



# Russian Ethnic Representative Council of Victoria Inc.

## **Constitution**

January 2024

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## Note

The persons who from time to time are delegates 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 delegates.

## PART 1—PRELIMINARY

### 1 Name

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The name of the incorporated association is "Russian Ethnic Representative Council of Victoria Incorporated".

#### 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

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The purpose of the Association is to provide benevolent relief and comprehensive support to deliver services that enhance the overall quality of life of people in need within (but not limited to) the Russian community of Victoria, including people who are disadvantaged, culturally and linguistically diverse, elderly, sick and vulnerable individuals within the Russian community.

### 3 Financial year

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The financial year of the Association is each period of 12 months ending on 30<sup>th</sup> June.

### 4 Definitions

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In these Rules:

**absolute majority** of the Committee, means a majority of the committee members present at a committee meeting;

**ACNC** means the Australian Charities and Not-for-profits Commission;

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

**associate delegate** means a delegate referred to in rule 17(a);

**committee** means the 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;

**Deductible Gift Recipient** means an entity to which tax-deductible gifts may be made pursuant to Division 30 of the ITAA 97;

**delegate** means:

- (a) a formally registered representative of the member organisation of the Association; or
- (b) an individual voted in by the AGM to represent the community;

**delegate entitled to vote** means a delegate who under rule 16(b) is entitled to vote at a general meeting;

**DGR Gifts** means:

- (a) gifts of money or property for the Purpose received during any time that the Association is endorsed as a Deductible Gift Recipient;
- (b) contributions described in item 7 or 8 of the table in section 30-15 of the ITAA 97 in relation to a fundraising event (as defined by section 995-1 of the ITAA 97) held for that purpose during any time that the Association is endorsed as a Deductible Gift Recipient; and
- (c) money received by the Association because of such gifts or contributions during any time that the Association is endorsed as a Deductible Gift Recipient.

**disciplinary appeal meeting** means a meeting of the delegates of the Association convened under rule 26;

**disciplinary meeting** means a meeting of the Committee convened for the purposes of rule 23;

**disciplinary subcommittee** means the subcommittee appointed under rule 23;

**financial year** means the 12 month period specified in rule 3;

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

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

**member organisation** is any Russian community organisation formally registered with the Association in accordance with rule 8;

**president** of a general meeting or committee meeting, means the person chairing the meeting as required under rule 49;

**Purpose** means the purpose set out in rule 2; **special resolution** means a resolution that requires not less than three-quarters of the delegates voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

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

**the Corporations Act** means the *Corporations Act 2001* (Cth);

**the Registrar** means the Registrar of Incorporated Associations.

## **PART 2—POWERS OF ASSOCIATION**

### **5 Powers of Association**

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- (a) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (b) Without limiting subrule (a), the Association may:
  - (i) acquire, hold and dispose of real or personal property;
  - (ii) open and operate accounts with financial institutions;
  - (iii) invest its money in any security in which trust monies may lawfully be invested;
  - (iv) raise and borrow money on any terms and in any manner as it thinks fit;
  - (v) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - (vi) appoint agents to transact business on its behalf;
  - (vii) enter into any other contract it considers necessary or desirable.
- (c) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

### **6 Not for profit organisation**

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- (a) The Association must not distribute any surplus, income or assets directly or indirectly to its delegates.
- (b) Subrule (a) does not prevent the Association from paying a delegate:
  - (i) reimbursement for expenses properly incurred by the delegate; or
  - (ii) for goods or services provided by the delegate:if this is done in good faith on terms no more favourable than if the delegate was not a delegate.

#### **Note**

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its delegates. 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 delegates.



## **PART 3—MEMBER ORGANISATIONS, DELEGATES, DISCIPLINARY PROCEDURES AND GRIEVANCES**

**Division 1—Membership of the Association (Membership of the association consists of member organisations and delegates).**

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

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- (a) The members of the Association are the member organisations and the delegates.
- (b) The Association must have at least 5 member organisations.
- (c) The number of delegates is unlimited, subject to rule 10.

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

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Any Russian community organisation in Victoria of more than 5 members which supports the purposes of the Association, and does not engage in activities which are detrimental to the interest of the Russian community of Victoria is eligible for membership.

### **9 Application for membership as a member organisation**

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- (a) To apply to become a member organisation of the Association, the organisation must submit a written application (using the form in Appendix 1) to a committee member stating that the organisation:
  - (i) wishes to become a member organisation of the Association; and
  - (ii) supports the purposes of the Association; and
  - (iii) agrees to comply with these Rules.
- (b) The application:
  - (i) must be signed by an authorised representative of the organisation; and
  - (ii) must be accompanied by the joining fee.

