Lung Transplant Research Australia Inc.

Model Rules

RPDA Pty Limited ABN 70 601 454 66 trading as KPA Lawyers
37 Melrose Street, Sandringham VIC 3191
PO Box 183, Sandringham VIC 3191
03 9599 8800
https://kpalaw.com.au/

CONSUMER AFFAIRS VICTORIA

Associations Incorporation Reform Act 2012

MODEL RULES

For an

INCORPORATED

ASSOCIATION

Associations Incorporation Reform Regulations 2012

Part 3

TABLE OF PROVISIONS

Regulation		*Page*
PART 1—PRELIMINARY		**4**
1	Name	4
2	Purposes	4
3	Financial year	4
4	Definitions	4
PART 2—POWERS OF ASSOCIATION		**5**
5	Powers of Association	5
6	Not for profit organisation	6
PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES		**6**
Division 1—Membership		**6**
7	Minimum number of members	6
8	Who is eligible to be a member	6
9	Application for membership	6
10	Consideration of application	6
11	New membership	6
12	Annual subscription and fee on joining	7
13	General rights of members	7
14	Associate members	7
15	Rights not transferable	8
16	Ceasing membership	8
17	Resigning as a member	8
18	Register of members	8
Division 2—Disciplinary action		**8**
19	Grounds for taking disciplinary action	8
20	Disciplinary subcommittee	9
21	Notice to member	9
22	Decision of subcommittee	9
23	Appeal rights	10
24	Conduct of disciplinary appeal meeting	10
Division 3—Grievance procedure		**10**
25	Application	10
26	Parties must attempt to resolve the dispute	11
27	Appointment of mediator	11
28	Mediation process	11
29	Failure to resolve dispute by mediation	11
PART 4—GENERAL MEETINGS OF THE ASSOCIATION		**12**
30	Annual general meetings	12

31 Special general meetings 12
32 Special general meeting held at request of members 12
33 Notice of general meetings 13
34 Proxies 13
35 Use of technology 13
36 Quorum at general meetings 14
37 Adjournment of general meeting 14
38 Voting at general meeting 14
39 Special resolutions 15
40 Determining whether resolution carried 15
41 Minutes of general meeting 15
PART 5—The BOARD 16
Division 1—Powers of the Board 16
42 Role and powers 16
43 Delegation 16
Division 2—Composition of the Board and duties of members 16
44 Composition of the Board 16
45 General Duties 16
46 Chairperson and Deputy Chairperson 17
47 Secretary 17
48 Treasurer 17
Division 3—Election of Board members and tenure of office 18
49 Who is eligible to be a Board member 18
50 Positions to be declared vacant 18
51 Nominations for Office Bearers 18
52 Election of Office Bearers 18
53 Election of ordinary members 19
54 Independent Board member 19
55 Co-Opt 19
56 Ballot 19
57 Term of office 20
58 Vacation of office 21
59 Filling casual vacancies 21
Division 4—Meetings of the Board 21
60 Meetings of the Board 21
61 Notice of meetings 21
62 Urgent meetings 22
63 Procedure and order of business 22
64 Use of technology 22
65 Quorum 22
66 Voting 22
67 Conflict of interest 23
68 Minutes of meeting 23
69 Leave of absence 23
PART 6—FINANCIAL MATTERS 23
70 Source of funds 23
71 Management of funds 23
72 Financial records 24
73 Financial statements 24
PART 7—GENERAL MATTERS 24
74 Common seal 24
75 Registered address 24
76 Notice requirements 25
77 Custody and inspection of books and records 25
78 Winding up and cancellation 26
79 Revocation of Deductible Gift Recipient Status 26
80 Alteration of Rules 26

26

Model Rules for an Incorporated Association

PART 1—PRELIMINARY

1 Name

The name of the incorporated association is "Lung Transplant Research Australia Inc" also known as “LTRA”.

