



**Umbrella**

Multicultural Community Care

**CONSTITUTION  
of  
Umbrella Multicultural  
Community Care Services  
Inc.**

*According to the Associations Incorporation Act 2015*



## Constitution of Umbrella Multicultural Community Care Services Inc.

## **1. NAME OF ASSOCIATION**

- (1) The name of the incorporated association shall be **Umbrella Multicultural Community Care Services Inc.** (in these rules called 'the Association' or 'Umbrella')
- (2) In these rules 'the Act' means the *Associations Incorporation Act 2015*; 'member' means an ordinary member of the Association; 'life member' means a non-financial member other than an ordinary member; 'Board' means the Umbrella Board of Management.

## **2. OBJECTIVES**

- (1) To provide support services to individuals in alignment with current service contracts and their corresponding eligibility criteria. These support services are orientated towards but not limited to, individuals from culturally and linguistically diverse backgrounds living in Australia and those connected with these communities.
- (2) To establish, organise and promote services and facilities for the relief of poverty, illness, distress, disability, dependence, and infirmity, experienced by an individual/s.
- (3) To establish, organise and promote services and facilities for the improvement of the intellectual, mental, physical, emotional and social well-being of such individuals, including the support of individuals to remain in their homes, to live independently in the community and prevent their premature admission to long term residential care.
- (4) To procure contributions to the funds of the Association by way of donation, sponsorship, subscription, planned giving or public appeals, collections and to receive any gifts of any real or personal property whether absolutely or upon trust to be used in the provision of these objectives.
- (5) To assist, enable, promote and join with other persons, bodies, organisations, authorities, and governments engaged in activities complementary to, or compatible with, the achievement of these objectives.
- (6) To ensure the property and income of the Association shall be applied solely towards the promotion of the objectives or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to another not for profit organisation with a similar ethos, except in good faith in the promotion of those objectives or purposes.

## **3. POWERS AND FUNCTION OF THE BOARD**

The powers conferred on the Association are the same as those conferred by Section 14 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association may do all things necessary or convenient for carrying out its objectives and purposes, and, may;

- (a) Acquire, hold, deal with, and dispose of any real or personal property;
- (b) Open and operate bank accounts;
- (c) Invest its' money in any security in which trust monies may lawfully be invested and/or in any other manner authorised by the rules of the Association;

- (d) Borrow, lend and raise money upon such terms and conditions as the Association thinks fit;
- (e) Give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- (f) Appoint agents to transact any business of the Association on its behalf;
- (g) Enter into any other contract it considers necessary or desirable;
- (h) May act as trustee and accept and hold real and personal property upon trust but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association, and;
- (i) Issue secured and unsecured notes, debentures and debenture stock for the Association.

#### **4. CLASSES OF MEMBERSHIP**

The membership of the Association shall consist of:

- (a) **Ordinary members:** A current financial client of Umbrella who receives services, who supports the objectives of the Association, and shall be entitled to attend the General Meeting of the Association but shall have speaking or voting rights.
- (b) **Affiliate members:** A current financial member who has professional expertise or demonstrated experience in Governance, Risk and Audit, Contract Management and Legal, Clinical and Health, Ca rer, Finance in the Aged Care and not for profit sectors, who supports the objectives of the Association and who is entitled to every right and privilege open to any Affiliate member of the Association and shall be entitled to speak and vote at the General Meeting of the Association and be elected to the Board of Management.
- (c) **Life Members:** As nominated by the Board. Life members shall have full rights reserved as for ordinary membership including the right to vote. Life members are also obligated to actively and continuously promote and support the Association's objectives. The number of life members shall not be greater than 20% of ordinary members.

#### **5. MEMBERSHIP APPLICATION**

- (1) Every applicant for membership of the Association shall be proposed by one current member of the Association and seconded by another current member.
- (2) The application for membership shall be made in writing and in such format as the Board prescribes; it shall be signed by the applicant and the applicant's proposer and by a seconder.
- (3) Current staff members and contractors to the Association SHALL NOT be members of the Association.
- (4) All membership applications for the Association must be approved by the Board of Management.

## **6. MEMBERSHIP FEES**

- (1) The membership fees for the Association shall be a sum such as is determined by the Board.
- (2) The fees for each membership shall be payable at such time and in such a manner as the Board from time to time shall determine.

