

**Rules**

**of**

**Temple Beth Israel Inc.**

Arnold Bloch Leibler

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# Rules

## Temple Beth Israel Inc.

### 1 Name

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The name of the incorporated association is **Temple Beth Israel Inc.** (in these Rules called "**the Association**").

### 2 Definitions and interpretation

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#### 2.1 Definitions

In these Rules, unless the context otherwise requires:

**"Act"** means the *Associations Incorporation Reform Act 2012*.

**"Board"** means the Board of Governance of, or other body having management of, the Association established under Rule 20

**"Board Member"** means a member of the Board elected or appointed under Rules 20 or 21.

**"Chairperson"** of a General Meeting or Board meeting, means the person chairing the meeting as required under these Rules.

**"Commissioner"** means the Commissioner of Taxation, a second Commissioner of Taxation or a Deputy Commissioner of Taxation or other delegate of the Commissioner of Taxation for the purposes of the Tax Act.

**"Eligible Person"** means a natural person born of a Jewish mother or father, or a person who has completed a conversion course as accepted by a Beth Din, recognised by the Council of Rabbis of the Australian, Asian and New Zealand Union for Progressive Judaism .

**"Eligible Head of Family"** means an Eligible Person designated as the head of that Eligible Person's family by the Board.

**"Eligible Spouse/Partner"** means an Eligible Person being the spouse or partner of an Eligible Head of Family.

**"Executive Manager"** means the person appointed by the Board to take responsibility for the day to day administration of the Association.

**"Family Member"** means an Eligible Head of Family an Eligible Spouse/Partner and all Eligible Children/Step-Children.

**"Financial Member"** means a Member who is not an Unfinancial Member.

**"Financial Year"** means each period of 12 months ending on 30 June .

**"Friends of Temple Beth Israel"** means a person who is a non Jewish person, who wishes to support the work of the community of Temple Beth Israel.

**“General Meeting”** means a general meeting of members convened in accordance with Rule 18 and includes an annual general meeting and a special general meeting.

**“GST”** has the meaning given by Section 195-1 of the GST Act.

**“GST Act”** means A New Tax System (Goods and Services Tax) Act 1999.

**“Honorary Life Member”** means an Eligible Person who has been elected as such by the Board pursuant to Rule 7.2(j).

**“Honorary Life Membership”** means the right of an Eligible Person to Membership as an Honorary Life Member of the Association.

**“Honorary Member”** means an Eligible Person who has been elected. for a specific time, as such by the Board pursuant to Rule 7.2(j).

**“Honorary Membership”** means the right of an Eligible Person to Membership as an Honorary Member of the Association for a specific time.

**“Individual Member”** means an Eligible Person who is accepted for Individual Membership and whose name is entered in the register of members.

**“Individual Membership”** means the right of an Eligible Person to Membership as an Individual Member of the Association.

**“Member”** means –

- (a) each Honorary Life Member;
- (b) each Honorary Member;
- (c) each Family Member;
- (d) each Individual Member; and
- (e) each other classification of member as may be established by the Board in accordance with the provisions of Rule 7.2(k).

and who is recorded as such in the register of members.

**“Membership”** means the right of an Eligible Person to membership of the Association.

**“Membership Year”** means each period of 12 calendar months commencing on 1 July and ending on the next ensuing 30 June.

**“Officer”** means each person elected as an officer of the Association in accordance with Rules 20 and 21.

**“Ordinary Member of the Board”** means a member of the Board who is not an officer of the Association under Rule 20.2.

**“Past President”** means the immediate past President of the Association.

**“President”** means the person elected in accordance with Rule 20.

**“Regulations”** means regulations under the Act.

**“Relevant Documents”** has the meaning given by the Act.

**“Secretary”** means the person elected or appointed in accordance with either Rule 20 or Rule 27 to perform the duties of a secretary of the Association, which duties may be delegated to the Executive Manager.

**“Security Interest”** means any mortgage, lien, hypothecation, charge (whether fixed or floating), bill of sale, caveat, pledge, claim, trust arrangement, preferential right, right of set-off, title retention or other form of encumbrance and includes any “security interest” within the meaning of section 12 of the *Personal Property Securities Act 2009* (Cth).

**“Tax Act”** means the *Income Tax Assessment Act 1997* (Cth).

**“Treasurer”** means any person elected from time to time pursuant to Rules 20 and 21 to perform the duties of a treasurer, which duties may be delegated to the Executive Manager;

**Unfinancial Member”** means a Member, except an Honorary Member or Honorary Life Member, who has failed to pay their annual contribution in any Financial Year;

**“Vice-President”** means the person elected in accordance with Rule 20.

**“Voting Member”** means an Honorary Member, Honorary Life Member or a Financial Member who is at least 18 years of age.

## 2.2 Words and expressions

In these Rules, unless the context requires otherwise:

- (a) a reference to these Rules and any other document or agreement includes a reference to these Rules or that document or agreement as amended, novated, supplemented, varied or replaced from time to time and includes rules, regulations and by-laws made thereunder;
- (b) a reference to any legislation or to any provision of any legislation includes:
  - (i) any modification or re-enactment of the legislation;
  - (ii) any legislative provision substituted for, and all legislation, statutory instruments and regulations issued under, the legislation or provision; and
  - (iii) where relevant, corresponding legislation in any Australian State or Territory;
- (c) a reference to “\$”, “A\$” or “dollar” is a reference to Australian currency;
- (d) the singular means the plural and vice versa;
- (e) words denoting any gender include all genders;
- (f) words and expressions denoting natural persons include bodies corporate, partnerships, associations, institutions, firms, bodies and entities (whether incorporated or not), governments and governmental authorities and agencies and vice versa;
- (g) headings are for convenience and do not affect interpretation;
- (h) a reference to these Rules includes any schedules or annexures; and
- (i) words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the *Interpretation of Legislation Act 1984* and the Act as in force from time to time unless otherwise defined in these Rules.

## 2.3 Model rules

To the extent permitted by law, the model rules contained in the Act do not apply to the Association.

## **3 Purposes**

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### **3.1 Principal purposes**

The principal purposes for which the Association is established are:

- (a) to provide, support and maintain a House of Worship according to the practice of Progressive Judaism;
- (b) to stimulate and encourage the study of Judaism, its language, history and lore, with the aim of the fuller adaptation of religious practice and belief;
- (c) to foster an interactive, mutually supportive, stimulating, social, educational and cultural community of Progressive Jews of all ages and backgrounds, and
- (d) to provide a spiritual community for all Jews seeking to sanctify their lives through Jewish practice, sensitive to contemporary society and committed to Jewish tradition.

