



**Sport Inclusion**  
**A U S T R A L I A**

**Incorporated**

## **CONSTITUTION**

Date adopted by Sport Inclusion Australia Ordinary Members

9<sup>th</sup> October 2015

**SPORT INCLUSION AUSTRALIA INCORPORATED**

**TABLE OF PROVISIONS**

<i>Regulation</i>	<i>Page</i>
<b>PART 1 – PRELIMINARY</b>	<b>3</b>
1 Name	3
2 Purposes	3
3 Financial Year	3
4 Definitions	3
<b>PART 2 – POWERS OF ASSOCIATION</b>	<b>4</b>
5 Powers of Association	4
6 Not for profit organisation	4
<b>PART 3 – MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES</b>	<b>4</b>
<b>Division 1 – Membership</b>	<b>4</b>
7 Class of Membership	4
8 Application for Membership	5
9 Subscriptions	6
10 Resignations	6
11 Expulsion of a Member	6
12 Register of Members	6
13 General Rights of Members	6
14 Rights not transferable	6
<b>Division 2 – Disciplinary Action</b>	<b>7</b>
15 Grounds for taking disciplinary action	7
16 Disciplinary subcommittee	7
17 Notice to member	7
18 Decision of subcommittee	7
19 Appeal rights	8
20 Conduct of disciplinary appeal meeting	8
<b>Division 3 – Grievance Procedure</b>	<b>8</b>
21 Application	8
22 Parties must attempt to resolve the dispute	9
23 Appointment of a Mediator	9
24 Mediation Process	9
25 Failure to resolve dispute by mediation	9
<b>PART 4 – GENERAL MEETINGS OF THE ASSOCIATION</b>	<b>9</b>
26 Annual General Meetings	9
27 Special General Meetings	10
28 Special General meet held at request of members	10
29 Notice of general meetings	10
30 Proxies	11
31 Use of technology	11
32 Quorum at general meetings	11
33 Adjournment of general meeting	11
34 Voting at general meeting	12
35 Special resolutions	12
36 Determining whether resolution carried	12
37 Minutes of general meeting	12

<b>PART 5 – BOARD</b>	<b>13</b>
<b>Division 1 – Powers of the Board</b>	<b>13</b>
38 Roles and powers	13
39 Delegation	13
<b>Division 2 – Composition of Board and duties of members</b>	<b>13</b>
40 Composition of Board	13
41 General Duties	13
42 President	14
43 Secretary	14
44 Finance Director	14
<b>Division 3 – Election of Board members and tenure of office</b>	<b>14</b>
45 Who is eligible to be a Board member	14
46 Nominations	15
47 Election of Members	15
48 Ballot	15
49 Term of office	15
50 Vacation of office	16
51 Filling casual vacancies	16
<b>Division 4 – Meetings of Board</b>	<b>16</b>
52 Meetings of Board	16
53 Notice of meetings	16
54 Urgent meetings	17
55 Procedure and order of business	17
56 Use of technology	17
57 Quorum	17
58 Voting	17
59 Conflict of Interest	18
60 Minutes of meeting	18
61 Leave of absence	18
<b>PART 6 – FINANCIAL MATTERS</b>	<b>18</b>
62 Source of funds	18
63 Management of funds	18
64 Financial records	19
65 Financial statements	19
<b>PART 7 – GENERAL MATTERS</b>	<b>19</b>
66 Common seal	19
67 Registered address	19
68 Notice requirements	20
69 Custody and inspection of books and records	20
70 Winding up and cancellation	20
71 Alteration of Rules	21
72 Procedural Irregularities	21
73 Unforeseen Matters	21

## PART 1—PRELIMINARY

### 1 Name

The name of the incorporated association is "**Sport Inclusion Australia Incorporated**".

### 2 Purposes

The purposes of the association are to —

- (1) Support and promote the inclusion of people with integration difficulties, primarily those with intellectual disability into sporting, recreational and other programs, organisations and opportunities.
- (2) Do all such other things as may be incidental to the attainment of such objects.