## **7. ACCEPTANCE AND REJECTION OF MEMBERS**

- (1) At the next meeting of the Board following any application and payment for membership, such application shall be considered by the Board who shall determine admission or rejection of the applicant.

Any applicant who receives a majority of votes of the Board members present at the meeting at which the application is being considered, shall be accepted as a member.

- (2) Upon the acceptance or rejection of an application for membership, the applicant shall be given notice in writing of such acceptance or rejection.
- (3) If the Board rejects a membership application, the Board is not required to give the applicant any reasons for doing so.
- (4) Each person who becomes a member of the Association shall receive a copy of the current Constitution.

## **8. TERMINATION OF MEMBERSHIP**

- (1) A member may resign from the Association at any time by giving notice in writing to the Secretary.
- (2) Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice.
- (3) Termination of membership shall take effect if a membership fee is in arrears for a period of 30 days or more after membership renewals are called.
- (4) If a person who has ceased to be a member under sub-rule (8) offers to pay the annual membership fee after the period referred to in that sub-rule has expired-
  - (a) The Board may, at its' discretion, accept that payment; and,
  - (b) If the payment is accepted, the person's membership is reinstated from the date payment is accepted.

## **9. SUSPENSION OR EXPULSION OF MEMBERSHIP**

The Board may decide to suspend a member's membership or to expel a member from the Association if the member:

- (a) Contravenes any of the Association's rules;
- (b) Acts detrimentally to the interests of the Association; or,
- (c) Conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the Association.

If the Board resolves to suspend or terminate a membership it shall instruct the Secretary to advise the member of the proposed suspension or expulsion in writing at least 28 days before the Board meeting at which the proposal is to be considered by the Board. The notice given to the member must state when and where the meeting is to be held; the grounds on which the proposed suspension or expulsion is based and that the member, or their representative, may attend the meeting and be given a reasonable opportunity to make written or oral (or both) submissions to the Board about the proposed suspension or expulsion.

At the Board meeting the Board must give the member, or the member's representative, a reasonable opportunity to make written or oral submissions (or both) to the Board about the proposed suspension or expulsion; and give due consideration to any submissions so made; and decide whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or whether or not to expel the member from the Association.

A decision of the Board to suspend the member's membership or to expel the member from the Association takes immediate effect. The Board must give the member written notice of the Board's decision, and the reasons for the decision, within 7 days after the Board meeting at which the decision is made.

A member whose membership is suspended or who is expelled from the Association may within 14 days after receiving notice of the Board's decision, give written notice to the Secretary requesting the appointment of a mediator. The member who gives the notice and the Board are parties to the mediation.

## **10. RESOLVING DISPUTES**

The grievance procedure applies to disputes between members, or between one or more members and the Association. The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within 14 days, any party to the dispute may start the grievance procedure by giving written notice to the Secretary stating the parties to the dispute and the matters that are the subject of the dispute.
- (2) Within 28 days after the Secretary is given the notice, a Board meeting must be convened to consider and determine the dispute.
- (3) The Secretary must give each party to the dispute written notice of the Board meeting at which the dispute is to be considered and determined at least 7 days before the Board meeting is held.
- (4) The notice given to each party to the dispute must state when and where the Board meeting is to be held and that the party, or the party's representative, may attend the Board meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute.
- (5) If the dispute is between one or more members and the Association and any party to the dispute gives written notice to the Secretary stating that the party does not agree to

the dispute being determined by the Board, and requests the appointment of a mediator, the Board must not determine the dispute.

**Determination of dispute by Board:**

- (1) At the Board meeting at which the dispute is to be considered and determined, the Board must:
  - (a) Give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute; and,
  - (b) Give due consideration to any submissions so made; and
  - (c) Determine the dispute.
- (2) The Board must give each party to the dispute written notice of the Board's determination, and the reasons for the determination, within 7 days after the Board meeting at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the Board's determination, give written notice to the Secretary requesting the appointment of mediator.
- (4) If notice is given, each party to the dispute is party to the mediation.

