



**Belconnen
Community
Service**

CONSTITUTION

Date	Amendments	Approval
August 2010	Insertion of description of Board executive; various	Special General Meeting, August 2010
November 2013	Various	AGM November 2013
November 2017	Board member re-election (Clause 24.3)	Special AGM November 2017

Amended November 2017

Table of Contents

1. Title	4
2. Interpretation	4
3. Association’s Office	5
4. Objects and Purpose of the Association.....	5
5. Implementation of Activities	5
6. Membership of Association.....	6
7. Rights of Members	9
8. Expulsion of Members.....	9
9. Income and Property of Association	10
10. Accounts of Receipts, Expenditure, Etc.	11
11. Banking and Finance	11
12. Auditor	12
13. Audit of Accounts.....	13
14. Annual General Meeting.....	14
15. Special General Meetings	14
16. Business and Quorum at Special General Meetings.....	15
17. President to Preside at General Meetings.....	16
18. Adjournment of General Meetings.....	16
19. Determination of Questions Arising at General Meetings	16
20. Votes	16

21.	Taking of Poll.....	16
22.	When Poll to be taken	17
23.	Affairs of Association to be Managed by a Board	17
24.	Officers of the Association.....	17
25.	Constitution of the Board	18
26.	Election of Members of Board.....	19
27.	Vacation of Office	19
28.	Meetings of the Board	20
29.	Disclosure of Interest in Contracts, etc.....	21
30.	Committees.....	21
31.	Notices	22
32.	Alteration of Rules	22
33.	Seal of the Association.....	22
34.	Public Officer.....	23
35.	Notice of Appointment, Alteration and Audit	23
36.	Dissolution of the Association	24

1. Title

The name of the Association shall be Belconnen Community Service Incorporated in these rules called "The Association").

2. Interpretation

2.1. In these rules, unless a contrary intention appears -

"Financial year" means the year ending on 30 June;

"Member" means a member, however described, of the Association;

"Ordinary Board member" means a member of the Board who is not an office-bearer of the Association as referred to in paragraph 25 1 (c);

"Secretary" means the person holding office under these rules as secretary of the Association or, where no such person holds that office, the public officer of the Association;

"Executive" (also known as the officers of the association) means the persons holding the positions of President, Vice President, Treasurer and Secretary as elected according to paragraph 25";

"Territory" means the Australian Capital Territory

"The Act" means the Associations Incorporation Act 1991;

"The Regulations" means the Associations Incorporation Regulations.

All general meetings other than the Annual General Meeting shall be called "special general meetings".

A "committee" is an ad-hoc committee formed under a resolution by the Board to undertake a specific task on behalf of the Board.

A "Standing committee" is an ongoing committee of the Board that meets regularly to support the work of the Board, for example the Finance Committee.

"Employees" are any persons who carry out work for BCS including paid employees, volunteers, students and trainees.

2.2. Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Interpretations Act 1967.

3. Association's Office

The office of the Association shall be c/- Belconnen Community Centre, or such other place as the Board may from time to time determine.

4. Objects and Purpose of the Association

The purpose of the Association is to provide services and undertake activities that promote social inclusion, independence and well-being of the residents of Belconnen particularly and of the Australian Capital Territory while encouraging and building a connected and supportive community.

To achieve this, the Association may undertake some or all of the following activities:

- i. provision of social welfare by assisting in the relief of poverty, distress, sickness, suffering, destitution or helplessness;
- ii. utilising the resources of the community to meet the need of others;
- iii. fostering a spirit of neighbourly co-operation by developing an awareness of the needs of others;
- iv. providing training for voluntary workers in social welfare;
- v. providing or assisting in the provision of quality, accessible children's services;
- vi. providing an inquiry answering and advisory service to assist with (i);
- vii. taking an active role in community development;
- viii. promoting and carrying out or assisting with promoting and carrying out surveys and special projects of research to evaluate the needs of people in the field of social welfare and to arrange for forwarding to the proper authorities and organisations the relevant facts regarding such cases and causes of distress as appear to be within the power of those authorities to alleviate;
- ix. assisting in developing an informed public opinion on matters related to social welfare;
- x. collaborating with other organisations as a channel of inquiry and liaison with statutory authorities and governments in the promotion of social welfare services.

