

CONSUMER AFFAIRS VICTORIA
Associations Incorporation Reform Act 2012

MODEL RULES
For an
INCORPORATED
ASSOCIATION

Associations Incorporation Reform Regulations 2012

Part 3

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Model Rules for an Incorporated Association

Note

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

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

PART 1—PRELIMINARY

1 Name

The name of the incorporated Association is “energy plus light 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

- (1) The Association is established to be a charity whose purpose is to advance education to develop career pathways, core life and technical skills, professionalism, wellness and ecological environments. In achieving this, the organisation will undertake activities such as:—
 - (a) creating, developing and delivering education programs for recognised and non-recognised qualifications; and
 - (b) offering wellness and community services such as mentoring, support, supervision, funding, accommodation, employment opportunities, network introductions; and
 - (c) selling products and services directly related to the Association’s purposes and the financial sustainability of the Association; and
 - (d) investing in research in areas of energy and light, education, products and services, community growth, social services and general wellness; and
 - (e) providing global support through reconnecting, relaxing, releasing, repairing, restoring, rejuvenating, rewarding and reflecting light and energy globally; and
 - (f) providing charitable services to members and non members, including senior citizens, sole parents, homeless people, people experiencing financial hardship, people suffering from diseases and health ailments and National Disability Insurance Scheme participants; and
 - (g) ensuring all funds are ethically invested to contribute to the self-sustainability and self-funding of the Association; and
 - (h) raising sufficient funds through various methods to ensure the Association is financially sustainable and is able to invest to achieve the above purposes.

3 Financial year

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

4 Definitions

In these Rules—

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

Balance member means a member referred to in rule 15(1);

chairperson, of a general meeting or executive committee meeting, means the person chairing the meeting as required under rule 48;

Deductible Gift Recipient means an entity endorsed as a deductible gift recipient, or as a deductible gift recipient for the operation of a fund, authority or institution, under section 30-120 of the Income Tax Assessment Act 1997 and includes a deductible gift recipient within the meaning of section 30-227 of Subdivision 30-CA of Part 2 5 of the Income Tax Assessment Act 1997 and any equivalent or corresponding entities under any statutory provisions that succeed or replace those statutory provisions.

disciplinary appeal meeting means a meeting of the members of the Association convened under rule 25(3);

disciplinary meeting means a meeting of the disciplinary committee convened for the purposes of rule 24;

disciplinary subcommittee means the subcommittee appointed under rule 22;

energy means the energy within magnetic fields that carries data to heal, grow, evolve and create;

executive committee means the committee having management of the business of the Association;

executive committee meeting means a meeting of the executive committee held in accordance with these Rules;

executive committee member means a member of the executive committee elected or appointed under Division 3 of Part 5;

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

Foundation members means a member referred to in rule 9(1);

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;

light means the means to connect and communicate with energy;

Light member means a member referred to in rule 9(2);

member means a member of the Association;

membership class means the different levels of membership that are entitled to vote;

membership subcommittee means the committee that may be established by the executive committee and chaired by a member of the executive committee from time to time, which has management of membership, student enrolment, student register and education partners;

memorandum of understanding means a binding letter of intent between the Association and other entities;

non member means a person referred to in rule 16(1);

Shadow means the guiding light that provides wisdom, clarity and direction;

Shadow representative means a person who is a member but not an executive committee member who is recognised and engaged by the executive committee to provide independent guidance using shadow;

social investment plan means funds obtained, invested and allocated to future projects, research, education grants and charities the Association votes on at annual general meetings;

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

strategic direction plan means the all-encompassing document that identifies the vision, mission, purpose, philosophy and the short and long term objectives of the Association. It includes strategic direction implementation plan, network plan, social investment plan, research plan and education plan;

strategic direction implementation plan means the executive committee approved implementation strategy to grow, evolve and create the Association's objectives and purposes;

subcommittees means working group committees as may be established by the executive committee from time to time, and chaired by a representative from the executive committee;

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;

voting member means a member who under rule 14(2) is entitled to vote at a general meeting;

unique membership identifier means a unique identifier allocated to a member and recorded in the register to clearly identify a person.

PART 2—POWERS OF ASSOCIATION

5 Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting sub-rule (1), the Association may—
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf;
 - (g) enter into any other contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not for profit organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Sub-rule (1) does not prevent the Association from paying a member—

- (a) reimbursement for expenses properly incurred by the member; or
- (b) for goods or services provided by the member—

if this is done in good faith on terms no more favourable than if the member was not a member.

Note

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

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7 Minimum number of members

The Association must have at least 5 members.

