

# MODEL RULES

## 1. INTERPRETATION

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### 1.1 In these rules—

**ACNC Act** means *Australian Charities and Not-for-profits Commission Act 2012* (Cth).

**ACNC Commissioner** means the Commissioner of the Australian Charities and Not-for-profits Commission, which is established under the ACNC Act.

**Act** means the Associations Incorporation Act 1981.

**Annual Voting Event** means the meeting held on or around October or November each calendar year in accordance with clause 23.

**Committee Guidelines** means the guidelines for members of the management committee as published by the management committee and amended from time to time.

**Deductible Gift Recipient** has the same meaning as in the *Income Tax Assessment Act 1997* (Cth)

**Disqualified Person** means a person who:

- (a) is disqualified to act as an officer by the ACNC Commissioner;
- (b) is, or within the last five years has been, an insolvent under administration;
- (c) has been convicted of an indictable offence, whether or not the person was tried summarily;
- (d) is, or within the last five years has been, subject to an order disqualifying the person from managing a corporation; and
- (e) is otherwise disqualified by law from being a member of the management committee.

**Donation Amount** means the amount determined in accordance with clause 8.1 which is paid to a third party fund determined by the management committee and that is endorsed as a Deductible Gift Recipient.

**Grant** means the amount given by the Association to one or more charitable organisations decided by members at the Annual Voting Event in accordance with the Grant Guidelines and these rules.

**Grant Guidelines** means the guidelines governing the grant procedure, as published by the management committee and amended from time to time.

**Membership Fees** means the amount determined in accordance with clause 8.1.

**Membership Guidelines** means the guidelines for membership as published by the management committee and amended from time to time.

**Responsible Person Declaration** means the form of declaration determined by the management committee from time to time required to be signed by candidates for the

management committee confirming certain attributes relevant to their election to the management committee.

present—

- (a) at a management committee meeting, see clause 24.6; or
- (b) at a general meeting, see clause 39.2.

1.2 A word or expression that is not defined in these model rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

## **2. NAME**

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2.1 The name of the incorporated association is the Women and Change Inc. (***the Association***).

## **3. OBJECTS**

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3.1 The objects of the Association are to:

- (a) facilitate the provision of grants to charitable organisations that are Deductible Gift Recipients that can make an impact for socially disadvantaged people in Queensland; and
- (b) provide a supportive and empowering environment for women to experience philanthropy through collective giving and in doing so raise their awareness of philanthropy and those in need.

3.2 The Association achieves this object by:

- (a) increasing the capacity of women interested in philanthropy through peer support and collective giving;
- (b) encouraging wide donor participation and inspire philanthropy;
- (c) supporting Queensland based projects capable of delivering social change;
- (d) facilitating high impact grant making; and
- (e) doing all things that further, are in aid of, or are ancillary or incidental to any of the Association's objects.

## **4. POWERS**

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4.1 The Association has the powers of an individual.

4.2 The Association may, for example—

- (a) enter into contracts; and
- (b) acquire, hold, deal with and dispose of property; and
- (c) make charges for services and facilities it supplies; and
- (d) do other things necessary or convenient to be done in carrying out its affairs.

- 4.3 The Association may take over the funds and other assets and liabilities of the present unincorporated association known as the Women and Change ABN 33 237 099 161 (the ***unincorporated association***).
- 4.4 The Association may also issue secured and unsecured notes, debentures and debenture stock for the Association.
- 4.5 The income and property of the Association must be applied solely for the purposes of promoting and fulfilling the objects in clause 3.

## **5. CLASSES OF MEMBERS AND VOTING RIGHTS**

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- 5.1 The membership of the Association consists of those who meet the eligibility criteria in clause 7.1 and are admitted as members in accordance with these rules.
- 5.2 The number of members is unlimited.
- 5.3 Subject to these rules, all members have one vote at general meetings of the Association and one vote at the Annual Voting Event.
- 5.4 Members must comply with these rules and the Membership Guidelines.