### **3.2 Ancillary purposes**

To achieve the principal purposes set out in Rule 3.1, the Association may, among other things:

- (a) organise functions, events or entertainments of any kind to raise funds for the facilitation of any of the purposes;
- (b) support or subscribe to religious, charitable or public bodies consistent with the purposes of the Association;
- (c) implement and market materials and programs for use by members of the Association and to the public generally and organisations and institutions of all kinds to promote awareness and knowledge of the Jewish faith;
- (d) conduct public programs including education programs, social and community programs and research programs;
- (e) disseminate information relating to education and community programs and to produce, edit, publish, issue, sell, circulate and preserve such papers, periodicals, books, circulars and other literary matters as are conducive to these objects;
- (f) establish and maintain relationships and close communications with corporations, entities, associations, foundations, institutions, organisations and groups including Federal, State and Local Government instrumentalities, authorities and professionals that may have related interests to the Association and utilise their resources and facilities to provide and achieve the purposes of the Association;
- (g) seek and co-ordinate funding from Federal, State and Local Government and the private sector in the form of grants, gifts, donations and bequests committed to the purposes of the Association;
- (h) encourage and promote and generally to create greater community awareness in the knowledge and understanding of the purposes of the Association;
- (i) provide or attract funds for the facilitation of any of the purposes especially for the conduct of public programs including education and community programs; and
- (j) do all such other things as are incidental or conducive to the attainment of the purposes and aims of the Association.

The purposes of the Association will be pursued principally in Australia.

### **3.3 Fundamental values**

- (a) Judaism as a God-centred way of life, based on Torah and the inspiration for living that it provides;

- (b) practice of Jewish traditions that connect us with Am Yisrael and our heritage, and enrich our lives in the modern world;
- (c) Progressive Judaism, which entails a commitment to social action (tikkun olam), religious pluralism, egalitarianism and inclusion;
- (d) Zionism and the ideals of religious pluralism in the State of Israel;
- (e) Jewish continuity and growth, and
- (f) commitment to the mutuality of Australian Society and Progressive Judaism in enhancing the well-being of the broader community.

### **3.4 No profit or gain to Members**

- (a) The Association will not be carried on for the purpose of profit or gain to its Members and the income and property of the Association, however and wherever derived, will be applied solely towards the promotion of the purposes of the Association.
- (b) No portion of the income or property of the Association will be paid or transferred, directly or indirectly, to the Members of the Association but nothing contained in these Rules will prevent the payment in good faith of remuneration to any officers or servants of the Association or to any Member of the Association in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual course of business.

## **4 Powers**

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- 4.1** The Association has, subject to the Act, power to do all things necessary or convenient to be done for, or in connection with, the attainment of its purposes.
- 4.2** Without limiting the generality of clause 4.1, the Association has all the rights, powers and privileges and the legal capacity provided under the Act including, but not limited to, the powers to:
  - (a) accept gifts, devises, bequests or assignments made to the Association, whether on trust or otherwise, and whether unconditionally or subject to a condition and, if a gift, devise, bequest or assignment is accepted by the Association on trust or subject to a condition, to act as trustee or to comply with the condition, as the case may be;
  - (b) make available (whether in writing or in any other form and whether by sale or otherwise) information relating to the Association and its functions;
  - (c) to occupy, use and control any land or building owned or held under lease by any other person made available to the Association;
  - (d) acquire, hold and dispose of real and personal property;
  - (e) lease the whole or any part of any land or building for the purposes of the Association;
  - (f) enter into contracts;
  - (g) erect buildings;
  - (h) employ managers and other staff to implement the purposes of the Association and pay such fees, salaries, emoluments and expenses as the Board considers reasonable to such persons;



- (i) purchase or take on hire, or to accept as a gift or on deposit or loan, and to dispose of or otherwise deal with furnishings, equipment and other goods;
- (j) take over the funds and other assets and liabilities of any other bodies, organisations, corporations, institutions or associations that may seem conducive to the purposes of the Association;
- (k) act as trustee of moneys or other property vested in the Association on trust; and
- (l) do anything incidental to any of the Association's purposes.

**4.3** Notwithstanding anything contained in these Rules, any money or other property held by the Association for the Association on trust or accepted by the Association for the Association subject to a condition, will not be dealt with except in accordance with the obligations of the Association as trustee or as the person who has accepted the money or other property subject to the condition, as the case may be.

## **5 Alteration of Rules**

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. Subject to the Act, the Association may, by special resolution, alter its rules.

## **6 Affiliation with other bodies**

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The Association may be a constituent of the Union for Progressive Judaism Australia, New Zealand, Asia (UPJ), the Progressive Judaism Victoria Inc. (PJV), and any other organisation determined by the Board from time to time.

## **7 Membership**

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### **7.1 Minimum number**

- (a) Subject to these Rules and the Act, there must be at least five Members.
- (b) The Board may, from time to time, prescribe a maximum number of Members.

### **7.2 Application for Membership**

- (a) An Eligible Person who applies for and is approved for Membership as provided in these Rules is eligible to be a Member of the Association on payment of the entrance fee and annual subscription payable under these Rules.
- (b) An Eligible Person who is not a Member of the Association at the time of the incorporation of the Association (or who was such a Member at that time but has ceased to be a Member) shall not be admitted to Membership unless:
  - (i) the person applies for Membership in accordance with Rule 7.2(c); and
  - (ii) the person's admission as a Member is approved by the Board.
- (c) An application of an Eligible Person for Membership of the Association must:
  - (i) be made in writing in the form prescribed by the Board from time to time; and
  - (ii) shall be lodged with the Secretary of the Association or such other person as the Board shall from time to time determine for that purpose.
- (d) As soon as practicable after the receipt of an application, the Secretary must refer the application to the Board.