5. Implementation of Activities

To implement the activities listed in (4) above, the Association may undertake:

- i. the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Association;

- ii. the buying, selling and supplying of, and dealing in goods of all kinds;
- iii. the construction, maintenance and alteration of building or works necessary or convenient for any of the objects of the Association;
- iv. the accepting of any gift, whether subject to a special trust or not, for any one or more of the objects or purposes of the Association;
- v. the taking of such steps from time to time as the Board or the members in general meeting may deem expedient for the purpose of procuring contributions to the funds of the Association, whether by way of donations, subscriptions or otherwise;
- vi. the printing and publishing of such newsletters, periodicals, books leaflets or other documents as the Board or the members in general meeting may think desirable for the promotion of the object and purpose of the Association.
- vii. the borrowing and raising of money in such manner and on such terms that the Board may think fit or as may be approved or directed by resolution passed at a general meeting, and securing the repayment of money so raised or borrowed, or the payment of a debt or liability of the association by giving mortgages, charges of securities upon or over all or any of the real or personal property of the Association;
- viii. subject to the provisions of the Trustee Ordinance 1957 the investment of any moneys of the Association not immediately required for any of its objects or purposes in such manner as the Board may from time to time determine;
- ix. the making of gifts, subscriptions or donations of any of the funds, authorities or institutions to which paragraph (a) of subsection (1) of section 79 of the Income Tax Assessment Act 1936-66 of the Commonwealth relates;
- x. the establishment and support, or aiding in the establishment and support of associations, institutions, funds, trusts, schemes and conveniences calculated to benefit employees or past employees of the Association and their dependants, and the granting of pensions, allowances, or other benefits to employees or past employees, and the making of payment towards insurance in relation to any of those purposes;
- xi. the establishment and support of any other Association formed for any of the basic objects of the Association;
- xii. Other lawful activities that the Board agrees are required to progress the activities of the Association.

6. Membership of Association

6.1. Membership Generally

Membership of the Association does not give rise to legally enforceable rights, and every member shall be conclusively deemed to intend that no legal relationship

shall arise between themselves and the Association or any other member by reason of their membership.

6.2. Eligibility for Membership

The following persons or organisations qualify for membership:

- i. Any voluntary organisation which is pursuing an object similar to an object of the Association: to be known as an Organisation Member.
- ii. Any person willing to perform voluntary welfare work on behalf of the Association and is approved by the Board as a voluntary worker: to be known as an Ordinary Member.
- iii. Any person with an interest in the services provided by the Association: to be known as an Ordinary Member.
- iv. Any person employed by the Association on a fulltime or part time basis may apply for ordinary membership.

6.3. Admission to Membership

- i. An application of a person for membership of the Association:
 - a. shall be made in writing on the form provided;
 - b. shall be lodged with the secretary of the Association.
- ii. As soon as practicable after receiving an application for membership, the secretary shall refer the application to the Board which shall determine whether to approve or reject the application.
- iii. Where the Board determines to approve an application for membership, the secretary shall, as soon as practicable after that determination, notify the applicant of that approval and request the applicant to pay within the period of 28 days after receipt by the applicant of the notification of the sum payable under these rules by a member as annual subscription.
- iv. The secretary shall, on payment by the applicant of the amount referred to in paragraph (iii) within the period referred to in that paragraph, enter the applicant's name into the register of members and, upon the name being so entered, the applicant becomes a member of the Association.

6.4. A member of the Association may, at any time, resign from the Association by delivering or sending by post to the secretary a written notice of resignation.

6.5. Upon receipt of a notice under sub-rule (4) of this rule, the secretary shall remove the name of the member by whom the notice was given from the register of members, whereupon that member ceases to be a member of the Association.

