



## **ABC FRIENDS NATIONAL INC.**

### **RULES**

Registration No: A0097845B  
Date Incorporated: 12 December 2016

*Consumer Affairs Victoria  
Associations Incorporation Reform Act 2012  
Associations Incorporation Reform Regulations 2012 - Part 3*

*This document is based on the model rules for incorporated associations developed  
by Consumer Affairs Victoria*

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**Note**

The persons who from time to time are members of the Association are an incorporated association by the name given in rule 1 of these Rules.

Under section 46 of the **Associations Incorporation Reform Act 2012**, these Rules are taken to constitute the terms of a contract between the Association and its members.

**PART 1 - PRELIMINARY**

**1 Name**

The name of the incorporated association is "ABC Friends National Inc."

**Note**

Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

**2 Purposes**

The purposes of the association are:

- (1) To represent community interest in Australia's national public broadcaster, the Australian Broadcasting Corporation (ABC) to ensure:
  - (a) that the ABC is properly funded to maintain and advance its role as the national public broadcaster in all media, promoting and reflecting Australian culture and diversity;
  - (b) that it remains editorially independent of government and commercial interests.
- (2) To be the peak body representing *ABC Friends* and *Friends of the ABC* organisations in all states and territories with the following roles:
  - (a) to initiate and coordinate national campaigns and lobbying activities;
  - (b) to set national policy directions and budget priorities;
  - (c) to foster and support ABC Friends' state & territory organisations;
  - (d) to consult with all stake-holders in relation to the above matters.

**3 Financial year**

The financial year of the Association is each period of 12 months ending on 30 June.

**4 Definitions**

In these Rules -

***absolute majority***, of the Committee, means a majority of the Committee members currently holding office and entitled to vote at the time (as distinct from a majority of Committee members present at a Committee meeting);

***Chairperson***, of a general meeting or Committee meeting, means the person chairing the meeting as required under rule 35;

***Committee*** means the National Committee having management of the business of the Association;

***Committee meeting*** means a meeting of the Committee held in accordance with these Rules;

- Committee member*** means a member of the Committee elected or appointed under Division 3 of Part 5;
- constituent body*** means the state and territory *ABC Friends* and *Friends of the ABC* associations, incorporated under their respective state legislation, whose nominees comprise the membership of the Association;
- financial year*** means the 12 month period specified in rule 3;
- general meeting*** means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting and a special general meeting;
- member*** means a member of the Association;
- member entitled to vote*** means a member who under rule 12(2) is entitled to vote at a general meeting;
- office bearer*** means a member who holds one of the four offices of the Association (ie: President, Vice-President, Secretary or Treasurer);
- special purpose account*** means a separate account with a financial institution to maximise interest payments or for a specific campaign or project;
- special resolution*** (rule 28) 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;
- staff*** means people employed by the Association;
- the Act*** means the **Associations Incorporation Reform Act 2012** and includes 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 power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting sub rule (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;
  - (g) enter into any other contract it considers necessary or desirable.
- (3) 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) Sub rule (1) 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.

### **Note**

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

## **PART 3 – MEMBERSHIP, DISCIPLINE & GRIEVANCE DISPUTES**

### **Division 1 - Membership**

## **7 Minimum number of members**

The Association must have at least 8 members.

## **8 Who is eligible to be a member**

To become a member of the Association a person must:

- (a) Be a financial member of a constituent body;
- (b) Have been nominated to represent the constituent body of their state or territory on the Association by processes implemented and managed by his or her respective constituent body;
- (c) Be over 18 years of age;
- (d) Support the purposes of the Association; and
- (e) Agree to comply with these Rules.

## **9 Nomination for membership**

- (1) Each constituent body may nominate up to two of its members for membership of the Association by processes implemented and managed by the respective constituent body.
- (2) Nominations for membership must be given in writing to the President of the Committee at least one week prior to the AGM, or as otherwise agreed by the Committee.

## **10 Membership**

- (1) The Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (2) A person becomes a member of the Association and is entitled to exercise his or her rights of membership from the date on which the Secretary enters their name in the register of members.