**Note**

The joining fee is the fee determined by the Association under rule 15(c).

### **10 Number of delegates**

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- (a) The number of delegates that may represent each member organisation will vary according to the number of registered members of these member organisations as follows: 5-30 members - 1 delegate; 31-60 members - 2 delegates; 61-100 - 3 delegates; 101-150 members - 4 delegates; - More than 151 - 5 delegates. In addition to subrule (a), to ensure representation of the general Russian community, the Committee will draw up a list of 10 members of the Russian community who are not delegates of any member organisation and meet the requirements of the sub-clause (iv) items (a)-(e) and present this list to AGM. The Annual General Meeting will elect a total of 10 delegates from the persons nominated on the list and any other eligible persons, present at the AGM.

## **11 Who is eligible to be a delegate**

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To be eligible to become a delegate, a person must:

- (a) support the purposes of the Association;
- (b) be Ethnic Russian or Russian by self-determination;
- (c) be able to understand and speak English;
- (d) be able to understand and speak Russian;
- (e) have no criminal record; and
- (f) not be bankrupt.

## **12 Application to become a delegate**

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- (a) The delegates will be elected and nominated in writing by each Organisation using the form at appendix 2.
- (b) The delegates will remain delegates of their Organisation unless formally replaced by other delegates, or if their Organisation ceases to exist as an official entity.

## **13 Consideration of application of member organisations and delegates**

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- (a) As soon as practicable after an application for membership is received, the Committee must decide by resolution whether to accept or reject the application.
- (b) The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (c) If the Committee rejects the application, it must return any money accompanying the application to the applicant.
- (d) No reason need be given for the rejection of an application.

## **14 New membership**

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- (a) If an application for membership is approved by the Committee:
  - (i) the resolution to accept the membership must be recorded in the minutes of the committee meeting; and
  - (ii) the Secretary must, as soon as practicable, enter the name and address of the new member organisation and/or delegate, and the date of becoming a member organisation and/or delegate, in the membership register.
- (b) An organisation becomes a member organisation of the Association from the date, whichever is the later, on which:
  - (i) the Committee approves the member organisation's membership; or
  - (ii) the member organisation pays the joining fee.
- (c) A person becomes a delegate of the Association and, subject to rule 16(c), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which:

- (i) the Committee approves the delegate; or
- (ii) the delegate pays the joining fee, if required.

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

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- (a) At each annual general meeting, the Association must determine:
  - (i) the amount of the annual subscription for the following financial year; and
  - (ii) the date for payment of the annual subscription.
- (b) The Association may determine that a lower annual subscription is payable by associate delegates.
- (c) The Association may determine that any new member organisation or delegate who joins after the start of a financial year must, for that financial year, pay a fee equal to:
  - (i) the full annual subscription.
- (d) The rights of a delegate (including the right to vote) who's subscription has not been paid by the due date are suspended until the subscription is paid.

## **16 General rights of delegates**

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- (a) A member organisation of the association has the right to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules.
- (b) A delegate of the Association who is entitled to vote has the right:
  - (i) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - (ii) to submit items of business for consideration at a general meeting; and
  - (iii) to attend and be heard at general meetings; and
  - (iv) to vote at a general meeting; and
  - (v) to have access to the minutes of general meetings and other documents of the Association as provided under rule 79; and
  - (vi) to inspect the membership register.
- (c) A delegate is entitled to vote if:
  - (i) the delegate is a delegate other than an associate delegate; and
  - (ii) the delegate's membership rights are not suspended for any reason.

## **17 Associate delegates**

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- (a) Associate delegates of the Association include:
  - (i) any delegates under the age of 15 years; and
  - (ii) any other category of delegate as determined by special resolution at a general meeting.
- (b) An associate delegate must not vote but may have other rights as determined by the Committee or by resolution at a general meeting.

## **18 Rights not transferable**

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The rights of a member organisation and/or delegate are not transferable and end when membership ceases.

## **19 Ceasing membership**

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- (a) The membership of a delegate ceases on resignation, expulsion or death.
- (b) The membership of a member organisation ceases on bankruptcy, merger or dissolution.
- (c) If a person or organisation ceases to be a delegate or a member organisation of the Association, the Secretary must, as soon as practicable, enter the date the person or organisation ceased to be a delegate or member organisation in the membership register.

## **20 Resigning as a delegate or member organisation**

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- (a) A delegate or member organisation may resign by 4 week notice in writing given to the Association.

