

United Nations Association of Australia (Victorian Division) Inc Constitution

Approved by members at the Annual General Meeting held on 26 November 2023



Caption: Annual UN study tour of UNAA members

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PART 1 - PRELIMINARY

1. NAME

The name of the association is the United Nations Association of Australia (Victorian Division) Inc (in this Constitution referred to as the Association). The Association is governed by the Associations Incorporation Reform Act 2012 (Vic). Registered No. A0023435P, 16th July 1991.

2. STATEMENT OF PURPOSES

The primary purpose of the Association is to support the United Nations in the attainment of the aims set out in the preamble to its Charter:

- to save succeeding generations from the scourge of war, which twice in our lifetime has brought untold sorrow to mankind, and
- to reaffirm faith in fundamental human rights, in the dignity and worth of the human person, in the equal rights of men and women and of nations large and small, and
- to establish conditions under which justice and respect for the obligations arising from treaties and other sources of international law can be maintained, and
- to promote social progress and better standards of life in larger freedom.

In support of its primary purpose, the secondary purposes of the Association are to:

- fulfil its responsibility as a constituent Division of the United Nations Association of Australia (UNAA) and, through it, as part of the World Federation of United Nations Associations. WFUNA is a non-government organisation with United Nations consultative status.
- promote among the people of Victoria knowledge and understanding of the rights, duties, and responsibilities of the Commonwealth of Australia as a member-state of the United Nations
- support and facilitate the work of the United Nations and its staff in Australia
- inform, advise, lobby and influence governments, in particular the Victorian Government, on matters within the cognisance of the United Nations and on their responsibilities as part of the United Nations system
- initiate policy and research for presentation to the United Nations through WFUNA, the Australian Government and other means
- develop an active and informed membership throughout Victoria through events, newsletters, and other activities.

3. FINANCIAL YEAR

The financial year for the Association is 1 July to 30 June.

4. DEFINITIONS

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

ACNC means the Australian Charities and Not-for-profits Commission established under the **Australian Charities and Not-for-profits Commission Act 2012**

Chairperson, of a general meeting or Board meeting, means the person chairing the meeting

Board means the Board 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 elected or appointed under **Part 5**

Disciplinary appeal meeting means a meeting of the members of the Association convened under **rule 21**

Disciplinary subcommittee means the subcommittee appointed under **rule 18**

Financial year means 1 July to 30 June

General meeting means a general meeting of the members of the Association convened in accordance with **Part 4** and includes an annual general meeting, a special general meeting, and a disciplinary appeal meeting

Member means a member of the Association

Member entitled to vote means a member who under **rule 13** is entitled to vote at a general meeting

Register of Members means the database maintained by the Secretary of all members (see **rule 16**)

Special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution

The Act means the **Associations Incorporation Reform Act 2012** and any regulations made under that Act

The Registrar means the Registrar of Incorporated Associations.

PART 2 – POWERS OF ASSOCIATION

5. POWERS OF ASSOCIATION

1. Subject to the Act, the Association has the power to do all things incidental or conducive to achieving its purposes.

Without limiting **subrule (1)**, the Association may:

- acquire, hold, and dispose of real or personal property
- open and operate accounts with financial Associations
- invest its money in any security in which trust monies may lawfully be invested
- raise and borrow money on any terms and in any manner as it thinks fit
- secure the repayment of money raised or borrowed, or the payment of a debt or liability
- appoint agents to transact business on its behalf
- enter any other contract it considers necessary or desirable.

The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6. NOT FOR PROFIT ORGANISATION

1. The Association must not distribute any surplus, income, or assets directly or indirectly to its members.

2. **Subrule (1)** does not prevent the Association from paying a member:

- reimbursement for expenses properly incurred by the member; or
- 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.

PART 3 – MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

DIVISION 1: MEMBERSHIP

7. MINIMUM NUMBER OF MEMBERS

The Association must have at least five members.

8. WHO IS ELIGIBLE TO BE A MEMBER

Any person or organisation which supports the purposes of the Association is eligible for membership.

9. APPLICATION FOR MEMBERSHIP

1. To apply to become a member of the Association, a person must submit a written application stating that the person or organisation:

- wishes to become a member of the Association
- supports the purposes of the Association
- agrees to comply with these Rules.

2. The application can be in a form determined by the Board from time to time.

3. The application must be accompanied by the Membership fee.

4. Life members of the organization can be appointed by the Board.

10. CONSIDERATION OF MEMBERSHIP

1. As soon as is practicable, the application must be referred to the Board to determine whether to approve or to reject the application.

