

Rules
Glenloch Incorporated
Registration Number: A0023152Y



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PART 1: PRELIMINARY

1. Name

The name of the Association is “Glenloch Incorporated”.

2. Purposes

The Association is established for the relief of poverty, sickness, suffering, distress, misfortune, destitution and/or helplessness, particularly through the provision of discounted accommodation for aged persons in need of benevolent relief.

3. Financial year

The Financial Year of the Association is each period of 12 months ending on 30 June.

4. Definitions

In these Rules:

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

Annual General Meeting means a General Meeting of the Members convened in accordance with rule 13;

Association means the association incorporated pursuant to the Associations Act known as Glenloch Incorporated (Registration Number A0023152Y);

Associations Act means the *Associations Incorporation Reform Act 2012* (Vic);

Board means the body having management of the business of the Association;

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

Board Member means a member of the Board;

Chairperson of a General Meeting or Board Meeting, means the person chairing the meeting as set out in rule 37;

Chief Executive Officer means the person appointed as the Chief Executive Officer of the Association under rule 40 (if any);

DGR Contributions means:

- (a) gifts of money or property for the Purposes;
- (b) contributions made in relation to an eligible fundraising event held for the Purposes; and
- (c) money received by the Association because of such gifts and contributions;

Financial Year means the period specified in rule 3;

General Meeting means a meeting of the Members of the Association, and includes an Annual General Meeting;

Government Agency means any government or any governmental, semi-governmental or administrative department, entity, agency, authority, commission, corporation or body (including those constituted or formed under any statute) where the department, entity, agency, authority, commission, corporation or body is subject to the control or direction of the Commonwealth of Australia, a State or Territory of Australia, or a local government established by a State or Territory of Australia;

Grant means a financial assistance arrangement or contribution, whether as capital or otherwise, provided by a State, the Commonwealth, a Government Agency, a private corporation or others, for a specific purpose and period, either by a progress payment or lump sum;

ITAA 97 means the *Income Tax Assessment Act 1997* (Cth);

Member means a member of the Association, in accordance with Part 3, Division 1 of these Rules;

Members Register means the register kept and maintained in accordance with subrule 54.1;

Office Bearer means a Board Member appointed by the Board under rule 36 to the position of President, Vice President or Treasurer;

President means the person who is for the time being appointed by the Board to that position in accordance with rule 36;

Purposes mean the purposes of the Association specified in rule 2;

Registrar means the Registrar of Incorporated Associations under the Associations Act;

Secretary means the person or persons who are for the time being appointed by the Board as secretary of the Association in accordance with subrule 39.1 and listed as a secretary of the Association with the Registrar, having the duties of secretary set out in subrule 39.1 and the Associations Act;

Special Resolution means a resolution that requires not less than three-quarters of the Members voting at a General Meeting, whether in person or by proxy, to vote in favour of the resolution;

Subcommittee means a subcommittee established by the Board and maintained in accordance with rule 48;

Treasurer means the person who is for the time being the treasurer of the Association appointed by the Board in accordance with rule 36, having the duties set out in rule 38; and

Vice-President means the person who is for the time being appointed by the Board to that position in accordance with rule 36.

5. Interpretation

In these Rules headings are inserted for convenience only and do not affect the interpretation of these Rules, and unless the context otherwise requires:

- (a) the singular includes the plural and vice versa;
- (b) a gender includes the other gender;
- (c) if a word or phrase is defined, its other grammatical forms have a corresponding meaning;
- (d) the meaning of general words is not limited by specific examples introduced by 'includes', 'including', 'for example', 'such as' or similar expressions;
- (e) a reference to a document or instrument, including this document, includes all of its clauses, paragraphs, recitals, parts, schedules and annexures and includes the document or instrument as amended, varied, novated, supplemented or replaced from time to time;

- (f) a reference to a person includes an individual, a partnership, a corporation or other corporate body, a joint venture, a firm, a trust, an association (whether incorporated or not) and a government agency or authority;
- (g) a period of time dating from a given day or the day of a given act or event is to be calculated exclusive of that day; and
- (h) a reference to an Act includes every consolidation, amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act.