Note

Rule 78 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.

- (b) A delegate or member organisation is taken to have resigned if:
  - (i) the annual subscription is more than 12 months in arrears; or
  - (ii) where no annual subscription is payable:
    - (A) the Secretary has made a written request to the delegate to confirm that he or she wishes to remain a delegate; and
    - (B) the delegate has not, within 1 month after receiving that request, confirmed in writing that he or she wishes to remain a delegate.

## **21 Membership register**

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- (a) The Secretary must keep and maintain a membership register that includes:
  - (i) for each current delegate or member organisation :
    - (A) the delegate's name or the name of the member organisation;
    - (B) the address for notice last given by the delegate or member organisation;
    - (C) the date of becoming a delegate or member organisation;
    - (D) if the delegate is an associate delegate, a note to that effect;
    - (E) any other information determined by the Committee; and
  - (ii) for each former delegate or former member organisation, the date of cessation of membership.
- (b) Any delegate may, at a reasonable time and free of charge, inspect the membership register.

## Note

Under section 59 of the Act, access to the personal information of a person recorded in the membership register 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 Membership register.

## **Division 2—Disciplinary action**

### **22 Grounds for taking disciplinary action**

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

- (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.

### **23 Disciplinary subcommittee**

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- (a) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a delegate or member organisation, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the delegate or member organisation.
- (b) The members of the disciplinary subcommittee:
  - (i) may be Committee Members, delegates of the Association or anyone else; but
  - (ii) must not be biased against, or in favour of, the delegate or member organisation concerned.

### **24 Notice to delegate or member organisation**

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- (a) Before disciplinary action is taken against a delegate or member organisation, the Secretary must give written notice to the delegate or member organisation:
  - (i) stating that the Association proposes to take disciplinary action against the delegate or member organisation; and
  - (ii) stating the grounds for the proposed disciplinary action; and
  - (iii) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
  - (iv) advising the delegate that he or she may do one or both of the following:
    - (A) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
    - (B) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
  - (v) setting out the delegate's or member organisation's appeal rights under rule 26.

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

## **25 Decision of subcommittee**

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- (a) At the disciplinary meeting, the disciplinary subcommittee must:
  - (i) give the delegate an opportunity to be heard; and
  - (ii) consider any written statement submitted by the delegate or member organisation.
- (b) After complying with subrule (a), the disciplinary subcommittee may:
  - (i) take no further action against the delegate or member organisation; or
  - (ii) subject to subrule (c):
    - (A) reprimand the delegate; or
    - (B) suspend the membership rights of the delegate for a specified period; or
    - (C) expel the delegate or member organisation from the Association.
- (c) The disciplinary subcommittee may not fine the delegate or member organisation.
- (d) The suspension of membership rights or the expulsion of a delegate or member organisation by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

## **26 Appeal rights**

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- (a) A person or organisation whose membership rights have been suspended or who has been expelled from the Association under rule 25 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (b) The notice must be in writing and given:
  - (i) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
  - (ii) to the Secretary not later than 48 hours after the vote.
- (c) If a person has given notice under subrule (b), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (d) 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:
  - (i) specify the date, time and place of the meeting; and
  - (ii) state:
    - (A) the name of the person or organisation against whom the disciplinary action has been taken; and
    - (B) the grounds for taking that action; and

- (C) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person or organisation should be upheld or revoked.

## **27 Conduct of disciplinary appeal meeting**

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- (a) At a disciplinary appeal meeting:
  - (i) no business other than the question of the appeal may be conducted; and
  - (ii) the Committee must state the grounds for suspending or expelling the delegate or member organisation and the reasons for taking that action; and
  - (iii) the person or representative of the organisation whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (b) After complying with subrule (a), 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.
- (c) A member may not vote by proxy at the meeting.
- (d) 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**

### **28 Application**

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- (a) The grievance procedure set out in this Division applies to disputes under these Rules between:
  - (i) a delegate or member organisation and another delegate or member organisation;
  - (ii) a delegate or member organisation and the Committee;
  - (iii) a delegate or member organisation and the Association.
- (b) A delegate or member organisation 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.

### **29 Parties must attempt to resolve the dispute**

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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.

### **30 Appointment of mediator**

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- (a) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 29, the parties must within 10 days:
  - (i) notify the Committee of the dispute; and
  - (ii) agree to or request the appointment of a mediator; and

- (iii) attempt in good faith to settle the dispute by mediation.
- (b) The mediator must be:
  - (i) a person chosen by agreement between the parties; or
  - (ii) in the absence of agreement:
    - (A) if the dispute is between a delegate or member organisation and another delegate or member organisation—a person appointed by the Committee; or
    - (B) if the dispute is between a delegate or member organisation and the Committee or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (c) A mediator appointed by the Committee may be a delegate or former delegate of the Association but in any case must not be a person who:
  - (i) has a personal interest in the dispute; or
  - (ii) is biased in favour of or against any party.