2. If the Board rejects the application, it must return any money accompanying the application to the applicant.

3. The Board is not required to provide reasons but must, upon request, be able to demonstrate that the rejection of any membership application was for reasons other than the personal characteristics of the applicant such as, without limitation, their age, race, or background.

11. NEW MEMBERSHIP

1. If an application for membership is approved by the Board, as soon as practicable, the name and address of the new member, and the date of becoming a member, should be included in the register of members.

2. A person becomes a member of the Association and, subject to **rule 13**, is entitled to exercise their rights of membership from the date on which the Board approves the person's membership or the person pays the joining fee.

12. ANNUAL SUBSCRIPTION

The fees and subscriptions for members shall be determined by the Board from time to time.

13. GENERAL RIGHTS OF MEMBERS

1. A member of the Association who is entitled to vote has the right:

- to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules
- to submit items of business for consideration at a general meeting
- to attend and be heard at general meetings
- to vote at a general meeting
- to have access to the minutes of general meetings and other documents of the Association as provided under these rules
- to inspect the register of members.

2. A member is entitled to vote if:

- more than 10 business days have passed since they became a member of the Association
- the member's membership rights are not suspended for any reason.

14. RIGHTS NOT TRANSFERABLE

The rights of a member are not transferable and end when membership ceases.

15. CEASING MEMBERSHIP

1. The membership of a person ceases on resignation, expulsion, or death.

2. A member may resign by notice in writing given to the Association.

3. If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

4. Information about a person who is no longer a member of the Association, 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 register of members within 14 days after the person ceases to be a member.

16. REGISTER OF MEMBERS

1. The secretary shall keep and maintain a Register of Members in which shall be entered the full name, address, and date of entry of each member. Any member may inspect the register of members during business hours and subject to sections 58 and 59 of the Act.

2. Members inspecting the Register may not make or retain a copy of members' details.

DIVISION 2: DISCIPLINARY ACTION

17. GROUNDS FOR TAKING DISCIPLINARY ACTION

The Association may take disciplinary action against a member if it is determined that the member:

- has failed to comply with these Rules
- refuses to support the purposes of the Association
- has engaged in conduct prejudicial to the Association.

18. DISCIPLINARY SUBCOMMITTEE

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

2. Members of the disciplinary subcommittee may be Board members, members of the Association or anyone else, but must not be biased against, or in favour of, the member concerned.

19. NOTICE TO MEMBER

1. Before disciplinary action is taken against a member, the Secretary must give written notice to the member:

- stating that the Association proposes to take disciplinary action against the member; and
- stating the grounds for the proposed disciplinary action; and
- specifying the date, place, and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting)
- advising the member that he or she may do one or both of the following:
 - attend the disciplinary meeting and address the disciplinary subcommittee at that meeting
 - give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting
- setting out the member's appeal rights under these rules.

2. The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

20. DECISION OF SUBCOMMITTEE

1. At the disciplinary meeting, the disciplinary subcommittee must

- give the member an opportunity to be heard and
- consider any written statement submitted by the member.

2. After complying with **subrule 1**, the disciplinary subcommittee may:

- take no further action
- reprimand the member
- suspend the member for a specified period
- expel the member from the Association.

3. The disciplinary subcommittee may not fine the member.

4. The suspension or expulsion of a member by the disciplinary subcommittee takes effect immediately after the vote is passed.

21. APPEAL RIGHTS

1. A person who has been suspended or expelled from the Association under **rule 20** may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.

2. The notice must be in writing and given to:

- the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken or
- the Secretary not later than 48 hours after the vote.

3. If a person has given notice under **subrule 2**, a disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days, after the notice is received.

4. Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must specify the date, time and place of the meeting and state:

- the name of the person against whom the disciplinary action has been taken
- the grounds for taking that action
- that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

22. CONDUCT OF DISCIPLINARY APPEAL MEETING

1. At a disciplinary appeal meeting:

- no business other than the question of the appeal may be conducted
- the Board must state the grounds for suspending or expelling the member and the reasons for taking that action
- the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.

2. Members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.

3. A member may not vote by proxy at the meeting.

4. The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

DIVISION 3 – GRIEVANCE PROCEDURES

23. APPLICATION

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

- a member and another member
- a member and the Board
- a member and the Association.

2. A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

24. PARTIES MUST ATTEMPT TO RESOLVE THE DISPUTE

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

25. APPOINTMENT OF A MEDIATOR

1. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by **rule 24**, the parties must within 10 days:

- notify the Board of the dispute
- agree to or request the appointment of a mediator
- attempt in good faith to settle the dispute by mediation.