- (3) The Secretary will advise the member as soon as practicable that their name has been entered in the register of members.
- (4) Members have rights and liabilities as set out in the Act and in these rules.
- (5) Each member's liability is limited to the joining and annual subscription fees (if any).

#### **11 Annual subscription and fee on joining**

No fees, subscriptions or other payments are required from members.

#### **12 General rights of members**

- (1) A member of the Association who is entitled to vote has the right -
  - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - (b) to submit items of business for consideration at a general meeting; and
  - (c) to attend and be heard at general meetings; and
  - (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 63; and
  - (f) to inspect the register of members.
- (2) A member is entitled to vote when he or she becomes a member of the Association in accordance with rule 10.

#### **13 Rights not transferable**

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

#### **14 Resigning as a member**

A member may resign by notice in writing to his or her respective constituent body in accordance with their procedures; the notice in writing should be copied to the President of the Association.

**Note**

Rule 62(3) sets out how notice may be given. It includes by email, post or by handing the notice to a member of the Committee.

#### **15 Ceasing membership**

- (1) The membership of a person ceases at the AGM following their endorsement;
- (2) The membership of a person ceases on resignation, as a result of disciplinary action, or death;
- (3) The membership of a person ceases should they cease to be a member of their relevant constituent body;
- (4) 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.

#### **16 Register of members**

- (1) The Secretary must keep and maintain a register of members that includes -
  - (a) for each current member -
    - (i) the member's name;

- (ii) the address for notice last given by the member;
  - (iii) the date of becoming a member;
  - (iv) any other information determined by the Committee; and
- (b) for each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

**Note**

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

## **Division 2 – Disciplining Members**

### **17 Disciplining members**

- (1) The Committee can discipline a member of the Association if it considers the member has breached these Rules or if the member's behaviour is causing (or has caused) damage or harm to the Association.
- (2) The Committee must write to the member to tell them why disciplinary action is proposed to be taken.
- (3) The Committee must arrange a disciplinary procedure that meets these requirements:
  - a) the outcome must be determined by a unbiased decision-maker;
  - b) the member must have opportunity to be heard; and
  - c) the disciplinary procedure must be completed as soon as reasonably practicable.
- (4) The outcome of a disciplinary procedure can be that the member must leave the Association, for a period of time or indefinitely. The Association cannot fine a member.

**Note:**

Parties to a disciplinary procedure may still be able to go to Court.

## **Division 3 – Grievance Disputes**

### **18 Grievance disputes**

- (1) If there is a dispute between a member and another member, a member and the Association, or a member and the Committee, the parties involved must first attempt to resolve the dispute between themselves for at least 14 days from the date the dispute is known to all parties involved.
- (2) If the dispute cannot be resolved between the people involved, the following grievance procedure must be followed:
  - a) the party with a grievance must write to the Association and any other people affected, and explain their concerns;

- b) the Committee must appoint an unbiased mediator to hear from all the parties involved and try to find a solution. The Committee must give the people involved reasonable notice of the time and place of the hearing;
- c) at the hearing, each party must have an opportunity to be heard and agrees to do their best to resolve the dispute; and
- d) if the parties cannot resolve the dispute with the assistance of the mediator, then an unbiased decision-maker must determine the outcome of the dispute.

**Note:**

The mediator does not have to be a professional mediator, but it can be a good idea to use a professional mediator. The mediator and unbiased decision-maker can be the same person but do not have to be. The unbiased decision-maker must also hear from all the parties. The parties to a grievance procedure may still be able to go to Court.

## **PART 4 - GENERAL MEETINGS OF THE ASSOCIATION**

### **19 Annual general meetings**

- (1) The Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) The Committee may determine the date, time and place of the annual general meeting.
- (3) The ordinary business of the annual general meeting is as follows -
  - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
  - (b) to receive and consider -
    - (i) the annual report of the Committee on the activities of the Association during the preceding financial year; and
    - (ii) the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
  - (c) to endorse the members of the Association nominated by their respective constituent bodies.
  - (d) to decide by resolution the number of ordinary members of the Committee for the next year (refer rule 42).
- (4) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

### **20 Special general meetings**

- (1) Any general meeting of the Association, other than an annual general meeting, is a special general meeting.
- (2) The Committee may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 22 may be conducted at the meeting.