### **31 Mediation process**

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

### **32 Failure to resolve dispute by mediation**

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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**

### **33 Annual general meetings**

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- (a) The Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (b) Despite subrule (a), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- (c) The Committee may determine the date, time and place of the annual general meeting.
- (d) The ordinary business of the annual general meeting is as follows:
  - (i) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
  - (ii) to receive and consider:



- (A) the annual report of the Committee on the activities of the Association during the preceding financial year; and
- (B) the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
- (iii) to elect the members of the Committee;
- (iv) to confirm or vary the amounts (if any) of the annual subscription and joining fee.
- (e) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

### **34 Internal Audit Committee**

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- (a) For purpose of internal assessment, an Internal Audit Committee shall be elected at the Annual General Meeting for one (1) year.
- (b) The Internal Audit Committee shall consist of three delegates.
- (c) The Internal Audit Committee Chairperson shall be elected by the members of the Internal Audit Committee.
- (d) In the event that a member of the Internal Audit Committee resigns, the Chairperson of the IRC may at his/her discretion co-opt a replacement for that position.
- (e) The functions of the Internal Audit Committee are:
  - (i) reviews should be undertaken annually and properly documented;
  - (ii) reviews of specific matters shall be undertaken at a request of the Committee;
  - (iii) the review must ensure that the audited financial statements of the Association are correct and in accordance with government regulations and resolutions as passed by the Committee;
- (f) The Internal Audit Committee operates in accordance with the above mentioned articles and in agreement with the Committee. The Internal Audit Committee must prepare a written report for the Annual General meeting, indicating the results of their review and any recommendations.

### **35 Special general meetings**

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- (a) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (b) The Committee may convene a special general meeting whenever it thinks fit.
- (c) No business other than that set out in the notice under rule 37 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 37 and the majority of delegates at the meeting agree.

### **36 Special general meeting held at request of delegates**

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- (a) The Committee must convene a special general meeting if a request to do so is made in accordance with subrule (b) by at least 10% of the total number of delegates.
- (b) For the purposes of subrule (a) above, only one delegate from a member organisation is counted in the total number of delegates.
- (c) A request for a special general meeting must:
  - (i) be in writing; and
  - (ii) state the business to be considered at the meeting and any resolutions to be proposed; and
  - (iii) include the names and signatures of the delegates requesting the meeting; and
  - (iv) be given to the Secretary.
- (d) If the Committee does not convene a special general meeting within one month after the date on which the request is made, the delegates making the request (or any of them) may convene the special general meeting.
- (e) A special general meeting convened by delegates under subrule (c) :
  - (i) must be held within 3 months after the date on which the original request was made; and
  - (ii) may only consider the business stated in that request.
- (f) The Association must reimburse all reasonable expenses incurred by the delegates convening a special general meeting under subrule (c).

### **37 Notice of general meetings**

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- (a) The Secretary (or, in the case of a special general meeting convened under rule 36(d), the delegates convening the meeting) must give to each delegate of the Association:
  - (i) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - (ii) at least 14 days' notice of a general meeting in any other case.
- (b) The notice must:
  - (i) specify the date, time and place of the meeting; and
  - (ii) indicate the general nature of each item of business to be considered at the meeting; and
  - (iii) if a special resolution is to be proposed:
    - (A) state in full the proposed resolution; and
    - (B) state the intention to propose the resolution as a special resolution; and
  - (iv) comply with rule 38(e).
- (c) This rule does not apply to a disciplinary appeal meeting.

**Note**

Rule 26(d) sets out the requirements for notice of a disciplinary appeal meeting.

**38 Proxies**

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- (a) A delegate may appoint another delegate 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.
- (b) The appointment of a proxy must be in writing and signed by the delegate making the appointment.
- (c) The delegate 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 delegate in any matter as he or she sees fit.
- (d) The appointment of a proxy must be declared through the completion of the approved form in Appendix 3 that clearly identifies the person appointed as the delegate's proxy and that has been signed by the delegate.
- (e) Notice of a general meeting given to a delegate under rule 37 must:
  - (i) state that the delegate may appoint another delegate as a proxy for the meeting; and
  - (ii) include a copy of the form that the Committee has approved for the appointment of a proxy.
- (f) A form appointing a proxy must be given to the President of the meeting before or at the commencement of the meeting.
- (g) 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.