**Appointment of a mediator:**

- (1) The mediator must be a person chosen:
  - (a) If the appointment of a mediator was requested by a member – by agreement between the member and the Board; or,
  - (b) If the appointment of a mediator was requested by a party to a dispute – by agreement between the parties to a dispute.
- (2) If there is not agreement in accordance with (1) (a) or (b) the Board must appoint the mediator.
- (3) The person appointed as a mediator by the Board must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by a member, a party to a dispute and the dispute is between one of more members and the Association.
- (4) The person appointed as mediator by the Board may be a member or a former member of the Association but must not:
  - (a) Have a personal interest in the matter that is the subject of the mediation; or
  - (b) Be biased in favour of or against any party to the mediation.

**Mediation process:**

- (1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (2) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least seven (7) days before the mediation takes place.
- (3) In conducting the mediation, the mediator must:
  - (a) Give each party to the mediation every opportunity to be heard; and,
  - (b) Allow each party to the mediation to give due consideration to any written statement given by another party; and,
  - (c) Ensure that natural justice is given to the parties of the mediation throughout the mediation process.
- (4) The mediator cannot determine the matter that is the subject of the mediation.
- (5) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (6) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

**If mediation results in decision to suspend, or expel being revoked:**

- (a) If mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice to the Secretary to request mediation; and,
- (b) If, as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

that revocation does not affect the validity of any decision made at a Board of Management or General Meeting during the period of suspension or expulsion.

**11. CONSEQUENCES OF SUSPENSION**

During the period a member's membership is suspended, the member loses any rights (including voting rights) arising as a result of membership; and is not entitled to a refund, relief of credit for membership fees paid, or payable, to the Association.

When a member's membership is suspended, the Secretary must record in the register of members that the member's membership is suspended, and the date on which the suspension takes effect; and the period of the suspension.

When the period of the suspension ends, the Secretary must record in the register of members that the member's membership is no longer suspended.



## **12. REGISTER OF MEMBERS**

- (1) The Board shall cause a register to be kept in which shall be entered the names and contact details (either residential, postal or email address) of all persons admitted to membership of the Association and the dates of their admission.
- (2) Shall also be entered into the register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Board or the members at any general meeting from time to time may require.
- (3) The register and the record of the members of the Board of Management shall be available for inspection by any member who previously applies to the Secretary for such inspection. If a member inspecting the register of members wishes to make a copy of, or take an extract from the register, or makes a written request to be provided with the copy of the register of members, the Board may require the member to provide a statutory declaration setting out the purpose for which the copy of the extract is required and declaring that the purpose is connected with the affairs of the Association. The member may also be charged a fee for a copy of the register.

## **13. MEMBERSHIP OF THE BOARD**

- (1) The Board of the Association shall consist of the Office Bearers - the President, Vice-President, Treasurer and Secretary - all of whom shall be members of the Association.
- (2) The Board shall consist of a total of no less than 8 members, and no more than 12 members, all of whom shall be members of the Association.
- (3) Board members will be selected from the Association's membership but will not include current paid employees or contractors of the Association.
- (4) All Board members are voluntary. Board members will be reimbursed for approved expenditure on behalf of Umbrella, including travel expenses to Board meetings.
- (5) The Chief Executive Officer (CEO) will attend Board meetings as a non-voting member, with attendances from time to time at Board meetings by other management staff as determined by the Board.
- (6) Each elected member of the Board will be appointed for a two-year period with a staggered election process to ensure continuity of management of the organisation. Up to 50% plus one positions (depending on the date of appointment) shall be declared vacant each year and the nomination and election process followed.
- (7) At the end of a two-year term at the Annual General Meeting of the Association, all required members of the Board for the time being shall retire from office but shall be eligible upon nomination for re-election.
- (8) The election of office bearers and other members of the Board shall take place in the following manner:
  - (a) Any members of the Association shall be at liberty to nominate any other member to serve as an office bearer or other member of the Board.
  - (b) The nomination, which shall be in writing and signed by the member shall be seconded and signed by another member. The member being nominated must also sign the nomination form. All nominations shall be lodged with the Secretary

at least 28 days before the Annual General Meeting at which the election is to take place.