2 Purposes

2.1 The purposes of the Association are to—

2.1.1 To facilitate, undertake and publish medical and health research for lung transplantation, and where appropriate other human organ transplants, to address the clinical syndrome of Chronic Lung Allograft Dysfunction (CLAD) and associated diseases and medical conditions including, but not limited to, Bronchiolitis Obliterans Syndrome (BOS), Restrictive Allograft Syndrome (RAS), Cytomegalovirus (CMV) disease, fungal diseases and associated complications; together with promoting and supporting improvements in medical procedures, treatments and strategies for patients pre, during and post-transplantation; and

2.1.2 To maximise the range of choices and opportunities to enrich the quality of their lives of people who need or receive a lung transplant, and/or other organ transplants, and their carers with the aim of reducing patient morbidity and mortality.

2.2 To achieve its principal purposes the Association may, without limitation—

2.2.1 Promote and facilitate donations, fundraising programs and contributions from the general public which enhance the purposes of the association;

2.2.2 Promote and foster co-operation and mutually beneficial activity and support among organisations undertaking activities related to the purposes of the association; and

2.2.3 Promote and foster advocacy and community awareness programs relating to lung and other organ transplantations related to the purposes of the association.

3 Financial year

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

4 Definitions

In these Rules—

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

appeal subcommittee means a subcommittee appointed under rule 23(3);

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

Board means the Board having management, oversight and monitoring of the business of the association including governance duties and delegable authority;

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

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

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

donation means a gift of property or money made by any member of the general public to the Association and ***donor*** has a corresponding meaning;

disciplinary appeal meeting means a meeting of the appeal subcommittee convened for the purposes of rule 24;

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

disciplinary subcommittee means the subcommittee appointed under rule 20;

donation means a gift of property or money made by any member of the general public to the Association and ***donor*** has a corresponding meaning;

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;

registered mediator means a person registered as a mediator accredited under the National Mediator Accreditation System developed by the Mediator Standards Board Limited ABN 11 145 829 812;

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; or

(b) open and operate accounts with financial institutions; or

(c) invest its money in any security in which trust monies may lawfully be invested; or

(d) raise and borrow money on any terms and in any manner as it thinks fit; or

(e) secure the repayment of money raised or borrowed, or the payment of a debt or liability; or

(f) appoint agents to transact business on its behalf; or

(g) enter into any other contract it considers necessary or desirable;

(h) to receive grants and donations and to set up such public or other funds as required

(i) to make donations or give assistance or make grants as considered appropriate;

(j) to assist any other organisation in connection with the conduct of research relevant to the purposes of the Association.

(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.

(3) Any payment to a member over $5000 must be approved by the Board.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7 Minimum number of members

The Association must have at least 3 members.

8 Who is eligible to be a member

Any person who supports the purposes of the Association is eligible for membership.

9 Application for membership

(1) To apply to become a member of the Association, a person must submit a written application to a Board member stating that the person—

(a) wishes to become a member of the Association; and

(b) supports the purposes of the Association; and

(c) agrees to comply with these Rules.

(2) The application—

(a) must be signed by the applicant; and

(b) may be accompanied by the joining fee.

10 Consideration of application

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

(2) The Board must notify the applicant in writing including by email of its decision as soon as practicable after the decision is made.

(3) If the Board rejects the application, it must return any money accompanying the application to the applicant.

(4) The Board is not required to give a reason for the rejection of an application.

(5) 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—

(a) the resolution to accept the membership must be recorded in the minutes of the Board meeting; and

(b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date on which they became 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 the person's rights of membership from the date, whichever is the later, on which—

(a) the Board approves the person's membership; or

(b) the person pays the joining fee.

12 Annual subscription and fee on joining

(1) At each general meeting, the Association must determine—

(a) The process for setting 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 77; 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 Associate members

(1) Associate members of the Association include—

(a) any members under the age of 15 years; and

(b) any other category of member as determined by special resolution at a general meeting.

(2) An associate member must not vote but may have other rights as determined by the Board 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 Secretary 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.

(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.

18 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; and

(ii) the address for notice last given by the member; and

(iii) the email address last given by the member (if available); and

(iv) the date of becoming a member; and

(v) if the member is an associate member, a note to that effect; and

(vi) any other information determined by the Board; and

(b) for each former member, the name of the person and the date on which the person ceased to be a member of the Association.

(2) Any member may, at a reasonable time and free of charge, inspect 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) has failed to comply with the procedures or policies of the Association; or

(c) refuses to support the purposes of the Association; or

(d) has engaged in conduct prejudicial to the Association.