**39 Quorum at general meetings**

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- (a) No business may be conducted at a general meeting unless a quorum of delegates is present.
- (b) The quorum for a general meeting at the appointed time is the presence (physically or by proxy) of 50% of the delegates entitled to vote and 30% one hour after the appointed time.
- (c) If a quorum is not present within 60 minutes after the notified commencement time of a general meeting:
  - (i) in the case of a meeting convened by, or at the request of, delegates under rule 36— the meeting must be dissolved;

**Note**

If a meeting convened by, or at the request of, delegates is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If delegates wish to have the business reconsidered at another special meeting, the delegates must make a new request under rule 36.

- (ii) in any other case:

- (A) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
  - (B) 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 delegates as soon as practicable after the meeting.
- (d) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (ii), the meeting may proceed with the business of the meeting as if a quorum were present.

#### **40 Adjournment of general meeting**

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- (a) The President of a general meeting at which a quorum is present may, with the consent of a majority of delegates present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (b) Without limiting subrule (a), a meeting may be adjourned:
  - (i) if there is insufficient time to deal with the business at hand; or
  - (ii) to give the delegates more time to consider an item of business.

##### **Example**

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

- (c) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (d) 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 37.

#### **41 Voting at general meeting**

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- (a) On any question arising at a general meeting:
  - (i) subject to subrule (c), each delegate who is entitled to vote has one vote; and
  - (ii) delegates may vote personally or by proxy; and
  - (iii) except in the case of a special resolution, the question must be decided on a majority of votes.
- (b) If votes are divided equally on a question, the President of the meeting has a second or casting vote.
- (c) If the question is whether or not to confirm the minutes of a previous meeting, only delegates who were present at that meeting may vote.
- (d) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 27.

## **42 Special resolutions**

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A special resolution is passed if not less than three quarters of the delegates 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.

## **43 Determining whether resolution carried**

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- (a) Subject to subsection (2), the President of a general meeting may, on the basis of a show of hands, declare that a resolution has been:
  - (i) carried; or
  - (ii) carried unanimously; or
  - (iii) carried by a particular majority; or
  - (iv) lost—and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (b) If a poll (where votes are cast in writing) is demanded by three or more delegates on any question:
  - (i) the poll must be taken at the meeting in the manner determined by the President of the meeting; and
  - (ii) the President must declare the result of the resolution on the basis of the poll.
- (c) A poll demanded on the election of the President or on a question of an adjournment must be taken immediately.
- (d) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the President.

## **44 Minutes of general meeting**

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- (a) The Committee must ensure that minutes are taken and kept of each general meeting.
- (b) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (c) In addition, the minutes of each annual general meeting must include:
  - (i) the names of the delegates attending the meeting; and
  - (ii) proxy forms given to the President of the meeting under rule 38(f); and
  - (iii) the financial statements submitted to the delegates in accordance with rule 33(d)(ii)(B); and

- (iv) 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
- (v) 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**

#### **45 Role and powers**

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- (a) The business of the Association must be managed by or under the direction of a Committee.
- (b) 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 delegates of the Association.
- (c) The Committee may:
  - (i) appoint and remove staff;
  - (ii) establish subcommittees consisting of delegates with terms of reference it considers appropriate.

#### **46 Delegation**

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

### **Division 2—Composition of Committee and duties of delegates**

#### **47 Composition of Committee**

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The Committee consists of:

- (a) a President; and
- (b) a Vice-President; and
- (c) a Secretary; and
- (d) a Treasurer; and
- (e) ordinary members (if any) elected under rule 56.

## 48 General Duties

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- (a) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- (b) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual delegates of the Committee comply with these Rules.
- (c) Committee Members must comply with any duties imposed on them by the Act and with the duties described in governance standard 5 of the ACNC Legislation.
- (d) Committee Members must exercise their powers and discharge their duties with reasonable care and diligence.
- (e) Committee Members must exercise their powers and discharge their duties:
  - (i) in good faith in the best interests of the Association; and
  - (ii) for a proper purpose.
- (f) Committee Members and former committee members must not make improper use of:
  - (i) their position; or
  - (ii) 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.

- (g) 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.

