29. Failure to resolve dispute by mediation**

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **PART 4—GENERAL MEETINGS OF THE ASSOCIATION**

**30. Annual general meetings**

- (1) The Executive 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 Executive 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 Executive 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 Executive in accordance with Part 7 of the Act;
  - (c) to elect the members of the Executive;
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

### **31. Special general meetings**

- (1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Executive 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.

### **32. Special general meeting held at request of members**

- (1) The Executive 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 Executive 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).

### **33. 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).
- (3) This rule does not apply to a disciplinary appeal meeting.

#### **Note**

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

### **34. Proxies**

- (1) A member may appoint another member as his/her/their proxy to vote and speak on his/her/their behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his/her/their behalf, otherwise the proxy may vote on behalf of the member in any matter as she/he/they see fit.
- (4) If the Executive 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.
- (5) Notice of a general meeting given to a member under rule 33 must:
  - (a) state that the member may appoint another member as a proxy for the meeting; and
  - (b) include a copy of any form that the Executive has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.

- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

**35. Use of technology**

- (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.
- (2) For the purposes of this Part, a member participating in a general 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.

**36. 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, by proxy or as allowed under rule 35) of 10 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 date not more than 21 days after the adjournment; and
    - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), 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.

**37. 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 Executive 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.

**38. 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 may vote personally or by proxy; and
  - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

**39. Special resolutions**

A special resolution is passed if not less than three quarters of the members voting at a general 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 an Executive member from office ;
- (b) to alter these Rules, including changing the name or any of the purposes of the Association.

**40. 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.

**41. Minutes of general meeting**

- (1) The Executive 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
  - (b) proxy forms given to the Chairperson of the meeting under rule 34(6); and
  - (c) the financial statements submitted to the members in accordance with rule 30(4)(b)(ii); and
  - (d) the certificate signed by two Executive 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—EXECUTIVE**

### **Division 1—Powers of Executive**

**42. Role and powers**

- (1) The business of the Association must be managed by or under the direction of an Executive.
- (2) The Executive 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 Executive may:
  - (a) appoint and remove staff;
  - (b) establish subcommittees consisting of members with terms of reference it considers appropriate.

**43. Delegation**

- (1) The Executive may delegate to a member of the Executive, a subcommittee or staff, any of its powers and functions other than:
  - (a) this power of delegation; or
  - (b) a duty imposed on the Executive by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and

limitations the Executive considers appropriate.

- (3) The Executive may, in writing, revoke a delegation wholly or in part.

## **Division 2—Composition of Executive and duties of members**

### **44. Composition of Executive**

- (1) The Executive consists of:
  - (a) a President; and
  - (b) two Deputy Presidents; and
  - (c) Up to six ordinary members
  - (d) Ex officio Secretary and Treasurer
- (2) Following each annual general meeting the Executive shall appoint a Secretary and Treasurer who may be one of those referred to in this rule but need not be.
- (3) In addition, the Executive may appoint any or all of the following:
  - (a) Membership Officer/Community Engagement Officer
  - (b) Communications Officer
  - (c) Fundraising Officerand such other officers as the Executive may deem necessary.

### **45. General Duties**

- (1) As soon as practicable after being elected or appointed to the Executive, each Executive member must become familiar with these Rules and the Act.
- (2) The Executive is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Executive comply with these Rules.
- (3) Executive members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Executive 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) Executive members and former Executive 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, an Executive member must perform any other duties imposed from time to time by resolution at a general meeting.

**46. President and Deputy President**

- (1) Subject to subrule (2), the President or, in the President's absence, either Deputy President may act as Chairperson for any general meetings and for any Executive meetings.
- (2) If the President and both Deputy Presidents are 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 an Executive meeting - an Executive member elected by the other Executive members present.

**47. Secretary**

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association and shall be *ex officio* a voting member of the Executive.

**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) 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; and
  - (b) 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
  - (c) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his/her/their appointment within 14 days after the appointment.

**48. 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 five working days after receipt; and
  - (c) make any payments authorised by the Executive or by a general meeting of the Association from the Association's funds; and
  - (d) ensure cheques are signed by at least two Executive 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 Executive prior to their submission to the annual

general meeting of the Association.

- (3) The Treasurer must ensure that at least one other Executive member has access to the accounts and financial records of the Association.
- (4) The Treasurer shall be *ex officio* a voting member of the Executive.

### **Division 3—Election of Executive members and tenure of office**

#### **49. Who is eligible to be an Executive member**

A member is eligible to be elected or appointed as an Executive member if the member:

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

#### **50. 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 Executive vacant and hold elections for those positions in accordance with rules 51 to 54.

#### **51. Nominations**

- (1) At least 30 days prior to the annual general meeting the Executive must call for nominations to fill that position.
- (2) An eligible member of the Association may:
  - (a) nominate himself/herself/themself; 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.