PART 2: POWERS OF ASSOCIATION

6. Powers of Association

- 6.1 Subject to the Associations Act and the ACNC Act, the Association has power to do all things conducive or incidental to achieve its Purposes.
- 6.2 Without limiting subrule 6.1, the Association may:
- (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf; and
 - (g) enter into any other contract it considers necessary or desirable.
- 6.3 The Association may only exercise its powers for its Purposes.

7. Not-for-profit

- 7.1 The Association may only apply its income and assets (including any surplus) towards the promotion of the Purposes.
- 7.2 The Association must not distribute any surplus, income or assets directly or indirectly to its Members.
- 7.3 Subrule 7.2 does not prevent the Association from paying a Member:
- (a) reimbursement for expenses properly incurred by the Member; or
 - (b) for goods or services provided by the Member,
- if this is done in good faith on terms no more favourable than if the Member was not a Member.
- 7.4 Subject to subrules 7.1 and 7.2, the allocation, distribution, expenditure or appropriation of any Grant (including any interest accrued in respect of that Grant) must be made in accordance with the terms and conditions that attach to that Grant (including any policies and procedures specified in legislation, program guidelines and other conditions issued or prescribed or otherwise imposed by the relevant Government Agency, as applicable, for relevant projects).

PART 3: MEMBERS**Division 1: Membership**

8. Membership of the Association

- 8.1 The Members of the Association are those persons who comprise the Board from time to time in accordance with rule 33.
- 8.2 The Secretary must, as soon as practicable, enter the name and address of a new Member, and the date of becoming a Member, into the Members Register.

9. Resignation or cessation of membership

- 9.1 A person will cease to be a Member of the Association if they cease to be a Board Member, and may only resign their membership through resignation of their office as a Board Member.
- 9.2 If a person ceases to be a Member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a Member in the Members Register.

10. General rights, obligations and liabilities of Members

- 10.1 Subject to the Incorporations Act, a Member of the Association has the right:
- (a) to receive notice of General Meetings and of proposed Special Resolutions in the manner prescribed by these Rules;
 - (b) to submit items of business for consideration at a General Meeting;
 - (c) to attend and be heard at General Meetings;
 - (d) to vote at a General Meeting; and
 - (e) to have access to the minutes of General Meetings and other documents of the Association as provided under rule 55.
- 10.2 The rights of a Member are not transferable and end when their membership ceases.
- 10.3 Membership of the Association must not be taken to confer on a person any right, title or interest (whether legal or equitable) in the property of the Association.
- 10.4 Except as otherwise provided by the Associations Act or these Rules, a Member is not, merely because of being such a member or Board Member, liable to contribute towards the payment of:
- (a) the debts and liabilities of the Association; or
 - (b) the costs, charges and expenses of the winding up of the Association.

Division 2: Member Grievance Procedure

11. Application of grievance procedure

The grievance procedure set out in this Division applies to disputes under these Rules between:

- (a) a Member and another Member (in their capacity as Members);
- (b) a Member and the Board; or
- (c) a Member and the Association.

12. Dispute resolution process

- 12.1 The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- 12.2 If the parties to a dispute are unable to resolve the dispute between themselves within 14 days, the parties must within 10 days thereafter:
- (a) notify the Board of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- 12.3 The mediator must be a person chosen by agreement between the parties or in the absence of agreement:
- (a) if the dispute is between a Member and another Member – a person appointed by the Board; or
 - (b) if the dispute is between a Member and the Association – a person appointed or employed by the Dispute Settlement Centre of Victoria.
- 12.4 A mediator may be a Member or former Member but must not be a person who has a personal interest in the dispute or is biased in favour of or against any party.
- 12.5 If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Associations Act or otherwise at law.