- (c) A list of the candidates' names shall be posted in a conspicuous place in the Umbrella office or usual place of meeting of the Association for at least 7 days immediately preceding the Annual General Meeting.
  - (d) Balloting lists shall be prepared (if necessary) containing the names of the candidates, not exceeding the number of vacancies.
  - (e) At the commencement of such a meeting, if there is an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.
  - (f) The Board will elect from its members at the first Board meeting convened after the Annual General Meeting the office bearers of:
    - (a) A President;
    - (b) A Vice President;
    - (c) A Secretary; and,
    - (d) A Treasurer
- (9) Under the Act (2015) a person will be prohibited from sitting on the Board of an incorporated association (without prior approval by the Commissioner for Consumer Protection) if they:
- Are an undischarged bankrupt or their affairs are under insolvency laws;
  - Have been convicted of an offence in connection with the promotion, formation or management of a body corporate;
  - Have been convicted of an offence involving fraud or dishonesty punishable on conviction by at least three months or more imprisonment; or
  - Have been convicted of an offence under Division 3 (the duties of officers provisions) or section 127 (the duty with respect to incurring of debt) of the Act.

Where a person is prohibited because they have been convicted of an offence, they cannot be a Board member for a period of five years from their conviction, except where the conviction resulted in imprisonment, in which case they cannot be a Board member for five years from their release from custody.

#### **14 RESIGNATION OR REMOVAL FROM OFFICE OF A MEMBER OF THE BOARD**

- (1) Any member of the Board may resign from membership of the Board at any time by giving notice in writing to the Secretary. The resignation shall take effect at the time notice is received by the Secretary unless a later date is specified, in which case the resignation shall take effect on that date.
- (2) The Board may grant a leave of absence of up to six months to an existing Board member upon the request of that member without that member losing his/her position on the Board. The Board member may participate in Board meetings using electronic means such as Face-Time, Skype etc
- (3) If a member of the Board misses more than three (3) consecutive Board meetings, or three (3) meetings in a financial year without a valid reason, the Board can then declare a casual vacancy.

- (4) Where a Board member breaches organisation policy or operates in a manner that is detrimental to the organisation without a reasonable explanation, the Board member can be informed that his/her membership on the Board has been terminated.
- (5) A person, whose membership of the Board has been terminated, may within 28 days of receiving written notification lodge with the Secretary written notice of his/her intention to appeal against the decision of the Board.
- (6) Upon receipt of notification of intention to appeal against rejection or termination of Board membership, the Secretary shall convene, within 6 months of the date of receipt by the Secretary of such notice, a General Meeting to determine the appeal.
- (7) At any such meeting the applicant shall be given the opportunity to fully present the applicant's case and the Board and/or other members as required subsequently shall likewise have the opportunity of presenting its or their case for termination of Board membership.
- (8) The question of removal shall be determined by the vote of the members present at such a General Meeting.
- (9) There is no right of appeal to the Association against a member's removal from office under this section.
- (10) At a General Meeting the Association may, by resolution, remove a Board member from office and elect a member who is eligible to fill a vacant position. A Board member who is the subject of a proposed resolution may make written representations (of a reasonable length) to the Secretary or President and may ask that the representations be provided to the members. The Secretary or President may give a copy of the representations to each member or, if they are not so given, the Board member may require them to be read out at the General Meeting at which the resolution is to be considered.

## **15. VACANCIES ON THE BOARD**

- (1) The Board shall have the power at any time to appoint any member of the Association to fill any casual vacancy on the Board until the next Annual General Meeting.
- (2) The continuing members of the Board may act, notwithstanding any casual vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to these rules as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or for summoning a General Meeting of the Association, but for no other purpose.

## **16. FUNCTIONS OF THE BOARD**

- (1) The Board may exercise all the powers of the Association:
  - (a) To borrow or secure the payment of money in such a manner as the Association may think fit.
  - (b) Secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred, or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual

or otherwise, charged upon all or any of the Association's property, both present and future and to purchase, redeem or pay off any such securities;

- (c) To invest in such a manner as the Association may from time to time determine.