8 Who is eligible to be a voting member

Any person who meets one of the membership classes, supports the purposes of the Association and is over the age of 18 years is eligible for voting membership.

9 Membership classes

- (1) Foundation members are members who joined the Association before the first annual general meeting. These members are granted life time membership at no cost.
- (2) Light members are members who have—
 - (a) completed the recognised energy plus light education program; and
 - (b) received an invitation by the executive committee to apply for Light membership; and
 - (c) paid a joining fee, as determined by the executive committee from time to time.
- (3) Executive committee members are Foundation and Light members who are voted to join the executive committee by other voting members.

10 Application for membership

- (1) To apply to become a Foundation member of the Association—
 - (a) a person must submit a written application to the Association within the first 12 months of operation stating that the person—
 - (i) wishes to become a member of the Association; and
 - (ii) supports the purposes of the Association; and
 - (iii) agrees to comply with the Association’s Code of Conduct; and
 - (iv) agrees to comply with these Rules; and
 - (b) The application must—
 - (i) be signed by the applicant; and
 - (ii) provide the member's name, the address and current contact details including mobile phone and email address.

Note

Electronic communication is accepted as a signed application by the applicant.

- (2) To apply to become a Light member of the Association—

- (a) a person must receive a letter of invitation from the executive committee to apply for Light membership. The applicant must submit a written application to the Association stating that the person—
 - (i) wishes to accept the offer of becoming a Light member of the Association; and
 - (ii) supports the purposes of the Association; and
 - (iii) agrees to comply with these Rules; and
 - (iv) agrees to comply with Association’s Code of Conduct; and
 - (v) agrees to participate on subcommittees, as reasonably requested by the executive committee from time to time, without remuneration.
- (b) The application must—
 - (i) be signed; and
 - (ii) include the letter of offer from the executive committee; and
 - (iii) be accompanied by the joining fee (if applicable), as determined by the executive committee from time to time; and
 - (iv) provide the member's name, the address and current contact details including mobile phone and email address.

Note

Electronic communication is accepted as a signed application by the applicant. The joining fee is the fee (if any) determined by the Association under rule 13(3).

- (3) To apply to become a Balance member of the Association—
 - (a) a person must submit a written application to the Association stating that the person—
 - (i) wishes to become a member of the Association; and
 - (ii) supports the purposes of the Association; and
 - (iii) agrees to comply with Association’s Code of Conduct; and
 - (iv) agrees to comply with these Rules.
 - (b) The application must—
 - (i) be signed; and
 - (ii) provide a rationale for joining; and
 - (iii) be accompanied by the joining fee (if applicable), as determined by the executive committee from time to time; and
 - (iv) provide the member's name, the address and current contact details including mobile phone and email address.

Note

Electronic communication is accepted as a signed application by the applicant. The joining fee is the fee (if any) determined by the Association under rule 13(3).

11 Consideration of application

- (1) As soon as practicable after an application for membership is received, the membership subcommittee must consider the application and decide by resolution whether to accept or reject the application.

- (2) The membership subcommittee must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) If the membership subcommittee rejects the application, it must return any money accompanying the application to the applicant.
- (4) No reason need be given for the rejection of an application.

12 New membership

- (1) If an application for membership is approved by the membership subcommittee—
 - (a) the resolution to accept the membership must be recorded in the minutes of the membership subcommittee meeting; and
 - (b) the chairperson of the membership subcommittee, as determined by the executive committee from time to time, must, as soon as practicable, ensure the name, contact details and address of the new member, and the date of becoming a member are entered in the register of members and allocate a unique member identifier to the member; and
 - (c) the membership subcommittee must notify the member in writing of the unique member identifier as soon as practicable.
- (2) A person becomes a member of the Association and, subject to rule 14(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—
 - (a) the membership subcommittee approves the person's membership; or
 - (b) the person pays the joining fee (if applicable), as determined by the executive committee from time to time.

13 Annual subscription and fee on joining

- (1) At each annual general meeting, the Association must 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 Association may determine that a lower annual subscription is payable by Balance members.
- (3) The Association 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 financial year; or
 - (c) a fixed amount determined from time to time by the Association.
- (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.

14 General rights of members

- (1) A voting member of the Association 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 82; and
 - (f) to inspect the register of members.
- (2) A member is a voting member if—
- (a) the member is a member other than a Balance member or a non member; and
 - (b) more than 10 business days have passed since he or she became a member of the Association; and
 - (c) the member's membership rights are not suspended for any reason.