PART 4: GENERAL MEETINGS OF THE ASSOCIATION

13. Annual General Meetings

- 13.1 The Board must convene an Annual General Meeting of the Association to be held within 5 months after the end of each Financial Year.
- 13.2 The Board may determine the date, time and place (or mode) of the Annual General Meeting.
- 13.3 The ordinary business of the Annual General Meeting is to receive and consider the financial statements of the Association for the preceding Financial Year.
- 13.4 The Annual General Meeting may also include any other business of which notice has been given in accordance with these Rules and the Associations Act.

14. Special General Meetings of Members

- 14.1 The Board may convene a General Meeting in addition to the Annual General Meeting whenever it thinks fit.
- 14.2 A majority of Members may requisition the holding of a General Meeting, with such request required to:
- (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 signatures of the Members requesting the meeting; and
 - (d) be given to the Secretary.

- 14.3 If the Board does not convene a General Meeting requested in accordance with subrule 14.2 within one month after the date on which the request is made, the Members making the request (or any of them) may convene the General Meeting.
- 14.4 A General Meeting convened by Members under subrule 14.3:
- (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.

15. Notice of General Meetings

- 15.1 The Secretary (or, in the case of a General Meeting convened under subrule 14.3, the Members convening the meeting) must give to each Member:
- (a) at least 21 days' notice of a General Meeting if a Special Resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a General Meeting in any other case.
- 15.2 The notice of General Meeting must:
- (a) set out the place (or if using technology, the mode), date, and time for the meeting (and if the meeting is to be held using technology, the technology that will be used to facilitate the meeting);
 - (b) state the general nature of the meeting's business; and
 - (c) if a Special Resolution is to be proposed at the meeting:
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a Special Resolution.
- 15.3 In accordance with rule 57, notice requirements in this rule can be waived with the unanimous agreement of all Members.

16. Proxies

- 16.1 A Member may appoint another Member as his or her proxy to vote and speak on his or her behalf at a General Meeting.
- 16.2 The appointment of a proxy must be in writing and signed (which may be electronically) by the Member making the appointment.
- 16.3 A Member appointing a proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the Member in any matter as he or she sees fit.
- 16.4 A form appointing a proxy is of no effect unless:
- (a) if given in person – it is given to the Chairperson of the meeting before or at the commencement of the General Meeting; or
 - (b) if sent by post or electronically – it is received by the Association no later than 24 hours before the commencement of the General Meeting.

17. Use of technology

- 17.1 A Member who is not physically present at a General Meeting may participate in the meeting by the use of technology that allows that Member and the other Members present at the meeting to clearly and simultaneously communicate with each other.
- 17.2 For the purposes of this Part, a Member participating in a General Meeting as permitted under subrule 17.1 is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

18. Quorum at General Meetings

- 18.1 The quorum for a General Meeting is the presence (physically, using technology or by proxy) of a majority of Members.
- 18.2 No business may be conducted at a General Meeting unless a quorum is present.
- 18.3 If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting:
- (a) in the case of a meeting convened at the request of Members under subrule 14.2 – the meeting must be dissolved; and
 - (b) in any other case:
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place (or mode) to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all Members as soon as practicable after the meeting.
- 18.4 If a quorum is not present within 30 minutes after the time to which a General Meeting has been adjourned under subrule 18.3(b), the Chairperson may, in their absolute discretion, declare the meeting dissolved or deem that those Members present in person form a quorum and may transact the business for which the meeting was called.

19. Adjournment of General Meeting

- 19.1 The Chairperson of a General Meeting at which a quorum is present may, with the consent of a majority of Members present at the meeting, adjourn the meeting to a date, time and place (or mode) as specified by the Chairperson.
- 19.2 If the Chairperson does not specify one or more of the requirements in subrule 19.1, the General Meeting is adjourned to:
- (a) if the date is not specified, the same day as the adjourned meeting in the following week;
 - (b) if the time is not specified, the same time as the adjourned meeting; and
 - (c) if the place or mode is not specified, the same place or mode as the adjourned meeting.
- 19.3 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 19.4 Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 15.