**Note**

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 22 and the majority of members at the meeting agree.

## **21 Special general meeting held at request of members**

- (1) The Committee must convene a special general meeting if a request to do so is made in accordance with sub rule (2) by at least four members from three different constituent bodies.
- (2) A request for a special general meeting must -
  - (a) be in writing; and
  - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
  - (c) include the names and signatures of the members requesting the meeting; and
  - (d) be given to the Secretary.
- (3) If the Committee does not convene a special general meeting within fourteen days after the date on which the request is made, any one of the members making the request may convene the special general meeting.
- (4) A special general meeting convened by members under sub rule (3) -
  - (a) must be held within six weeks after the date on which the original request was made; and
  - (b) 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 sub rule (3).

## **22 Notice of general meetings**

- (1) The Secretary (or, in the case of a special general meeting convened under rule 21(3), the member convening the meeting) must give to each member of the Association -
  - (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.
- (2) The notice must -
  - (a) be sent in writing to each member's postal or email address listed on the members' register (in the case of email addresses, so long as the email address was provided for receiving notices); and
  - (b) specify the date, time and place of the meeting; and
  - (c) indicate the general nature of each item of business to be considered at the meeting; and
  - (d) if a special resolution is to be proposed -
    - (i) state in full the proposed resolution; and
    - (ii) state the intention to propose the resolution as a special resolution; and
  - (e) comply with rule 23(5).

## 23 Proxies

- (1) After consultation with their constituent body a member may appoint another member of their constituent body as his or her proxy to vote and speak on his or her behalf at a general meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment. An email from the member making the appointment is acceptable.
- (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 Committee 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. As in sub rule (2) an email is acceptable.
- (5) Notice of a general meeting given to a member under rule 22 must -
  - (a) state that, after consultation with their constituent body, a member may appoint another member of their constituent body as his or her proxy; and
  - (b) include a copy of any form that the Committee has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be handed 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.

## 24 Use of technology

- (1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under sub rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## 25 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 24) of at least six members from four different constituent bodies.
- (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 by, or at the request of, members under rule 21 - the meeting must be dissolved;

### Note

If a meeting convened by, or at the request of, members is dissolved under this sub rule, 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 21.

(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 to which the meeting is adjourned must be given 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 a general meeting has been adjourned under sub rule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

## **26 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 sub rule (1), a meeting may be adjourned -
  - (a) if there is insufficient time to deal with the business at hand; or
  - (b) to give the members more time to consider an item of business.

### **Example**

The members may wish to have more time to examine the financial statements submitted by the Committee at an annual general meeting.

- (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 22.

## **27 Voting at general meeting**

- (1) On any question arising at a general meeting -
  - (a) subject to sub rule (3), each member who is entitled to vote has one vote; and
  - (b) members may vote personally or by proxy; and
  - (c) except in the case of a special resolution, the question must be decided on a simple 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 or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

## **28 Special resolutions**

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.

### **Note**

In addition to certain matters specified in the Act, a special resolution is required -

- (a) to remove a Committee member from office;
- (b) to alter these Rules, including changing the name or any of the purposes of the Association.

**29 Determining whether resolution carried**

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been -
  - (a) carried; or
  - (b) carried unanimously; or
  - (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.
- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question -
  - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
  - (b) the Chairperson must declare the result of the resolution on the basis of 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.

