



**Australian  
Fabians.**

**Australian Fabians Incorporated**

# **Rules / Constitution**

**Adopted 27<sup>th</sup> July 2019**

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## PART 1—PRELIMINARY

### 1 Name

The name of the incorporated association is “Australian Fabians Incorporated”.

### 2 Purposes

The Australian Fabian Society is Australia’s oldest political think tank. Founded in 1947, the Fabians remain at the forefront of developing political ideas and public policy on the left.

Fabians aim to promote:

- Greater equality of power, wealth and opportunity
- The value of collective actions and public service
- An accountable, tolerant and active democracy
- Citizenship, liberty and human rights
- Sustainable development
- Multi-lateral international cooperation

The purposes of the association are to:

- a) Contribute to progressive political thinking by generating original ideas that reflect a higher order of thinking in order to meet the challenges of the times.
- b) Contribute to a progressive political culture by disseminating these ideas and getting them into the public domain.
- c) Create an active movement of people who identify with, are engaged in and who encourage progressive political debate around social justice, economic and political reform.
- d) Influence the ideas and policies of political parties, especially the Australian Labor Party.

### 3 Financial year

The financial year shall be a calendar year with each period of 12 months ending on 31<sup>st</sup> December of each year.

### 4 Definitions

In these Rules—

**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);

**Associate member** means a member referred to in rule 14(1);

**Chairperson**, of a general meeting or board meeting, means the person chairing the meeting as required under rule 46;

**Board** means the National Board having management of the business of the Association; or in the case of states or territories the Branch Board

**Board meeting** means a meeting of the National Board held in accordance with these Rules or in the case of states or territories, the Branch Board

**Board member** means a member of the National Board elected or appointed under Division 3 of Part 5;

**Disciplinary appeal meeting** means a meeting of the members of the Association convened under rule 23(3);

**Disciplinary meeting** means a meeting of the National Board convened for the purposes of rule 22;

**Disciplinary subcommittee** means the subcommittee appointed under rule 20;

**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, a special general meeting and a disciplinary appeal meeting;

**Local branches** are locality-based or interest-based chapters of the Association which are formally recognised under the auspice, and operate under the responsibility, of the relevant State or Territory Branch but have no authority to maintain accounts in the name of the Association.

**Member entitled to vote** means a member who under rule 13(2) is entitled to vote at a general meeting;

**Financial Member** means a member who has paid their fees for the current financial year.

**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 favor of the resolution;

**State or Territory Branches & Committees** are branch committees established under the authority of the National Board to manage the day to day operations within each State or Territory where a duly constituted branch with no less than 20 members is operating.

**Branch rules** are those adopted by local branches constituted and acting only under the authority of these national rules. It is intended that these national rules have precedence over all branch operations.

**Local branches** are locality-based or interest-based chapters of the Association which are formally recognized under the auspice, and operate under the responsibility, of the relevant State or Territory Branch but have no authority to maintain accounts in the name of 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 and the provisions of the Australian Charities and Not for Profit Legislation and Regulations, 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.

## **PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES**

### **Division 1—Membership**

### **7 Minimum number of members**

The National Association must have at least 50 members.

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

Any person who 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 to the Membership Secretary stating that the person—
  - (a) wishes to become a member of the Association; and
  - (b) supports the purposes of the Association; and
  - (c) agrees to comply with these Rules.
- (2) The application—
  - (a) must be signed by the applicant; and
  - (b) may be accompanied by the joining fee.

**Note:** The joining fee is the fee (if any) determined by the Association under rule 12(3).

## **10 Acceptance of application**

- (1) The Membership Secretary must notify the applicant in writing that their application and the relevant membership fee have been received, and accepted.

## **11 New membership**

- (1) An application for membership is deemed to be automatically approved by the Association from the date of the payment of the membership fee.
  - (a) The Membership 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, subject to rule 13(2), is entitled to exercise his or her rights of membership.