#### **52. Election of Executive Committee**

- (1) Where more than one person has been nominated, elections must be held for each of the following positions:
  - (a) President;
  - (b) Deputy Presidents;
  - (c) Up to six ordinary members.
- (2) If only one member is nominated for the position, the Chairperson of the annual general meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held which may be by postal or electronic (online) ballot or both. A returning officer must be appointed who shall announce the results at the annual general meeting at which time all those elected shall assume their roles.
- (4) On his/her/their election, the new President may take over as Chairperson of the

meeting.

- (5) Where the number of nominations equals or is less than the positions available, a ratification ballot may be held so that members are involved in a yes/no vote. The ratification ballot in this instance may take place at the annual general meeting.
- (6) Where possible, a process of preferential voting will be used for the voting process, and will be held via electronic ballot prior to the annual general meeting.

**53. Term of office**

- (1) Subject to subrule (3) and rule 54, an Executive member holds office until the positions of the Executive are declared vacant at the next annual general meeting.
- (2) An Executive member may be re-elected.
- (3) A general meeting of the Association may:
  - (a) by special resolution remove an Executive 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 President 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 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**

- (1) An Executive member may resign from the Executive by written notice addressed to the Executive.
- (2) A person ceases to be an Executive member if she/he/they:
  - (a) ceases to be a member of the Association; or
  - (b) fails to attend 3 consecutive Executive meetings (other than special or urgent Executive meetings) without leave of absence under rule 65; or
  - (c) otherwise ceases to be an Executive member by operation of section 78 of the Act.

**Note**

An Executive member may not hold the office of secretary if they do not reside in Australia.

**55. Filling casual vacancies**

- (1) The Executive may appoint an eligible member of the Association to fill a position on the Executive that:
  - (a) was not filled by election at the last annual general meeting; or
  - (b) has become vacant under rule 54,provided where possible the position is filled by a recount of the votes from the previous election for the position, or by following the same process as for the election of the Executive.

- (2) If the position of Secretary becomes vacant, the Executive must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 53 applies to any Executive member appointed by the Executive under subrule (1) or (2).
- (4) The Executive may continue to act despite any vacancy in its membership.

#### **Division 4—Meetings of Executive**

##### **56. Meetings of Executive**

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

##### **57. Notice of meetings**

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

##### **58. Urgent meetings**

- (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 Executive member by the quickest means practicable. Such meeting may be held by telephone or video conference.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Executive.
- (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**

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

##### **60. Use of technology**

- (1) An Executive member who is not physically present at an Executive meeting may participate in the meeting by the use of technology that allows that Executive member and the Executive members present at the meeting to clearly

and simultaneously communicate with each other.

- (2) For the purposes of this Part, an Executive member participating in an Executive 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.

## **61. Quorum**

- (1) No business may be conducted at an Executive meeting unless a quorum is present.
- (2) The quorum for an Executive meeting is the presence (in person or as allowed under rule 60) of a majority of the Executive members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of an Executive meeting:
  - (a) in the case of a special meeting - the meeting lapses;
  - (b) in any other case - the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 57.

## **62. Voting**

- (1) On any question arising at an Executive meeting, each Executive member present at the meeting has one vote.
- (2) A motion is carried if a majority of Executive 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 Executive.
- (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.

## **63. Conflict of interest**

- (1) An Executive member who has a material personal interest in a matter being considered at an Executive meeting must disclose the nature and extent of that interest to the Executive.
- (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 Executive 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.

**64. Minutes of meeting**

- (1) The Executive must ensure that minutes are taken and kept of each Executive 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 63.

**65. Leave of absence**

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

## **PART 6—FINANCIAL MATTERS**

**66. 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 Executive.

**67. 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 Executive may approve expenditure on behalf of the Association.
- (3) The Executive 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 Executive for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Executive 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 Executive, 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**

- (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/her/their custody, or under his/her/their control:
  - (a) the financial records for the current financial year; and
  - (b) any other financial records as authorised by the Executive.

**69. Financial statements**

- (1) For each financial year, the Executive 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 Executive;
  - (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**

**70. Common seal**

- (1) The Association may have a common seal.
- (2) If the Association has a common seal:
  - (a) the name of the Association must appear in legible characters on the common seal;
  - (b) a document may only be sealed with the common seal by the authority of the Executive and the sealing must be witnessed by the signatures of two Executive members;
  - (c) the common seal must be kept in the custody of the Secretary.

**71. Registered address**

The registered address of the Association is:

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

**72. Notice requirements**

- (1) Any notice required to be given to a member or an Executive member under these Rules may be given:
  - (a) by handing the notice to the member personally; or
  - (b) by sending it by post to the member at the address recorded for the member on the register of members; or

- (c) by email or facsimile transmission.
- (2) Subrule (1) does not apply to notice given under rule 58.
- (3) Any notice required to be given to the Association or the Executive may be given:
  - (a) by handing the notice to a member of the Executive; 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 Executive determines that it is appropriate in the circumstances:
    - (i) by email to the email address of the Association or the Secretary; or
    - (ii) by facsimile transmission to the facsimile number of the Association.

**73. 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 Executive meetings.

**Note**

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

- (2) The Executive 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 Executive 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.

**74. 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.

## **75. 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.