20 Disciplinary subcommittee

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

(2) Subject to subrule (3), the Board may appoint any person to a disciplinary subcommittee.

(3) The members of the disciplinary subcommittee—

(a) may be Board 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 against the member; 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 he or she 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 least three business days 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 he or she wishes 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 7 days after the vote.

(3) If a person has given notice under subrule (2), the Board must appoint at least 3 persons to an appeal subcommittee to consider the appeal.

(4) Subject to subrule (5), the Board may appoint any person to an appeal subcommittee.

(5) A person must not be appointed to an appeal subcommittee if the person –

(a) Was appointed to the disciplinary subcommittee to hear and determine the matter of the member concerned; or

(b) has a personal interest in the dispute; or

(c) is biased in favour of or against the member concerned.

(6) The Board must convene a meeting of the appeal subcommittee (the *disciplinary appeal meeting*) as soon as practicable and no later than 21 days after the notice of the appeal is received.

(7) Notice of the disciplinary appeal meeting must be given to each member of the appeal subcommittee and the member concerned as soon as practicable and must—

(a) specify the date, time and place of the meeting; and

(b) state—

(i) the name of the person against whom the disciplinary action has been taken; and

(ii) the grounds for taking that action; and

(iii) that at the disciplinary appeal meeting the appeal subcommittee members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

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 appeal subcommittee 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 appeal subcommittee 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 persons 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; and

(b) a member and the Board; and

(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 Board 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 Board; or

(ii) if the dispute is between a member and the Board or the Association—a registered mediator.

(3) Subject to subrule (4), the Board may appoint any person as a mediator.

(4) A mediator appointed by the Board may be a member or former member of the Association but in any case must not be a person who—

(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.

(3) The parties to the mediation will bear the mediation costs on an equal basis.

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 Board 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 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 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 in accordance with Part 7 of the Act;

(c) to elect the members of the Board;

(d) to determine the process for setting 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.

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 Board 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.

32 Special general meeting held at request of members

(1) The Board must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 3 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 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.

34 Proxies

(1) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.

(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 or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.

(4) If the Board has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.

(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 Board 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 3 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; or

(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.

(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.

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 count is demanded by three or more members on any question—

(a) the count 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 count.

(3) A count demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.

(4) A count 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 Board 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 Board 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—The BOARD

Division 1—Powers of the Board

42 Role and powers

(1) The business of the Association must be managed by or under the direction of a Board.

(2) The Board may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.

(3) The Board may—

(a) appoint and remove staff;

(b) establish subcommittees consisting of members with terms of reference it considers appropriate.

43 Delegation

(1) The Board may delegate to a member of the Board, 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 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 considers appropriate.

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

Division 2—Composition of the Board and duties of members

44 Composition of the Board

The Board consists of—

(a) a Chairperson; and

(b) a Deputy Chairperson; and

(c) a Secretary; and

(d) a Treasurer; and

(e) ordinary members (if any) elected under rule 53.

(f) One independent person under rule 54 at the discretion of the Board

45 General Duties

(1) As soon as practicable after being elected or appointed to the Board, each Board member must become familiar with these Rules and the Act.

(2) The Board is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Board comply with these Rules.

(3) Board members must exercise the member's powers and discharge the member's duties with reasonable care and diligence.

(4) Board members must exercise the member's powers and discharge the member's duties—

(a) in good faith in the best interests of the Association; and

(b) for a proper purpose.

(5) Board members and former Board members must not make improper use of—

(a) The member's, or former member's, position; or

(b) information acquired by virtue of holding the member's, or former member's, position—

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

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

46 Chairperson and Deputy Chairperson

(1) Subject to subrule (2), the Chairperson or, in the Chairperson's absence, the Deputy Chairperson is the Chairperson for any general meetings and for any Board meetings.

(2) If the Chairperson and the Deputy Chairperson 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 meeting—a Board member elected by the other Board 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.

(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 the Secretary's 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 5 working days after receipt; and

(c) make any payments authorised by the Board or by a general meeting of the Association from the Association's funds; and

(d) ensure cheques of $5,000 or over are signed by at least 2 Board 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 the Association's certification by the Board prior to the Association's submission to the annual general meeting of the Association.