## **6. AUTOMATIC MEMBERSHIP**

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- 6.1 A person who, on the day the Association is incorporated, was a member of the unincorporated association and who, on or before a day fixed by the management committee, agrees in writing to become a member of the incorporated Association, must be admitted by the management committee—
- (a) to the equivalent class of membership of the Association as the member held in the unincorporated association; or
  - (b) if there is no equivalent class of membership—as an ordinary member.

## **7. NEW MEMBERSHIP**

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- 7.1 An individual will be eligible to become a member if they:
- (a) are a woman;
  - (b) are committed to the objects of the Association;
  - (c) have paid, in full, the Donation Amount, as directed by the management committee, by the due date;
  - (d) have paid, in full, the Membership Fee to the Association by the due date;
  - (e) demonstrate a dedication and commitment to the purposes of the Association and agree not utilise the Association to advance or be a forum for personal, political or other views; and
  - (f) are approved by the management committee as a member.
- 7.2 An application for membership must be—
- (a) in writing;

- (b) signed by the applicant;
- (c) accompanied by any Membership Fees payable to the Association;
- (d) accompanied by evidence satisfactory to the management committee (in its absolute discretion) that any Donation Amount has been paid as directed by the management committee;
- (e) in the form decided by the management committee; and
- (f) received by the due date for membership applications for the relevant calendar year as determined by the management committee from time to time.

## **8. FEES**

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- 8.1 The Donation Amount and Membership Fee for each ordinary membership and for each other class of membership (if any)—
- (a) is the amount decided by the management committee; and
  - (b) is payable when, and in the way, the management committee decides.
- 8.2 A member of the incorporated association who, before becoming a member, has paid the Donation Amount and Membership Fee of the unincorporated association on or before a day fixed by the management committee, is not liable to pay a further amount for the period before the day fixed by the management committee as the day on which the next annual Donation Fee and Membership Fee are payable.
- 8.3 Should an applicant for membership make partial payment of the Donation Amount:
- (a) the applicant will not be admitted as a member of the Association until the Donation Amount is paid in full and the other requirements for membership (as set out in these rules and the Membership Guidelines) are satisfied; and
  - (b) the amount paid in partial payment of the Donation Amount will:
    - (i) form part of the members' funds to be applied in accordance with the Grant Guidelines; and
    - (ii) is not refundable to the applicant.
- 8.4 Membership Fees and the Donation Amount are not refundable in full or part if a member resigns or their membership is terminated.

## **9. ADMISSION AND REJECTION OF NEW MEMBERS**

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- 9.1 The management committee must consider an application for membership at the next committee meeting held after it receives—
- (a) the application for membership; and
  - (b) the Membership Fee and satisfactory evidence of payment of the Donation Amount for the application.
- 9.2 The management committee must ensure that, as soon as possible after the person applies to become a member of the Association, and before the management committee considers the persons application, the person is advised—

- (a) whether or not the Association has public liability insurance; and
  - (b) if the Association has public liability insurance—the amount of the insurance.
- 9.3 The management committee must decide whether to accept or reject the application.
- 9.4 If a majority of the members of the management committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
- 9.5 The secretary of the Association must, as soon as practicable after the management committee decides to accept or reject an application, give the applicant a written notice of the decision.

## **10. WHEN MEMBERSHIP ENDS**

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- 10.1 Membership is subject to a term and ends:
- (a) in the case of members **who are not management committee members at the relevant date**, immediately after the annual general meeting held in the calendar year subsequent to their most recent admission date as a member; and
  - (b) in the case of members **who are management committee members at the relevant date**, on the day that is two months after the annual general meeting in the calendar year subsequent to their most recent admission date as a member
- 10.2 After a member's membership term ends, they must apply (or already have applied) for membership in accordance with these rules to be again admitted as a member.
- 10.3 A member may resign from the Association by giving a written notice of resignation to the secretary.
- 10.4 The resignation takes effect at—
- (a) the time the notice is received by the secretary; or
  - (b) if a later time is stated in the notice—the later time.
- 10.5 The management committee may terminate a member's membership if the member—
- (a) dies; or
  - (b) is declared bankrupt; or
  - (c) ceases to meet the eligibility criteria in clause 7.1; or
  - (d) fails to comply with the Membership Guidelines; or
  - (e) is convicted of an indictable offence; or
  - (f) does not comply with any of the provisions of these rules; or
  - (g) has Membership Fees or the Donation Amount in arrears for at least 2 months; or
  - (h) conducts herself in a way considered to be injurious or prejudicial to the character or interests of the Association.