15 Balance members

- (1) Balance members of the Association include—
- (a) members who would like to enrol in one of energy plus light education programs; or
 - (b) members who are enrolled in one of energy plus light education programs; or
 - (c) members who have completed energy plus light education programs; or
 - (d) other entities who wish to partner with the Association; or
 - (e) any other category of member as determined by special resolution at a general meeting.
- (2) A Balance member must agree to comply by the Association's rules.
- (3) A Balance member must not vote but may have other rights as determined by the executive committee or by resolution at a general meeting.

16 Non members

- (1) Non members are—
- (a) public who are not members of the Association but have the right to enrol in any of the Association's education programs and/or purchase products or services at an additional cost; or
 - (b) individuals, private and public entities and government bodies the executive committee agrees to partner with, work with, associate with or support the Association.
- (2) Non members have no voting rights but agree to respect the Association rules.

17 Rights not transferable

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

18 Ceasing membership

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a member of the Association, the membership subcommittee must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

19 Resigning as a member

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

Note

Rule 81(3) sets out how notice may be given to the Association. It includes by post, email or by handing the notice to a member of the membership subcommittee.

- (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 subcommittee 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.

20 Register of members

- (1) The membership subcommittee must keep and maintain a register of members that includes—
 - (a) for each current member—
 - (i) the member's name; and
 - (ii) the address for notice last given by the member; and
 - (iii) current contact details including mobile phone and email address; and
 - (iv) the date of becoming a member; and
 - (v) the class of membership or non voting membership; and
 - (vi) unique membership identifier; and
 - (vii) any other information determined by the membership subcommittee; and
 - (b) for each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

Note

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

Division 2—Disciplinary action

21 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.

22 Disciplinary subcommittee

- (1) If the executive committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the executive committee may appoint a disciplinary subcommittee 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 executive committee members, members of the Association or anyone else; but
 - (b) must not be biased against, or in favour of, the member concerned.

23 Notice to member

- (1) Before disciplinary action is taken against a member, the chairperson of the disciplinary subcommittee, as determined by the executive committee from time to time, must give written notice to the member—
 - (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 subcommittee 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 subcommittee at that meeting; and
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (e) setting out the member's appeal rights under rule 25.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

24 Decision of disciplinary subcommittee

- (1) At the disciplinary meeting, the disciplinary subcommittee 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 subcommittee 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 subcommittee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

25 Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 24 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
 - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the Secretary of the executive committee 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 executive committee 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 voting member of the Association 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.

26 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 executive committee 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 voting members present 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

27 Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
 - (a) a member and another member; or
 - (b) a member and the executive committee; or
 - (c) a member and subcommittees; or
 - (d) 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.

28 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.

29 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 28, the parties must within 10 days—
 - (a) notify the membership subcommittee 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 membership subcommittee; or
 - (ii) if the dispute is between a member and a subcommittee member—a person appointed by the executive committee; or
 - (iii) if the dispute is between a member and the executive committee or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the executive committee or subcommittee may be a member or former member of the Association but in any case must not be a person who—
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.

30 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.

31 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

32 Annual general meetings

- (1) The executive committee 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.
- (3) The executive committee 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; and

- (b) to receive and consider—
 - (i) the annual report of the executive committee on the activities of the Association during the preceding financial year; and
 - (ii) the financial statements of the Association for the preceding financial year submitted by the executive committee in accordance with Part 7 of the Act; and
 - (c) to elect the members of the executive committee; and
 - (d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

33 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 executive committee may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 35 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 35 and the majority of members at the meeting agree.

34 Special general meeting held at request of members

- (1) The executive committee 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 voting members.
- (2) A request for a special general meeting must—
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the members requesting the meeting; and
 - (d) be given to the Secretary.
- (3) If the executive committee 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).

35 Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 34(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 36(5).
- (3) This rule does not apply to a disciplinary appeal meeting.

Note

Rule 25(4) sets out the requirements for notice of a disciplinary appeal meeting.

36 Proxies

- (1) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) If the executive committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under rule 35 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 executive committee 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.

37 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.

38 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 37) of 10% of the voting members.
- (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 34—the meeting must be dissolved; or

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 34.

- (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.

39 Adjournment of general meeting

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting sub-rule (1), a meeting may be adjourned—
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.

Example

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

- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 35.

40 Voting at general meeting

- (1) On any question arising at a general meeting—
 - (a) subject to sub-rule (3), each voting member 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 26.

41 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 an executive committee member from office; or
- (b) to alter these Rules, including changing the name or any of the purposes of the Association.

42 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.