**30 Minutes of general meeting**

- (1) The Committee 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 -
  - (a) the names of the members attending the meeting; and
  - (b) proxy forms given to the Chairperson of the meeting under rule 23(6); and
  - (c) the financial statements submitted to the members in accordance with rule 19(3)(b)(ii); and
  - (d) the certificate signed by two Committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
  - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

## **PART 5 – COMMITTEE**

### **Division 1—Powers of Committee**

#### **31 Role and powers**

- (1) The business of the Association will be managed by or under the direction of the Committee.
- (2) The Committee 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 Committee may -
  - (a) appoint and remove staff;
  - (b) establish subcommittees consisting of members with terms of reference it considers appropriate.

#### **32 Delegation**

- (1) The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than -
  - (a) this power of delegation; or
  - (b) a duty imposed on the Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may, in writing, revoke a delegation wholly or in part.

### **Division 2 - Composition of Committee and Duties of Members**

#### **33 Composition of National Committee**

The Committee consists of the following offices -

- (a) a President; and
- (b) a Vice-President; and
- (c) a Secretary; and
- (d) a Treasurer; plus
- (e) eight ordinary members or fewer or more ordinary members as determined under rule 42.

#### **34 General Duties**

- (1) As soon as practicable after being endorsed as a member of the Committee, each Committee member must become familiar with these Rules and the Act.
- (2) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.
- (3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.

- (4) Committee members must exercise their powers and discharge their duties—
  - (a) in good faith in the best interests of the Association; and
  - (b) for a proper purpose.
- (5) Committee members and former Committee 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.

**Note**

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

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

**35 President and Vice-President**

- (1) Subject to sub rule (2), the President or, in the President's absence, the Vice-President, is the Chairperson for any general meetings and for any Committee meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be -
  - (a) in the case of a general meeting - a member elected by the other members present; or
  - (b) in the case of a Committee meeting - a Committee member elected by the other Committee members present.

**36 Secretary**

- (1) The Secretary must be over 18 years of age, and live in Australia.
- (2) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

**Example**

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

- (3) The Secretary must -
  - (a) maintain the register of members in accordance with rule 16; and
  - (b) except for the financial records referred to in rule 59(3), keep custody of all books, documents and securities of the Association in accordance with rule 63; and
  - (c) 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; and
  - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (4) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

**Note** A Committee member may not hold the office of Secretary if they do not reside in Australia.

### **37 Treasurer**

- (1) The Treasurer must -
  - (a) receive all moneys paid to or received by the Association; and
  - (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
  - (c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
  - (d) ensure cheques are signed and electronic funds transfers authorised, by at least two signatories as defined in rule 58(4).
- (2) The Treasurer must -
  - (a) ensure that the financial records of the Association are kept in accordance with the Act; and
  - (b) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that at least one other Committee member has access to the accounts and financial records of the Association.

## **Division 3 – Formation of Committee and Tenure of Office**

### **38 Who is eligible to be a Committee member**

A member is eligible to be nominated as a Committee member if the member -

- (a) is 18 years or over; and
- (b) has been nominated as a member of the Association according to rule 10.

### **39 Positions to be declared vacant**

At the annual general meeting of the Association, after the annual report and financial statements of the Association have been received, the Chairperson of the meeting must declare all positions and offices on the Committee vacant.

### **40 Filling of Committee Positions**

After declaring all positions and offices vacant (under rule 39), the Chairperson shall:

- (a) Declare that all members who have been endorsed as members of the Association under Rule 19(3)(c) be declared as members of the Committee; and
- (b) If the Chairperson is not a member of the Committee as declared in rule 40(a), then he or she shall nominate a person on the new Committee to take over the Chair of the meeting.

#### **41 Election of Office bearers**

- (1) The following offices will be determined by the Committee at the first Committee meeting following the annual general meeting:
  - (a) President;
  - (b) Vice-President;
  - (c) Secretary;
  - (d) Treasurer.
- (2) An eligible member of the Association may -
  - (a) nominate himself or herself; or
  - (b) with the member's consent, be nominated by another member, to any of the offices listed in (1).
- (3) A member who is nominated for an office and fails to be elected to that office may be nominated for any other office for which an election is yet to be held.
- (4) If only one member is nominated for the office, the Chairperson of the meeting must declare the member elected to the office.
- (5) If more than one member is nominated, a ballot must be held in accordance with rule 43.
- (6) On his or her election, the new President takes over as Chairperson of the meeting.