(3) The Treasurer must ensure that all other Board members have access to the accounts and financial records of the Association.

Division 3—Election of Board members and tenure of office

49 Who is eligible to be a Board member

(1) A member is eligible to be elected or appointed as a Board member if the member—

(a) is 18 years or over; and

(b) is entitled to vote at a general meeting.

(2) Elected Board members are eligible for re-election at the expiry of each term, with no restrictions on consecutive terms.

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 Board vacant and hold elections for those positions in accordance with rules 51 to 54.

51 Nominations for Office Bearers

(1) Prior to the election of each position, the Chairperson of the meeting must call the nominations to fill that position.

(2) An eligible member of the Association may—

(a) nominate themselves; 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 Office Bearers

(1) At the annual general meeting, separate elections must be held for each of the following positions—

(a) Chairperson;

(b) Deputy Chairperson;

(c) Secretary;

(d) Treasurer.

(2) If only one Board member is nominated for the position, the Chairperson of the meeting must declare the Board member elected to the position.

(3) If more than one Board member is nominated, a ballot must be held in accordance with rule 54.

(4) On the Chairperson's election, the new Chairperson may take over as Chairperson of the meeting.

53 Election of ordinary members

(1) The annual general meeting must by resolution decide the number of ordinary members of the Board (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 Board members nominated for the position of ordinary Board 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.

54 Independent Board member

(1) The Board may at its discretion appoint an Independent Board member to the Board.

(2) The independent Board member does not have voting rights and is appointed by the unanimous decision of the Board.

(3) The term of appointment of the independent Board member shall be Twelve (12) months.

(4) The Independent Board member may be removed from office by the resolution of all voting members.

55 Co-Opt

(1) The Board may:

(a) at its first meeting after the annual general meeting each year, and

(b) at any subsequent meeting,

co-opt up to 3 individuals as Board members

(2) Co-opted Board members must be, or become, members of the Association.

(3) The Board may by resolution decide when the term of office of a co-opted Board member is to begin and end.

(a) The term of a co-opted Board member is to be no more than 2 years from date of appointment.

(b) Following a two year appointment, a co-opted Board member must have a break of at least 1 year.

56 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 the candidate's election.

(4) The election must be by secret ballot.

(5) If the election is held in person, 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.

(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.

57 Term of office

(1) Subject to subrule (3) and rule 58, a Board member holds office until the positions of the Board are declared vacant at the next annual general meeting.

(2) A Board member may be re-elected.

(3) A general meeting of the Association may -

(a) By special resolution remove a committee 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.

(6) Co-opt Board members hold office:

(a) from the time they are co-opted,

(b) Until determined by a majority vote of the Board members.

(7) Board members may be re-elected and co-opted again subject to rules and 52 and 55.

(8) The Board may by resolution passed by an absolute majority remove:

(a) a co-opted Board member; or

(b) an elected Board member who has failed to attend three (3) consecutive Board meetings or more without leave of absence under rule 69.

(9) A general meeting may by resolution:

(a) remove any committee member; and

(b) fill the resulting vacancy

(10) If there is a vacancy in its membership (including a vacancy under rule 30(7) herein, not filled in accordance with rule 30(7) herein, the Board may appoint an individual who would be eligible to be elected under these Rules to fill the vacancy for the remainder of the term of office.

(11) The Board may continue to act despite any vacancy in its membership

(12) Even if it is subsequently found that a person who has acted as a Board member was not properly elected or appointed, the validity of:

(a) the acts of that person as a Board member; and

(b) decisions of Board meetings in which that person has participated are not affected.

58 Vacation of office

(1) A Board member may resign from the Board by written notice addressed to the Board.

(2) A person ceases to be a Board member if the person e—

(a) ceases to be a member of the Association; or

(b) fails to attend 3 consecutive Board meetings (other than special or urgent Board meetings) without leave of absence under rule 69; or

(c) otherwise ceases to be a Board member by operation of section 78 of the Act.

59 Filling casual vacancies

(1) The Board may appoint an eligible member of the Association to fill a position on the Board 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 must appoint a member to the position within 14 days after the vacancy arises.