## 49 President and Vice-President

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- (a) Subject to subrule (b), the President or, in the President's absence, the Vice-President is the President for any general meetings and for any committee meetings.
- (b) If the President and the Vice-President are both absent, or are unable to preside, the President of the meeting must be:
  - (i) in the case of a general meeting—a delegate elected by the other delegates present; or
  - (ii) in the case of a committee meeting—a committee member elected by the other committee members present.
- (c) The President is responsible for ensuring that the Committee if Management are aware of and fulfil their governance responsibilities; comply with applicable laws and bylaws; conduct committee business effectively; and are accountable for their performance.

- (d) The Vice-President shares the executive responsibilities and supports the role of the President and assumes his role in his absence.

## **50 Secretary**

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- (a) 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.

- (b) The Secretary must:
  - (i) maintain the membership register in accordance with rule 21; and
  - (ii) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 73(c), all books, documents and securities of the Association in accordance with rules 76 and 79; and
  - (iii) subject to the Act and these Rules, provide delegates with access to the membership register, the minutes of general meetings and other books and documents; and
  - (iv) perform any other duty or function imposed on the Secretary by these Rules.
- (c) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

## **51 Treasurer**

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- (a) The Treasurer must:
  - (i) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
  - (ii) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
  - (iii) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
  - (iv) ensure cheques are signed by at least 2 committee members.
- (b) The Treasurer must:
  - (i) ensure that the financial records of the Association are kept in accordance with the Act; and
  - (ii) 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.
- (c) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

## **Division 3—Election of Committee Members and tenure of office**



## **52 Who is eligible to be a Committee Member**

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A delegate is eligible to be elected or appointed as a committee member if the delegate:

- (a) is 18 years or over;
- (b) is entitled to vote at a general meeting; and
- (c) is not ineligible to be a Director under:
  - (i) the Corporations Act; or
  - (ii) the ACNC Legislation.

## **53 Positions to be declared vacant**

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- (a) This rule applies to:
  - (i) the first annual general meeting of the Association after its incorporation; or
  - (ii) any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
- (b) The President of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 54 to 57.

## **54 Nominations**

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- (a) Prior to the election of each position, the President of the meeting must call for nominations to fill that position.
- (b) An eligible delegate of the Association may:
  - (i) nominate himself or herself; or
  - (ii) with the delegate's consent, be nominated by another delegate.
- (c) A delegate 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.

## **55 Election of President etc.**

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- (a) At the annual general meeting, separate elections must be held for each of the following positions:
  - (i) President;
  - (ii) Vice-President;
  - (iii) Secretary;
  - (iv) Treasurer.
- (b) If only one delegate is nominated for the position, the President of the meeting must declare the delegate elected to the committee position.
- (c) If more than one delegate is nominated, a ballot must be held in accordance with rule 57.

- (d) On his or her election, the new President may take over as President of the meeting.

## **56 Election of ordinary members**

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- (a) The annual general meeting must by resolution decide the number of ordinary members of the Committee (minimum of four) it wishes to hold office for the next year.
- (b) A single election may be held to fill all of those positions.
- (c) If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the President of the meeting must declare each of those members to be elected to the position.
- (d) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 57.

## **57 Ballot**

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- (a) If a ballot is required for the election for a position, the President of the meeting must appoint a committee member to act as returning officer to conduct the ballot.
- (b) The returning officer must not be a member nominated for the position.
- (c) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (d) The election must be by secret ballot.
- (e) The returning officer must give a blank piece of paper to:
  - (i) each delegate present in person; and
  - (ii) each proxy appointed by a delegate.

### **Example**

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

- (f) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (g) If the ballot is for more than one position:
  - (i) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
  - (ii) the voter must not write the names of more candidates than the number to be elected.
- (h) Ballot papers that do not comply with subrule (ii) are not to be counted.
- (i) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (j) 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.

- (k) If the returning officer is unable to declare the result of an election under subrule (j) because 2 or more candidates received the same number of votes, the returning officer must:
  - (i) conduct a further election for the position in accordance with subrules (d) to (j) to decide which of those candidates is to be elected; or
  - (ii) 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.

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**58 Term of office**

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- (a) Subject to subrule (c) and rule 59, a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- (b) A committee member may be re-elected.
- (c) A general meeting of the Association may:
  - (i) by special resolution remove a committee member from office; and
  - (ii) elect an eligible delegate of the Association to fill the vacant position in accordance with this Division.
- (d) A committee member who is the subject of a proposed special resolution under subrule (c) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the delegates of the Association.
- (e) The Secretary or the President may give a copy of the representations to each delegate of the Association or, if they are not so given, the delegate may require that they be read out at the meeting at which the special resolution is to be proposed.