20. Board may cancel or postpone a General Meeting

- 20.1 The Board may cancel or postpone a General Meeting by giving reasonable notice before the time at which the meeting was to be held to each person entitled to be given notice of a General Meeting.
- 20.2 Subrule 20.1 does not apply to General Meeting:
- (a) required by a court order;
 - (b) convened at the request of Members under subrule 14.2 unless the Members who requested the meeting consent to the postponement or cancellation.
- 20.3 A notice of postponement or cancellation of a General Meeting must specify:
- (a) the reasons for the postponement or cancellation; and
 - (b) if the General Meeting is postponed:
 - (i) the postponed date and time for the holding of the General Meeting;
 - (ii) a place (or mode) for the holding of the General Meeting which may be either the same as or different from the place (or mode) specified in the notice calling the meeting; and
 - (iii) if the General Meeting is to be held using technology, or to be held in two or more places, the technology that will be used to facilitate the holding of the meeting in that manner.
- 20.4 The only business that may be transacted at a General Meeting, the holding of which is postponed, is the business specified in the original notice calling the meeting.

21. Voting at General Meetings

- 21.1 On any question arising at a General Meeting:
- (a) each Member has one vote; and
 - (b) a Member may vote personally or by proxy;
 - (c) a Member may vote using electronic means if determined to be appropriate by the Board.
- 21.2 Except in the case of a Special Resolution, the question must be decided on a majority of votes.
- 21.3 If votes are divided equally on a question, the Chairperson of the General Meeting has a second or casting vote.

22. Special resolutions

- 22.1 A Special Resolution is passed if not less than three quarters of Members present at a General Meeting (whether in person or by proxy) vote in favour of the resolution.
- 22.2 A Special Resolution is required:
- (a) to remove a Board Member from office; or
 - (b) to alter these Rules.

23. Determining whether resolution carried

The Chairperson of a General Meeting may, on the basis of a show of hands, declare that a resolution has been:

- (a) carried;
- (b) carried unanimously;
- (c) carried by a particular majority; or
- (d) lost,

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

24. Minutes of General Meeting

The Board must cause accurate minutes of each General Meeting be prepared, kept and retained in the manner and form required by the Associations Act.

25. Members' circulating resolution without a meeting of Members

- 25.1 This rule applies to all resolutions of Members that are required or permitted to be passed by a General Meeting, including Special Resolutions.
- 25.2 The Members may pass a resolution without a General Meeting of being held if the requisite number of Members otherwise required to pass such resolution at a meeting (assuming all Members were present at that meeting) sign a document containing a statement that they are in favour of the resolution set out in the document.
- 25.3 The resolution made under subrule 25.2 is passed when the resolution is signed by the last Member required to constitute the requisite majority.
- 25.4 Separate copies of documents may be used for signing by Members if the wording of the resolution and statement is identical in each copy.

PART 5: BOARD OF THE ASSOCIATION

Division 1: Powers and duties of the Board

26. Role and powers

- 26.1 The business of the Association must be managed by or under the direction of a Board.
- 26.2 The Board may exercise all the powers of the Association except those powers that these Rules or the Association Act require to be exercised by General Meetings of the Members of the Association.

27. Delegation

- 27.1 The Board may delegate any of its powers and functions other than:
 - (a) this power of delegation; or
 - (b) a duty imposed on the Board by the Associations Act or any other law.
- 27.2 The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- 27.3 The Board may, in writing, revoke a delegation wholly or in part.

28. General Duties of Board Members

- 28.1 As soon as practicable after being appointed to the Board, each Board Member must become familiar with these Rules, the Associations Act and the ACNC Act, including the ACNC Governance Standards set out in the *Australian Charities and Not-for-profits Commission Regulation 2013* (Cth).
- 28.2 The Board is collectively responsible for ensuring that the Association complies with both the Associations Act and the ACNC Act, and that individual members of the Board comply with these Rules.
- 28.3 Board Members must exercise their powers and discharge their duties:
- (a) with reasonable care and diligence;
 - (b) in good faith in the best interests of the Association; and
 - (c) for a proper purpose.
- 28.4 Board Members and former Board Members must not make improper use of:
- (a) their position; or
 - (b) information acquired by virtue of holding their position,
- so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

29. Board Members must keep transactions confidential

Every Board member must:

- (a) keep all aspects of all transactions of the Association confidential, except:
 - (i) to the extent necessary to enable the person to perform his or her duties to the Association;
 - (ii) as required by law or these Rules; or
 - (iii) when approved by the Board; and
- (b) if requested by the Board, sign and make a declaration that he or she will not disclose or publish any aspect of any transaction of the Association, other than to the extent permitted by the preceding paragraph.