- (e) Upon an application being referred to the Board, the Board shall determine, in its absolute discretion, whether to approve or to reject the application.
- (f) Upon an application being approved by the Board, the Secretary must, as soon as practicable:
  - (i) notify the applicant in writing that the applicant has been approved for Membership; and
  - (ii) request payment within the period of 28 days after receipt of the notification of the sum payable (if any) under these Rules as the entrance fee and the first year's annual subscription.
- (g) The Secretary, or such other person as the Board shall from time to time determine must, as soon as practicable after notice is given under Rule 7.2(f)(i) or if any amounts are payable under Rule 7.2(f)(ii), within 28 days after receipt of the amounts referred to in Rule 7.2(f)(ii), enter the applicant's name in the register of members.
- (h) An applicant for Membership becomes a Member and is entitled to exercise the rights of Membership when the applicant's name is entered into the register of members.
- (i) Upon an application being rejected by the Board, the Secretary or such other person as the Board shall from time to time determine, must, as soon as practicable, notify the applicant in writing that the application has been rejected. No reason need be given for the rejection of an application.
- (j) The Board may at any time and from time to time, by unanimous resolution, elect an Eligible Person as an Honorary Member or Honorary Life Member.
- (k) Notwithstanding anything to the contrary contained in these Rules, the Board may, at any time and from time to time, establish different classes of Membership and may prescribe the qualifications, rights and privileges of Eligible Persons admitted to such Membership.

### **7.3 Rights not transferable**

A right, privilege, or obligation of a person by reason of that person's Membership:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon the cessation of Membership whether by death or resignation or otherwise.

## **8 Entrance fee and annual subscription**

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- 8.1** Subject to Rule 8.3, the entrance fee is the amount determined by the Board when the Board approves an application under clause 7.2(e).
- 8.2** Subject to Rule 8.3, the annual contribution applicable to each Membership shall be fixed by the Board and shall be payable, as determined by the Board in each Membership Year, to the Treasurer or to such other person as the Board shall from time to time determine for that purpose. .
- 8.3** The Board, in its absolute discretion, is entitled to determine that:
  - (a) no entrance fee is payable in respect of any Membership; or
  - (b) the entrance fee applicable in respect of any Membership is different to the entrance fee applicable to any other Membership; or
  - (c) no annual contribution or part of an annual contribution is payable in respect of any Membership.

- 8.4** If the first Membership Year is comprised of less than 365 days then the annual contribution payable (if any) shall be pro-rated according to the number of days remaining in that Membership Year.
- 8.5** All payments that are required to be made by a Member under these Rules are exclusive of GST.
- 8.6** If any payment referred to in this Rule 8 is for, or is in connection with, a supply made by the Association under these Rules on which the Association is liable to pay GST, then such payment shall be increased by the prevailing rate of that GST and the Member shall pay that increased amount to the Association at the same time and in the same manner as all other payments required to be made.
- 8.7** The Association must issue to the Member a tax invoice for the increased amount referred to in Rule 6.6 within 14 days from the date that the increased amount is required to be paid by the Member.

## **9 Default by Members**

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- 9.1** If a Member fails to pay the whole or any part of that Member's annual contribution in any Financial Year, for more than three calendar months after commencement of a Membership Year, then —
- (a) all of the rights and privileges of that Member may be suspended until the annual contribution, or such part thereof which remains outstanding, is paid or until that Member's Membership has been determined in accordance with the provisions of Rule 13; and
- (b) the Treasurer or Secretary may give notice to that Member requiring payment of the annual contribution, or such part thereof which remains outstanding.
- 9.2** If any Member fails to pay that Member's annual contribution, or any part thereof remains outstanding for more than 30 days after service of the notice to the Member in accordance with the provisions of Rule 9.1, then that Member shall cease to be a Member pursuant to Rule 13 and the Treasurer or Secretary shall notify that Member accordingly.

## **10 Rights of Members**

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- 10.1** Subject to these Rules and any other rules, regulations and by-laws of the Association, all Members are entitled to all the rights and privileges of Membership of the Association.
- 10.2** Each Member (excluding each Unfinancial Member) shall be entitled to receive notices of general meetings, copies of financial reports, financial records and other information, records and books of or concerning the Association as required by the Act, these Rules and any other rules, regulations and by-laws of the Association.

## **11 Register of Members**

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- 11.1** The Secretary must keep and maintain a register of members containing:
- (a) the name and address of each Member;
- (b) the date on which each Member's name was entered in the register;
- (c) in the case of each former Member, the date of ceasing to be a Member; and
- (d) any other information which the Board considers necessary.

- 11.2 The register shall be available for inspection at a reasonable time, free of charge, by any Member upon request.
- 11.3 Subject to the Act, a Member may make a copy of entries in the register unless otherwise determined by the Board.
- 11.4 The Secretary may restrict access to the personal information of a person recorded as a Member in accordance with the Act.

## **12 Ceasing Membership**

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- 12.1 A Member may resign from the Association.
- 12.2 The Secretary, or such other person as the Board shall from time to time determine for that purpose, must record in the register of members the date on which the Member ceased to be a Member.
- 12.3 A Member who resigns his or her Membership continues to be liable for all moneys due by that Member and unpaid at the date of his or her resignation.
- 12.4 The Membership of an Unfinancial Member may be terminated, at any time, by resolution passed by a majority of the Board.
- 12.5 For the purposes of Rule 12.4, the Secretary, or such other person as the Board shall from time to time determine for that purpose must, as soon as practicable, cause to be given to the Member whose membership has been terminated a written notice informing that Member of the Board's decision.
- 12.6 The resignation or termination of Membership of a Member pursuant to Rules 12.1 or 12.4 shall not affect the right of that Member to re-apply for Membership pursuant to Rule 7.

## **13 Discipline, suspension and expulsion of Members**

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- 13.1 Subject to these Rules and the Act, if the Board is of the opinion that a Member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Association, the Board may by resolution:
  - (a) suspend that Member from Membership of the Association for a specified period; or
  - (b) expel that Member from the Association.
- 13.2 A resolution of the Board under Rule 13.1 does not take effect unless:
  - (a) at a meeting held in accordance with Rule 13.3, the Board confirms the resolution; and
  - (b) if the Member exercises a right of appeal to the Association under this Rule, the Association confirms the resolution in accordance with this Rule.
- 13.3 A meeting of the Board to confirm or revoke a resolution passed under Rule 13.1 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the Member in accordance with Rule 13.4.
- 13.4 For the purposes of giving notice in accordance with Rule 13.3, the Secretary must, as soon as practicable, cause to be given to the Member a written notice:

- (a) setting out the resolution of the Board and the grounds on which it is based; and
- (b) stating that the Member, or the Member's representative, may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that Member; and
- (c) stating the date, place and time of that meeting; and
- (d) informing the Member that the Member may do one or more of the following:
  - (i) attend that meeting;
  - (ii) give to the Board before the date of that meeting a written statement seeking the revocation of the resolution;
- (e) informing the Member that, if at that meeting, the Board confirms the resolution, the Member may not later than 48 hours after that meeting, give the Secretary a notice to the effect that the Member wishes to appeal to the Association in General Meeting against the resolution.