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**59 Vacation of office**

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- (a) A committee member may resign from the Committee by written notice addressed to the Committee.
- (b) A person ceases to be a committee member if he or she:
  - (i) ceases to be a delegate of the Association; or
  - (ii) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 70; or
  - (iii) becomes ineligible to be a Director under the Corporations Act or the ACNC Legislation; or
  - (iv) otherwise ceases to be a committee member by operation of section 78 of the Act.

**Note**

A Committee Member may not hold the office of secretary if they do not reside in Australia.

## **60 Filling casual vacancies**

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- (a) The Committee may appoint an eligible delegate of the Association to fill a position on the Committee that:
  - (i) has become vacant under rule 59; or
  - (ii) was not filled by election at the last annual general meeting.
- (b) If the position of Secretary becomes vacant, the Committee must appoint a delegate to the position within 14 days after the vacancy arises.
- (c) Rule 58 applies to any committee member appointed by the Committee under subrule (a) or (b).
- (d) The Committee may continue to act despite any vacancy in its membership.
- (e) The Committee has the power to co-opt members who may be of special assistance to the Committee. These persons are co-opted as a resource to the committee.

## **Division 4—Meetings of Committee**

### **61 Meetings of Committee**

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- (a) The Committee must meet at least 10 times in each year at the dates, times and places determined by the Committee.
- (b) The date, time and place of the first committee meeting must be determined by the delegates of the Committee as soon as practicable after the annual general meeting of the Association at which the delegates of the Committee were elected.
- (c) Special committee meetings may be convened by the President or by any 4 members of the Committee.

### **62 Notice of meetings**

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- (a) Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting.
- (b) Notice may be given of more than one committee meeting at the same time.
- (c) The notice must state the date, time and place of the meeting.
- (d) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- (e) The only business that may be conducted at the meeting is the business for which the meeting is convened.

### **63 Urgent meetings**

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- (a) In cases of urgency, a meeting can be held without notice being given in accordance with rule 62 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- (b) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- (c) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

### **64 Procedure and order of business**

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

### **65 Use of technology**

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- (a) 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.
- (b) For the purposes of this Part, a committee member participating in a committee meeting as permitted under subrule (a) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

### **66 Quorum**

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- (a) No business may be conducted at a Committee meeting unless a quorum is present.
- (b) The quorum for a committee meeting is the presence (in person or as allowed under rule 65) of half of the committee members holding office.
- (c) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting:
  - (i) in the case of a special meeting—the meeting lapses;
  - (ii) 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 62.

### **67 Voting**

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- (a) On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- (b) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- (c) Subrule (b) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.

- (d) If votes are divided equally on a question, the President of the meeting has a second or casting vote.
- (e) Voting by proxy is not permitted.

## **68 Conflict of interest**

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- (a) 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.
- (b) The member:
  - (i) must not be present while the matter is being considered at the meeting; and
  - (ii) 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.

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

## **69 Minutes of meeting**

---

- (a) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (b) The minutes must record the following:
  - (i) the names of the members in attendance at the meeting;
  - (ii) the business considered at the meeting;
  - (iii) any resolution on which a vote is taken and the result of the vote;
  - (iv) any material personal interest disclosed under rule 68.

## **70 Leave of absence**

---

- (a) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.
- (b) 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**

## **71 Source of funds**

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

## **72 Management of funds**

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- (a) 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.
- (b) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- (c) 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.
- (d) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 appointed committee members.
- (e) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- (f) 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.

## **73 Financial records**

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

## **74 Financial statements**

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- (a) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (b) Without limiting subrule (a), those requirements include:
  - (i) the preparation of the financial statements;
  - (ii) if required, the review or auditing of the financial statements;
  - (iii) the certification of the financial statements by the Committee;

- (iv) the submission of the financial statements to the annual general meeting of the Association;
- (v) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

#### **75 Auditor(s)**

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- (a) The Auditor(s) appointed by the Committee shall be a company and members of recognised institute of accountants.
- (b) The external Auditor's report should be presented at the AGM.

### **PART 7—GENERAL MATTERS**

#### **76 Common seal**

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- (a) The Association may have a common seal.
- (b) If the Association has a common seal:
  - (i) the name of the Association must appear in legible characters on the common seal;
  - (ii) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two committee members;
  - (iii) the common seal must be kept in the custody of the Secretary.

#### **77 Registered address**

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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.