- 10.6 Subject to clause 10.8, before the management committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- 10.7 If, after considering all representations made by the member, the management committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.
- 10.8 The management committee may terminate a member's membership immediately where the member has not paid the Membership Fee or Donation Amount in accordance with these rules or Membership Guidelines.

## **11. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP**

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- 11.1 A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the person's intention to appeal against the decision.
- 11.2 A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.
- 11.3 If the secretary receives a notice of intention to appeal, the secretary must, within 1 month after receiving the notice, call a general meeting to decide the appeal.

## **12. GENERAL MEETING TO DECIDE APPEAL**

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- 12.1 The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
- 12.2 At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- 12.3 Also, the management committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- 12.4 An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- 12.5 If a person whose application for membership has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the Membership Fees paid by the person.

## **13. REGISTER OF MEMBERS**

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- 13.1 The management committee must keep a register of members of the Association.
- 13.2 The register must include the following particulars for each member—
  - (a) the full name of the member;
  - (b) the postal or residential address of the member;
  - (c) the preferred email address of the member;
  - (d) the date of admission as a member;

- (e) the date of death, time of resignation of the member or non-renewal of the member;
- (f) details about the termination or reinstatement of membership;
- (g) any other particulars the management committee or the members at a general meeting decide.

13.3 The register must be open for inspection by members of the Association at all reasonable times.

13.4 A member must contact the secretary to arrange an inspection of the register.

13.5 However, the management committee may, on the application of a member of the Association, withhold information about the member (other than the member's full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

#### **14. PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS**

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14.1 A member of the Association must not—

- (a) use information obtained from the register of members of the Association to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes; or
- (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes.

14.2 Clause 14.1 does not apply if the use or disclosure of the information is approved by the Association.

#### **15. APPOINTMENT OR ELECTION OF SECRETARY**

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15.1 The secretary must be an individual residing in Queensland, who is a member of the management committee.

15.2 If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected for the Association within 1 month after the vacancy happens.

#### **16. REMOVAL OF SECRETARY**

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16.1 The management committee of the Association may at any time remove a person appointed by the committee as the secretary.

16.2 If the management committee removes a secretary the person remains a member of the management committee.

#### **17. FUNCTIONS OF SECRETARY**

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17.1 The secretary's functions include, but are not limited to—

- (a) calling meetings of the Association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president and chair of the Association; and

- (b) keeping minutes of each meeting; and
- (c) keeping copies of all correspondence and other documents relating to the Association; and
- (d) maintaining the register of members of the Association.

## **18. MEMBERSHIP OF MANAGEMENT COMMITTEE**

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- 18.1 The management committee of the Association shall be not fewer than three and not more than eleven.
- 18.2 The members of the management committee will elect amongst their number, management committee members to hold the following positions:
  - (a) president and chair;
  - (b) treasurer;
  - (c) secretary; and
  - (d) deputy chair.
- 18.3 A member of the management committee must be a member of the Association (or the unincorporated association), with a prior minimum membership term of 12 months (not consecutive), subject to an exception approved by a unanimous resolution of the management committee.
- 18.4 At each annual general meeting of the Association, the members of the management committee must retire from office, but are eligible, on nomination, for re-election.
- 18.5 A management committee member may only hold a position set out in clause 18.2 for the greater of:
  - (a) three consecutive years; or
  - (b) if the period set out in clause (a) is exceeded, until a replacement management committee member is elected to the position.
- 18.6 A member of the Association may be appointed to a casual vacancy on the management committee under clause 21, provided they meet the requirements of clause 18.3.
- 18.7 Each member of the management committee must comply with the Committee Guidelines.