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

- (1) At a suitable meeting of the National Board it shall determine:
  - (a) the amount of the annual subscription (if any) for the following financial year; and
  - (b) the date for payment of the annual subscription.
- (2) The National Board may determine that a lower annual subscription is payable by associate members.
- (3) The National Board may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
  - (a) the full annual subscription; or
  - (b) a pro rata annual subscription based on the remaining part of the subscription year; or
  - (c) a fixed amount determined from time to time by the National Board.
- (4) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

### **13 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 75; and
  - (f) to inspect the register of members at the National, State or Territory offices.
- (2) A member is entitled to vote if—
  - (a) he/she was financial for the year being reported on at that AGM, as well as those currently financial members.
  - (b) the member is a member other than an associate member; and
  - (c) more than 10 business days have passed since he or she became a member of the Association; and
  - (d) the member's membership rights are not suspended for any reason.
  - (e) has been accorded Honorary Life Membership by the National Committee.

### **14 Associate members**

- (1) Associate members of the Association include—
  - (a) any members under the age of 15 years; or
  - (b) any other category of member as determined by special resolution at a general meeting; or
  - (c) any applicant for membership awaiting final ratification by the National Committee
- (2) An associate member must not vote but may have other rights as determined by the board or by resolution at a general meeting.

### **15 Rights not transferable**

The rights of a member are not transferable except between State and Territory Branches and end when membership ceases.

### **16 Ceasing membership**

- (1) The membership of a person ceases on resignation, expulsion or death.
  - (a) expulsion of a membership will occur as per Division 2 of these rules.
- (2) If a person ceases to be a member of the Association, the Membership Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.



## **17 Resigning as a member**

- (1) A member may resign by notice in writing given to the Association.

Note: Rule 74(3) sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the committee.

- (2) A member is taken to have resigned if—

- (a) the member's annual subscription is more than 12 months in arrears; or
- (b) where no annual subscription is payable—
  - (i) the Membership Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
  - (ii) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

## **18 Register of members**

- (1) The Membership Secretary must keep and maintain a register of members that includes—

- (a) for each current member—
  - (i) the member's name;
  - (ii) the postal and email address for notice last given by the member;
  - (iii) the date of becoming a member;

- (iv) if the member is an associate member, a note to that effect;
  - (v) any other information determined by the board; 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 but not take possession of or be able to amend 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—Disciplinary action**

### **19 Grounds for taking disciplinary action**

The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member—

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association.

### **20 Disciplinary subcommittee**

- (1) If the National Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the National Board must appoint a disciplinary subcommittee within the relevant State or Territory to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary subcommittee—
  - (a) may be board members, members of the Association or anyone else; but
  - (b) must not be biased against, or in favour of, the member concerned.

### **21 Notice to member**

- (1) Before disciplinary action is taken against a member, the National Secretary must give written notice to the member by certified post —
  - (a) stating that the Association proposes to take disciplinary action against the member; and
  - (b) stating the grounds for the proposed disciplinary action; and
  - (c) specifying the date, place and time of the meeting at which the disciplinary sub-committee intends to consider the disciplinary action (the **disciplinary meeting**); and
  - (d) advising the member that he or she may do one or both of the following—
    - (i) attend the disciplinary meeting and address the disciplinary sub-committee at that meeting;
    - (ii) give a written statement to the disciplinary sub-committee at any time

- before the disciplinary meeting; and
  - (e) setting out the member's appeal rights under rule 23.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

## **22 Decision of subcommittee**

- (1) At the disciplinary meeting, the disciplinary sub-committee must—
- (a) give the member an opportunity to be heard; and
  - (b) consider any written statement submitted by the member.
- (2) After complying with sub rule (1), the disciplinary sub-committee within a period of thirty calendar days may—
- (a) take no further action against the member; or
  - (b) subject to sub rule (3)—
    - (i) reprimand the member; or
    - (ii) suspend the membership rights of the member for a specified period; or
    - (iii) expel the member from the Association.
- (3) The disciplinary sub-committee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary sub-committee under this rule takes effect immediately after the vote is passed.