2. The mediator must be a person chosen by agreement between the parties or in the absence of agreement:

- if the dispute is between a member and another member, a person appointed by the Board
- if the dispute is between a member and the Board or the Association, a person appointed or employed by the Dispute Settlement Centre of Victoria.

3. A mediator appointed by the Board may be a member or former member of the Association but must not be a person who:

- has a personal interest in the dispute
- is biased in favour of or against any party.

26. MEDIATION PROCESS

1. The mediator to the dispute, in conducting the mediation, must:

- give each party every opportunity to be heard
- allow due consideration by all parties of any written statement submitted by any party
- ensure that natural justice is accorded to the parties throughout the mediation process.

2. The mediator must not determine the dispute.

27. FAILURE TO RESOLVE DISPUTE BY MEDIATION

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4 – GENERAL MEETINGS

28. ANNUAL GENERAL MEETINGS

1. The Board must convene an annual general meeting of the Association within five months of the end of each financial year.

2. The Board may determine the date, time, and place of the annual general meeting.

3. The annual general meeting shall be specified as such in the notice convening it.

4. The ordinary business of the annual general meeting shall be to:

- confirm the minutes of the preceding annual general meeting and of any special general meeting held since
- receive and consider the:
 - annual report of the activities of the Association during the preceding financial year
 - audited financial statements of the Association for the preceding financial year
- elect officers of the Association and the ordinary members of the Board in accordance with these Rules
- receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.

5. The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

29. SPECIAL GENERAL MEETINGS

1. Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.

2. The Board may convene a special general meeting whenever it thinks fit.

3. No business other than that set out in the notice under **rule 31** may be conducted at the meeting.

30. SPECIAL GENERAL MEETING HELD AT REQUEST OF MEMBERS

1. The Board must convene a special general meeting if a request to do so is made in accordance with **subrule 2** by at least 10% of the total number of members.

2. A request for a special general meeting must:

- be in writing
- state the business to be considered at the meeting and any resolutions to be proposed
- include the names and signatures of the members requesting the meeting
- be given to the Secretary.

3. If the Board does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.

4. A special general meeting convened by members under **subrule 3**:

- must be held within three months after the date on which the original request was made
- may only consider the business stated in that request.

5. The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under **subrule 3**.

31. NOTICE OF GENERAL MEETINGS

1. The Secretary (or, in the case of a special general meeting convened under **rule 30**, the members convening the meeting) must give to each member of the Association:

- at least 21 days' notice of a general meeting if a special resolution is to be proposed or
- at least 14 days' notice of a general meeting in any other case.

2. The notice must:

- specify the date, time, and place of the meeting
- indicate the general nature of each item of business to be considered at the meeting and
- if a special resolution is to be proposed:
 - state in full the proposed resolution
 - state the intention to propose the resolution as a special resolution; and

- comply with **rule 32(5)**.

3. This rule does not apply to a disciplinary appeal meeting. **Rule 21** sets out the requirements for notice of a disciplinary appeal meeting.

32. PROXIES

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

2. The appointment of a proxy must be in writing and signed by the member making the appointment.

3. The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.

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

5. Notice of a general meeting given to a member under **rule 31** must:

- state that the member may appoint another member as a proxy for the meeting; and
- include a copy of any form that the Board has approved for the appointment of a proxy.

6. A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.

7. A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

33. USE OF TECHNOLOGY

1. A member not physically present at a general meeting may be permitted to participate in the meeting using technology that allows that member, and the members present at the meeting, to communicate with each other clearly and simultaneously.

2. A member participating in a general meeting as permitted under **subrule 1** is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

34 QUORUM AT GENERAL MEETINGS

1. No business may be conducted at a general meeting unless a quorum of members is present.

2. The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 33) of 5% of the members entitled to vote.

3. If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:

- in the case of a meeting convened by, or at the request of, members under **rule 30**, the meeting must be dissolved. If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under **rule 30**.
- in any other case:
 - the meeting must be adjourned to a date not more than 21 days after the adjournment
 - notice of the date, time, and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice to all members as soon as practicable after the meeting.

4. If a quorum is not present within 30 minutes after the time to which this general meeting has been adjourned,

the members present at the meeting (if not less than 3) may proceed with the business of the meeting as if a quorum were present.