**13.5** At a meeting of the Board to confirm or revoke a resolution passed under Rule 13.1, the Board must:

- (a) give the Member, or the Member's representative, an opportunity to be heard; and
- (b) give due consideration to any written statement submitted by the Member; and
- (c) determine whether to confirm or to revoke the resolution.

**13.6** If at the meeting of the Board, the Board confirms the resolution, the Member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that the Member wishes to appeal to the Association in a General Meeting against the resolution.

**13.7** If the Secretary receives a notice under Rule 13.6, the Secretary must notify the Board and the Board must convene a General Meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.

**13.8** At a General Meeting of the Association convened under Rule 13.7:

- (a) no business other than the question of the appeal shall be conducted; and
- (b) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
- (c) the Member, or the Member's representative, must be given an opportunity to be heard; and
- (d) the Members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

**13.9** If at the General Meeting:

- (a) two-thirds of the Members vote in person, or by proxy, in favour of the resolution - the resolution is confirmed; and
- (b) in any other case - the resolution is revoked.

## **14 Disputes and mediation**

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**14.1** The grievance procedure set out in this Rule 14 applies to disputes under these Rules between:

- (a) a Member and another Member; or
- (b) a Member and a Board Member; or

- (c) a Member and the Association.
- 14.2** The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 14.3** If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days following the meeting, hold a further meeting in the presence of a mediator.
- 14.4** The mediator must be:
- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement:
- (i) in the case of a dispute between a Member and another Member – a person appointed by the Board; or
- (ii) in the case of a dispute between a Member and the Board or the Association – a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 14.5** A Member of the Association can be a mediator but must not be a person who has a personal interest in the dispute or is biased in favour of or against any party to the dispute.
- 14.6** The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 14.7** The mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard; and
- (b) allow due consideration by all parties by any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 14.8** The mediator must not determine the dispute.
- 14.9** If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **15 Annual general meeting**

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- 15.1** Subject to the Act, the Board must convene an annual general meeting within five months after the end of each Financial Year.
- 15.2** The Board may determine the date, time and place of the annual general meeting of the Association, provided that it is held within five months of the end of the Financial Year.
- 15.3** The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- 15.4** The ordinary business of the annual general meeting shall be to:
- (a) confirm the minutes of the preceding annual general meeting and of any General Meeting held since that meeting;

- (b) receive and consider the annual report of the Board on the activities of the Association during the preceding Financial Year and the financial statements of the Association for the preceding Financial Year submitted by the Board in accordance with the Act;
- (c) elect the Board Members;
- (d) appoint auditors for the ensuing Financial Year;
- (e) appoint lawyers for the ensuing Financial Year;
- (f) confirm or vary the amounts (if any) of the entrance fee and the annual subscription; and
- (g) consider any other business as may be properly transacted at the annual general meeting.

**15.5** All elections for positions on the Board shall be conducted by secret ballot subject to Clause 21.4.

**15.6** The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

## **16 Special general meeting**

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- 16.1** In addition to the annual general meeting, any other General Meetings may be held in the same year.
- 16.2** All General Meetings other than the annual general meeting are special general meetings.
- 16.3** The Board may, whenever it thinks fit, convene a special general meeting of the Association.
- 16.4** If, but for this Rule, more than 15 months would elapse between annual general meetings, the Board must convene a special general meeting before the expiration of that period.
- 16.5** The Board must, on the request in writing of Financial Members (excluding Honorary Members and Honorary Life Members) representing not less than 5% of the total number of Financial Members (excluding Honorary Members and Honorary Life Members), call a special general meeting of the Association. The request for a special general meeting must:
  - (a) be in writing;
  - (b) state the business to be considered at the meeting and any resolutions to be proposed;
  - (c) include the names, and be signed by, the Members requesting the meeting; and
  - (d) be given to the Secretary.
- 16.6** If the Board does not cause a special general meeting to be held within one month after the date on which the request is given to the Secretary, the Members making the request, or any of them, may convene a special general meeting to be held within 3 months after that date.
- 16.7** If a special general meeting is convened by Members in accordance with this Rule 16:
  - (a) it must be convened in the same manner as far as possible as a meeting convened by the Board;

- (b) all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses; and
- (c) may only consider the business stated in the request.

## **17 Special business**

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All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under these Rules as ordinary business of the annual general meeting, is deemed to be special business.

## **18 Notice of meeting**

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**18.1** The Secretary of the Association must give each Member at least 14 days notice, or if a special resolution has been proposed at least 21 days notice, of a General Meeting in accordance with Rule 18.2.

**18.2** A notice of a General Meeting must:

- (a) set out the place, date and time for the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate the meeting);
- (b) state the general nature of the meeting's business;
- (c) if a special resolution is to be proposed at the meeting, specify the intention to propose the resolution as a special resolution and set out in full the proposed special resolution; and
- (d) contain a statement specifying that:
  - (i) the Member has a right to appoint a proxy; and
  - (ii) the proxy must be a Member.

**18.3** Notice may be sent in accordance with Rule 33, including:

- (a) by electronic transmission to the email address appearing in the register of members; or
- (b) if the Member requests, by prepaid post to the address appearing in the register of members or by facsimile transmission .

**18.4** No business other than that set out in the notice convening the meeting shall be conducted at the meeting.

**18.5** A Member intending to bring any business before a meeting may notify, in writing or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next General Meeting.

**18.6** The failure or accidental omission to send notice of a General Meeting to, or the non-receipt of a notice by, any person entitled to notice does not invalidate the proceedings or any resolution passed at the meeting.

**18.7** Subject to the Act, the Board may at any time prior to the time at which a General Meeting is to be held, postpone or cancel any General Meeting or change the place of any General Meeting. Any such postponement, cancellation or change must be communicated to each Member of the Association and each other person to whom notice was given, in any manner permitted under clause 33.