30. Conflict of interest

- 30.1 Subject to the Associations Act and ACNC Act, a Board Member must disclose to the Board the nature and extent of any actual or perceived material conflicts of interest in a matter that relates to the affairs of the Association.
- 30.2 A notice required by subrule 30.1 must be given as soon as practicable after the Board Member becomes aware of his or her interest in the matter and must include details of:
- (a) the nature and extent of the interest; and
 - (b) the relation of the interest to the affairs of the Association.
- 30.3 A Board Member required to give a notice under this rule may give standing notice of the nature and extent of the interest in the matter, at any time and whether or not the matter relates to the affairs of the Association at the time the notice is given, which shall have effect until such time as the nature or extent of the interest materially increases above that disclosed in the standing notice.

- 30.4 The Board must ensure that any notice given by a Board Member in accordance with subrule 30.1 is recorded in the minutes of the Board Meeting at which the notice is given or tabled, or as soon as practical thereafter.
- 30.5 Each Board Member who has a material conflict of interest in a matter that is being considered at a Board Meeting (or that is proposed in a circular resolution of the Board) must not, except as provided under subrule 30.6:
- (a) be present at any meeting while the matter is being discussed; or
 - (b) vote on the matter.
- 30.6 A Board Member may still be present at a Board Meeting, and vote on a matter (either at a Board Meeting or pursuant to a circular resolution of the Board), if:
- (a) their interest relates to an insurance contract that insures, or would insure, the Board Member against liabilities that the Board Member incurs as a Board Member of the Association (but only if the contract does not make the Association or a related body corporate the insurer);
 - (b) their interest relates to an indemnity payment by the Association;
 - (c) the other Board Members, who do not have a material personal interest in the matter, pass a resolution that:
 - (i) identifies the Board Member, the nature and extent of the Board Member's interest in the matter and how it relates to the affairs of the Association; and
 - (ii) says that those Board Members are satisfied that the interest should not stop the Board Member from voting or being present; or
 - (d) their interest arises because they are a Member of the Association, and the other Members have the same interest.

Division 2: Composition of Board

31. Composition of Board

The Board must be comprised of at least 5 Board Members.

32. Eligibility and Qualifications to be a Board Member

A person is eligible to become a Board Member if the person:

- (a) supports the Purposes of the Association;
- (b) is not an employee of the Association;
- (c) is not a tenant of a property owned by the Association; and
- (d) has demonstrated experience or knowledge in an area of skill suitable to the Board.

33. Appointment and removal of Board Members by the Members

Subject to these Rules and the Associations Act, the Members may, by Special Resolution passed from time to time:

- (a) appoint a person that is eligible under rule 32 as a Board Member, subject to receipt of that person's written consent, and whether to fill a casual vacancy or as an additional Board Member; or

- (b) remove a Board Member from his or her office as a Board Member of the Association.

34. Term of Board Members

- 34.1 Each Board Member will hold office for term of three years.
- 34.2 A retiring Board Member shall at all times be eligible for reappointment.