## **17. MEETINGS OF THE BOARD**

- (1) The Board shall meet at least eight times per calendar year.
- (2) Notice of a meeting is to be given in the way decided by the Board.
- (3) A special meeting of the Board shall be convened by the Secretary on the requisition in writing signed by not less than four of the members of the Board. The requisition shall clearly state the reasons why such a special meeting is being convened and the nature of the business to be transacted at the meeting.
- (4) At a Board meeting 50% + 1 of the total number of Board members constitute a quorum.
- (5) Apart from matters previously provided for in this section, the Board may meet together and regulate its proceedings as it thinks fit.
- (6) Questions, proposals and motions arising at any meeting of the Board shall be decided by a majority of votes and, in the case of an equal number of votes, the President may usually exercise the casting vote.
- (7) A member of the Board shall not vote in respect of any contract or proposed contract or any financial matter with the Association in which the member has an interest, stands to gain favour or financial gain or with anything else arising from the identified matter. If the member does so vote, then the member's vote shall not be counted.  

A Board member who has identified a material personal interest shall submit a written declaration of the conflicts that should be recorded in the meeting minutes. A Board member who has disclosed a material personal interest must not be present when the matter is considered by the Board or a vote is taken on that matter.
- (8) Not less than 14 days' notice shall be given by the Secretary to the members of the Board of any special meeting of the Board.
- (9) Such notice shall clearly state the nature of the business to be discussed at the meeting.
- (10) The President shall preside as President at every meeting of the Board. If there is no President, or if at any meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Vice-President shall be President. If the Vice-President is not present at the meeting, then the members may choose one of their number to be President of the meeting.
- (11) If within 30 minutes from the time appointed for the commencement of a Board meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Board, shall lapse.
- (12) If the meeting did lapse, it shall stand adjourned to the same time, the same day and the same place in the next week; or to such other day, time and place as the Board may determine. If at the adjourned meeting a quorum is not present within half an hour from the appointed time for the meeting, the meeting shall lapse.

## **18. DELEGATION OF POWERS OF BOARD**

- (1) The Board may delegate any of its powers to a subcommittee consisting of such members of the Association as the Board thinks fit.
- (2) Any subcommittee that is formed, shall, in undertaking its duties and delegations of authority, conform to any regulations that may be imposed on it by the Board.
- (3) A subcommittee may elect a President of its meetings.
- (4) If no such President is elected, or if at any meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Vice President shall assume authority until such time the President is able. If the Vice President is also not present, then the members present may choose 1 (one) of their number to be the President of the meeting.
- (5) A subcommittee may meet and adjourn as it thinks proper.
- (6) Questions, proposals or motions arising at any such meeting shall be determined by a majority of votes of the members present and, in the case of an equal number of votes, the President may usually exercise the casting vote.

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

All acts done by any meeting of the Board or of a Board subcommittee or by any person acting as a member of a Board subcommittee, shall, until it is proved otherwise that there was some error in the appointment of any such member of the Board or they are disqualified, be as valid as if that person had been duly appointed and was qualified to be a member of the Board.

## **20. RESOLUTIONS OF THE BOARD WITHOUT MEETING**

- (1) A resolution in writing, signed by all the members of the Board for the time being and in the interim until a meeting can be convened, shall be as valid and effectual as if it had been passed at a usual meeting of the Board and a vote duly held.
- (2) Any such resolution may consist of several documents in like form, each signed by 1 (one) or more members of the Board.

## **21. ANNUAL GENERAL MEETINGS**

Each Annual General Meeting must be held -

- (a) At least once each year; and,
- (b) Within six months after the end of the Association's previous financial year, or a longer period as may in a particular case be allowed by the Commissioner.

## **22. BUSINESS TO BE TRANSACTED AT ANNUAL GENERAL MEETING**

The following business must be transacted at every Annual General Meeting:

- (1) The receiving of the statement of income and expenditure, assets and liabilities and of mortgages, charges and securities affecting the property of the Association, for the previous financial year.
- (2) The receiving of the auditor's report on the financial affairs of the Association for the previous financial year.
- (3) The presenting of the audited statement to the meeting for adoption.
- (4) The election of members of the Board every two years or upon resignation of a member of the Board.
- (5) The President's Report.
- (6) The CEO's (or his/her representative) Report
- (7) Appointment of an auditor.
- (8) Any other business requiring consideration by the Association at the Annual General Meeting.
- (9) Any business items should be specified on the agenda with no new business being raised at the Annual General Meeting.