6.6. A right, privilege or obligation of a person by virtue of their membership of the Association:

- i. is not capable of being transferred or transmitted to another person; and
- ii. terminates upon the cessation of their membership whether by death, resignation, remaining an unfinancial member for more than three months or otherwise.

6.7. A member of the Association is not liable to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of a winding up of the Association.

6.8. Any member whose subscription shall be more than twelve months in arrears shall be deemed to be an unfinancial member. Unfinancial members and their delegates (in the case of organisations referred to in rule 7(1)(a) shall not hold any office, be members of any Committee, or be entitled to vote at any meeting.

6.9. Honorary Life Membership

Any person who has given distinguished and conspicuous service to the Association may on the nomination of the Board and on a majority vote of members at a general meeting, be invited to become an Honorary Life Member of the Association. An Honorary Life Member is entitled to vote as a voluntary member and to nominate as an officer of the Association.

6.10. Register of Members

- i. The secretary of the Association shall establish and cause to be maintained a register of members of the Association specifying the name and address of each person who is a member of the Association together with the date on which the person became a member.
- ii. The register of members shall be kept at the principal place of administration of the Association and shall be open for inspection, free of charge, by any member of the Association at any reasonable hour.

6.11. Fees

The annual membership fee of the Association is \$5, or if any other amount has been determined by resolution of the Board, that other amount.

6.12. The annual membership fee is payable:

- i. except as provided in paragraph (ii), before 1 July in each calendar year; or
- ii. where a person becomes a member on or after 1 July in any calendar year, before 1 July in each succeeding calendar year.

7. Rights of Members

7.1. Organisations

- i. Each member organisation may appoint one delegate to the Association, and notification in writing of appointment shall be sent to the secretary. The member organisation may at any time terminate the appointment of its delegate and nominate another person. Any such change should be notified in writing to the secretary within 1 month.
- ii. A delegate shall have only one vote at general meetings of the Association.

7.2. Ordinary Members

All ordinary members shall be entitled to attend and vote at all general meetings of the Association.

8. Expulsion of Members

8.1. Subject to this rule, the Board may expel a member from the Association if, in the opinion of the Board, the member has been guilty of conduct detrimental to the interests of the Association.

8.2. The expulsion of a member pursuant to sub-rule (1) of this rule does not take effect:

- i. until the expiration of fourteen days after the service on a member of a notice under sub-rule (3) of this rule; or
- ii. if the member exercises their right of appeal under this rule, until the conclusion of the special general meeting convened to hear the appeal; whichever is the later date.

8.3. Where the Board expels a member from the Association the Secretary of the Association shall, without delay, cause to be served on the member a notice in writing:

- i. stating that the Board has expelled the member;
- ii. specifying the grounds of expulsion; and
- iii. informing the member that if they so desire they may within fourteen days after the service of the notice on them appeal against the expulsion as provided in this rule.

8.4. A member on whom a notice under sub-rule (3) of this rule is served may appeal against the expulsion to a special general meeting by delivering or sending by post

to the Secretary of the Association within fourteen days after the service of that notice a requisition in writing demanding the convening of such a meeting for the purpose of hearing his appeal.

- 8.5. Upon receipt of a requisition under sub-rule (3) of this rule, the secretary shall forthwith notify the Board of its receipt and the Board shall thereupon cause a special general meeting of members to be held within twenty one days after the date on which the requisition is received by the secretary.
- 8.6. At a special general meeting convened for the purpose of this rule:
 - i. no business other than the question of the expulsion may be transacted;
 - ii. the Board may place before the meeting details of the grounds of expulsion and the Board's reasons for the expulsion;
 - iii. the expelled member shall be given an opportunity to be heard; and
 - iv. the members present shall vote by secret ballot on the question whether the expulsion should be lifted or confirmed.
- 8.7. If at the special general meeting a majority of the members present vote in favour of lifting the expulsion, the expulsion shall be deemed to have been lifted and the expelled member is entitled to continue his or her membership of the Association.