## **19 Proceedings at General Meetings**

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- 19.1** No business shall be conducted at any General Meeting unless a quorum of Members entitled under these Rules to vote is present.
- 19.2** 40 Financial Members (excluding Honorary Members and Honorary Life Members) present personally constitute a quorum for the conduct of the business of a General Meeting. Each Member present at a General Meeting may only be counted once toward a quorum.
- 19.3** If, within half an hour after the notified time for the commencement of a General Meeting, a quorum is not present:
- (a) in the case of a meeting convened by, or at the request of, Members – the meeting must be dissolved; and
  - (b) in any other case – the meeting shall stand adjourned for a period of fifteen minutes.
- 19.4** If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members personally present (being not less than 25) shall be a quorum.
- 19.5** The President, or in the President's absence, either of the Vice-Presidents, shall preside as Chairperson at each General Meeting of the Association.
- 19.6** If the President and the Vice-Presidents are both absent from a General Meeting, or are unable to preside, the Members present must select one of their number to preside as Chairperson.
- 19.7** The Chairperson of a General Meeting may, with the consent of a majority of Members present at the meeting, adjourn the meeting from time to time and place to place.
- 19.8** No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 19.9** If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with Rule 18.
- 19.10** Except as provided in Rule 19.9, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.
- 19.11** A Financial Member (including Honorary Members and Honorary Life Members) may vote in person or by proxy or attorney and on a show of hands or on a poll every such Member has one vote. A resolution of Members must be passed by a majority of the votes cast by Members entitled to vote on the resolution unless otherwise required under the Act or these Rules.
- 19.12** In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 19.13** A Member is not entitled to vote at any General Meeting unless all moneys due and payable by that Member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current Financial Year.
- 19.14** If at a meeting a poll on any question is demanded (where votes are cast in writing) by not less than 3 Members, it must be taken at that meeting in such

manner as the Chairperson may direct and the resolution on the basis of the poll shall be deemed to be a resolution of the meeting on that question.

- 19.15** A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.
- 19.16** If a question arising at a General Meeting of the Association is determined on a show of hands:
- (a) a declaration by the Chairperson that a resolution has been:
    - (i) carried; or
    - (ii) carried unanimously; or
    - (iii) carried by a particular majority; or
    - (iv) lost; and
  - (b) an entry to that effect in the minute book of the Association,
- is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- 19.17** Each Member is entitled to appoint another Member as that Member's proxy by notice given to the Secretary no later than 24 hours before the time of commencement of the meeting in respect of which the proxy is appointed.
- 19.18** The form appointing a proxy must be:
- (a) for a meeting of the Association convened under Rule 13.7, in the form set out in Appendix 1; or
  - (b) in any other case, in the form set out in Appendix 2; and
  - (c) signed by the Member.

## **20 Board of Governance**

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- 20.1** Subject to the Act, the Board shall consist of:
- (a) the following persons elected by and from among the Members in accordance with this Rule and Rule 21:
    - (i) each Officer of the Association; and
    - (ii) seven Ordinary Members of the Board; and
  - (b) up to three additional members elected by the existing members of the Board; and
  - (c) the Past President.
- 20.2** The Officers of the Association shall comprise:
- (a) a President;
  - (b) two Vice-Presidents;
  - (c) a Treasurer; and
  - (d) a Secretary;

each of whom must at all times remain Members of the Association and shall be elected at the annual general meeting of the Association in each year.

- 20.3** Subject to the Act, the Board must appoint a Secretary who must be a Board Member elected in accordance with Rule 20.1. In the event of a casual vacancy on the Board:
- (a) if the office of President or Vice-President becomes vacant, the Board may appoint another Board Member who does not hold either of those offices, to the vacant office; and
  - (b) in any other case, the Board may appoint a Member of the Association to fill the vacancy and the Member appointed shall hold office, subject to these Rules, until the conclusion of the next annual general meeting following the date of the appointment,
- and the person appointed may continue in office up to and including the conclusion of the next annual general meeting following the date of appointment.

**20.4** Subject to Rules 20.5 and 27, if the office of Secretary becomes vacant, the Board must appoint another person to the office of Secretary within 14 days after the vacancy occurs.

**20.5** If the Secretary:

- (a) is a Board Member elected by Members; and
- (b) vacates the office of Secretary,

the Board must appoint another person to the office of Secretary within 14 days after the vacancy occurs until the next annual general meeting but is eligible for re-election by Members.

**20.6** The Officers of the Association shall be elected for a term of one year and shall retire at the annual general meeting succeeding that at which they were elected, the officers of the Association may stand for re-election, provided that after having held office for 2 consecutive years, a President will not accept nomination for election as President for a further period unless requested to do so in writing signed by at least two thirds of the members of the Board.

**20.7** Subject to rule 20.9, all elections for positions as Ordinary Members of the Board shall be for a term of two years but shall be eligible for re-election.

**20.8** All elections for positions referred to in Rule 20.1(b) shall be for a term of one year but shall be eligible for re-election.

**20.9** No Ordinary Board Member shall continue to hold office if that person has served 10 consecutive years on the Board in that capacity. Such a person may only become eligible for re-appointment if he or she has had at least a 24 month absence from appointment as an Ordinary Board Member.

## **21 Election of Board Members**

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**21.1** Nominations of candidates for election as Officers of the Association or as Ordinary Members of the Board must be:

- (a) made in writing, signed by two Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
- (b) be delivered to the Secretary, or such other person as the Board shall determine from time to time, not less than 7 days before the date fixed for the holding of the annual general meeting.

- 21.2** A candidate may only be nominated for one office, or as an Ordinary Member of the Board prior to the annual general meeting.
- 21.3** If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected.
- 21.4** If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 21.5** If the number of nominations exceeds the number of vacancies to be filled, a secret ballot must be held.
- 21.6** If a secret ballot is required, the secret ballot shall be conducted at the annual general meeting in such manner determined by the Board.
- 21.7** The office of a Board Member becomes vacant if the person:
- (a) resigns from office by written notice to the Board; or
  - (b) dies; or
  - (c) is removed from office under Rule 25; or
  - (d) ceases to be a Member of the Association; or
  - (e) becomes an insolvent under administration within the meaning of the *Interpretation of Legislation Act 1984*; or
  - (f) becomes a represented person within the meaning of the *Guardianship and Administration Act 1986*; or
  - (g) is absent from four consecutive meetings of the Board (as defined in rule 24.1) without due cause; or
  - (h) in the case of a Secretary who is a Board Member, ceases to reside in Australia, and all Board Members and the Secretary cease to hold office if a statutory manager is appointed under the Act to conduct the affairs of the Association.