### 3 Financial year

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

### 4 Definitions

In these Rules—

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

***'Board'*** means the ***Board of Directors of the Association elected in accordance with these Rules***.

***Chairperson***, of a general meeting or committee meeting, means the person chairing the meeting as required under these rules;

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

***board member*** means a member of the Board elected or appointed under these Rules;

***disciplinary appeal meeting*** means a meeting of the members of the Association convened under Part 1, division 2;

***disciplinary meeting*** means a meeting of the Committee convened for the purposes of Part 1, division 2;

***disciplinary subcommittee*** means the subcommittee appointed under Part 1, Division 2;

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

***general meeting*** means a general meeting of the members of the Association convened in accordance with these Rules and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

***member*** means a member of the Association;

***member entitled to vote*** means a member who under these rules is entitled to vote at a general meeting;

***special resolution*** means a resolution that requires not less than three-quarters of the members voting at a general meeting, 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 Registrar*** means the Registrar of Incorporated Associations.

## **PART 2—POWERS OF ASSOCIATION**

### **5 Powers of Association**

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

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

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Sub rule (1) does not prevent the Association from paying a member—
  - (a) Reimbursement for expenses properly incurred by the member; or
  - (b) For goods or services provided by the member—

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

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

### **Division 1—Membership**

### **7 The membership of the Association shall consist of the following classes of members:**

#### **(1) Ordinary**

Ordinary members shall consist of an association from each of the State/Territories of Australia representing sport and recreation for persons with integration difficulties and which supports the objects of the Association.

In the event that no association exists or meets the identified criteria in any State or Territory, the Association shall have the power to include any organisation deemed capable of representing the sport and recreational interests of persons with integration difficulties until such time as an association in that particular area is formed or identified.

Any State/Territory body which supports the objects of the Association and agrees to be bound by its Rules can apply in writing for membership of the Association in accordance with Rule 8(1).

#### **(2) Affiliate**

Affiliate members shall consist of organisations in sport and recreation for persons with a disability with a similar charter. Any similarly chartered organisation, which supports the objects of the Association and agrees to be bound by 8(1). Affiliate members do not have voting rights.

- (3) Sponsor  
Sponsor Members shall consist of organisations and individuals having an interest in sport for persons with a disability and supporting such sporting activities by sponsorship. Sponsor members do not have voting rights.
- (4) Honorary Life  
Honorary Life Membership of the Association may be conferred upon any individual, who has rendered outstanding service to the objects of the Association, provided that:
  - (i) Not more than two Honorary Life members shall be elected in any one year;
  - (ii) Notice to elect an Honorary Life member shall be given by not less than two members of the Association and shall be given to the appropriate person as designated by the Board not less than (30) days prior to the date of the Annual General Meeting of the Association;
  - (iii) The election of an Honorary Life member shall require the “majority” approval of members present and entitled to vote at an Annual General Meeting.
  - (iv) Life Members do not have voting rights.
- (5) Ex-Officio  
Appropriate persons as designated by the Board shall be Ex-Officio members of the Association. Ex-Officio members do not have voting rights.
- (6) Individual  
Individual membership shall consist of individuals who support the objects of the Association and agree to be bound by its rules. Individual membership can be obtained by application in accordance with Rule 8(1). Individual Members do not have voting rights.
- (7) Other  
Such other category or categories of members as determined by the Board from time to time. Such members do not have voting rights.