## **23 Appeal rights**

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 22 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 by certified mail and given—
- (a) to the disciplinary sub-committee immediately after the vote to suspend or expel the person is taken; or
  - (b) to the National Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under sub rule (2), a disciplinary appeal meeting must be convened by the National 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—
- (a) specify the date, time and place of the meeting; and
  - (b) state—
    - (i) the name of the person against whom the disciplinary action has been taken; and
    - (ii) the grounds for taking that action; and

- (iii) 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.

## **24 Conduct of disciplinary appeal meeting**

- (1) At a disciplinary appeal meeting—
  - (a) no business other than the question of the appeal may be conducted; and
  - (b) the board must state the grounds for suspending or expelling the member and the reasons for taking that action; and
  - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with sub rule (1), the 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 procedure**

## **25 Application**

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
  - (a) a member and another member;
  - (b) a member and – a State, Territory or National Board or Committee;
  - (c) 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.

## **26 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.

## **27 Appointment of mediator**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days—
  - (a) notify the National Board of the dispute; and
  - (b) agree to or request the appointment of a mediator; and
  - (c) attempt in good faith to settle the dispute by mediation.

- (2) The mediator must be—
- (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement—
    - (i) if the dispute is between a member and another member—a person appointed by the State or Territory Committee; or
- if the dispute is between a member and the National Board or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria. A mediator appointed by the National Board may be a member or former member of the Association but, in any case must not be a person who—
- (c) has a personal interest in the dispute; or
  - (d) is biased in favor of or against any party.

## **28 Mediation process**

- (1) The mediator to the dispute, in conducting the mediation, must—
- (a) give each party every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

## **29 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 OF THE ASSOCIATION**

## **30 Annual general meetings**

- (1) The National Board must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) Despite sub rule (1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation or adoption of these new set of rules.
- (3) The National Board may determine the date, time and place of the annual general meeting.
- (4) 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 National Board on the activities of the Association, both nationally and at branch levels, during the preceding

- financial year; and
- (ii) the financial statements of the Association as a whole for the preceding financial year submitted by the National Board in accordance with Part 7 of the Act;
- (c) to ratify the members of the Board for the coming year;
- (d) to appoint a Returning Officer, if required, for the following AGM
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.
- (6) Changes to this Constitution may only be conducted at an AGM of the membership as a whole, as well as any acceptance of the respective rules of each State or Territory provided that they conform to the tenets of this National Constitution. Any such changes must be subject to debate across the Association for at least three months prior to their tabling.

### **31 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 National Board may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 33 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 33 and the majority of members at the meeting agree.

### **32 Special general meetings held at request of members**

- (1) The National, State or Territory Committees must convene a special general meeting if a request to do so is made in accordance with sub rule (2) by at least 10% of the total number of members nationally in the case of national or the numbers within the State or Territory branches.
- (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 National or State or Territory Secretaries respectively.
- (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 sub rule (3)—
  - (a) must be held within 3 months after the date on which the original request was

- made; and
  - (b) may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under sub rule (3).

### **33 Notice of general meetings at national level.**

- (1) The National Secretary (or, in the case of a special general meeting convened under rule 32(3), the members 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) specify the date, time and place of the meeting; and
  - (b) indicate the general nature of each item of business to be considered at the meeting; and
  - (c) 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
  - (d) comply with rule 34(5).
- (3) This rule does not apply to a disciplinary appeal meeting, but applies also in the case of State or Territory Branch meetings.

#### **Note**

Rule 23(4) sets out the requirements for notice of a disciplinary appeal meeting.

### **34 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 with the date of the meeting to which it applies.
- (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 National Board has not 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 the date of the meeting and has been signed by the member.
- (5) Notice of a general meeting given to a member under rule 33 must—
- (a) state that the member may appoint another member as a proxy for the meeting; and
  - (b) 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.

### **35 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.

### **36 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 35) of 10% of the members invited who are entitled to vote.
  - (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 32—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 32.
- (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 at the meeting and confirmed by written notice given 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.

### **37 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.
- (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 33.

### **38 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 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.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

### **39 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 board member from office ;
- (b) to alter these Rules, including changing the name or any of the purposes of the Association.