## **22 Powers and duties of the Board**

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### **22.1 Management of the Association**

- (a) The affairs of the Association shall be controlled and managed by, and under the direction of, the Board.
- (b) The Board:
  - (i) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules or the Act to be exercised by General Meetings of the Members of the Association;
  - (ii) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association; and
  - (iii) shall perform all other duties imposed from time to time by resolution of Members at a General Meeting.
- (c) Without limiting the generality of clause 22.1, the Board may make rules, regulations and by-laws for the conduct, administration and management of the Association and may from time to time alter, modify and revoke such rules, regulations and by-laws and make new or additional rules, regulations and by-laws

but so that such rules, regulations and by-laws shall not be inconsistent with any of the provisions of these Rules, nor result in the Association ceasing to comply with any special conditions applicable to the Association under the Tax Act.

## **22.2 Specific powers**

Without limiting the generality of clause 22.1, the Board may exercise all the powers of the Association to:

- (a) borrow money;
- (b) grant Security Interests in relation to any of the Association's property or business to secure any debt, liability or obligation of the Association or any other person;
- (c) guarantee, indemnify or otherwise become liable for the payment of money or the performance of any obligation by or of any other person; and
- (d) pay out of the Association's funds all expenses of the promotion, formation and registration of the Association and the vesting in it of the assets acquired by the Association,

on any terms determined by the Board.

## **22.3 Duties under the Act**

A Board Member must comply with the Act and fulfil any duties prescribed in it.

## **22.4 Disclosure of interests**

If required by the Act, a Board Member must disclose to the Board any material personal interest the Board Member has in a matter relating to the affairs of the Association. The Secretary must record details of any such disclosures in the minutes of the relevant Board meeting.

## **22.5 Voting if Board Member has an interest**

Each member of the Board who has a pecuniary interest (whether directly or indirectly) in a matter, contract or arrangement with the Association, must declare the nature of that interest and may not be present at a meeting while that matter, contract or arrangement is being considered by the Board, unless expressly requested by the other members of the Board to remain but, in any event, may not vote on, or in relation to that matter, contract or arrangement.

## **22.6 Obligation of secrecy**

Every Board Member and other agent or officer of the Association must:

- (a) keep the transactions and affairs of the Association confidential, except:
  - (i) to the extent necessary to enable the person to perform that person's duties to the Association;
  - (ii) as required by the Board or the Members in General Meeting; and
  - (iii) as required by law; and
- (b) if requested by the Board, sign a confidentiality undertaking consistent with this clause 22.6.

# **23 Delegation of Board's powers**

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## **23.1 Power to delegate**

The Board may delegate any of its powers to:

- (a) a committee

- (b) a subcommittee;
- (c) a Board Member;
- (d) an employee or adviser of the Association; or
- (e) an agent or attorney,

with the exception of this power to delegate or any duty imposed on the Board by the Act or any other law.

### **23.2 Composition of committees and subcommittees**

Each committee or sub-committee may comprise

- (a) the President and a nominee; and
- (b) such other persons as may be elected by the Board for such term and on such conditions as prescribed by the Board.

### **23.3 Terms of delegation**

A delegation of powers under clause 23.1 may be made:

- (a) for a specified period or without specifying a period; and
- (b) on the terms (including the power to delegate further) and subject to any restrictions that the Board determines from time to time.

A document of delegation may contain provisions for the protection and convenience of those who deal with the delegate that the Board thinks appropriate.

### **23.4 Delegate to comply with directions**

A delegate under clause 23.1 must exercise its powers subject to any direction from the Board.

### **23.5 Board may remove committee or sub-committee member**

The Board may remove any member of a committee of sub-committee at any time.

### **23.6 Board may revoke delegation**

The Board may revoke a delegation of its powers at any time.

## **24 Proceedings of the Board**

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- 24.1** The Board must meet at least ten times in each Financial Year at the dates, times and places as the Board may determine.
- 24.2** The Board may, from time to time, invite any person it considers necessary or appropriate to attend at any meeting of the Board but a person invited to attend any such meeting shall not be entitled to vote.
- 24.3** Special meetings of the Board may be convened by the President, either of the Vice-Presidents or by any four Board Members.
- 24.4** Written notice of each Board meeting must be given to each Board Member at least seven business days before the date of the meeting.
- 24.5** Subject to Rule 24.12, written notice must be given to Board Members of any special meeting specifying the general nature of the business to be conducted and no other business shall be conducted at such a meeting.

- 24.6** Any seven Board Members constitute a quorum for the conduct of the business of a meeting of the Board.
- 24.7** No business shall be conducted unless a quorum is present.
- 24.8** If within half an hour of the time appointed for the meeting a quorum is not present:
- (a) in the case of a special meeting – the meeting lapses;
  - (b) in any other case – the meeting shall stand adjourned to the same place and at the same time and day in the following week.
- 24.9** At meetings of the Board:
- (a) a chairperson nominated by the Board shall preside; or
  - (b) if the chairperson is absent, then a person nominated by the Board shall preside.
- 24.10** Questions arising at a meeting of the Board shall be determined by a show of hands or, if a Board Member requests, by a poll taken in such manner as the person presiding at the meeting may determine.
- 24.11** A resolution of the Board may be rescinded providing a full month's notice of intention to rescind is given and is approved by a vote of 75% of the Board.
- 24.12** Subject to Rule 22.5, each Board member (excluding the Past President) present at a meeting of the Board (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 24.13** For the purpose of these Rules, the contemporaneous linking together by telephone or by such other method of audio or audio visual communication system of a number of Board Members not less than the quorum specified in 24.6 shall constitute a meeting of the Board subject to the following conditions namely -
- (a) All the members of the Board for the time being entitled to receive notice of a meeting shall be entitled to notice of a meeting by telephone or by such other method of audio or audio visual communication system and to be linked by telephone or such other audio or audiovisual communication system;
  - (b) each of the members of the Board taking part in the meeting by telephone or such other audio or audio visual communication system must be able to hear each of the other members of the Board taking part at the commencement of the meeting; and
  - (c) at the commencement of the meeting each such member of the Board must acknowledge his presence for the purpose of a meeting of the members of the Board to all other members taking part.
- 24.14** Notwithstanding Rule 24.5 a special meeting may be called by telephone or by such other method of audio or audio visual communication system as the members of the Board may from time to time determine.
- 24.15** A minute of the proceedings at such meeting by telephone, or by such other method of audio or audio visual communication system, shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified to be a correct minute by the person presiding at the meeting.
- 24.16**

- (a) Subject to the Act and the other provisions of the Rules, the Board may pass a resolution without holding a Board meeting if a majority of Board Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document may be used for signing by Board Members if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last Board Member signs.
- (b) For the purposes of this Rule 24.16, the Association may accept a copy of a signed document sent by facsimile or electronic means.