## **8 Application for Membership**

- (1) Applications for membership must be made in writing and lodged with the appropriate person as designated by the Board.
- (2) As soon as is practicable after the receipt of an application, the appropriate person as designated by the Board shall refer the application to the Board.
- (3) Upon an application being referred to the Board, the Board shall, as soon as practicable, determine whether to approve or decline the application.
- (4) If the Board approves the application for membership, the Board shall determine the appropriate category of membership and the appropriate person as designated by the Board shall, as soon as practicable, notify the applicant in writing that it is approved. If approved, membership shall commence on entry into register in accordance with Rule 12.
- (5) If the Board does not approve an application for membership, the person as designated by the Board shall, as soon as practicable, notify the applicant in writing that the application was not approved for membership. The Board is not required to give reasons for its decision.
- (6) If the application for membership is approved, the person as designated by the Board shall enter the applicants name in the Register, and upon the name of the applicant being so entered, the applicant becomes a member. The person as designated by the Board shall also enter the category of Membership afforded to the member.

## **9 Subscriptions**

- (1) The subscription fee for membership shall be the sum as the members determine each year at the Annual General Meeting.
- (2) Subscription fees shall be payable on July 1 annually or at such other time as the members determine.
- (3) Any member whose subscription is outstanding for more than three (3) months after the due date for payment shall cease to be a member of the Association, provided always that the Board may reinstate such a membership on such terms as it thinks fit.

## **10 Resignations**

A member may resign from membership of the Association by giving written notice thereof to the Chief Executive Officer or Public Officer of the Association. Any member so resigning shall be liable for any outstanding subscriptions which may be recovered as debt due to the Association.

## **11 Expulsion of a member**

- (1) Subject to giving a member an opportunity to be heard or to make a written submission, the Board may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Association.
- (2) Particulars of the charge shall be communicated to the member at least one month before the meeting of the Board, at which the matter will be determined.
- (3) The determination of the Board shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 11(4) below), cease to be a member fourteen (14) days after the appropriate person has communicated the Board's determination to the member.
- (4) It shall be open to a member to appeal to the Association in general meeting against the expulsion. The intention to appeal shall be communicated to the Chief Executive Officer or Public Officer of the Association within fourteen (14) days after the determination of the Board has been communicated to the member.
- (5) In the event of an appeal under 11(4) above, the appellant's membership of the Association shall not be terminated unless the determination of the Board to expel the member is upheld by the members of the Association in General Meeting after the appellant has been heard by the members of the Association, and in such event membership will be terminated at the date of the General Meeting at which the determination of the Board is upheld.

## **12 Register of members**

A register of members must be kept and contain:

- (a) The name, address and category of membership afforded to each member;
- (b) The date on which each member was admitted to the Association; and
- (c) If applicable, the date of, and reason(s) for, termination or membership.

## **13 General rights of members**

A member of the Association who is entitled to vote has the right—

- (a) To receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
- (b) To submit items of business for consideration at a general meeting; and
- (c) To attend and be heard at general meetings; and
- (d) To vote at a general meeting; and
- (e) To have access to the minutes of general meetings and other documents of the Association as provided under rule 69; and
- (f) To inspect the register of members.

## **14 Rights not transferable**

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

## Division 2—Disciplinary action

### 15 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.

### 16 Disciplinary subcommittee

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

### 17 Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary 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, she or it may do one or both of the following—
    - (i) Attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
    - (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 19.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

### 18 Decision of 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.



## **19 Appeal rights**

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 18 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 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 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 member of the Association who is entitled to vote as soon as practicable and must—
  - (a) Specify the date, time and place of the meeting; and
  - (b) State—
    - (i) The name of the person against whom the disciplinary action has been taken; and
    - (ii) The grounds for taking that action;
    - (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.

## **20 Conduct of disciplinary appeal meeting**

- (1) At a disciplinary appeal meeting—
  - (a) No business other than the question of the appeal may be conducted; and
  - (b) The Board must state the grounds for suspending or expelling the member and the reasons for taking that action; and
  - (c) The person whose membership has been suspended or who has been expelled must be given an opportunity to be heard and may be represented by a lawyer or advocate.
- (2) After complying with sub rule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

## **Division 3—Grievance procedure**

### **21 Application**

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
  - (a) A member and another member;
  - (b) A member and the Board;
  - (c) A member and the Association.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

## **22 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.

## **23 Appointment of mediator**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 22, the parties must within 10 days—
  - (a) Notify the Board of the dispute; and
  - (b) Agree to or request the appointment of a mediator; and
  - (c) Attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
  - (a) A person chosen by agreement between the parties; or
  - (b) In the absence of agreement—
    - (i) If the dispute is between a member and another member—a person appointed by the Board; or
    - (ii) If the dispute is between a member and the Board or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Board 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.