#### **78 Notice requirements**

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- (a) Any notice required to be given to a delegate, member organisation or a committee member under these Rules may be given:
  - (i) by handing the notice to the delegate, member organisation or committee member personally; or
  - (ii) by sending it by post to the delegate, member organisation or committee member at the address recorded on the membership register; or
  - (iii) by email or facsimile transmission.
- (b) Subrule (a) does not apply to notice given under rule 63.
- (c) Any notice required to be given to the Association or the Committee may be given:
  - (i) by handing the notice to a member of the Committee; or
  - (ii) by sending the notice by post to the registered address; or



- (iii) by leaving the notice at the registered address; or
- (iv) if the Committee determines that it is appropriate in the circumstances:
  - (A) by email to the email address of the Association or the Secretary;  
or
  - (B) by facsimile transmission to the facsimile number of the Association.

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

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- (a) Delegates may on request inspect free of charge:
  - (i) the membership register;
  - (ii) the minutes of general meetings;
  - (iii) subject to subrule (b), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.

### **Note**

See note following rule 21 for details of access to the membership register.

- (b) The Committee may refuse to permit a delegate 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.
- (c) The Committee must on request make copies of these rules available to delegates and applicants for membership free of charge.
- (d) Subject to subrule (b), a delegate 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.
- (e) 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:

  - (i) its membership records;
  - (ii) its financial statements;
  - (iii) its financial records;
  - (iv) records and documents relating to transactions, dealings, business or property of the Association.

## **80 Winding up and cancellation**

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The Association may be wound up voluntarily by special resolution.

## **81 Distribution of assets on winding up, cancellation or revocation of endorsement**

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- (a) If the Association is a Deductible Gift Recipient any DGR gifts must be deposited in a separate bank account or otherwise identified so that they can be distinguished from other assets of the Association.
- (b) If the Association is a Deductible Gift Recipient and is wound up, or it ceases to be endorsed as a Deductible Gift Recipient, any DGR gifts remaining after satisfying the Association's liabilities and expenses must be transferred to a Charity or Charities endorsed as a Deductible Gift Recipient.
- (c) On the winding up of the Association, any assets remaining after complying with rule 81(b)81(b):
  - (i) must not be paid or distributed to the delegates in their capacity as delegates, and
  - (ii) must be given or transferred to a Charity or Charities which:
    - (A) has a similar purpose to the Purpose, and
    - (B) prohibits the distribution of income, profit or assets to its members in their capacity as members.
- (d) The delegates must decide before any winding up or revocation which Charity or Charities will receive a distribution under rules 81(b) or 81(c)(ii). If the delegates fail to decide, the matter must be determined by application to the Supreme Court in the State of Victoria.

## **82 Alteration of Rules**

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- (a) These Rules may only be altered by special resolution of a general meeting of the Association.
- (b) The Committee Members must not pass a special resolution that amends these Rules if passing it causes the Association to no longer be a Charity.

### **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.

## Appendix 1 - Application to be a Member Organisation

I, .....(Full Name of Authorised Representative), of.....  
(Full Name of Organisation).....(Full address) desire to become a member organisation of RUSSIAN ETHNIC REPRESENTATIVE COUNCIL OF VICTORIA.

In the event of our admission as a member organisation, we agree to be bound by the Rules of the Association for the time being in force.

\_\_\_\_\_  
(Signature of Applicant)

Date: \_\_\_\_\_

## Appendix 2 - Application to be a Delegate

I, .....(Full Name of Applicant) of.....(Address) .....(Occupation) desire to become a delegate to RUSSIAN ETHNIC REPRESENTATIVE COUNCIL OF VICTORIA.

In the event of my admission as a delegate, I agree to be bound by the Rules of the Association for the time being in force.

\_\_\_\_\_ Date: \_\_\_\_\_  
(Signature of Applicant)

I, .....a President of the (Name) .....organisation (Name) nominate the Applicant, who is personally known to me, to be a delegate to the Association.

\_\_\_\_\_ Date: \_\_\_\_\_  
(Signature of Proposer))

I, .....a Secretary of the (Name) .....organisation (Name) second the nomination the Applicant, who is personally known to me, to be a delegate to the Association.

\_\_\_\_\_ Date: \_\_\_\_\_  
(Signature of Seconder))

### Appendix 3 - Form of Appointment of Proxy

I, .....

of .....

being a delegate to RUSSIAN ETHNIC REPRESENTATIVE COUNCIL OF VICTORIA hereby appoint

.....

of .....

being a delegate to that incorporated organisation, as my proxy to vote for me on my behalf at the General Meeting of the Association (Annual General meeting or Special General Meeting, as the case may be) to be held on the ..... day of ..... 20..... and at any adjournment of that meeting.

My proxy is authorised to vote in favour of / against (delete as appropriate) the resolution (insert details).

Signed: .....

The ..... day of ..... 20.....