## **23. SPECIAL GENERAL MEETING**

- (1) The Secretary shall convene a Special General Meeting of the Association if:
  - (a) Being directed to do so by the Board; or
  - (b) Being given a requisition in writing and signed by no less than 50% of the members presently on the Board, or if at least 20% of the members require a Special General Meeting to be convened.
  - (c) Being given a notice in writing of an intention to appeal against the decision of the Board to terminate the membership of any person.
- (2) A requisition mentioned in subsection (1)(b) of this section shall clearly state the reasons why such a Special General Meeting is being convened and the nature of the business to be transacted at the meeting. No other business shall be conducted at the Special General Meeting except as specified.
- (3) In indicating the intent to hold a Special General Meeting of the Association, the Secretary shall inform its members by direct mail, via the Association's website and via a usual notice board at the Association at least 21 days prior to the event.

## **24. QUORUM AT GENERAL MEETING**

- (1) At any General Meeting the number of members required to constitute a quorum shall be at least one third of all ordinary and life members as per the number registered at the last Annual General Meeting.
- (2) No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business.

- (3) For the purposes of this rule “**member**” includes a person attending as a proxy.
- (4) If within 30 minutes from the time appointed for the commencement of a General Meeting a quorum is not present, the meeting, if not convened upon the requisition of the members of the Board or the Association, shall lapse.
- (5) In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine. If at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the members present shall be a quorum.
- (6) The President may, with the consent of those at any meeting at which a quorum is present, (and shall so directed by the meeting), adjourn the meeting from time to time and from place to place. However, no business shall be transacted at any adjourned meeting other than the business left unfinished at the previous meeting from which the adjournment took place.
- (7) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (8) Except as stated above, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **25. NOTICE OF GENERAL MEETING**

- (1) The Secretary shall convene all General Meetings of the Association by giving at least 14 days’ notice of any such meeting to the members of the Association and at least 21 days’ notice of a General Meeting if a special resolution is to be proposed.
- (2) In indicating the intent to hold a General Meeting of the Association, the Secretary shall inform its’ members by direct mail, via the Association’s website and via a notice Board at the Association at least 14 days prior to the event, or at least 21 days’ notice of a General Meeting if a special resolution is to be proposed.
- (3) However, notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the termination of his/her membership by the Board, then notice shall be given in writing.
- (4) Notice of a General Meeting shall clearly state the nature of the business to be discussed thereat.

## **26. PROCEDURE AT GENERAL MEETING**

- (1) Unless otherwise provided by these rules, at every General Meeting;
- (2) The President shall preside as President. If there is no President, or if the President is not present within 30 minutes after the time appointed for the holding of the meeting or is unwilling to act in the capacity of President at that the meeting, then the Vice-President shall act in the capacity of President.
- (3) If the Vice-President is not present or not willing to act in the capacity at said meeting, then the members present shall elect one of their number to be the President of the meeting.

- (4) The President shall maintain order and conduct the meeting in a proper and orderly manner.
- (5) Every question, matter or resolution shall be decided by a majority of votes of the members present.
- (6) Every member present shall be entitled to 1 vote. In the case of an equal number of votes, then the President shall have a second or casting vote.
- (7) However, no member shall be entitled to vote at any General Meeting if the member's annual subscription is more than 2 months in arrears at the date of the meeting.
- (8) Voting shall be by show of hands or a division of members unless 20% of the members present demand a ballot. In this instance a secret ballot shall be held.
- (9) The President shall appoint 2 members to conduct the secret ballot in such manner as the President shall determine. The result of the ballot as declared by the President shall be deemed to be the resolution of the meeting at which the ballot was demanded.
- (10) A member may vote in person or by proxy or by attorney. On a show of hands every person present who is a member or a representative of a member shall have 1 vote and in a secret ballot every member present in person or by proxy or by attorney or another duly authorised representative shall have 1 vote.
- (11) The method of appointing a proxy shall be in writing, in the common or usual form under the hand of the member or that member's attorney, duly authorised in writing. If the member making the proxy is a corporation, then the proxy shall be accepted if it is either under that organisation's seal, or under the hand of an officer or attorney duly authorised by that corporation.
- (12) Notice of the nominated proxy acting for or on behalf of a member must be received by the Association no less than 7 days before the convening of the Annual General Meeting or a Special Meeting of the membership.
- (13) A proxy must be a member of the Association. An ordinary member may be appointed the proxy for not more than 5 other members.
- (14) The method used in appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot.
- (15) Where it is desired to afford members an opportunity of voting for or against a resolution, the method of appointing a proxy shall be in writing as determined by the board.
- (16) The method of appointing a proxy shall be deposited with the Secretary prior to the commencement of any meeting or adjourned meeting at least 7 days before the meeting is to be held.
- (17) The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Board meeting and General Meeting to be entered in a book and be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection.
- (18) For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Board meeting shall be signed by the President of that meeting or the President of the next succeeding Board meeting verifying their accuracy.