## **19. ELECTING THE MANAGEMENT COMMITTEE**

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- 19.1 A member of the management committee may only be elected as follows—
  - (a) any two members of the Association may nominate another member (the **candidate**) to serve as a member of the management committee;
  - (b) the nomination must be—
    - (i) in writing; and
    - (ii) signed by the candidate and the two members who nominated her; and

given to the secretary at least 14 days before the annual general meeting at which the election is to be held or otherwise when called by the management committee;

- (c) each member of the Association present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the management committee.

19.2 A person may be a candidate only if the person—

- (a) is an adult;
- (b) is a member of the Association;
- (c) has signed the Responsible Person Declaration; and
- (d) is not:
  - (i) ineligible to be elected as a member under section 61A of the Act; and
  - (ii) a Disqualified Person.
- (e) has demonstrated a dedication and commitment to the purposes of the Association; and
- (f) agrees not to utilise the Association to advance or be a forum for personal, political or other views.

19.3 The management committee must ensure that, before a candidate is elected as a member of the management committee, the candidate is advised—

- (a) whether or not the Association has public liability insurance; and
- (b) if the Association has public liability insurance—the amount of the insurance.

## **20. RESIGNATION, REMOVAL OR VACATION OF OFFICE OF MANAGEMENT COMMITTEE MEMBER**

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20.1 A member of the management committee may resign from the committee by giving written notice of resignation to the secretary.

20.2 The resignation takes effect at—

- (a) the time the notice is received by the secretary; or
- (b) if a later time is stated in the notice—the later time.

20.3 A member may be removed from office at a general meeting of the Association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.

20.4 Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why she should not be removed from office.

20.5 A member has no right of appeal against the members removal from office under this clause 20.

20.6 A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

## **21. VACANCIES ON MANAGEMENT COMMITTEE**

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- 21.1 If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another member of the Association to fill the vacancy until the next annual general meeting provided the person meets the requirements of clause 18.3 and 19.2.
- 21.2 The continuing members of the management committee may act despite a casual vacancy on the management committee.
- 21.3 However, if the number of committee members is less than the number fixed under clause 24.1 as a quorum of the management committee, the continuing members may act only to—
- (a) increase the number of management committee members to the number required for a quorum; or
  - (b) call a general meeting of the Association.

## **22. FUNCTIONS OF MANAGEMENT COMMITTEE**

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- 22.1 Subject to these rules or a resolution of the members of the Association carried at a general meeting, the management committee has the general control and management of the administration of the affairs, property and funds of the Association, including but not limited to administering the Grant Guidelines.
- 22.2 The management committee may allocate responsibility for management of specific roles to committee members, including but not limited to grants, membership, communication and events.
- 22.3 The management committee has authority to interpret the meaning of these rules and any matter relating to the Association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.
- 22.4 The management committee may exercise the powers of the Association—
- (a) to borrow, raise or secure the payment of amounts in a way the members of the Association decide; and
  - (b) to secure the amounts mentioned in clause (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Associations property, both present and future; and
  - (c) to purchase, redeem or pay off any securities issued; and
  - (d) to borrow amounts from members and pay interest on the amounts borrowed; and
  - (e) to mortgage or charge the whole or part of its property; and
  - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association; and
  - (g) to provide and pay off any securities issued; and
  - (h) to invest in a way the members of the Association may from time to time decide.
- 22.5 For clause 22.4(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by—

- (a) the financial institution for the Association; or
- (b) if there is more than 1 financial institution for the Association—the financial institution nominated by the management committee.