35. Vacation of office on the Board – resignation or cessation as a Board Member

- 35.1 A person ceases to be a Board Member automatically if the person:
- (a) fails to attend 3 consecutive Board Meetings without leave of absence from the President;
 - (b) fails to respond to three consecutive requests for a circular resolution of the Board;
 - (c) is removed by Special Resolution of the Members;
 - (d) ceases to be a Board Member by operation of section 78 of the Associations Act;
 - (e) becomes prohibited from being a responsible person / responsible entity under the ACNC Act (whilst the Association is registered as a charity under such Act);
 - (f) resigns his or her office by written notice to the Association; or
 - (g) becomes mentally incapable or the Board Member's estate is liable to be dealt with in any way under the law relating to mental health.
- 35.2 Notwithstanding subrule 35.1(f), a Board Member must not resign or otherwise vacate his or her office voluntarily if such will cause the number of Board Members to fall below 5 Board Members, until sufficient opportunity has been given to the remaining Board Members to appoint a replacement Board Member.
- 35.3 The Board may continue to act despite any vacancy in its membership.

36. Office Bearers

- 36.1 The Office Bearers of the Association are the:
- (a) President;
 - (b) Vice President; and
 - (c) Treasurer,
- each of whom has the duties and responsibilities set out in these Rules and delegated to it by the Board from time to time.
- 36.2 The Board must appoint from amongst its members individuals to each of the Office Bearer positions.
- 36.3 The position of an Office Bearer is held for a period of 1 years after their appointment and will cease earlier if the Office Bearer ceases to be a Board Member.
- 36.4 A retiring Office Bearer will be eligible for re-appointment by the Board.

37. President and Vice-President (Chairperson)

- 37.1 Subject to subrule 37.2, the President, or in the President's absence the Vice-President, will preside as chair of any General Meetings and any Board Meetings.

- 37.2 If the President and Vice-President are both absent or are unable (or otherwise decline) to preside, the chair of the meeting must be:
- (a) in the case of a General Meeting – a Member elected by a majority of the other Members present; or
 - (b) in the case of a Board Meeting – a Board Member elected by a majority of the other Board Members present.

38. Treasurer

The Treasurer must:

- (a) ensure that the financial records of the Association are kept in accordance with the Associations Act and the ACNC Act; and
- (b) coordinate the preparation of the financial statements of the Association and their certification by the Board prior to their submission to the Annual General Meeting of the Association.

39. Secretary

- 39.1 The Board must appoint one or more persons to the office of secretary of the Association, who may also be (but need not be) a Board Member, and who must:
- (a) consent to being appointed as a secretary;
 - (b) be at least 18 years of age; and
 - (c) be a resident in Australia.
- 39.2 If the position of Secretary becomes vacant, the Board must appoint a new Secretary to the position within 14 days after the vacancy arises.
- 39.3 The Secretary must perform any duty or function required under the Associations Act to be performed by the secretary of an incorporated association, including but not limited to lodging documents of the Association with the Registrar.
- 39.4 The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.
- 39.5 The acts of the Secretary are not invalid merely because of any defect that may be discovered in the appointment or qualification of the Secretary.

40. Chief Executive Officer

- 40.1 The Board may appoint a person to be the Chief Executive Officer of the Association, on such terms, conditions and remuneration as the Board determines.
- 40.2 Subject to rule 27, the Board may from time to time delegate to the Chief Executive Officer such of the powers exercisable under these Rules by the Board as it sees fit, and may confer such powers for such objects and purposes, and upon such terms and conditions, and with such restrictions, as the Board thinks expedient, but not to the exclusion of, or in substitution for, all or any of the powers of the Board. The Board may at any time alter, revoke, withdraw or vary all or any of such delegations.
- 40.3 The Chief Executive Officer shall have a right to attend and be heard on any matter at all Board Meetings and General Meetings but will not be entitled to vote.

Division 3: Meetings of Board

41. Meetings of Board

- 41.1 The Board shall meet at least four times per year, on the dates, times and places (or modes) determined by the Board.
- 41.2 A Board Member may at any time call a Board Meeting.
- 41.3 The procedure to be followed at a meeting of the Board must be determined from time to time by the Board.
- 41.4 The order of business may be determined by the Board Members present at a meeting of the Board.