35. ADJOURNMENT OF GENERAL MEETING

1. The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.

2. Without limiting **subrule 1**, a meeting may be adjourned:

- if there is insufficient time to deal with the business at hand or
- to give the members more time to consider an item of business.

3. No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

4. Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with **rule 31**.

36. VOTING AT GENERAL MEETING

1. On any question arising at a general meeting, subject to **subrule 3**:

- each member who is entitled to vote has one vote
- members may vote personally or by proxy
- except in the case of a special resolution, the question must be decided on a majority of votes.

2. If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

3. If the question is whether to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

4. This rule does not apply to a vote at a disciplinary appeal meeting conducted under **rule 22**.

37. SPECIAL RESOLUTIONS

1. A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

2. In addition to certain matters specified in the Act, a special resolution is required to:

- remove a Board member from office
- alter these Rules, including changing the name or any of the purposes of the Association.

38. DETERMINING WHETHER RESOLUTION CARRIED

1. Subject to **subrule 2**, the Chairperson of a general meeting may, based on a show of hands, declare that a resolution has been:

- carried
- carried unanimously
- carried by a particular majority or
- lost

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

2. If a poll (where votes are cast in writing) is demanded by three or more members on any question:

- the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting
- the Chairperson must declare the result of the resolution based on the poll.

3. A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken

immediately.

4. A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

39. MINUTES OF GENERAL MEETING

The Board must ensure that minutes are taken and kept of each general meeting.

2. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

3. In addition, the minutes of each annual general meeting must include—

- the names of the members attending the meeting
- proxy forms given to the Chairperson of the meeting under **rule 32**
- the financial statements submitted to the members
- the certificate signed by two Board members certifying that the financial statements give a true and fair view of the financial position and performance of the Association
- any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5 – THE BOARD

DIVISION 1 – POWERS OF THE BOARD

40. ROLE AND POWERS

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

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

3. The Board may:

- appoint and remove staff
- establish subcommittees consisting of members with terms of reference it considers appropriate.

41. DELEGATION

1. The Board may delegate to a member of the Board, a subcommittee, or staff, any of its powers and functions other than:

- this power of delegation; or
- a duty imposed on the Board by the Act or any other law.

2. The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.

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

DIVISION 2 – COMPOSITION OF THE BOARD AND DUTIES OF MEMBERS

42. COMPOSITION OF THE BOARD

1. The officers of the Association shall be a:

- President
- Vice-President
- Treasurer
- Secretary
- not more than six (6) other ordinary members

- the immediate past President.

2. Each Officer of the Association shall hold office until the Annual General Meeting next after the date of election but shall be eligible for re-election. A member must already have served on the Board for a minimum of twelve (12) months before becoming eligible for election as an Officer.

3. In the event of a casual vacancy in any office, 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 following Annual General Meeting.

4. Each Board member will serve a term of two years; at which time they may elect to nominate for re-election. Any Board member who seeks to hold office for more than six years continuously may only be re-appointed or re-elected by a Special Resolution.

5. At each Annual General Meeting, one third of the ordinary members shall retire from office on the Board, with these members being those who have been longest in office on the Board. If there are ordinary members elected on the same day, those to retire will (unless they otherwise agree among themselves) be determined by lot.

6. In the event of a casual vacancy arising for an ordinary Board member, the Board may appoint another member of the Association to fill the vacancy. This ordinary member shall hold office, subject to these Rules, until the conclusion of the following Annual General Meeting.

7. The Board may co-opt three (3) additional members as ordinary Board members. Any person so co-opted shall become a member of the Board and attend and vote at all meetings of the Board and hold such position until the conclusion of the next annual general meeting.

8. A general meeting of the Association may:

- by special resolution remove a Board member from office
- elect an eligible member of the Association to fill the vacant position in accordance with this Division.

9. A member who is the subject of a proposed special resolution under **subrule 8** 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.

10. The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

43. GENERAL DUTIES

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

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

3. Board members must exercise their powers and discharge their duties with reasonable care and diligence.

4. Board members must exercise their powers and discharge their duties:

- in good faith in the best interests of the Association; and
- for a proper purpose.

5. Board members and former Board members must not make improper use of their position and/or information acquired by virtue of holding their position to gain an advantage for themselves or any other person or to cause detriment to the Association.

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

44. PRESIDENT AND VICE PRESIDENT

1. Subject to **subrule 2**, the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any Board meetings.

2. If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be:

- in the case of a general meeting, a member elected by the other members present; or
- in the case of a Board meeting, a Board member elected by the other Board members present.