### **23. GRANT GUIDELINES AND ANNUAL VOTING EVENT**

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- 23.1 The management committee is responsible for promoting the Grant amongst charities who may be eligible, inviting applications for submission and choosing a shortlist of charities (number to be determined by the management committee) to present to members of the Association at the Annual Voting Event held annually for such purpose.
- 23.2 The charitable organisation which receives the majority of votes at the Annual Voting Event will be awarded the Grant The management committee may determine that more than one Grant is available and if such a determination is made:
  - (a) the charitable organisation which receives the majority of votes at the Annual Voting Event will receive the majority of the Grant amount that is available; and
  - (b) the management committee may allocate the balance of the Grant (after allocation in accordance with clause (a)) to one or more charitable organisations that also received votes of members at the Annual Voting Event.
- 23.3 Each charitable organisation submitted in accordance with clause 23.1 must comply with the Grant Guidelines.
- 23.4 The Grant Guidelines may be amended by a majority vote of members of the management committee.
- 23.5 The management committee will:
  - (a) call the Annual Voting Event as and when determined by it; and
  - (b) Conduct the Annual Voting Event as determined by it.
- 23.6 Notwithstanding the provisions of this clause 23, the management committee has complete and unfettered discretion as to the:
  - (a) conduct and procedures adopted at the Annual Voting Event; and
  - (b) allocation and payment of the Grant.

### **24. MEETINGS OF MANAGEMENT COMMITTEE**

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- 24.1 Subject to this clause 24, the management committee may meet and conduct its proceedings as it considers appropriate.
- 24.2 The management committee must meet at least three times a year.
- 24.3 The management committee must decide how a meeting is to be called.
- 24.4 Notice of a meeting is to be given in the way decided by the management committee.
- 24.5 The management committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.

- 24.6 A committee member who participates in the meeting as mentioned in clause 24.5 is taken to be present at the meeting.
- 24.7 A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- 24.8 A member of the management committee must not vote on a question about a contract or proposed contract with the Association if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
- 24.9 The president and chair is to preside as chairperson at a management committee meeting.
- 24.10 If there is no president and chair or if the president and chair is not present within 10 minutes after the time fixed for a management committee meeting, the deputy chair will preside as chairperson of the meeting. If there is no deputy chair or if the deputy chair is also not present within 10 minutes after the time fixed for a management committee meeting or is unwilling to act, the members may choose 1 of their number to preside as chairperson at the meeting.

## **25. QUORUM FOR, AND ADJOURNMENT OF, MANAGEMENT COMMITTEE MEETING**

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- 25.1 At a management committee meeting, more than 50% of the current members of the committee, together with at least one of either the:
- (a) chair or deputy chair; or
  - (b) secretary or treasurer,
- form a quorum.
- 25.2 If there is no quorum within 30 minutes after the time fixed for a management committee meeting called on the request of members of the committee, the meeting lapses.
- 25.3 If there is no quorum within 30 minutes after the time fixed for a management committee meeting called other than on the request of the members of the committee—
- (a) the meeting is to be adjourned for at least 1 day; and
  - (b) the members of the management committee who are present are to decide the day, time and place of the adjourned meeting.
- 25.4 If, at an adjourned meeting mentioned in clause 25.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

## **26. SPECIAL MEETING OF MANAGEMENT COMMITTEE**

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- 26.1 If the secretary receives a written request signed by at least three (3) members of the management committee, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.
- 26.2 If the secretary is unable or unwilling to call the special meeting, the president and chair must call the meeting.
- 26.3 A request for a special meeting must state—
- (a) why the special meeting is called; and

- (b) the business to be conducted at the meeting.
- 26.4 A notice of a special meeting must state—
- (a) the day, time and place of the meeting; and
  - (b) the business to be conducted at the meeting.
- 26.5 A special meeting of the management committee must be held within 14 days after notice of the meeting is given to the members of the management committee.

## **27. MINUTES OF MANAGEMENT COMMITTEE MEETINGS**

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- 27.1 The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are entered in a minute book.
- 27.2 To ensure the accuracy of the minutes, the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy.