43 Minutes of general meeting

- (1) The executive committee must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
 - (a) the names of the members attending the meeting; and
 - (b) proxy forms given to the Chairperson of the meeting under rule 36(6); and
 - (c) the financial statements submitted to the members in accordance with rule 32(4)(b)(ii); and
 - (d) the certificate signed by two executive committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and

- (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—COMMITTEE

Division 1—Powers of Executive Committee and Subcommittee

44 Role and powers

- (1) The business of the Association must be managed by or under the direction of an executive committee.
- (2) The executive committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (3) The executive committee may—
 - (a) appoint and remove staff;
 - (b) establish subcommittees consisting of executive committee members and members with terms of reference it considers appropriate; and
 - (c) appoint an independent Shadow representative.
- (4) The membership subcommittee has the power to approve and reject membership. All other matters requiring a decision must be referred to the executive committee for approval.
- (5) The disciplinary subcommittee has the power to —
 - (a) reprimand the member; or
 - (b) suspend the membership rights of the member for a specified period; or
 - (c) expel the member from the Association.
- (6) The social investment subcommittee has the power to —
 - (a) identify, network, negotiate, investigate and recommend suitable social investments to the executive committee for approval. All other matters requiring a decision must be referred to the executive committee for approval.
- (7) The partnership and alliance subcommittee has the power to —
 - (a) identify, network, negotiate, investigate and recommend suitable partnerships and alliances to the executive committee for approval. All other matters requiring a decision must be referred to the executive committee for approval.
- (8) Despite sub-rules (4), (5), (6) and (7), all subcommittees must refer all matters requiring a decision to the executive committee for approval.

45 Delegation

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

Division 2—Composition of executive committee and duties of members

46 Composition of executive committee

The executive committee consists of—

- (a) President;
- (b) Vice-President;
- (c) Secretary;
- (d) Treasurer;
- (e) General Manager;
- (f) Membership and Partnership Manager;
- (g) Education Manager;
- (h) Research Manager,

or such other additional or replacement person as determined by the executive committee from time to time.

47 General duties of executive committee

- (1) As soon as practicable after being elected or appointed to the executive committee, each executive committee member must become familiar with these Rules and the Act.
- (2) The executive committee is collectively responsible for ensuring that the Association—
 - (a) complies with the Act; and
 - (b) complies with all approved Association governance requirements; and
 - (c) reviews, approves and implements the Strategic Direction Implementation Plan annually; and
 - (d) upholds all agreed contracts, agreements and memorandum of understandings; and
 - (e) monitors the financial reporting to ensure the Association is solvent; and
 - (f) reviews the performance growth of the Association’s social investment; and
 - (g) establishes and maintains the integrity and reputation of the Association; and
 - (h) treats all information as private and confidential; and
 - (i) discloses and manages any conflicts of interest.
- (3) The executive committee is to proactively seek to expand the Association’s network, employment partners and alliances.
- (4) The executive committee is to approve all expenditure including employment, contractors and consultants except where the executive committee has delegated this authority through an approved budget or contractual agreement.
- (5) The executive committee must embrace and actively engage the use of Shadow and other forms of energy and light to grow, evolve, create and validate the most appropriate path for the Association.
- (6) The executive committee must ensure their individual decisions and actions are in accordance with the Association’s code of conduct and request the members’ decisions and actions to be in accordance with the Association’s code of conduct.
- (7) The executive committee must ensure the Association’s processes are documented and regularly reviewed in accordance with the Association’s rules.

- (8) The executive committee must ensure the rules and code of conduct are read, understood and agreed by members.
- (9) Executive committee members must exercise their powers and discharge their duties—
 - (a) in good faith in the best interests of the Association; and
 - (b) with reasonable care and diligence; and
 - (c) for a proper purpose.
- (10) Individual members of the executive committee must comply with these Rules and the Association's code of conduct.
- (11) Executive committee members and former executive committee members must not make improper use of—
 - (a) their position; or
 - (b) information acquired by virtue of holding their position—so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

Note

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

- (12) In addition to any duties imposed by these Rules, an executive committee member must perform any other duties imposed from time to time by resolution at a general meeting.
- (13) The Association may resolve to pay in good faith a reasonable and proper remuneration to any executive committee member for performing the duties and responsibilities required of an executive committee member.

48 President duties

- (1) Subject to sub-rule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and executive committee meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
 - (a) in the case of a general meeting—a member elected by the other members present; or
 - (b) in the case of an executive committee meeting—an executive committee member elected by the other executive committee members present.
- (3) The President must prepare an agenda for executive committee meetings and provide it to the Secretary 10 days prior to the executive committee meeting.
- (4) The President or in the President's absence, the Vice-President or General Manager is to represent the Association at public events, media releases and any other public forums.
- (5) The President must meet with both the Vice-President and the General Manager on a monthly basis to—
 - (a) review the progress of the operations; and
 - (b) where appropriate offer support; and
 - (c) when urgent matters arise, request an out of scheduled executive committee meeting to discuss appropriate action.