(3) Rule 57 applies to any Board member appointed by the Board under subrule (1) or (2).

(4) The Board may continue to act despite any vacancy in its membership.

Division 4—Meetings of the Board

60 Meetings of the Board

(1) The Board must meet at least 4 times in each year at the dates, times and places determined by the Board.

(2) The date, time and place of the first Board meeting must be determined by the members of the Board as soon as practicable after the annual general meeting of the Association at which the members of the Board were elected.

(3) Special Board meetings may be convened by the Chairperson or by any 3 members of the Board.

61 Notice of meetings

(1) Notice of each Board meeting must be given to each Board member no later than 7 days before the date of the meeting.

(2) Notice may be given of more than one Board meeting at the same time.

(3) The notice must state the date, time and place of the meeting.

(4) If a special Board 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.

62 Urgent meetings

(1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 61 provided that as much notice as practicable is given to each Board member by the quickest means practicable.

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

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

63 Procedure and order of business

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

(2) The order of business may be determined by the members present at the meeting.

64 Use of technology

(1) A Board meeting may be held by the use of technology that allows Board members to clearly and simultaneously communicate with each other participating member.

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

65 Quorum

(1) No business may be conducted at a Board meeting unless a quorum is present.

(2) The quorum for a Board meeting is the presence (in person or as allowed under rule 64) of 50% of the Board members holding office.

(3) If a quorum is not present within 30 minutes after the notified commencement time of a Board 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 61.

66 Voting

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

(2) A motion is carried if a majority of Board members present and voting 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.

(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.

67 Conflict of interest

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

(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.

(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.

(4) The Board must keep a conflict of interest register.

(5) The conflict of interest register must record the following -

(a) The name and position of the member who has disclosed a material personal interest;

(b) A description of the nature and extent of that interest;

(c) A management plan documenting actions required to mitigate the conflict.

68 Minutes of meeting

(1) The Board must ensure that minutes are taken and kept of each Board 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 67.

69 Leave of absence

(1) The Board may grant a Board member leave of absence from Board meetings for a period not exceeding 6 months.

(2) The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Board member to seek the leave in advance.

PART 6—FINANCIAL MATTERS

70 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.

71 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 may approve expenditure on behalf of the Association.

(3) The Board may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.

(4) All electronic transfers, cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed or authorised by two (2) Board 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) Despite subrule (1), with the approval of the Board, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

72 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 the Treasurer's custody, or under the Treasurer's control—

(a) the financial records for the current financial year; and

(b) any other financial records as authorised by the Board.

73 Financial statements

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

(2) Without limiting subrule (1), those requirements include—

(a) the preparation of the financial statements; and

(b) if required, the review or auditing of the financial statements; and

(c) the certification of the financial statements by the Board; and

(d) the submission of the financial statements to the annual general meeting of the Association;

(e) the lodgment with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

74 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 Board and the sealing must be witnessed by the signatures of two (2) Board members;

(c) the common seal must be kept in the custody of the Secretary.

75 Registered address

The registered address of the Association is—

(a) the address determined from time to time by resolution of the Board; or

(b) if the Board has not determined an address to be the registered address—the postal address of the Secretary.

76 Notice requirements

(1) Any notice required to be given to a member or a Board 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 62.

(3) Any notice required to be given to the Association or the Board may be given—

(a) by handing the notice to a member of the Board; 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 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.

77 Custody and inspection of books and records

(1) Members may on request inspect free of charge any of the following—

(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 meetings.

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

(3) The Board must on request make available, or provide 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, or 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 document means any record and other document, however compiled, recorded or stored, that relates to the incorporation and management of the Association and includes the following—

(a) a membership record;

(b) a financial statement;

(c) a financial record;

(d) any other record or document relating to transactions, dealings, business or property of the Association.

78 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.

79 Revocation of Deductible Gift Recipient Status

(1) If the Association is wound up in accordance with rule 78 or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another association or organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:

(a) gifts of money or property for the principle purposes of the association or organisation;

(b) contributions made in relation to an eligible fundraising event held for the principal purpose of the association or organisation; and

(c) money received by the organisation because of such gifts and contributions.

80 Alteration of Rules

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