## **28. APPOINTMENT OF SUBCOMMITTEES**

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- 28.1 The management committee may appoint a subcommittee consisting of members of the Association considered appropriate by the committee to help with the conduct of the Associations operations.
- 28.2 Community members with particular skills relevant to the work of the subcommittee may be invited to participate in meetings of the sub-committee as required and with the approval of the committee.
- 28.3 Subcommittees are required to report their proceedings on request by the management committee.
- 28.4 A member of the subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting.
- 28.5 A subcommittee may elect a chairperson of its meetings.
- 28.6 If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- 28.7 A subcommittee may meet and adjourn as it considers appropriate.
- 28.8 A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

## **29. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS**

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- 29.1 An act performed by the management committee, a subcommittee or a person acting as a member of the management committee is taken to have been validly performed.
- 29.2 Clause 29.1 applies even if the act was performed when—
- (a) there was a defect in the appointment of a member of the management committee, subcommittee or person acting as a member of the management committee; or

- (b) a management committee member, subcommittee member or person acting as a member of the management committee was a Disqualified Person at the relevant time or was otherwise disqualified from being a member but was acting with the authority of the management committee at the relevant time.

### **30. RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING**

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- 30.1 A written resolution signed by each member of the management committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- 30.2 A resolution mentioned in clause 30.1 may consist of several documents in like form, each signed by 1 or more members of the committee.

### **31. FIRST ANNUAL GENERAL MEETING**

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- 31.1 The first annual general meeting must be held within 6 months after the end date of the Association's first reportable financial year.

### **32. MANAGEMENT COMMITTEE MEMBERS TO BE ELECTED AT ANNUAL GENERAL MEETING**

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- 32.1 The association must elect the members of the management committee at each annual general meeting of the association.

### **33. SUBSEQUENT ANNUAL GENERAL MEETINGS**

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- 33.1 Each subsequent annual general meeting must be held—
  - (a) at least once each year; and
  - (b) within 6 months after the end date of the Association's reportable financial year.

### **34. OTHER BUSINESS FOR ANNUAL GENERAL MEETING OF LARGE INCORPORATED ASSOCIATIONS AND PARTICULAR MEDIUM AND SMALL INCORPORATED ASSOCIATIONS**

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- 34.1 This rule applies if the association is—
  - (a) a large incorporated association to which sections 59A and 59AA of the Act apply; or
  - (b) a medium incorporated association to which sections 59A and 59AA of the Act apply; or
  - (c) a small incorporated association to which sections 59A and 59AA of the Act apply.
- 34.2 The following business must be conducted at each annual general meeting of the association—
  - (a) receiving the association's financial statement, and audit report, for the last reportable financial year;
  - (b) presenting the financial statement and audit report to the meeting for adoption;
  - (c) for a large incorporated association—appointing an
    - (i) auditor or an accountant for the present financial year;

- (d) for a medium or small incorporated association—appointing an auditor, an accountant or an approved person for the present financial year.

**35. OTHER BUSINESS FOR ANNUAL GENERAL MEETING OF OTHER MEDIUM INCORPORATED ASSOCIATIONS**

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- 35.1 This rule applies if the association is a medium incorporated association to which sections 59A and 59AB of the Act apply.
- 35.2 The following business must be conducted at each annual general meeting of the association—
  - (a) receiving the association's financial statement, and verification statement, for the last reportable financial year;
  - (b) presenting the financial statement and verification statement to the meeting for adoption;
  - (c) appointing an auditor, an accountant or an approved person for the present financial year.

**36. OTHER BUSINESS FOR ANNUAL GENERAL MEETING OF OTHER SMALL INCORPORATED ASSOCIATIONS**

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- 36.1 This rule applies if the association is a small incorporated association to which sections 59A and 59AB of the Act apply.
- 36.2 The following business must be conducted at each annual general meeting of the association—
  - (a) receiving the association's financial statement, and verification statement, for the last reportable financial year;
  - (b) presenting the financial statement and verification statement to the meeting for adoption.

**37. NOTICE OF GENERAL MEETING**

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- 37.1 The secretary may call a general meeting of the Association.
- 37.2 The secretary must give at least 14 days notice of the meeting to each member of the Association.
- 37.3 If the secretary is unable or unwilling to call the meeting, the president and chair must call the meeting.
- 37.4 The management committee may decide the way in which the notice must be given.
- 37.5 However, notice of the following meetings must be given in writing
  - (a) a meeting called to hear and decide the appeal of a person against the management committee's decision—
    - (i) to reject the person's application for membership of the association; or
    - (ii) to terminate the person's membership of the association;
  - (b) a meeting called to hear and decide a proposed special resolution of the Association.
- 37.6 A notice of a general meeting must state the business to be conducted at the meeting.