49 Vice-President duties

- (1) In the President's absence, the Vice-President is the Chairperson for any general meetings and executive committee meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
 - (a) in the case of a general meeting—a member elected by the other members present; or
 - (b) in the case of an executive committee meeting—a executive committee member elected by the other executive committee members present.
- (3) The Vice-President is to establish a social investment subcommittee and ensure a social investment plan is developed.
- (4) The Vice-President must ensure the social investment subcommittee meets biannually to review the social investment plan.
- (5) The Vice-President is to maintain good working relationships with the Association's partners, donors, charities, volunteer groups, networks and interested parties.
- (6) The Vice-President must work with the President and the General Manager when organising meetings or events with the Association's partners, donors, charities, volunteer groups, networks and interested parties.
- (7) Where and when appropriate, the Vice-President must provide a handover to the new elected President and offer on-going support.
- (8) The Vice-President must meet with both the President and the General Manager on a monthly basis to provide updates, background information and any other relevant information.

50 Secretary duties

- (1) 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.

- (2) The Secretary must—
 - (a) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 77(3), all books, documents and securities of the Association in accordance with rules 79 and 82;
 - (b) 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;
 - (c) perform any other duty or function imposed on the Secretary by these Rules;
 - (d) organise all executive committee meetings and annual general meetings;
 - (e) oversee all governance requirements including the documentation of operational process, monitoring of any contractual agreements, quarterly internal quality assurance audits and legal advice;
 - (f) provide a written quarterly internal quality assurance audit report and a feedback report of any contractual agreements to the General Manager for comment 15 days prior to an executive committee meeting;
 - (g) present at each executive committee meeting—
 - (i) the quarterly internal quality assurance audit report;

- (ii) feedback from the quarterly contractual agreements review; and
- (iii) any legal advice received;
- (h) ensure the Association model rules are current, relevant and in alignment with the strategic direction plan of the Association; and
- (i) give to the Registrar notice of his or her appointment within 14 days after the appointment.

51 Treasurer duties

- (1) The Treasurer must—
 - (a) ensure all moneys paid to or received by the Association and receipts issued for those moneys are in the name of the Association;
 - (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt;
 - (c) ensure any payments authorised by the executive committee or by a general meeting of the Association from the Association's funds are paid;
 - (d) ensure cheques are signed by at least 2 executive committee members;
 - (e) ensure all bank accounts and investments are reconciled;
 - (f) ensure all moneys paid to or received by the Association are directly related to the Association's strategic direction plan objectives and within the approved budgets;
 - (g) ensure the Association utilises the most efficient accounting software program to manage the financial records in a transparent manner;
 - (h) ensure that the financial records of the Association are kept in accordance with the Act;
 - (i) coordinate the preparation of the financial statements of the Association and their certification by the executive committee prior to their submission to the annual general meeting of the Association;
 - (j) ensure that at least one other executive committee member has access to the financial records of the Association;
 - (k) provide the executive committee with transparent financial reports, financial updates and financial status at each executive committee meeting;
 - (l) identify potential donors, grants and other funding opportunities; and
 - (m) monitor and support the Association's social investment plan.

52 General Manager duties

- (1) The General Manager must—
 - (a) ensure the operations of the Association meet the strategic direction plan;
 - (b) actively engage with all executive committee members and provide appropriate support;
 - (c) use Shadow when making operational decisions;
 - (d) oversee and provide recommendations to the executive committee for the approval of employment of all employees, contractors and consultants;
 - (e) meet with both the President and Vice President on a monthly basis to discuss growth and evolution opportunities for the Association;

- (f) ensure all contractual agreements and memorandum of understandings are implemented, monitored and regularly reviewed for completeness;
- (g) establish and maintain good working relationships with the Association's partners, donors, charities, volunteer groups, networks and interested parties identified by the Vice President;
- (h) work with all of the Association's subcommittees;
- (i) work with the Treasurer to ensure the financial records of the Association are kept in accordance with the Act;
- (j) ensure the executive committee has accessibility to all financial records;
- (k) provide assistance to the Treasurer and the Secretary to coordinate the preparation of the financial statements of the Association and their certification by the executive committee prior to their submission to the annual general meeting of the Association;
- (l) select the most efficient accounting software that can integrate with the Association's database management;
- (m) engage people with experience and credibility in accounting to manage, maintain and reconcile the financials records;
- (n) identify potential donors, grants and other funding opportunities;
- (o) ensure all moneys paid to or received by the Association are directly related to the Association's strategic direction plan objectives and within the approved budgets;
- (p) ensure all staff and volunteers are trained appropriately and in accordance with the Association's policies and processes;
- (q) ensure all members are respected and treated fairly;
- (r) engage and/or provide sufficient resources, facilities, software and equipment to operate the Association effectively and efficiently; and
- (s) ensure all records are managed efficiently, respectfully, accurately, honestly, confidentially and securely.