42. Notice of Board Meetings

Reasonable notice of every Board Meeting must be given individually to each Board Member (in accordance with rule 56), but failure to give or receive reasonable notice of that meeting will not invalidate anything done or any resolution passed at the meeting provided the failure occurred by accident or inadvertent error or the Board Member who failed to receive notice attended the meeting or waived notice of the meeting either before or after the meeting.

43. Use of technology

- 43.1 A Board Member who is not physically present at a Board Meeting may participate in the meeting by the use of technology that allows that Board Member and the Board Members present at the meeting to clearly communicate with each other.
- 43.2 For the purposes of this Part, a Board Member participating in a Board Meeting as permitted under subrule 43.1 is taken to be present at the meeting and, if the Board Member votes at the meeting, is taken to have voted in person.

44. Quorum of Board Meetings

- 44.1 No business may be conducted at a Board Meeting unless a quorum is present.
- 44.2 The quorum for a Board Meeting is the presence of a majority of Board Members.
- 44.3 If a quorum is not present within 30 minutes after the notified commencement time of a Board Meeting the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place (or mode) to which the meeting is adjourned must be given.

45. Voting at Board Meetings

- 45.1 On any question arising at a Board Meeting, each Board Member present at the meeting has one vote.
- 45.2 A motion is carried if a majority of Board Members present at the meeting and entitled to vote on the motion, vote in favour of the motion.
- 45.3 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- 45.4 Voting may be conducted using technology if considered appropriate by the Board.

46. Board circulating resolution without a meeting

- 46.1 The Board may pass a valid resolution without a Board Meeting being held if all of the Board Members entitled to vote on the resolution sign a document (which may include by sending an email) containing a statement that they are in favour of the resolution set out in the document.

46.2 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.

46.3 The resolution is passed when the last Board Member signs.

47. Validity of acts of Board Members

If it is discovered that:

- (a) there was a defect in the appointment of a person as a Board Member; or
- (b) a person appointed to one of those positions or acting as a Board Member was disqualified or had vacated office or was otherwise not entitled to vote or act,

all acts of the Board (as the case may be) before the discovery was made are as valid as if the person had been duly appointed and was not disqualified and was entitled to vote or act.

48. Subcommittees

48.1 The Board may, as it sees fit, establish and maintain subcommittees of the Board from time to time.

48.2 Subject to these Rules, each Subcommittee will have terms of reference specified by the Board and may exercise the powers delegated to it in accordance with any directions that may from time to time be imposed on it by the Board.

48.3 The membership and chair of each Subcommittee will be determined by the Board, but each Subcommittee should comprise of at least one Board Member unless the Board reasonably determines such is unnecessary.

48.4 Subject to subrule 48.3 the meetings and proceedings of any Subcommittee will be governed by the provisions of these Rules regulating the meetings and proceedings of the Board so far as they are applicable, except to the extent they are superseded by any direction made by the Board.

49. Minutes of Board Meetings

49.1 The Board must cause minutes to be entered in the minute books of the Association within one month of the relevant Board Meeting, containing details of:

- (a) the names of the Board Members present at the Board Meeting;
- (b) all declarations made or notices given by any Board Member (either generally or specifically) relating to a material conflict of interest in accordance with rule 30 ; and
- (c) all resolutions and proceedings of the Board.

49.2 Any minutes of any Board Meetings must be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting and once signed will constitute prima facie evidence of the matters stated in the minutes.

PART 6: FINANCIAL MATTERS AND RECORD KEEPING**50. Source of funds**

The funds of the Association may be derived from rental income, donations, fund-raising activities, Grants, interest and any other sources approved by the Board.

51. Management of funds

51.1 The Association must maintain an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.

51.2 The Board may approve expenditure on behalf of the Association.

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

51.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by:

- (a) two Board Members; or
- (b) such other persons as approved in writing by the Board in accordance with rule 27.

52. Signatures

52.1 Where a document is required to be signed, that requirement may be satisfied in relation to an electronic signature of the document as permitted under the relevant law.

52.2 The Association may execute a contract or other document if the contract or document is signed by:

- (a) two Board Members; or
- (b) if the Secretary of the Association is not a member of the Board — by a Board Member and the Secretary.