9. Income and Property of Association

- 9.1. The funds of the Association shall be derived from annual subscriptions of members, donations, government funding, fees for services and, subject to any resolution passed by the Association in general meeting and subject to section 114 of the Act, such other sources as the Board determines.
- 9.2. All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account except that all donations received by the Association shall be deposited in a special purpose account called a Gift Fund - Belconnen Community Service Inc account.
- 9.3. The assets and income of the Association shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.
- 9.4. The Association shall not:
 - i. appoint a person who is a member of the Board to any office of the Association for a period longer than six weeks in any one year to the holder of which there is payable any remuneration by way of salary, fees, or allowances; or

- ii. pay to any such person any remuneration or other benefit in money or money's worth (other than out-of-pocket expenses);
- iii. appoint a staff member as officer of the Association (see 24 (1)) for a period longer than six weeks in any one year.

9.5. Nothing in the foregoing provisions of this rule prevents the payment in good faith to an employee or a member of the Association of:

- i. remuneration in return for services actually rendered to the Association by the employee or member, or for goods supplied to the Association by the employee or member in the ordinary course of business;
- ii. interest at a rate not exceeding the rate being paid at the current bank rate at the time the moneys are lent by a member to the Association and such interest rate shall be approved by the Board;
- iii. reasonable and proper sum by way of rent for premises let to the Association by the employee or member;
- iv. moneys paid in refund of out-of-pocket expenses incurred on behalf of the Association.

10. Accounts of Receipts, Expenditure, Etc.

10.1. The Board shall cause proper accounts and other records to be kept with respect to:

- i. the assets and liabilities of the Association;
- ii. the sums of money received and paid by the Association and matters in respect of which such receipts and payments take place;
- iii. all sales and purchases of goods by the Association.

10.2. The accounts, and records referred to in sub-rule (1) of this rule shall be kept at the Association's office or at such other place as the Executive as defined in Rule 24 (1) may decide.

11. Banking and Finance

11.1. The Executive may cause to give receipts, release, and make other discharges for moneys payable to the Association, and for claims and demands of the Association.

11.2. The Executive shall cause to be opened with such bank as the Executive selects, one or more banking accounts, in the name of the Association into which all moneys received shall be paid as soon as possible after receipt thereof.

- 11.3. Except with the authority of the Executive, no payment shall be made from the funds of the Association otherwise than by cheque, bank transfer, credit card or any other method approved by the Board which automatically provides a written record of the financial transactions from the Association's bank account.
- 11.4. The Executive may provide program managers with such sum or sums of petty cash to meet minor expenditure subject to the observance of such conditions in relation to the use and expenditure thereof as the Executive may impose.
- 11.5. No payments shall be made from the Association's bank account except for the purposes, and within the limits of a budget approved by the Executive, subject to any directions that may be given from time to time by the Executive
- 11.6. All cheques, bank transfer schedules, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two of such employees of the Association or members of the Board of the Association who have been appointed by the Executive to do so, such persons having being appointed by name or as the persons performing the duties of an office or position. Except that credit cards provided to approved employees of the Association and used to make purchases on behalf of the Association can be signed by only that approved employee.
- 11.7. Cheques or other negotiable instruments paid to the Bankers of the Association for collection requiring endorsement may be endorsed by the treasurer or such other employees of the Association as may be appointed by the Executive. The Executive may appoint such person by name or as the person performing the duties of an office or position.
- 11.8. The Executive may recommend to the Board to set aside, in any year, out of surplus of income over expenditure, such sum or sums as it may think proper and necessary as a reserve fund or fund to meet contingencies, or for such other purposes as it shall in its discretion deem conducive to the interests of the Association.
- 11.9. The Board may, from time to time, make reasonable conditions as to the time and manner of the inspection by the members of the accounts and books of the Association, or any of them, and subject to such conditions the accounts and books of the Association shall be open to the inspection of members at all reasonable times during business hours.

12. Auditor

- 12.1. At each Annual General Meeting of the Association, the members present shall appoint a person who is not a member or the Public Officer of the Association as the Auditor of the Association.