### **40 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.

#### **41 Minutes of general meeting**

- (1) The National 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—
  - (a) the names of the members attending the meeting; and
  - (b) proxy forms given to the Chairperson of the meeting under rule 34(6); and
  - (c) the financial statements submitted to the members in accordance with rule 30(4)(b)(ii); and
  - (d) 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; 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—NATIONAL BOARD**

### **Division 1—Powers of the Board**

#### **42 Role and powers**

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

#### **43 Delegation**

- (1) The National Board may delegate to a member of the Committee, a member or subcommittee of members with a specific portfolio, State or Territory branch committees or staff, any of its powers and functions other than—
  - (a) this power of delegation; or
  - (b) a duty imposed on the National 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 National Board considers appropriate.
- (3) The National Board shall maintain a register of delegations and may, in writing, revoke a delegation wholly or in part.

### **Division 2—Composition of National Board and duties of members**

#### **44 Composition of the National Board**

The National Board consists of nationally elected positions involving the five office bearers, namely:

- (a) A Chairperson; and
- (b) A Deputy-Chairperson; and
- (c) A National Secretary; and
- (d) A Membership Secretary; and
- (e) A Treasurer; together with
- (f) Other State and Territory Branch members appointed under rule 53

## 45 General Duties

- (1) As soon as practicable after being elected or appointed to the National Committee, each board member must become familiar with these Rules and the Act.
- (2) The National Board is collectively responsible for ensuring that the Association complies with the Act and that individual members of the National Board comply with these Rules.
- (3) National Board members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) National Board 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) National Board members and former board members must not make improper use of—
  - (a) their position; or
  - (b) information acquired by virtue of holding their position so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

**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 national board member must perform any other duties, roles & responsibilities imposed from time to time by resolution of the National Board at a normal meeting.

## 46 Chairperson and Deputy-Chairperson

- (1) Subject to sub rule (2), the Chairperson or, in the Chairperson's absence, the Deputy-Chairperson is the Chairperson for any general meetings and for any national board meetings.
- (2) If the Chairperson and the Deputy-Chairperson 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 national board meeting—a board member elected by the other board members present.

## 47 National Secretary

- (3) The National 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.

- (4) The Secretary must—
- (a) ensure the register of members is maintained in accordance with rule 18 by the Membership Secretary; and
  - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 70(3), all books, documents and securities of the Association in accordance with rules 72 and 75; 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.
- (5) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

#### **48 Treasurer**

- (6) The Treasurer must—
- (a) Assume overall responsibility for all funds which must be banked under a single overarching national account, with separate sub accounts in each State or Territory.
  - (b) receive or monitor all monies paid to or received by the Association and issue receipts for those monies in the name of the Association, except funds normally managed by State or Territory treasurers; and
  - (c) ensure that any monies received are paid into an authorised account of the Association within 5 working days after receipt; and
  - (d) make any payments authorised by the National Board or by a general meeting of the Association from the Association's funds; and
  - (e) ensure all payments are authorised by at least 2 board members or within the minutes.
  - (f) where requested, may act on behalf of State or Territory branches in respect of their financial obligations.
- (7) The Treasurer must—
- (a) ensure that the financial records of the National and State or Territory branches of the Association are kept in accordance with the Act;
  - (b) coordinate the preparation of the financial statements of the Association and their certification by the National Board prior to their submission to the annual general meeting of the Association; and
  - (c) liaise with each branch treasurer to ensure that all monies across State and Territory branch activities are accounted for within the national accounts at the end of each year and form part of the formal statement of accounts
- (8) The Treasurer must ensure that at least one other National Board member has access to the accounts and financial records of the Association, as well as the State or Territory appointed treasurers acting in accordance with their respective roles.

### **Division 3—Election of National Board members and tenure of office**

## **49 Who is eligible to be a board member**

A member is eligible to be elected or appointed as a board member if the member—

- (a) is 18 years or over; and
- (b) is entitled to vote at a general meeting.
- (c) is nominated by an eligible State or Territory Branch which has no less than Twenty (20) full members enrolled.