53. Financial records and financial statements

53.1 The Association must keep financial records that:

- (a) correctly record and explain its transactions, financial position and performance; and
- (b) enable financial statements to be prepared as required by the Association Act and ACNC Act.

53.2 The Association must retain the financial records for 7 years after the transactions covered by the records are completed.

53.3 For each financial year, the Board must ensure that the requirements under the Associations Act and ACNC Act relating to the financial statements of the Association are met.

54. Members Register

- 54.1 The Secretary must keep and maintain a register of members that includes for each current Member:
- (a) the Member's name;
 - (b) the physical or electronic address for notice last given by the Member; and
 - (c) the date of becoming a Member.
- 54.2 Within 14 days after the person ceases to be a Member of the Association, information other than the name of the person and the date on which the person ceased to be a Member of the Association must be removed from the Members Register.
- 54.3 Any current Member may, at a reasonable time and free of charge, inspect the Members Register.

55. Custody and inspection of books, securities and records

- 55.1 Members may on request inspect free of charge:
- (a) the Members Register;
 - (b) the minutes of General Meetings; and
 - (c) subject to subrule 55.2, the financial records, books, securities and any other relevant document of the Association.
- 55.2 The Board may refuse to permit a Member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- 55.3 The Board must on request make copies of these Rules available to Members and applicants for membership free of charge.
- 55.4 Subject to subrule 55.2, a Member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- 55.5 For purposes of this rule:

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of the Association.

PART 7: GENERAL MATTERS**56. Service of documents**

- 56.1 Any notice required to be given by the Association to a Member or a Board Member under these Rules may be given:
- (a) in person;
 - (b) by sending it by post to, or leaving it at, the usual residential address of that person or the alternative address (if any) nominated by that person;
 - (c) by sending it to the email address nominated by that person as an alternative address for service of documents (if any); or
 - (d) by any other means agreed between the Association and that person.
- 56.2 Any notice required to be given to the Association may be given:
- (a) by handing the notice to a Board Member; or
 - (b) by sending the notice by post to the registered address of the Association; or
 - (c) by leaving the notice at the registered address of the Association; or
 - (d) by email to the email address of the Association or the Secretary.
- 56.3 A document is taken to be given in the case of:
- (a) delivery in person or to the recipient's address, when delivered;
 - (b) post, at the time at which the document would be delivered in the ordinary course of post; and
 - (c) electronic means, on the next business day after it is sent, provided that the sender's transmission report shows that the whole document was sent to the correct fax number or electronic address.

57. Waiving of notice requirements

Any notice requirement under these Rules can be waived with the unanimous agreement of:

- (a) all Members for a General Meeting; or
- (b) all Board Members for a Board Meeting.

58. Winding up and cancellation

- 58.1 The Association may be wound up voluntarily by Special Resolution.
- 58.2 Subject to subrule 58.3, the Associations Act and any court order made under section 133 of the Associations Act, in the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any Members or former Members of the Association, and must be given to an institution:
- (a) that is charitable at law;
 - (b) that has similar purposes to the Purposes of the Association; and

(c) which is not carried on for the profit or gain of its individual members.

58.3 In the event of the winding up or the cancellation of the incorporation of the Association, or the endorsement (if any) of the Association as a deductible gift recipient under ITAA 97 is revoked, any surplus assets of the Association comprising of DGR Contributions shall be transferred to another institution:

(a) that is charitable at law;

(b) that has similar purposes to the Purposes of the Association;

(c) which is not carried on for the profit or gain of its individual members; and

(d) to which income tax deductible gifts can be made under the ITAA 97.

58.4 The body to which the surplus assets are to be given under subrule 58.2 or 58.3 must be determined by the Board at or before the winding up, cancellation or the revocation of the endorsement of the Association as a deductible gift recipient (as the case may be) and, in default of such determination, by application to the Supreme Court of Victoria for determination.

59. Alteration of Rules

These Rules may only be altered by Special Resolution of a General Meeting of the Association.