- 12.2. A person so appointed shall hold office until such Annual General Meeting next, after that at which he is appointed and is eligible for re-appointment.
- 12.3. If an appointment is not made at an Annual General Meeting, the Board shall appoint an auditor of the Association for the then current financial year of the Association.
- 12.4. If a casual vacancy occurs in the office of auditor during the course of a financial year of the Association, the Board may appoint a person as the auditor and the person so appointed shall hold office until the next succeeding Annual General Meeting.

13. Audit of Accounts

- 13.1. Once at least each financial year of the association, the accounts of the Association shall be examined by the auditor.
- 13.2. The auditor shall certify as to the correctness of the accounts of the Association and shall report there on to the members present at the Annual General Meeting.
- 13.3. In their report, and in certifying the accounts the auditor shall state:
 - i. whether they have obtained the information required by them;
 - ii. whether, in their opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Association according to the information at their disposal and the explanations given to them, and as shown by the books of the Association, and
 - iii. whether the rules relating to the administration of the funds of the Association have been observed.
- 13.4. The Treasurer of the Association shall cause to be delivered to the auditor a list of all the accounts, books and records of the Association.
- 13.5. The Auditor:
 - i. has a right of access to the accounts, books, records, vouchers and documents of the Association;
 - ii. may require from the employees of the Association such information and explanations as may be necessary for the performance of their duties as auditor;
 - iii. may employ persons to assist them in investigating the accounts of the Association; and

- iv. may, in relation to the accounts of the Association, examine any member of the Board or any servant of the Association.

14. Annual General Meeting

- 14.1. The Association shall, in each year, hold an Annual General Meeting.
- 14.2. The Annual General Meeting shall be held on such day after June 30 (being not later than 30 November each year) as the Board may determine.
- 14.3. The Annual General Meeting shall be in addition to any other general meetings that may be held in the same year.
- 14.4. The Annual General Meeting shall be specified as such in the notice convening it.
- 14.5. The ordinary business of the Annual General Meeting shall be
 - i. to confirm the minutes of the last preceding Annual General Meeting and of any general meeting held since that meeting;
 - ii. to receive from the Board, auditor and employees of the Association, reports upon the transactions of the Association during the last preceding financial year;
 - iii. to elect the officers of the Association and the ordinary Board members;
 - iv. to appoint the auditor and determine his or her remuneration.
- 14.6. The Annual General Meeting may transact special business of which notice is given in accordance with these rules.
- 14.7. A minimum of fourteen days' notice shall be given of Annual General Meetings of the Association.
- 14.8. The quorum for Annual General Meetings of the Association shall be ten members (being members entitled under the Rules to vote thereat).

15. Special General Meetings

- 15.1. A minimum of twenty one days' notice shall be given of all special general meetings of the Association, and of the nature of the business to be transacted thereat; and at least seven days' notice shall be given of all meetings of the Board.
- 15.2. The quorum for all meetings of the Association shall be ten financial members.
- 15.3. The Board may, whenever it thinks fit, convene a special general meeting of the Association.

- 15.4. The Board shall, on the requisition in writing of not less than ten members, convene a special general meeting of the Association.
- 15.5. A requisition for a special general meeting shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the office of the Association, and may consist of several documents in like form, each signed by one or more of the requisitionists.
- 15.6. If the Board does not cause a special general meeting to be held within twenty-one days from the date on which a requisition thereafter is deposited at the office of the Association, the requisitionists, or any of them, may convene the meeting, but any meeting so convened shall not be held after three months from the date of the deposit of the requisition.
- 15.7. A special general meeting convened by requisitionists in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Board, and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring them.

16. Business and Quorum at Special General Meetings

- 16.1. All business that is transacted at Special General Meetings, and all business that is transacted at the Annual General Meeting, with the exception of that specially referred to in these rules as being the ordinary business of the Annual General Meeting, shall be deemed to be special business.
- 16.2. No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- 16.3. Ten members personally present (being members entitled under these rules to vote thereat) constitute a quorum for the transaction of the business of a general meeting.
- 16.4. If within one hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved and in any day in the next week, at the same time and (unless another place is specified by the chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place, and if at the adjourned meeting a quorum is not present within one hour after the appointed time for the commencement of the meeting, the meeting shall be dissolved.