45. SECRETARY

1. The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

2. The Secretary must:

- maintain the Register of Members in accordance with **rule 16**
- keep custody of the common seal (if any) of the Association and, except for the financial records referred to in **rule 62(3)**, all books, documents, and securities of the Association in accordance with these rules
- subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents
- perform any other duty or function imposed on the Secretary by these Rules.

3. The Secretary must give the Registrar notice of their appointment within 14 days after the appointment.

46. TREASURER

1. The Treasurer must ensure that there are proper systems in place to:

- receive all moneys paid to or received by the Association
- ensure that all moneys received are paid into the account of the Association
- make any payments authorised by the Board or by a General Meeting of the Association from the Association's funds
- ensure cheques and other forms of payment, including electronic, are properly scrutinised and authorised.

2. The Treasurer must:

- ensure that the financial records of the Association are kept in accordance with the Act; and
- 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.

3. The Treasurer must ensure that at least one other Board member has access to the accounts and financial records of the Association.

DIVISION 3 – ELECTION OF BOARD MEMBERS

47. ELIGIBILITY

To be eligible for appointment as a Board member, applicants must:

- be a financial member
- not be ineligible to be a Board member under prevailing legislation.

48. NOMINATIONS

1. Prior to the holding of each Annual General Meeting, the Association must call for nominations for positions on the Board.

2. Nominations of members for election as officers of the Association or as ordinary members of the Board must be:

- in writing in a form determined by the Board
- signed by two members of the Association
- accompanied by the written consent of the candidate.

3. All nominations will be delivered to the Secretary not less than seven (7) days before the date fixed for the holding of the annual general meeting.

4. If the number of nominations received is equal to the number of vacancies to be filled, the persons validly nominated shall be deemed to be elected.

5. If insufficient nominations are received to fill all vacancies, the candidates validly nominated shall be deemed to be elected.

6. If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held at the Annual General Meeting.

49. BALLOT

1. If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot. The returning officer must not be a member nominated for the position.

2. Before the ballot is taken, each candidate may make a short speech in support of his or her election.

3. The election must be by secret ballot.

4. The returning officer must give a ballot paper to:

- each member present in person
- each proxy appointed by a member.

5. If the ballot is for a single position, the voter must mark on the ballot paper the name of the candidate for whom they wish to vote.

6. If the ballot is for more than one position:

- the voter must mark the ballot paper the name of each candidate for whom they wish to vote
- the voter must not write the names of more candidates than the number to be elected.

7. Ballot papers that do not comply with these rules are not to be counted.

8. Each ballot paper on which the name of a candidate has been marked counts as one vote for that candidate.

9. The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.

10. If the returning officer is unable to declare the result of an election because two or more candidates received the same number of votes, the returning officer must:

- conduct a further election for the position in accordance with these rules to decide which of those candidates is to be elected
- or, with the agreement of those candidates, decide by lot which of them is to be elected.

50. VACATION OF OFFICE

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

2. A person ceases to be a Board member if they:
 - cease to be a member of the Association
 - fail to attend three consecutive Board meetings without leave of absence
 - otherwise cease to be a Board member by operation of **section 78** of the Act.

DIVISION 4 – MEETINGS OF THE BOARD

51. MEETINGS OF THE BOARD

1. The Board shall meet at least four times in each year at such places and such times as the Board may determine.
2. Special Board meetings may be convened by the President or by any four (4) Board members.
3. The quorum for a Board meeting is the presence (in person or as allowed under these rules) of a majority of Board members.
4. No business shall be transacted at a Board meeting unless a quorum is present.
5. If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting:
 - in the case of a special meeting, the meeting lapses
 - in any other case, the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date, and place to which the meeting is adjourned must be given in accordance with these rules.

52. NOTICE OF MEETINGS

1. Notice of each Board meeting must be given to each Board member no later than seven (7) days before the date of the meeting.
2. Notice may be given of more than one Board meeting at the same time.
3. The notice must state the date, time, and place of the meeting.
4. If a special Board meeting is convened, the notice must include the general nature of the business to be conducted.
5. The only business that may be conducted at the meeting is the business for which the meeting is convened.

53. URGENT MEETINGS

1. In cases of urgency, a meeting can be held without notice being given in accordance with these rules provided that as much notice as practicable is given to each Board member by the quickest means practicable.
2. Any resolution made at the meeting must be passed by an absolute majority of the Board.
3. The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

54. PROCEDURE AND ORDER OF BUSINESS

1. The procedure to be followed at a meeting of a Board must be determined from time to time by the Board.
2. The order of business may be determined by the members present at the meeting.