## **50 Positions to be declared vacant**

(1) This rule applies to—

(a) Those Executive positions elected nationally by the members, being:

- Chairperson
- ☐ Deputy Chairperson
- ☐ National Secretary
- ☐ Membership Secretary
- ☐ National Treasurer

(b) any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.

(2) The Chairperson of the meeting must declare all positions on the National Board vacant and hold elections for those positions in accordance with rules 51 to 54.

(3) Each State or Territory Branch has the sole right to nominate, replace, appoint Substitutes and arrange proxies for those non-executive positions held by virtue of Rule 53.

## **51 Nominations**

(1) All positions will be declared vacant as of the AGM and nominations called for in the final quarter of each financial year for the five executive positions under Rule 52.

(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.

(3) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

## **52 Election of Chairperson etc.**

- (1) At the annual general meeting, the separate elections held for each of the following positions will be ratified following an electronic vote held with the membership and take effect for the following year—
  - (a) Chairperson;
  - (b) Deputy-Chairperson;
  - (c) National Secretary;
  - (d) Membership Secretary
  - (d) National Treasurer.
- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with rule 54.
- (4) On his or her election, the new Chairperson may take over as Chairperson of the meeting.

## **53 Nomination of ordinary members**

- (1) The annual general meeting must by resolution ratify a nomination from each eligible State or Territory Branches for the next year.
- (2) Each State or Territory Branch must hold their AGM in enough time prior to the national AGM so as to determine their nominee to the National Board in time for inclusion with the notification of the AGM
- (3) Nominees from each State or Territory Branch may also have a substitute appointed or provide proxies in their absence from National Board meetings.

## **54 Ballot**

- (1) If a ballot is required for the election for an Executive position, the returning officer appointed at the previous AGM will be authorised to conduct the ballot.
- (2) The returning officer must be truly independent and may not be a member nominated for a position or hold a position on a State or Territory committee.
- (3) Before the ballot is taken, each candidate may provide a short statement in support of his or her election to be included with the ballot papers.
- (4) The election must be by secret ballot and held electronically.
- (5) The returning officer must notify—
  - (a) each national member electronically or by post where no electronic address has been provided; and
  - (b) give notice of the closing date of the election in time for a confirmed result to be tabled at the AGM.

- (6) If the ballot is for a single position, the candidate's name must be clearly indicated on the ballot paper.
- (7) If the ballot is for more than one position—
  - (a) Each position must be clearly and unambiguously indicated;
  - (b) each vote shall be recorded in accordance with the official ballot form provided and clear and unambiguous intent shall be the basis for a valid vote.
- (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 at the AGM.
- (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 by show of hands at the AGM; or
  - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

## **55 Term of office**

- (12) Subject to sub rule (3) and rule 56, a board member holds office until the positions of the National Board are declared vacant at each alternate annual general meeting after they have served two years.
- (13) A National Board member may be re-elected.
- (14) A general meeting of the Association may—
  - (a) by special resolution remove a State, Territory or National Board member from office; and
  - (b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (15) A member who is the subject of a proposed special resolution under sub rule (3)(a) may make representations in writing to the National Secretary or Chairperson of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (16) The National Secretary or the Chairperson 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.



## **56 Vacation of office**

- (1) A National Board member may resign from the National Board by written notice addressed to the National Board.
- (2) A person ceases to be a National Board member if he or she—
  - (a) ceases to be a member of the Association; or
  - (b) fails to attend 3 consecutive board meetings (other than special or urgent board meetings) without leave of absence under rule 67 unless represented by a proxy accepted by the board; or
  - (c) otherwise ceases to be a board member by operation of section 78 of the Act.

### **Note**

A board member may not hold the office of secretary if they do not reside in Australia.

## **57 Filling casual vacancies**

- (1) The National Board may appoint an eligible member of the Association to fill a position on the National Board that—
  - (a) has become vacant under rule 56; or
  - (b) was not filled by election at the last annual general meeting.
- (2) If the position of National Secretary becomes vacant, the National Board must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 55 applies to any National Board member appointed by the National Board under subrule (1) or (2).
- (4) The National Board may continue to act despite any vacancy in its membership.