17. President to Preside at General Meetings

The president, or in his/her absence, the vice-president, shall preside as chairperson at every general meeting of the Association.

18. Adjournment of General Meetings

- 18.1. The chairperson of a general meeting at which a quorum is present may with the consent of the meeting adjourn the meeting from time to time and place to place but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 18.2. Where a meeting is adjourned for fourteen days or more the like notice of the adjourned meeting shall be given as in the case of the original meeting.
- 18.3. Except as provided in the foregoing provision of this rule it is not necessary to give any notice of an adjourned meeting.

19. Determination of Questions Arising at General Meetings

A question arising at a general meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the result of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has on the show of hands been carried or carried unanimously or carried by a particular majority or lost, and 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.

20. Votes

- 20.1. Upon any question arising at a general meeting of the Association a member has one vote only.
- 20.2. All votes shall be given personally.
- 20.3. 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.

21. Taking of Poll

If at a meeting a poll on any question is demanded it shall be taken at that meeting in such manner as the chairperson may direct and the result of the poll shall be deemed to be the resolution of the meeting on that question.

22. When Poll to be taken

A poll that is demanded on the election of a chairperson or on a question of adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the chairperson may direct.

23. Affairs of Association to be Managed by a Board

23.1. The affairs of the Association shall be managed by a Board of management constituted as provided in Rule 25.

23.2. The Board:

- i. shall control and manage the business and affairs of the Association;
- ii. may subject to these rules exercise all such powers and functions that are required by these rules to be exercised by general meetings of members of the Association; and
- iii. subject to the Act and these rules, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business of the Association.

23A(1)

The officers of the association and members of the Board shall be members of the association.

23A(2)

A member who is an Organisation member or a delegate of such a member shall not be eligible to be an officer of the Association or a member of the Board.

24. Officers of the Association

24.1. The Officers of the Association shall be:

- i. a president
- ii. a vice-president
- iii. a treasurer; and
- iv. a secretary

These Officers form the Executive of the Association.

24.2. The provisions of sub-rules (2), (3) and (4) of Rule 26 so far as they are applicable and with the necessary modifications apply to the election of persons to any of the offices mentioned in sub-rule (1) of this rule.

- 24.3. Officers shall be eligible for re-election. Generally, the same person shall not be eligible for election or appointment to the same office for more than four consecutive years. Eligibility for a consecutive fifth year may occur only in the case of exceptional circumstances and with the express permission of members at the AGM.
- 24.4. Each Officer of the Association shall hold office until the Annual General Meeting next after the date of their election but is eligible for re-election.
- 24.5. In the event of a casual vacancy in any office mentioned in sub-rule (1) of this rule, the Board may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of their appointment.

25. Constitution of the Board

- 25.1. The Board shall consist of:
- i. the Officers of the Association; and
 - ii. the immediate past President if she or he agrees to continue as a board member; and
 - iii. four other persons who shall be elected at the Annual General Meeting by the members and delegates present and voting; and
 - iv. such other persons as may be co-opted by the Board from time to time provided always that the number of persons so co-opted shall not at any time exceed the number elected to the Board.
- 25.2. The quorum for all meetings of the Board shall be four including at least 2 members of the Executive except pursuant to Clause 28(5) where appropriate.
- 25.3. No proceedings of the Board shall be invalidated in consequence only of there being any vacancy in the membership of the Board.
- 25.4. No person shall serve for more than six consecutive years on the Board without the express permission of members at an AGM with the exception that the immediate past president may be permitted to serve an additional year.
- 25.5. Each ordinary Board member shall subject to these rules hold office until the annual general meeting next after the date of their election but are eligible for re-election.
- 25.6. In the event of a casual vacancy occurring in the office of ordinary Board members the Board may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office subject to these rules until the conclusion of the Annual General Meeting next following the date of their appointment.