55. USE OF TECHNOLOGY

1. A Board member who is not physically present at a Board meeting may participate in the meeting using technology that allows that member, and the Board members present at the meeting to communicate with each other clearly and simultaneously.
2. A Board member participating in a Board meeting as permitted under subrule 1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

56. VOTING

1. On any question arising at a Board meeting, each member present at the meeting has one vote.
2. A motion is carried if a majority of Board members present at the meeting vote in favour of the motion.
3. **Subrule (2)** does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Board.
4. If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
5. Voting by proxy is not permitted.

57. CONFLICT OF INTEREST

1. A Board member who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
2. The member:
 - must not be present while the matter is being considered at the meeting; and
 - must not vote on the matter.
3. The Board must keep a conflict of interest register, which must record:
 - the name and position of the member who has disclosed a material personal interest
 - a description of the nature and extent of that interest
 - a management plan documenting actions required to mitigate the conflict.

58. MINUTES OF MEETING

1. The Board must ensure that minutes are taken and kept of each Board meeting.
2. The minutes must record the following:
 - the names of the members in attendance at the meeting
 - the business considered at the meeting
 - any resolution on which a vote is taken and the result of the vote
 - any material personal interest disclosed under **rule 57**.

59. LEAVE OF ABSENCE

1. The Board may grant a Board member leave of absence from Board meetings for a period not exceeding three (3) months.
2. The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Board member to seek the leave in advance.

PART 6 – FINANCIAL MATTERS

60. SOURCE OF FUNDS

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest, and any other sources approved by the Board.

61. MANAGEMENT OF FUNDS

1. The Association must open an account or accounts with a financial institution (or institutions) from which all expenditure of the Association is made and into which all the Association's revenue is deposited.
2. Subject to any restrictions imposed by a general meeting of the Association, the Board may approve expenditure on behalf of the Association.
3. The Board may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
4. Two (2) Board members must be approved to oversight expenditure.
5. All funds of the Association must be deposited into the financial account of the Association no later than five working days after receipt.
6. With the approval of the Board, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

62. FINANCIAL RECORDS

1. The Association must keep financial records that:
 - correctly record and explain its transactions, financial position, and performance
 - enable financial statements to be prepared as required by the Act.
2. The Association must retain the financial records for seven (7) years after the transactions covered by the records are completed.
3. The Treasurer must keep in his or her custody, or under his or her control:
 - the financial records for the current financial year; and
 - any other financial records as authorised by the Board.

63. FINANCIAL STATEMENTS

For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Association are met. These requirements include:

- preparation of the financial statements
- auditing of the financial statements
- certification of the financial statements by the Board
- submission for approval of the financial statements to the annual general meeting of the Association
- lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements, and fee.

PART 7—GENERAL MATTERS

64. REGISTERED ADDRESS

1. The registered address of the Association is the address determined from time to time by resolution of the Board
2. If the Board has not determined an address to be the registered address, the postal address of the Secretary.

65. NOTICE REQUIREMENTS

1. Any notice required to be given to a member or a Board member under these Rules may be given by:
 - handing the notice to the member personally
 - sending it by post to the member at the address recorded for the member on the register of members
 - email or other electronic transmission.

2. **Subrule 1** does not apply to notice given under **rule 53**.

3. Any notice required to be given to the Association or the Board may be given by:

- handing the notice to a member of the Board
- sending the notice by post to the registered address
- leaving the notice at the registered address

4. If the Board determines that it is appropriate in the circumstances, by email to the email address of the Association or the Secretary.

66. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

1. Members may on request inspect free of charge:

- the register of members
- the minutes of general meetings
- subject to **subrule 2**, the financial records, books, securities, and any other relevant document of the Association, including minutes of Board meetings.

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

3. The Board must on request make copies of these rules available to members and applicants for membership free of charge.

4. Subject to **subrule 2**, a member may make a copy of records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.

5. For purposes of this rule, *relevant documents* mean the records and other documents, however compiled, recorded, or stored, that relate to the incorporation and management of the Association and includes the following:

- membership records
- financial statements
- financial records
- records and documents relating to transactions, dealings, business, or property of the Association.

67. WINDING UP AND CANCELLATION

1. The Association may be wound up voluntarily by special resolution.

2. In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.

3. Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.

4. The body to which the surplus assets are to be given must be decided by special resolution.

5. If the Association is registered as a Charity at the time of being wound up, then, in addition to 1-4, the body in receipt of surplus assets must also be a registered charity.

68. ALTERATION OF RULES

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