**24.17** In cases of urgency, a meeting can be held without notice being given in accordance with rule 24.14 provided that:

- (a) As much notice as practicable is given to each Board Member by the quickest means practicable.
- (b) Urgent meetings of the Board are convened by the President, either of the Vice-Presidents or by any four Board Members.
- (c) Any resolution made at the meeting is passed consistent with the usual requirements of the Rules, including without limitation, requirement of any seven Board Members to constitute quorum in Rule 24.16.
- (d) The only business conducted at an urgent meeting is the business for which the meeting is convened.



## **25 Removal of Board Member**

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- 25.1** The Association in General Meeting may, by special resolution:
- (a) remove a Board Member before the expiration of that member's term of office; and
  - (b) appoint another person in that Board Member's place to hold office until the expiration of the term of the Board Member removed.
- 25.2** A Board Member who is the subject of a proposed resolution referred to in Rule 25.1 may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the Members of the Association.
- 25.3** The Secretary or the President may give a copy of the representations to each Member of the Association or, if they are not given, the Board Member may require that they be read out at the meeting.
- 25.4** A Board Member may be removed by the Board by a vote of 75% of the Board.

## **26 Proceedings of committees and sub-committees**

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- 26.1** Each committee, sub-committee or advisory board established by the Board shall meet at such times and places as determined by the members of those committees, sub-committees or advisory boards.
- 26.2** Each committee, sub-committee or advisory board shall elect one of their number to preside at its meetings and if no person is elected or, if at any meeting the person elected is not present within 15 minutes after the time appointed for holding the meeting, the members present may choose one of their number to preside at the meeting.
- 26.3** A committee, sub-committee or advisory board may meet and adjourn as it thinks proper.
- 26.4** Questions arising at any meeting of a committee, sub-committee or advisory board shall be determined by a majority of votes of the members present and, in the case of an equality of votes at any meeting, the person presiding at the meeting shall have a deliberative vote and a second or casting vote.
- 26.5** Without limiting the generality of Rules 26.1 to 26.4 (inclusive), the provisions of Rule 24 have effect, with such modifications as may be necessary, in relation to meetings of any committee, sub-committee or advisory board.

## **27 Secretary**

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### **27.1 Appointment**

If a Secretary has not been elected by Members in accordance with Rule 20, the Board must appoint a Secretary. The appointment pursuant to this Rule may be made for a specified period or without specifying a period and the Board may remove the Secretary from office at any time.

### **27.2 Terms**

The appointment of a Secretary pursuant to this Rule will be on the terms that the Board determines.

### **27.3 Duties under the Act and Rules**

The Secretary must perform the duties and functions required under the Act and these Rules.

### **27.4 Cessation of appointment**

A person appointed pursuant to Rule 27.1 automatically ceases to be a Secretary if:

- (a) the person is not permitted by the Act to be a Secretary;
- (b) becomes an insolvent under administration within the meaning of the *Interpretation of Legislation Act 1984*; or
- (c) becomes a represented person within the meaning of the *Guardianship and Administration Act 1986*; or
- (d) the person resigns by written notice to the Board; or
- (e) the person is removed from office under Rule 27.1; or
- (f) the term for which the person was appointed expires.

## **28 Minutes of meetings**

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- (a) The Secretary must prepare and keep accurate minutes of:
  - (i) each General Meeting of Members and each Board meeting;
  - (ii) the names of persons present at each Board meeting;
  - (iii) any resolutions passed by Members at any General Meeting and any resolutions passed by members of the Board;
  - (iv) any disclosures or notices of interests; and
  - (v) any other matters for which the Act requires minutes to be kept.
- (b) In accordance with and subject to the Act, the Association must ensure that the minutes of General Meetings of Members (including accounting records and financial statements) are available for inspection by Members without charge unless otherwise permitted under the Act.
- (c) A Member entitled to have access to minutes of General Meetings (including accounting records and financial statements) may ask the Association, in writing, for a copy of any minutes of General Meeting (including accounting records and financial statements).
- (d) A Member is not entitled to have access to, or to obtain copies of, any minutes of Board meetings unless otherwise determined by the Board either generally or in any particular case or unless otherwise required under the Act.

## **29 Funds**

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**29.1** The Treasurer, and in the absence of the Treasurer, the Secretary of the Association must:

- (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
- (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

- 29.2** The funds of the Association shall be derived from entrance fees, annual subscriptions, donations, fundraising activities, interest, grants and such other sources approved by the Board.

## **30 Cheques and other automated payments and transactions**

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- 30.1** All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two persons being the Executive Manager and an Officer, or in the absence of the Executive Manager by two Officers.
- 30.2** Subject to Rules 30.3 and 30.4, any payment to be made to or by the Association may be paid or made by automatic payment including, without limitation, electronic transfers or transmissions including, without limitation, electronic transfers or transmissions to or from a nominated account for that purpose.
- 30.3** For the purpose of Rule 30.2, the Board shall -
- (a) establish terms, conditions and requirements to be complied with in connection with and applicable to any automatic and electronic payments and transaction system, that it thinks fit from time to time;
  - (b) appoint two persons, being the Executive Manager and an Officer, or in the absence of the Executive Manager, two Officers, who must authorise all such payments and transactions prior to initiating the payment or transaction by automatic or electronic means;
  - (c) authorise a person or persons who may, from time to time, use any device or equipment (including, but not limited to, electronic terminal or computer) to give instructions to, or effect, any payment or transaction by automatic or electronic means;
  - (d) establish procedures for authenticating and verifying any automatic or electronic payments and transactions including, where necessary, the maintenance of sufficient records to enable payments and transactions to be identified, traced, checked and where an error has occurred, to be identified and corrected;
  - (e) ensure that procedures are established and maintained for reporting any malfunction, error, loss, theft or unauthorized use of a device or equipment or breach of any security process or guidelines initiated in connection with any such payments or transactions including, complaint investigations and resolution processes.
- 30.4** Without limiting the generality of Rule 30.3, the board may, from time to time -
- (a) impose restrictions on any daily or periodic payment or transaction limit; and
  - (b) establish and maintain procedures and processes to ensure compliance with any legislation governing, or imposing obligations on the Association, in connection with automated or electronic communications, payments or transactions.