### **38. QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING**

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- 38.1 The quorum for a general meeting is at least the number of members elected or appointed to the management committee at the close of the Association's last general meeting plus 1.
- 38.2 However, if all members of the Association are members of the management committee, the quorum is the total number of members less 1.
- 38.3 No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- 38.4 If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the management committee or the Association, the meeting lapses.
- 38.5 If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the management committee or the Association—
- (a) the meeting is to be adjourned for at least 7 days; and
  - (b) the management committee is to decide the day, time and place of the adjourned meeting.
- 38.6 The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 38.7 If a meeting is adjourned under clause 38.6, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 38.8 The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- 38.9 If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

### **39. PROCEDURE AT GENERAL MEETING**

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- 39.1 A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 39.2 A member who participates in a meeting as mentioned in clause 39.1 is taken to be present at the meeting.
- 39.3 At each general meeting—
- (a) the president and chair is to preside as chairperson; and
  - (b) if there is no president and chair or if the president and chair is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the deputy chair will preside as chairperson. If there is no deputy chair or if the deputy chair is also not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and
  - (c) the chairperson must conduct the meeting in a proper and orderly way.

#### **40. VOTING AT GENERAL MEETING**

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- 40.1 At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.
- 40.2 Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- 40.3 A member is not entitled to vote at a general meeting if the member's Donation Amount or Membership Fees are in arrears at the date of the meeting.
- 40.4 The method of voting is to be decided by the management committee.
- 40.5 However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- 40.6 If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
- 40.7 The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

#### **41. SPECIAL GENERAL MEETING**

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- 41.1 The secretary must call a special general meeting by giving each member of the Association notice of the meeting within 14 days after—
  - (a) being directed to call the meeting by the management committee; or
  - (b) being given a written request signed by—
    - (i) at least 33% of the number of members of the management committee when the request is signed; or
    - (ii) at least the number of ordinary members of the Association equal to double the number of members of the Association on the management committee when the request is signed plus 1.; or
  - (c) being given a written notice of an intention to appeal against the decision of the management committee—
    - (i) to reject an application for membership; or
    - (ii) to terminate a person's membership.
- 41.2 A request mentioned in clause 41.1(b) must state—
  - (a) why the special general meeting is being called; and
  - (b) the business to be conducted at the meeting.
- 41.3 A special general meeting must be held within 3 months after the secretary—
  - (a) is directed to call the meeting by the management committee; or
  - (b) is given the written request mentioned in clause 41.1(b); or
  - (c) is given the written notice of an intention to appeal mentioned in clause 41.1(c).

41.4 If the secretary is unable or unwilling to call the special meeting, the president and chair must call the meeting.

## 42. PROXIES

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42.1 An instrument appointing a proxy must be in writing and be in the following or similar form—

[Name of Association]:  
I, \_\_\_\_\_ of \_\_\_\_\_, being  
a member of the Association, appoint \_\_\_\_\_  
of \_\_\_\_\_  
as my proxy, or if they are not present, the chair of the meeting, to vote for me on my  
behalf at the (annual) general meeting of the Association, to be held on the \_\_\_\_\_ day of  
\_\_\_\_\_ 20\_\_\_\_\_  
and at any adjournment of the meeting.  
Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_\_.  
\_\_\_\_\_  
Signature

42.2 The instrument appointing a proxy be signed by the appointor or the appointor's attorney properly authorised in writing; or

42.3 A proxy must be a member of the Association.

42.4 The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.

42.5 Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

42.6 Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.