## **24 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.

## **25 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**

### **26 Annual general meetings**

- (1) The Board must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) Despite sub rule (1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The Board may determine the date, time and place of the annual general meeting.
- (4) The ordinary business of the annual general meeting is as follows—
  - (a) To confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
  - (b) To receive and consider—

- (i) The annual report of the Board 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 Board in accordance with Part 7 of the Act;
  - (c) To elect the members of the Board;
  - (d) To confirm or vary the amounts (if any) of the annual subscription and joining fee.
  - (e) Confer Life Membership.
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

## **27 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 Board may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 29 may be conducted at the meeting.

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

- (1) The Board must convene a special general meeting if a request to do so is made in accordance with Sub rule (2) by at least 40% of the total number of 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 Board does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under sub rule (3)—
  - (a) Must be held within 3 months after the date on which the original request was made; and
  - (b) May only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening special general meeting under sub rule (3).

## **29 Notice of general meetings**

- (1) The Secretary (or, in the case of a special general meeting convened under rule 28), 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.
- (3) This rule does not apply to a disciplinary appeal meeting.

### **30 Proxies**

No proxy voting is allowed.

### **31 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.

### **32 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 or as allowed under rule 28 of 60% of the members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
  - (a) In the case of a meeting convened by, or at the request of, members under rule 32—the meeting must be dissolved;
  - (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.

### **33 Adjournment of general meeting**

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting sub rule (1), a meeting may be adjourned—
  - (a) If there is insufficient time to deal with the business at hand; or
  - (b) To give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for more than 14 days, in which case notice of the meeting must be given in accordance with rule 29.

### **34 Voting at general meeting**

- (1) On any question arising at a general meeting—
  - (a) Subject to sub rule (3), each Ordinary member who is entitled to vote has one vote; and
  - (b) Members must vote personally by their authorised delegate; 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 only (1) one 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 20.

### **35 Special resolutions**

A special resolution is passed if not less than three quarters of the members voting at a general meeting vote in favour of the resolution.

### **36 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.

### **37 Minutes of general meeting**

- (1) The Board must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
  - (a) The names of the members attending the meeting; and
  - (b) The financial statements submitted to the members in accordance with rule 26(4)(b)(ii); and
  - (c) The certificate signed by two Board members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
  - (d) Any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

## PART 5—BOARD

### Division 1—Powers of Board

#### 38 Role and powers

- (1) The business of the Association must be managed by or under the direction of a Board.
- (2) The Board may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (3) The Board may—
  - (a) Appoint and remove staff
  - (b) Establish sub-committees consisting of members with terms of reference it considers appropriate.

#### 39 Delegation

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

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

#### 40 Composition of Board

- (1) The Board consists of—
  - (a) Five (5) elected directors; and
  - (b) Up to two (2) directors appointed by the elected directors.
- (2) At the first Board meeting following the Annual General Meeting the elected directors must elect one of them to be President and one of them to be Finance Director.

#### 41 General Duties

- (1) As soon as practicable after being elected or appointed to the Board, each Board member must become familiar with these Rules and the Act.
- (2) The Board is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Board comply with these Rules.
- (3) Board members must exercise their powers and discharge their duties with reasonable care and diligence.
  - (a) In good faith in the best interests of the Association; and
  - (b) For a proper purpose.
- (4) Board members and former Board members must not make improper use of—
  - (a) Their position; or
  - (b) Information acquired by virtue of holding their position— so as to gain an advantage for themselves or any other person or to cause detriment to the Association.
- (5) In addition to any duties imposed by these Rules, a Board member must perform any other duties imposed from time to time by resolution at a general meeting.