#### **42 Number of ordinary Committee members**

- (1) The annual general meeting must by resolution decide the number of ordinary members it wishes to sit on the Committee for the next year.
- (2) From time to time the Committee may determine to have fewer or more ordinary members.

#### **43 Ballot**

- (1) If a ballot is required for an election to an office, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the office.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a blank piece of paper to -
  - (a) each member present in person; and
  - (b) each proxy appointed by a member.

##### **Example**

If a member has been appointed the proxy of 5 other members, the member must be given 6 ballot papers—one for the member and one each for the other members.

- (6) If the ballot is for a single office, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.

- (7) If the ballot is for more than one office -
  - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote and the office they wish them to fill;
  - (b) the voter must not write the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with sub rule (7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (10) 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.
- (11) If the returning officer is unable to declare the result of an election under sub rule (10) because 2 or more candidates received the same number of votes, the returning officer must -
  - (a) conduct a further election for the position in accordance with sub rules (4) to (10) to decide which of those candidates is to be elected; or
  - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

**Examples**

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

**44 Terms of Committee members**

- (1) Subject to rule 45, a member remains on the Committee until all the positions on the Committee are declared vacant at the next annual general meeting.
- (2) A Committee member may be re-elected.

**45 Leaving the Committee**

- (1) A Committee member may resign from the Committee by written notice addressed to the Association and the relevant constituent body.
- (2) A person ceases to be a Committee member if he or she -
  - (a) has their nomination as a member of the Association withdrawn in writing by a constituent body; or
  - (b) ceases to be a member of the relevant constituent body; or
  - (c) fails to attend 3 consecutive Committee meetings (other than special or urgent Committee meetings) without leave of absence under rule 56; or
  - (d) is removed by a special resolution of members of the Association; or
  - (e) dies; or
  - (f) otherwise ceases to be a Committee member by operation of section 78 of the Act.

#### **46 Filling casual vacancies**

- (1) The relevant constituent body may nominate a person to fill a position on the Committee -
  - (a) that has become vacant under rule 45; or
  - (b) where a nomination for the position was not submitted at the last annual general meeting and subsequently endorsed.
- (2) If the office of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- (3) The Committee may continue to act despite any vacancy in its membership.

### **Division 4 - Meetings of Committee**

#### **47 Meetings of Committee**

- (1) The Committee must meet at least 4 times in each year at the dates, times and places determined by the Committee.
- (2) The date, time and place of the first Committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Association at which the members of the Committee were elected.
- (3) Special Committee meetings may be convened by the President or by any 4 members of the Committee representing 3 different constituent State bodies.
- (4) The Chair of Committee meetings is the President, or if the President cannot attend, the Vice-President, and if the President and Vice-President cannot attend, the Committee members can choose who will be Chair for that meeting.
- (5) After consultation with their constituent body a member may appoint another member of the Committee or another member of their constituent body as his or her proxy to vote and speak on his or her behalf at a Committee meeting.
- (6) The appointment of a proxy may be in writing and signed by the member making the appointment. An email from the member making the appointment is acceptable.
- (7) 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.
- (8) If the Committee 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. As in sub rule (6) an email is acceptable.

#### **48 Notice of meetings**

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

#### **49 Urgent meetings**

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 48 provided that as much notice as practicable is given to each Committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

#### **50 Procedure and order of business**

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

#### **51 Use of technology**

- (1) A Committee member who is not physically present at a Committee meeting may participate in the meeting by the use of technology that allows that Committee member and the Committee members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a Committee member participating in a Committee meeting as permitted under sub rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

#### **52 Quorum**

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a Committee meeting is the presence (in person or as allowed under rule 51) of at least six members from four different constituent bodies.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Committee meeting -
  - (a) in the case of a special meeting - the meeting lapses;
  - (b) in any other case - the meeting must be adjourned to a date no later than 14 days after the adjournment. Notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 48.