53 Membership and Partnership Manager duties

- (1) The Membership and Partnership Manager must—
 - (a) ensure the register of members and students is maintained in accordance with rule 20;
 - (b) subject to the Act and these Rules, provide members with access to the register of members when requested;
 - (c) establish a membership subcommittee to review and approve all membership applications;
 - (d) chair the membership subcommittee and the disciplinary membership committee;
 - (e) ensure all membership applications are complete and in accordance with rule 10 and applicants are notified in accordance with rule 11;
 - (f) ensure all applicants and members are treated fairly, respectfully and without biases;
 - (g) ensure members are provided with a unique membership identifier and have access to membership products and services;
 - (h) ensure the membership subcommittee meets on a monthly basis;

- (i) identify and establish good working relationships with education employment partners and government for the purpose of negotiating on the job employment training;
- (j) perform due diligence on potential partners before nominating partners to the executive committee for consideration;
- (k) identify and monitor the progress of projects;
- (l) establish and monitor a panel of potential employment partners for the Association;
- (m) establish a partner and alliance subcommittee for continuous improvement purposes;
- (n) ensure the partner and alliance subcommittee meet biannually; and
- (o) work with all of the Association subcommittees and the General Manager.

54 Education Manager duties

- (1) The Education Manager must—
 - (a) review energy plus light education programs to ensure all materials are fit for purpose;
 - (b) provide education recommendations to the executive committee for approval;
 - (c) ensure the energy plus light education program's licences and memorandum of understanding is upheld;
 - (d) review the mapping of qualifications and governance to ensure information meets the requirements of a registered training organisation;
 - (e) ensure all energy plus light education programs advertising materials is accurate and not misleading;
 - (f) engage with government for the purpose of obtaining and maintaining registered training organisation certification;
 - (g) monitor and review the management of student enrolment and records;
 - (h) ensure there is sufficient funds, resources, facilities and equipment to support students, trainers, supervisors, administration and management;
 - (i) identify grants relevant to delivering the Association's education programs; and
 - (j) monitor and report on the progress of projects;
 - (k) ensure all education governance requirements are met; and
 - (l) work with all of the Association subcommittees and the General Manager.

55 Research Manager duties

- (1) The Research Manager must—
 - (a) seek opportunities for the Association to expand networks;
 - (b) identify potential donors, grants and other funding opportunities;
 - (c) provide research recommendations that are relevant to the strategic direction plan to investigate into—
 - (i) emerging technology; and
 - (ii) education theories and practices; and
 - (iii) other cultures and organisations that have used, are using or are proposing to use energy and light; and

- (iv) global effort opportunities including Fonikx.; and
- (v) community and charity projects; and
- (d) actively support research to grow and evolve the Association;
- (e) provide appropriate research resources, facilities and funds to future projects agreed by the executive committee;
- (f) ensure there are ethical and appropriate research governance practices in place including the ability to track and document the research findings;
- (g) ensure research findings and investigations are published; and
- (h) monitor and maintain the Association’s publications and articles.

Division 3—Election of executive committee members and tenure of office

56 Who is eligible to be an executive committee member

- (1) A member is eligible to be elected or appointed as an executive committee member if the member—
 - (a) is 18 years or over; and
 - (b) is entitled to vote at a general meeting, and
 - (c) meets the individual executive committee member eligibility criteria under sub-rule (2) they are being nominated for.
- (2) Individual executive committee member eligibility criteria—
 - (a) President must have—
 - (i) a minimum of 2 years experience in business management or have held an executive level role in government; and
 - (ii) personal experiences working with light and energy; and
 - (iii) experience with social media and other media platforms; and
 - (iv) experience in public speaking and presentations.
 - (b) Vice-President must have—
 - (i) a minimum of 2 years experience working with partners, charities and other community services; and
 - (ii) personal experiences working with light and energy; and
 - (iii) experience with social media and other media platforms; and
 - (iv) experience in public speaking and presentations.
 - (c) Secretary must have—
 - (i) a minimum of 2 years experience in governance and minutes; and
 - (ii) a background in quality assurance; and
 - (iii) ability to write and document reports.
 - (d) Treasurer must have—
 - (i) a minimum of 2 years experience in accounting and finance; and
 - (ii) ability to prepare and present financial reports; and
 - (iii) ability to monitor budgets and allocated funds; and