## **31 Seal and execution of documents**

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- 31.1** The Association may have a common seal.
- 31.2** If the Association has a common seal, it shall be kept in the custody of the Secretary.
- 31.3** The common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the

signatures either of two Board Members or of one member of the Board and of the Secretary, or such other person as the Board shall from time to time determine for that purpose.

**31.4** If a document is not required at law to be executed under the common seal, it will be binding on the Association if signed by -

- (a) the persons referred to in Rule 31.3; or
- (b) by some other person or persons appointed by the Board for that purpose in accordance with the Act.

## **32 Financial statements**

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### **32.1 Obligations**

The Association must keep written financial records in accordance with the Act and prepare any statements required by the Act.

### **32.2 Review or audit**

The Board must, if required under the Act, appoint an independent person to review the financial statements of the Association or appoint an auditor in accordance with the Act.

## **33 Notices**

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### **33.1 Method**

A notice is properly given by the Association to a person if it is:

- (a) in writing signed on behalf of the Association (by original or printed signature); and
- (b) either:
  - (i) delivered personally;
  - (ii) sent by post to that person's registered address or an alternative address nominated by that person; or
  - (iii) sent electronically or by fax to an electronic address or fax number nominated by that person.

### **33.2 Receipt**

A notice given in accordance with clause 33.1 is taken as having been given and received:

- (a) if hand delivered, on delivery;
- (b) if sent by prepaid post:
  - (i) within Australia, on the second business day after the date of posting;
  - (ii) to or from a place outside Australia, on the seventh business day after the date of posting;
- (c) if transmitted by e-mail, on transmission; or
- (d) if transmitted by facsimile, at the time recorded on the transmission report indicating successful transmission of the entire notice,

but if the delivery or transmission is not on a business day or is after 5.00pm (recipient's time) on a business day, the notice is taken to be received at 9.00am (recipient's time) on the next business day.

### **33.3 Evidence of service**

A certificate in writing signed by a Board Member or, if the Secretary is not a Board Member, the Secretary, that a notice was sent is conclusive evidence of service.

## **34 Winding up and cancellation**

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On the winding up or cancellation of the Association, any surplus assets or property remaining, after satisfaction of all its debts and liabilities, will not be paid to or distributed among the Members but will be given or transferred to some other institution or institutions having objects or purposes similar to the purposes of the Association and whose constituent documents prohibit the distribution of its or their income, assets and property among its or their members, and which is exempt from income tax under the provisions of the Tax Act, such institution or institutions to be determined by the Members of the Association at or before the time of the winding up or cancellation of the Association and (where applicable) approved by the Deputy Commissioner of Taxation and in default thereof by application to the Supreme Court of Victoria for determination.

## **35 Custody and inspection of books and records**

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- 35.1** Except as otherwise provided in these Rules, the Secretary must keep custody and control of all books, documents and securities of the Association.
- 35.2** Except as otherwise provided in these Rules and the Act all financial records, books, securities and any other Relevant Documents of the Association must be available for inspection free of charge to any Member on request.
- 35.3** A Member may make a copy of any accounts, books, securities and any other Relevant Documents of the Association.

## **36 Indemnity and insurance**

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### **36.1 Indemnity and insurance**

Subject to and to the maximum extent permitted under the Act, the Association:

- (a) indemnifies each of its office holders; and
- (b) may enter into and pay premiums on a contract insuring any of its office holders, against any liability incurred by an office holder in that capacity, including any legal costs incurred in defending an action for such a liability.

### **36.2 Survival of indemnity**

The indemnity in clause 36.1 will continue notwithstanding that an office holder ceases to be an office holder of the Association.

### **36.3 Indemnity and insurance subject to law**

For the avoidance of doubt:

- (a) the indemnity in clause 36.1 does not apply so as to indemnify an officer from any liability for which the Association is prohibited from indemnifying the office holder under the Act; and
- (b) the Association may not insure an office holder against any liability for which the Association is prohibited from indemnifying the office holder under the Act.

**APPENDIX 1**

**PROXY FORM FOR MEETING OF ASSOCIATION CONVENED UNDER RULE 13.7**

I.....

of.....

being a member of.....  
(name of Incorporated Association)

appoint.....

of.....

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the  
appeal to the General Meeting of the Association convened under Rule 13.7 to be held at

on the .....day of .....and at any adjournment of that  
meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution:

[insert details of resolution passed under Rule 13.7).

Signed .....

Date .....

## APPENDIX 2

### PROXY FORM

I/We

of

being a member of the Association and being entitled to vote

appoint

of

or failing such person the Chairperson of the meeting as my/our proxy to vote for and on my/our behalf at the General Meeting of Members of the Association to be held at

on \_\_\_\_\_ at \_\_\_\_\_ am/pm and at any adjournment of that meeting and I/we direct my/our proxy to vote as follows in respect of the following resolution/s -

Business	For	Against	Abstain*
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\* If you mark the abstain box for a particular item, you are directing your proxy **not** to vote on a show of hands or a poll and your vote will not be counted in computing the required majority on a particular item.

#### PLEASE SIGN BELOW

Member

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Contact Name (**print below**)

Contact Telephone No:

Date

\_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_

#### PROXY NOTES

- 1 Members of the Association are entitled to attend and vote at this Meeting and may appoint a proxy to attend this Meeting and vote in that Member's stead.
- 2 A proxy **must be** a Member of the Association.
- 3 A proxy must be under the hand of the individual or his or her attorney duly authorised in writing.
- 4 Any Member may, by power of attorney, appoint an attorney to act on his or her behalf and such power of attorney or certified copy thereof must be produced to the Association as provided in paragraph 5.
- 5 This proxy form (and any power of attorney or other authority under which it is signed) must be received at the registered address or other address given on the notice of the meeting no later than 24 hours before the commencement of the meeting. Any proxy form received after that time will not be valid for the scheduled meeting.