- (19) Similarly, the minutes of every General Meeting shall be signed by the President of that meeting or the President of the next succeeding General Meeting.
- (20) The minutes of any Annual General Meeting shall be signed by the President of that meeting or the President of the next succeeding General Meeting or Annual General Meeting.

## **27. BY-LAWS**

For the internal management of the Association, the Board may from time to time make, amend or repeal by-laws, that expand on the rules of the Association and any by-laws may be set aside by a General Meeting of members.

## **28. ALTERATION OF RULES**

- (1) Subject to the provisions of the *Associations Incorporation Act 2015* these rules may be amended, rescinded or added to from time to time by a special resolution carried at any General Meeting.
- (2) At least 21 days' notice of the meeting must be given, and the notice must specify the proposed amendments.
- (3) Amendments, revisions or additions to the Association rules are valid only if it is registered with and approval received from the Commissioner, Department of Commerce and advice forwarded to the CEO of the funding agency.
- (4) Notification of changes/alterations to the rules will be given to members by direct mail, via the Associations website and displayed in a prominent location at the Association at least 21 days before the proposed meeting.

## **29. COMMON SEAL**

- (1) The Board shall provide for a common seal and for its safe custody.
- (2) The common seal shall only be used by the authority of the Board. Every time the seal is used, it shall be signed by a member of the Board authorised to do so and shall be countersigned by the Secretary or by a second member of the Board.
- (3) Every use of the common seal shall be recorded and reported at Board meetings.

## **30. FUNDS AND ACCOUNTS**

- (1) The funds of the Association must be kept in the name of the Association in a financial institution decided by the Board.
- (2) Proper books and accounts shall be kept and maintained either in written, printed or electronic form. All accounts shall be written in English and shall correctly show the financial affairs of the Association.
- (3) All moneys to the Association shall be deposited as soon as practicable after these are received.
- (4) The Board shall determine the amount of petty cash which shall be kept on the impress system.
- (5) The income and property of the Association shall be applied solely towards the promotion of the objectives of the Association. No portion of these shall be paid or

transferred directly or indirectly by way of dividend, bonus or otherwise to, or amongst the members of the Association.

- (6) The Association will operate a gift fund, separately from its other accounts. This fund is to accept donations of money or property to be used in the furtherance of the Association's aims and objectives. Donors to this fund will be issued with a receipt, which includes the Association's ABN and specifying the receipt is for a gift to the Association.

### **31. DOCUMENTS**

The Board shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

### **32. FINANCIAL YEAR**

The financial year of the Association shall start on the 1 July of one year and close on 30 June of the following year.

### **33. DISSOLUTION AND DISTRIBUTION OF SURPLUS PROPERTY TO ANOTHER ENTITY**

Dissolution of the Association can only take place after a Special Resolution has been put to the members and on grounds of approval of 75% of members voting at a Special General Meeting of the Association called for the purpose of winding down the Association. A winding down meeting demands the presence of three quarters (3/4) of the members in the first instance, but half an hour after the time set for the commencement of the meeting, the meeting shall proceed without regard to the number of members present.

If the Gift Fund is wound up or if endorsement of the organisation as a deductible gift recipient is revoked, any surplus assets remaining in the Gift Fund 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.

'Surplus property' means property remaining after satisfaction of debts and liabilities of the Association and the costs, charges and expenses of winding up or cancelling the incorporation of the Association.

On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in Section 24 (1) of the Act.