

Rules of
Quality Education Nepal Inc.
ABN 79 892 132 355

Incorporating requirements of
the Associations Incorporation Act Reform 2012 (Vic),
the Income Tax Assessment Act 1997 (Cth).
the Australian Charities and Not-for-profits Commission Act 2012 (Cth)
and registration as a Public Benevolent Institution.

Version 2, adopted 20 November 2016

Version History

1. The Association was incorporated as the Nepali Village Initiatives Association Inc. on 25 March 2010 following a Formation Meeting held on 20 March 2010. 5. Consumer Affairs Victoria's "Model Rules for an Incorporated Association" were adopted with no changes.
2. A number of changes to the Model Rules were adopted at the First Annual General Meeting held on 5 November 2011.
3. A completely new set of rules was adopted at the Fifth Annual General Meeting held on 29 November 2015.
4. At the Sixth Annual General Meeting held on 20 November 2016 a motion was passed "that the name of the Association be changed to Quality Education Nepal Inc."

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1 Association's name

The name of the association is Quality Education Nepal Inc. (ABN 79 892 132 355)

2 Purposes

The purposes of the Association are to support people in need in Nepal, in particular those of rural and remote communities, by, without limitation, supporting:

- (a) community-run schools that improve the quality of education for Nepali children;
- (b) local health services that support rural communities in Nepal;
- (c) community projects and other initiatives that bring jobs and opportunities to Nepali villages; and
- (d) international projects consistent with the above purpose, such as projects of Rotary International and its constituent entities including The Rotary Foundation and Rotary Australia World Community Service.

3 Powers

Solely for carrying out the Association's purposes, the Association may:

- (a) raise funds or encourage contributions by way of gifts (by will or otherwise), grants, sponsorships or otherwise, by personal or public appeals or by any other manner;
- (b) accept and undertake trusteeship, administration and management of trusts and funds, whether as trustee or as agent for the trustee or otherwise, and charge and accept fees, commission or other remuneration for doing so;
- (c) purchase, take on lease or in exchange, hire or otherwise acquire real or personal property, and any rights or privileges;
- (d) control, manage, lease, exchange, mortgage, charge, sell, transfer, surrender, dispose of, develop, carry on business or otherwise deal with any real or personal property of any kind or any estate or interest in that property;
- (e) invest, deal with and lend money and otherwise provide financial accommodation to, and guarantee or otherwise secure loans;
- (f) construct, improve, maintain, develop, work, manage and control real or personal property;
- (g) enter into contracts and deeds;
- (h) borrow, raise or secure the payment of money and secure the repayment or performance of any debt, liability, contract, guarantee or other engagement in any way and, in particular, by mortgage, charge or overdraft or by the issue of debentures or debenture stock (perpetual or otherwise) charged on all or any of the Association's property (both present and future) and purchase, redeem or pay off those securities;
- (i) print and publish information in hard copy or by electronic means;
- (j) appoint patrons of the Association;
- (k) co-ordinate and arrange conferences, meetings, standing committees and commissions and other forums; and
- (l) do all other things for carrying out the purposes and that are incidental or conducive to the purposes.

4 Not for profit status

4.1 Application of the Association's income and property

- (a) The Association's income and property must be applied solely towards promoting the Association's purposes.
- (b) No part of the income or property may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, or other profit distribution, to any of the members.
- (c) This rule 4 does not prohibit indemnification of, or payment of premiums on contracts of insurance for, any Board member to the extent permitted by law and these Rules.

4.2 Payments to Board members

All payments to Board members must be approved by the Board including, but not limited to:

- (d) out-of-pocket expenses incurred by a Board member in performing a duty as a Board member of the Association; or
- (e) a service rendered to the Association by a Board member in a professional or technical capacity or as an employee, other than in the capacity as a Board member of the Association, where:
 - (1) the provision of the service has the prior approval of the Board; and
 - (2) the amount payable is not more than an amount which commercially would be reasonable payment for the service.

5 Membership

5.1 Members

- (a) The members are:
 - (1) the members under the existing Rules at the date of the adoption of these Rules; and
 - (2) the Board members; and
 - (3) the members who are admitted to membership in accordance with this rule 5.
- (b) The Board may decide to create classes of membership with the same or differing rights or privileges.

5.2 Application

- (a) Every applicant for membership of the Association (except the initial members [and the Board members]) must apply in the form and manner decided by the Board.
- (b) The Board may maintain a policy on eligibility for membership, and if there is no policy, any person who supports the Association may apply to be a member.
- (c) After the receipt of an application for membership, the Board, or a delegate approved by the Board, must consider the application and decide whether to admit or reject the admission of the applicant. The Board or its delegate need not give any reason for rejecting an application.