- (iv) ability to identify financial discrepancies.
- (e) General Manager must have—
 - (i) a minimum of 2 years experience business management; and
 - (ii) ability to manage and mentor people; and
 - (iii) ability to manage budgets and allocated funds; and
 - (iv) ability to implement the Association’s strategic direction plan; and
 - (v) ability to use Shadow.
- (f) Membership and Partnership Manager must have—
 - (i) a minimum of 2 years experience in communication, media and marketing; and
 - (ii) mediation skills; and
 - (iii) ability to effectively communicate with internal and external stakeholders.
- (g) Education Manager must have—
 - (i) a minimum of 2 years experience in education; and
 - (ii) aptitude in education compliance and student management; and
 - (iii) ability to effectively communicate with internal and external stakeholders; and
 - (iv) ability to review and recommend the Association’s education programs.
- (h) Research Manager must have—
 - (i) a minimum of 2 years in research and investigations; and
 - (ii) ability to evaluate and monitor research and investigations; and
 - (iii) ability to work with internal and external partners and stakeholders; and
 - (iv) ability to edit content for publishing.

57 Positions to be declared vacant

- (1) This rule applies to—
 - (a) the first annual general meeting of the Association after its incorporation; or
 - (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 the vacant executive committee positions at the end of each term and hold elections for those positions in accordance with rules 58 to 60.

58 Nominations

- (1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- (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.

59 Election of executive committee members.

- (1) At the annual general meeting, separate elections must be held for each of the following positions, when each position becomes vacant in accordance with rule 62—
 - (a) President;
 - (b) Vice-President;
 - (c) Secretary;
 - (d) Treasurer;
 - (e) General Manager;
 - (f) Membership and Partnership Manager;
 - (g) Education Manager;
 - (h) Research Manager,and any other positions as established by the executive committee from time to time.
- (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 60.
- (4) On his or her election, the new President may take over as Chairperson of the meeting.

60 Ballot

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

Example

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

- (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than one position—
 - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - (b) the voter must not write the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with sub-rule (7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.

- (11) If the returning officer is unable to declare the result of an election under sub-rule (10) because 2 or more candidates received the same number of votes, the returning officer must—
 - (a) conduct a further election for the position in accordance with sub-rules (4) to (10) to decide which of those candidates is to be elected; or
 - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

Examples

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

61 Term of office

- (1) Subject to sub-rule (3), rule 62 and rule 63, an executive committee member holds office until the positions of the executive committee are declared vacant at the next annual general meeting.
- (2) An executive committee member may be re-elected but in a different position.
- (3) A general meeting of the Association may—
 - (a) by special resolution remove an executive committee member from office; and
 - (b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (4) A member who is the subject of a proposed special resolution under sub-rule (3)(a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (5) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

62 Terms of office for executive committee positions

- (1) Subject to rule 61(3) an executive committee member is to hold a 3 year term in the same position and then is no longer eligible for that position.
- (2) The person holding position of President, must, after a 3 year term, then serve an additional 3 year term as the Vice-President (by way of support for the new President).
- (3) If the President steps down before the Vice President term is up, the Vice-President must step down to allow the President to take up the Vice-President's position.
- (4) If the President resigns from the executive committee, the Vice-President is to take up the President position until a new President is elected under rule 61.

63 Vacation of office

- (1) An executive committee member may resign from the executive committee by written notice addressed to the executive committee.
- (2) A person ceases to be an executive committee member if he or she—
 - (a) ceases to be a member of the Association; or
 - (b) fails to attend 3 consecutive executive committee meetings (other than special or urgent executive committee meetings) without leave of absence under rule 74; or
 - (c) otherwise ceases to be an executive committee member by operation of section 78 of the Act.

Note

An executive committee member may not hold the office of secretary if they do not reside in Australia.

64 Filling casual vacancies

- (1) The executive committee may appoint an eligible member of the Association to fill a position on the executive committee that—
 - (a) has become vacant under rule 63; or
 - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the executive committee must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 61 applies to any executive committee member appointed by the executive committee under sub-rule (1) or (2).
- (4) The executive committee may continue to act despite any vacancy in its membership.