#### **53 Voting**

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

#### **54 Conflict of interest**

- (1) A Committee member who has a material personal interest in a matter being considered at a Committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The member -
  - (a) must not be present while the matter is being considered at the meeting; and
  - (b) must not vote on the matter.

**Note**

Under section 81(3) of the Act, if there are insufficient Committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (3) This rule does not apply to a material personal interest -
  - (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
  - (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

#### **55 Minutes of meeting**

- (1) The Committee must ensure that minutes are taken and kept of each Committee meeting.
- (2) The minutes must record the following -
  - (a) the names of the members in attendance at the meeting;
  - (b) the business considered at the meeting;
  - (c) any resolution on which a vote is taken and the result of the vote;
  - (d) any material personal interest disclosed under rule 54.

#### **56 Leave of absence**

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

### **PART 6 - FINANCIAL MATTERS**

#### **57 Source of funds**

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

#### **58 Management of funds**

- (1) The Association must open 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. Other special purpose accounts may be opened (see definitions).

- (2) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- (3) The Committee 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 Committee for each item on which the funds are expended.
- (4) The Committee shall elect four Committee members, each from a different constituent body, as the signatories for the Association's financial accounts.
- (5) All cheques, electronic funds transfers or cash payments must be authorised by two signatories as defined in sub rule (4).
- (6) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- (7) With the approval of the Committee, 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.

## **59 Financial records**

- (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 Act.
- (2) The Association must retain the financial records for 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 -
  - (a) the financial records for the current financial year; and
  - (b) any other financial records as authorised by the Committee.

## **60 Financial statements**

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting sub rule (1), those requirements include -
  - (a) the preparation of the financial statements;
  - (b) if required, the review or auditing of the financial statements;
  - (c) the certification of the financial statements by the Committee;
  - (d) the submission of the financial statements to the annual general meeting of the Association;
  - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.
- (3) The annual financial statements (sub rule (1)) will be provided to all constituent bodies in a timely manner.

## **PART 7 - GENERAL MATTERS**

### **61 Registered address**

The registered address of the Association is -

- (a) the address determined from time to time by resolution of the Committee; or
- (b) if the Committee has not determined an address to be the registered address - the postal address of the Secretary.

### **62 Notice requirements**

- (1) Any notice required to be given to a member or a Committee member under these Rules may be given -
  - (a) by handing the notice to the member personally; or
  - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
  - (c) by email or facsimile transmission.
- (2) Sub rule (1) does not apply to notice given under rule 49.
- (3) Any notice required to be given to the Association may be given -
  - (a) by handing the notice to a member of the Committee; or
  - (b) by sending the notice by post to the registered address; or
  - (c) by leaving the notice at the registered address; or
  - (d) if the Committee determines that it is appropriate in the circumstances -
    - (i) by email to the email address of the Association or the Secretary; or
    - (ii) by facsimile transmission to the facsimile number of the Association.

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

- (1) Members may on request inspect free of charge -
  - (a) the register of members;
  - (b) the minutes of general meetings;
  - (c) subject to sub rule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.

#### **Note**

See note following rule 16 for details of access to the register of members.

- (2) The Committee 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 Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to sub rule (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.

(5) For purposes of this rule, subject to sub rule (2) -

**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.

#### **64 Common Seal**

The Association does not have a Common Seal.

#### **65 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.

#### **66 Alteration of Rules**

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

**Note**

An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the Association is taken to have adopted its own rules, not the model rules.



#### **DOCUMENT HISTORY**

16 Nov 16	Ver 1	Submitted for incorporation.
12 Dec 16	Ver 1a	Added incorporation number and date incorporated to page 1.

Section 8

No. A0097845B

# CERTIFICATE OF INCORPORATION

This is to certify that

ABC FRIENDS NATIONAL INC.

is on and from the 12 December 2016

incorporated under the Associations Incorporation Reform Act 2012

**Given under my hand at MELBOURNE, this 12 December 2016**



Deputy Registrar of Incorporated Associations