26. Election of Members of Board

- 26.1. Nominations of candidates for election as officers of the Association or as ordinary Board members:
- i. shall be 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
 - ii. shall be delivered to the secretary of the Association at least ten days before the date fixed for holding of the Annual General Meeting.
- 26.2. If insufficient nominations are received to fill all vacancies of the Board the candidates nominated are deemed to be elected and further nominations shall be received at the Annual General Meeting.
- 26.3. 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.
- 26.4. If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- 26.5. The ballot for the election of officers and ordinary Board members shall be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct.
- 26.6. The Board shall appoint a Public Officer following the Annual General Meeting.

27. Vacation of Office

- 27.1. For the purposes of these rules the office of an officer of the Association or of an ordinary Board member becomes vacant if the officer or Board member:
- i. dies;
 - ii. becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with their creditors;
 - iii. suffers from mental or physical incapacity;
 - iv. ceases to be a member of the association;
 - v. resigns their office by notifying the Board in writing;
 - vi. is removed from office pursuant to Rule 8;
 - vii. fails, without leave granted by the Board to attend three consecutive meetings of the Board.
- 27.2. Removal of Board members.

The Association in general meeting may by resolution, subject to section 50 of the Act, remove any member of the Board from the office of member of the Board before the expiration of the member's term of office.

28. Meetings of the Board

- 28.1. The Board shall meet a minimum of six and up to ten times in each year following an AGM at such place and at such times as the Board may determine.
- 28.2. Special meetings of the Board may be convened by the president, or any four of its members.
- 28.3. Notice shall be given to members of the Board of any special meeting specifying the general nature of the business to be transacted, and no other business shall be transacted at such a meeting.
- 28.4. The quorum for all meetings of the Board shall be four including at least 2 members of the Executive except pursuant to Clause 28(5) where appropriate.
- 28.5. No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting of a quorum is not present the meeting shall stand adjourned to a date the President determines after consultation with the other Members of the Board.
- 28.6. At meetings of the Board:
 - i. the President, or in their absence, the Vice-President, shall preside or
 - ii. if the President and the Vice-President are absent such one of the remaining members of the Board as may be chosen by the members shall preside.
- 28.7. Questions arising at meetings of the Board or of any sub-committee appointed by the Board shall be determined on a show of hands or if demanded by a member a poll taken in such manner as the person presiding at the meeting shall determine.
- 28.8. Each member present at a meeting of the Board or of any sub-committee appointed by 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 now exercises a second or casting vote.
- 28.9. Each member of the Board shall be notified of the time and place of each Board meeting within a reasonable time of the meeting by the Secretary or by a delegate of the secretary.

28.10. The President, the vice president the treasurer and secretary constitute an executive which may issue instructions to the Public Officer and the servants of the Association in matters of urgency connected with the management of the affairs of the Association during the intervals between meetings of the Board and where such instructions are issued shall report there on to the next meeting of the Board for ratification.

29. Disclosure of Interest in Contracts, etc.

29.1. A member of the Board who is interested in any contract or arrangement made or proposed to be made with the Association shall disclose their interest at the first meeting of the Board at which the contract or arrangement is first taken into consideration if their interest then exists or in any other case, at the first meeting of the Board after the acquisition of their interest.

29.2. If a member of the Board becomes interested in a contract or arrangement after it is made or entered into they shall disclose their interest at the first meeting of the Board after they become interested.

29.3. No member of the Board shall vote as a member of the Board in respect of any contract or arrangement in which they are interested and if they do so vote their vote shall not be counted.

30. Committees

30.1. The Board may at any time appoint a committee from the Board as it may think fit and shall prescribe the powers and functions thereof.

30.2. The Board may co-opt as members of a committee such persons as it thinks fit, whether or not those persons are members of the Association but a person so co-opted is not entitled to vote.

30.3. Three appointed members of a committee constitute a quorum at a meeting of the committee.

30.4. The convenor of a committee of the Association is responsible for calling meetings of a committee.

30.5. Standing Committees

- i. The President, the Vice-President and Secretary shall be ex-officio members of all Standing Committees.
- ii. At least one member of the Board shall be appointed to serve on each Standing Committee, and one of the Board members so appointed shall be appointed to convene and chair the Standing Committee.