## **Division 4—Meetings of the National Board**

## **58 Meetings of the Board**

- (1) The National Board must meet at least 6 times in each year at the dates, times and places determined by the National Board.
- (2) The date, time and place of the first National Board meeting must be determined by the members of the National Board as soon as practicable after the annual general meeting of the Association at which the members of the National Board were elected.
- (3) Special National Board meetings may be convened by the Chair person or by any 4 members of the national Board.

## **59 Notice of meetings**

- (1) Notice of each National Board meeting must be given to each board member no later than 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 and circulated agenda.

## **60 Urgent meetings**

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 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 National Board.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

## **61 Procedure and order of business**

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

## **62 Use of technology**

- (1) A board member who is not physically present at a Board meeting may participate in the meeting by the use of technology that allows that board member and the board members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a board member participating in a board 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.

## **63 Quorums**

- (1) No business may be conducted at a board meeting unless a quorum is present, as shall apply to all board meetings of the Association at State and Territory levels as well.
- (2) The quorum for a board meeting is the presence (in person or as allowed under rule 62) of a majority (50% +1) of the board members holding office by physical presence or nominated proxy.

- (3) If a quorum is not present within 30 minutes after the notified commencement time of a board 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 and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 59.

## **64 Voting**

- (1) On any question arising at a board meeting, each board 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) 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.
- (5) Voting by a duly nominated proxy is permitted.

## **65 Conflict of interest**

- (1) A committee or board member who has a material personal interest in a matter being considered at an Association committee or board meeting must disclose the nature and extent of that interest to the board or 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 board 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.

## **66 Minutes of meeting**

- (1) Each State, Territory or National Board or 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 65.

## **67 Leave of absence**

- (1) A board may grant a board member leave of absence from board meetings for a period not exceeding 3 months.
- (2) A 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**

## **68 Source of funds**

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

## **69 Management of funds**

- (1) The Association must open an account with a financial institution from which all national expenditure of the Association is made and into which all of the Association's national revenue is deposited. All Branches shall also hold sub accounts under this National umbrella account.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Board may approve expenditure on behalf of the Association.
- (3) State, Territory and the National Board may authorise their Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from their respective Committees for each item on which the funds are expended.
- (4) All expenditure must be authorised electronically by at least 2 authorised board members, as well as the National Secretary or Treasurer.
- (5) All funds of the Association must be deposited into the financial accounts of the National or Branch Association no later than 25 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.

## **70 Financial records**

- (1) The Association must keep financial records that—
  - (a) correctly record and explain its transactions, financial position and performance at National, State and Territory levels; 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 board; and
  - (c) Meet all regulatory and taxation reporting requirements to ATO, ASIC and CAV.

## **71 Financial statements**

- (1) For each financial year, the board 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 board;
  - (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.

**72 Common seal**

- (1) The Association may have a common seal.
- (2) If the Association has a common seal—
  - (a) the name of the Association must appear in legible characters on the common seal;
  - (b) a document may only be sealed with the common seal by the authority of the board and the sealing must be witnessed by the signatures of two board members;
  - (c) the common seal must be kept in the custody of the Secretary.

**73 Registered address**

The registered address of the Association is—

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

**74 Notice requirements**

- (1) Any notice required to be given to a member or a board 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, SMS or facsimile transmission.
- (2) Sub rule (1) does not apply to notice given under rule 60.
- (3) Any notice required to be given to the Association or the National Board or Branch Committees may be given—
  - (a) by handing the notice to a member of those Committees; 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 board 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.

## 75 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 board meetings.

### **Note**

See note following rule 18 for details of access to the register of members.

- (2) The National 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 National Board 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—

**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.

## 76 Winding up and cancellation

- (1) The Association may be wound up voluntarily by special resolution of the remaining 50 or less financial members.
- (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, provided that it is to a like-minded organisation.

## **77 Self Denial Clause**

No resolution of a political character expressing an opinion or calling for action, other than in relation to the running of the Australian Fabians itself, shall be put forward in the name of the Australian Fabians.

## **78 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 as is the case with these AFI rules.