42.7 If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form—

[Name of Association]:  
I, \_\_\_\_\_ of \_\_\_\_\_, being  
a member of the Association, appoint \_\_\_\_\_  
of \_\_\_\_\_  
as my proxy to vote for me on my behalf at the (annual) general meeting of the  
Association, to be held on the \_\_\_\_\_ day of  
\_\_\_\_\_ 20\_\_\_\_\_  
and at any adjournment of the meeting.  
Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_\_.  
\_\_\_\_\_  
Signature

This form is to be used \*in favour of/\*against [*strike out whichever is not wanted*] the following resolutions—

[List relevant resolutions]

## 43. MINUTES OF GENERAL MEETINGS

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43.1 The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.

43.2 To ensure the accuracy of the minutes—

- (a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and

- (b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the Association that is a general meeting or annual general meeting, verifying their accuracy.
- 43.3 If asked by a member of the Association, the secretary must, within 28 days after the request is made—
- (a) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
  - (b) give the member copies of the minutes of the meeting.
- 43.4 The Association may require the member to pay the reasonable costs of providing copies of the minutes.

#### **44. BY-LAWS**

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- 44.1 The management committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association.
- 44.2 A by-law may be set aside by a vote of members at a general meeting of the Association.
- 44.3 The Membership Guidelines, Committee Guidelines and Grant Guidelines are by-laws of the Association.

#### **45. ALTERATION OF RULES**

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- 45.1 Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- 45.2 However an amendment, repeal or addition is valid only if it is registered by the chief executive.

#### **46. FUNDS AND ACCOUNTS**

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- 46.1 The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the management committee.
- 46.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- 46.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 46.4 A payment by the Association of \$100 or more must be made by cheque, credit or debit card or electronic funds transfer.
- 46.5 If a payment of \$100 or more is made by cheque or electronic funds transfer the cheque must be signed or the electronic funds transfer must be authorised by any 2 of the following—
- (a) the president and chair;
  - (b) the secretary;
  - (c) the treasurer;

- (d) any 1 of 3 other members of the Association who have been authorised by the management committee to sign cheques issued by or authorise electronic funds transfers of the Association.
- 46.6 However, 1 of the persons who signs the cheque or authorises the electronic funds transfer must be the president and chair, the secretary or the treasurer.
- 46.7 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- 46.8 A petty cash account must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.
- 46.9 All expenditure must be approved or ratified at a management committee meeting.

#### **47. GENERAL FINANCIAL MATTERS**

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- 47.1 On behalf of the management committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- 47.2 The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.
- 47.3 Nothing in clause 47.2 prevents:
  - (a) the payment in good faith of reasonable and proper remuneration to any management committee member or employee of the Association or to any member or other person in return for any services rendered or goods provided to the Association;
  - (b) the payment in good faith of reasonable and proper compensation to any management committee member or employee of the Association or to any member or other person for expenses incurred on behalf of the Association; or
  - (c) the payment of interest on money borrowed from a member for the purposes of the Association,
- 47.4 provided such payments are approved by the management committee. Funds received as Donation Amounts must only be applied towards the Grant in accordance with the Grant Guidelines. Funds received as Membership Fees, sponsorship or from events, may be used towards administration expenses incurred in operating the Association.

#### **48. DOCUMENTS**

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- 48.1 The management committee must ensure the safe custody of books, documents, instruments of title and securities of the Association.

#### **49. FINANCIAL YEAR**

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- 49.1 The end date of the Association's financial year is 31 December in each year.

#### **50. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY**

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- 50.1 This clause 50 applies if the Association—
  - (a) is wound-up under part 10 of the Act; and

- (b) has surplus assets.
- 50.2 The surplus assets must not be distributed among the members of the Association.
- 50.3 The surplus assets must be given to another entity—
- (a) having objects similar to the Association's objects, eligible for a Grant or a former recipient of Grant; and
  - (b) the rules of which prohibit the distribution of the entity's income and assets to its members.
- 50.4 In this clause 50 — **surplus assets** see section 92(3) of the Act.

## **51. NOTICES**

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- 51.1 All notices regarding Association matters, including notice of meetings, will be sent to members and management committee members by at their preferred email address, as set out in the Register.
- 51.2 Management committee members will be notified of meetings of the committee by email.
- 51.3 Members and management committee members consent to receive notices electronically when applying for membership.