Division 4—Meetings of executive committee and subcommittee

65 Meetings of executive committee and subcommittee

- (1) The executive committee must meet at least 4 times in each year at the dates, times and places determined by the executive committee.
- (2) The membership subcommittee must meet once a month in each year at the dates, times and places determined by the membership subcommittee.
- (3) Other subcommittees must meet at least biannually.
- (4) The date, time and place of the first executive committee meeting must be determined by the members of the executive committee as soon as practicable after the annual general meeting of the Association at which the members of the executive committee were elected.
- (5) Special executive committee meetings may be convened by the President or by any 4 members of the executive committee.

66 Notice of meetings

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

67 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 66 provided that as much notice as practicable is given to each executive committee member or subcommittee member attending by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the members present at the meeting.

- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

68 Procedure and order of business

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

69 Use of technology

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

70 Quorum

- (1) No business may be conducted at an executive committee meeting unless a quorum is present and the appointed Shadow representative is present.
- (2) No business may be conducted at a subcommittee meeting unless a quorum is present.
- (3) The quorum for an executive committee meeting is the presence (in person or as allowed under rule 69) of a majority of the executive committee members holding office.
- (4) The quorum for a subcommittee committee meeting is the presence (in person or as allowed under rule 69) of a majority of subcommittee members.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of an executive committee subcommittee 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 66.

71 Voting

- (1) On any question arising at an executive committee or subcommittee meeting, each committee member present at the meeting has one vote.
- (2) A motion is carried if a majority of executive committee or subcommittee 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 executive committee.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

72 Conflict of interest

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

Note

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

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

73 Minutes of meeting

- (1) The executive committee and subcommittees 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 72.

74 Leave of absence

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

PART 6—FINANCIAL MATTERS

75 Source of funds

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

76 Management of funds

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the executive committee may approve expenditure on behalf of the Association.
- (3) The executive committee may authorise the Treasurer and the General Manager to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified

limit without requiring approval from the executive committee for each item on which the funds are expended.

- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 executive committee members.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- (6) With the approval of the executive committee, the General Manager 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.

77 Financial records

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

78 Financial statements

- (1) For each financial year, the executive committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting sub-rule (1), those requirements include—
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the executive committee;
 - (d) the submission of the financial statements to the annual general meeting of the Association;
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

79 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 executive committee and the sealing must be witnessed by the signatures of two executive committee members;
 - (c) the common seal must be kept in the custody of the Secretary.

80 Registered address

The registered address of the Association is—

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

81 Notice requirements

- (1) Any notice required to be given to a member or an executive committee member under these Rules may be given—
 - (a) by handing the notice to the member personally; or
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) by email or facsimile transmission.
- (2) Sub-rule (1) does not apply to notice given under rule 67.
- (3) Any notice required to be given to the Association or the executive committee may be given—
 - (a) by handing the notice to a member of the executive committee; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) if the executive committee determines that it is appropriate in the circumstances—
 - (i) by email to the email address of the Association or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of the Association.

82 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 executive committee meetings.

Note

See note following rule 20 for details of access to the register of members.

- (2) The executive committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The executive committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to sub-rule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—
 - 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.

83 Winding up and cancellation

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

(2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association, but must be given or transferred to:

- (a) one or more bodies corporate, associations or institutions (whether or not a member or members) selected by the members by special resolution at or before the dissolution of the Association:
 - (i) having objects similar to the objects of the Association; and
 - (ii) that is a Deductible Gift Recipient (provided the Association is also a Deductible Gift Recipient); and
 - (iii) whose constitution prohibits the distribution of its or their income or property to no lesser extent than that imposed on the Association pursuant to rules 5 and 6; or
- (b) if there are no bodies corporate, associations or institutions which meet the requirements of rule 83(2)(a), to one or more bodies corporate, associations or institutions (whether or not a member or members) selected by the members by resolution at or before dissolution of the Association that is a Deductible Gift Recipient (provided the Association is also a Deductible Gift Recipient) and the objects of which are the promotion of charity.

(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 which is not carried on for the profit or gain of its individual members.

84 Revocation of Deductible Gift Recipient Status

(1) If, after having been endorsed as a Deductible Gift Recipient, the Association's Deductible Gift Recipient endorsement is revoked (whether or not the Association is to be wound up), any surplus gift funds must be transferred to one or more organisations that meet the requirements of rule 83 as decided by the members.

(2) For the purpose of this rule 84:

(a) 'gift funds' means:

- (i) gifts of money or property for the principal purpose of the Association;
- (ii) contributions made in relation to a fund-raising event held for the principal purpose of the Association; and
- (iii) money received by the Association because of such gifts and contributions.

(b) 'contributions' and 'fund-raising event' have the same meaning as in Division 30 of the *Income Tax Assessment Act 1997* (Cth).

85 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.