#### **42 President**

- (1) Subject to sub rule (2), the President is the Chairperson for any general meetings and for any Board meetings.
- (2) If the President is absent, or is unable to preside, the Chairperson of the meeting must be—
  - (a) In the case of a general meeting—a member elected by the other members present; or
  - (b) In the case of a Board meeting—a Board member elected by the other Board members present.

#### **43 Secretary**

- (1) The Secretary is from time to time appointed by the Board but must not be a member of the Board.
- (2) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (3) The Secretary must —
  - (a) Maintain the register of members; and
  - (b) Keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 70(3), all books, documents and securities of the Association in accordance with rules 72 and 75; and
  - (c) Subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
  - (d) Perform any other duty or function imposed on the Secretary by these Rules.
- (4) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

#### **44 Finance Director**

- (1) The Finance Director must—
  - (a) Oversee receipt of all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
  - (b) Ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
  - (c) Oversee any payments authorised by the Board or by a general meeting of the Association from the Association's funds; and
  - (d) Ensure cheques are signed by at least 2 Board members or other authorised persons.
- (2) The Finance Director must—
  - (a) Ensure that the financial records of the Association are kept in accordance with the Act; and
  - (b) Co-ordinate the preparation of the financial statements of the Association and their certification by the Board prior to their submission to the annual general meeting of the Association.
- (3) The Finance Director must ensure that at least one other Board member has access to the accounts and financial records of the Association.

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

#### **45 Who is eligible to be a Board member**

A person is eligible to be elected or appointed as a Board member if the person is 18 years or over or who is not an employee of or who holds an official position with an Ordinary member or has been CEO of the Association in the previous three (3) years.

#### **46 Nominations**

- (1) Nominations for persons seeking to become elected directors must be made in writing to the Chief Executive Officer by an Ordinary member at least seven (7) days prior to the Annual General meeting and must bear the signature of the nominee to confirm acceptance of the nomination.
- (2) All nominations must be referred to a Nominations Committee established by the Board.
- (3) The Nominations Committee shall have three (3) members, who may be a combination of Board Directors and external appointments and at least one of those members must be a woman.
- (4) The duties of the Nomination Committee are: -
  - (a) Conform to the Board prior to the election that the nominees are eligible for election; and
  - (b) Make recommendations to the AGM on the suitability of the nominees for election.

#### **47 Election of members**

- (1) A single election is to be held to fill all positions.
- (2) If the number of members nominated for the position of ordinary Board member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (3) If the number of members nominated exceeds the number to be elected, a ballot must be held.

#### **48 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 a 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 declare elected the candidates who received the most votes.
- (6) If the returning officer is unable to declare the result of an election under sub rule (5) because 2 or more candidates received the same number of votes, the returning officer must—
  - (a) Conduct a further election for the position or 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.

#### **49 Term of office**

- (1) A Board member holds office for three (3) years from election until the completion of the annual general meeting three (3) years after election except that in the first election following adoption of this Constitution the fifth elected board member hold office until the completion of the next annual general meeting and the third and fourth elected members shall hold office until the annual general meeting held after the next annual general meeting.
- (2) A Board member may be re-elected unless that member has already served as a director for 3 consecutive terms or for 8 years in the previous 15 years.
- (3) A general meeting of the Association may—
  - (a) By special resolution remove a Board member from office; and
  - (b) Elect an eligible person to fill the vacant position in accordance with this Division.



- (5) 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.
- (6) 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.

#### **50 Vacation of office**

- (1) A Board member may resign from the Board by written notice addressed to the Board.
- (2) A person ceases to be a Board member if he or she—
  - (a) Ceases to be a member of the Association; or
  - (b) Fails to attend 3 consecutive Board meetings (other than special or urgent Board meetings) without leave of absence under rule 61; or
  - (c) Otherwise ceases to be a Board member by operation of section 78 of the Act.