- iii. Regular reports of the work of the Standing Committees shall be made to the Board.
- iv. Public statements, approaches to government departments or other organisations other than for information may not be given or made without consulting the Board. However the right of members to speak in their own name is recognised.
- v. Necessary expenses up to \$10 may be incurred without reference to the Board. Other expenses should be referred to the Board.
- vi. The documents of the Standing Committees are the property of the Association.

31. Notices

A notice may be served by or on behalf of the Association upon any member either personally or by sending it via email and/or through post in a pre-paid letter addressed to the member at his or her usual or last known address and/or place of abode.

32. Alteration of Rules

- 32.1. The rules of the Association may be amended by resolution passed by a two-thirds majority of financial members voting at a special general meeting.
- 32.2. Notice of the proposed amendment shall be included in the notice calling the special general meeting.
- 32.3. An amendment to the objects and purposes of the association shall not be effective until approved by the Registrar.

33. Seal of the Association

- 33.1. The seal of the Association shall be in the form of a rubber stamp inscribed with the name of the Association encircling the word "Seal".
- 33.2. The seal of the Association shall not be fixed to any instrument except by the authority of the Board and the affixing thereof shall be attested by the signature of two people, either of two members of the Board or of any one member of the Board and of the Public Officer of the Association or such other person as the Board may appoint for that purpose, and attestation is sufficient for all purposes that the seal was affixed by authority of the Board.

The secretary is responsible for the secure custody of the common seal.

34. Public Officer

- 34.1. If the office of Public Officer at any time becomes vacant, the Board of the Association shall within fourteen days after it becomes vacant appoint a person resident in the Territory to fill the vacancy.
- 34.2. The Public Officer may hold any other office in the Association.
- 34.3. The office of the Public Officer becomes vacant if the person holding that office:
- i. dies;
 - ii. becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with their creditors;
 - iii. suffers from mental or physical incapacity;
 - iv. resigns their office by writing under their hand addressed to the Board;
 - v. is removed from office pursuant to Rule 27 (2);
 - vi. ceases to be a resident in the Territory;
 - vii. ceases to be a member of the Association.

35. Notice of Appointment, Alteration and Audit

- 35.1. The Public Officer of the Association shall within one month after the appointment, give notice in writing to the Registrar of their appointment and of their full name and address on the approved form.
- 35.2. If the Public Officer changes their address they shall within one month of the change give notice in writing to the Registrar of the change on the approved form.
- 35.3. Where:
- i. a person becomes a member of the Board
 - ii. the office of a member of the Board becomes vacant
 - iii. a member of the Board changes his or her address
- the Association shall, not later than one month after the occurrence of the event, lodge with the Registrar notice of the occurrence in the approved form.
- 35.4. The Public Officer of the Association shall within one month after an alteration of
- i. the objects of purposes of the Association;
 - ii. the rules of the Association; or
 - iii. any trust relating to the Association file with the Registrar notice of the alteration, copy of any instrument evidencing the alteration, and a statutory

declaration made by the Public Officer declaring that copy is a true copy of the instrument of which it purports to be a copy and in the case of the alteration of the objects, purposes and rules of the Association that the alternative is authorised and was made in the manner provided by the rules of the Association.

- 35.5. The Public Officer of the Association shall within the period of 6 months beginning at the end of each financial year of the Association prepare in accordance with rule 11 of the rules of the Association and file with the Registrar a copy of the accounts certified to be correct by the person who audited the financial affairs of the Association.

36. Dissolution of the Association

In the event of the Association being wound up, any surplus assets remaining after the payment of the Association's liabilities shall be transferred to another organisation in Australia which is a public benevolent institution for the purposes of any Commonwealth taxation legislation.

If any Gift Fund established by the organisation is wound up or if the endorsement (if any) of the organisation as a deductible gift recipient is revoked, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it, shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made."