#### **51 Filling casual vacancies**

- (1) The Board may appoint an eligible person to fill a position on the Board that—
  - (a) Has become vacant; or
  - (b) Was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Board must appoint a member to the position within 14 days after the vacancy arises.
- (3) The Board may continue to act despite any vacancy in its membership.

### **Division 4—Meetings of Board**

#### **52 Meetings of Board**

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

#### **53 Notice of meetings**

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

#### **54 Urgent meetings**

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 53 provided that as much notice as practicable is given to each Board member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Board.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

#### **55 Procedure and order of business**

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

#### **56 Use of technology**

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

#### **57 Quorum**

- (1) No business may be conducted at a Board meeting unless a quorum is present.
- (2) The quorum for a Board meeting is the presence (in person or as allowed under rule 56) of four (4) of the Board members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting—
  - (a) In the case of a special meeting—the meeting lapses;
  - (b) In any other case -the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 53.

#### **58 Voting**

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

## **59 Conflict of interest**

- (1) A Board member who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- (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.
- (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.
- (4) The Board must establish and maintain a Conflict of Interest Register recording any interest a Board member has which conflicts with or has the potential to conflict with the interests of the Association.

## **60 Minutes of meeting**

- (1) The Board must ensure that minutes are taken and kept of each Board 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 59.

## **61 Leave of absence**

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

## **PART 6—FINANCIAL MATTERS**

### **62 Source of funds**

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 Board.

### **63 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 Board may approve expenditure on behalf of the Association.
- (3) The Board may authorise the Finance Director to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Board 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 Board members or other persons authorised by the Board.
- (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 Board, the Finance Director 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.

#### **64 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 Finance Director must keep in his or her custody, or under his or her control—
  - (a) The financial records for the current financial year; and
  - (b) Any other financial records as authorised by the Board.

#### **65 Financial statements**

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

### **PART 7—GENERAL MATTERS**

#### **66 Common seal**

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

#### **67 Registered address**

The registered address of the Association is—

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

## 68 Notice requirements

- (1) Any notice required to be given to a member or a Board member under these Rules may be given—
  - (a) By handing the notice to the member personally; or
  - (b) By sending it by post to the member at the address recorded for the member on the register of members; or
  - (c) By email or facsimile transmission.
- (2) Any notice required to be given to the Association or the Board may be given—
  - (a) By handing the notice to a member of the Board; or
  - (b) By sending the notice by post to the registered address; or
  - (c) By leaving the notice at the registered address; or
  - (d) If the Board determines that it is appropriate in the circumstances—
    - (i) By email to the email address of the Association or the Secretary; or
    - (ii) By facsimile transmission to the facsimile number of the Association.

## 69 Custody and inspection of books and records

- (1) Members may on request inspect free of charge—
  - (a) The register of members;
  - (b) The minutes of general meetings;
  - (c) Subject to sub rule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Board meetings.
- (2) The Board may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Board must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to sub rule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—

**relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

  - (a) Its membership records;
  - (b) Its financial statements;
  - (c) Its financial records;
  - (d) Records and documents relating to transactions, dealings, business or property of the Association.

## 70 Winding up and cancellation

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

## **71 Alteration of Rules**

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

## **72 Procedural Irregularities**

- (1) No decision of the Association or its Board or committees shall be invalid merely because of a failure to give proper notice under this constitution or the bylaws or other irregularity in procedure required by this constitution or the bylaws unless a person suffers serious detriment as a result of that failure to give proper notice or irregularity in procedure.
- (2) The Association or its relevant Board or committee may confirm an earlier decision which may have been otherwise invalid because of a failure to give proper notice or other irregularity in procedure and the decision shall be deemed to be valid from the time it was originally made.

## **73 Unforeseen Matter**

Should any matter arise for which provision has not been made in the Constitution, the Association or the Board shall take such action as is necessary to protect the interests of the Association.