5.3 Subscription fee

- (a) An annual subscription fee may be decided by the Board, and notified to the members. There are no entrance fees or other membership fees payable by members.
- (b) The Board must notify all persons entered on the register of members of the amount and time for payment of any annual subscription fee and of any alteration to the annual

subscription fee. Varying amounts may be applied as decided by the Board and made available to the members in a notice or a membership policy.

- (c) Where the annual subscription fee is not received:
 - (1) after one month of the due date, the Board may issue a written or emailed reminder notice to the member; and
 - (2) after one month of the reminder notice, the member's rights and privileges associated with that membership will be suspended, including the right to receive notices of general meetings and the right to attend and vote at general meetings.
- (d) If a member who was suspended pursuant to rule (c) has not paid an annual subscription fee for more than 2 months after the reminder notice, the person ceases to be a member, unless the person is also a Board member, in which case the suspension under rule (c) will continue.

5.4 Register of members

- (a) The Board must keep a register of members. The name, address (postal or email), class of membership (if applicable) and the date the membership commenced, of each member must be entered.
- (b) A member may request in writing or by email to the Secretary to restrict access to the member's personal information on the register.
- (c) The date on which a person ceases to be a member of the Association must be entered in the register of members, within 14 days of the cessation of membership.
- (d) The register of members may be kept in any manner or form the Board thinks fit, so long as it is readily convertible to written or printed form.
- (e) The register of members (less any personal information the Secretary has agreed to restrict access to) must be available for inspection by members on the member providing reasons for the inspection and giving reasonable notice to the Association. The Board members may require the member to confirm in writing they will only use information for a proper purpose as permitted by the Act. The Board members may require a fee for any copy of the register provided.
- (f) All persons may treat the register of members as complete and accurate. Nothing done in good faith based on the completeness and accuracy of the register of members will be rendered ineffective, void or voidable by any subsequently discovered omission from, or inaccuracy in, the register of members.

5.5 Grievance procedure

- (a) Any dispute under these Rules between a member and another member or between a member and the Association must, unless the parties otherwise agree, be dealt with by the procedure in this rule 5.5
- (b) Any party to a dispute between members, may refer the dispute to the Board for determination or mediation.
- (c) The Board other than those involved in the dispute may, subject to rule 5.5(e) below, act as a mediator or decision maker (provided they are unbiased) or may appoint a third party as a mediator or decision maker.
- (d) If there is a dispute between the Association and a member, either party may require the dispute be referred to mediation.
- (e) The mediator must be unbiased and be:
 - (1) a person chosen by agreement between the parties to the dispute; or
 - (2) in the absence of agreement within 14 days of a party requiring mediation;
 - i. in the case of a dispute between a member and another member, a person appointed by the Board;

- ii. in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice) or its successor in law.
- (f) A member can be a mediator, provided they are unbiased.
- (g) Any party to a dispute may appoint any person to act on behalf of that party.
- (h) In each dispute:
 - (1) the parties to the dispute must have a reasonable opportunity to be heard;
 - (2) due consideration must be given to any written statement submitted by a party; and
 - (3) natural justice must be accorded to the parties to the dispute throughout the process.
- (i) If the mediation process does not result in the dispute being resolved, within a reasonable time as decided by the mediator, or failing this decision, within one month of the party requiring mediation, any party to the dispute may refer the matter to an unbiased decision maker.
- (j) A determination made under this rule is final and binding on all parties to the dispute.

5.6 Rights, obligations and liabilities of members

- (a) The members have the rights set out in the Act and at law, as modified, deleted, varied or added to by these Rules.
- (b) The members are required to comply with these Rules and any by-rules, regulations, codes of conduct, policies or guidelines applicable to members adopted by the Board from time to time and may available to the members.
- (c) The liabilities of a member, as a member, are limited to the amount, if any, unpaid by the member in respect of any subscription or other membership fee.

6 When membership ceases

6.1 Death, resignation and other events

A person immediately ceases to be a member if the person:

- (a) dies;
- (b) resigns as a member by giving written notice to the Association;
- (c) ceases to be a Board member;
- (d) becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under a law relating to mental health;
- (e) becomes bankrupt or insolvent or makes any arrangement or composition with his or her creditors; or
- (f) is expelled under rule 6.2; or
- (g) has not replied within 3 months of a written or emailed notice sent to the member asking the member to confirm that the member wishes to remain a member.

6.2 Disciplinary action

- (a) The Board members' may decide there are grounds to investigate if:
 - (1) a member has failed to comply with the Rules or any procedures or policies of the Association; or
 - (2) it is in the interests of the Association for a member to no longer remain a member; or
 - (3) the member is not supporting the purposes of the Association or by act or omission may cause detriment to the Association or its reputation.

- (b) The Board may establish a sub-committee or consider the matter itself or refer the matter to a third party, provided the decision maker is unbiased.
- (c) At least two weeks before a meeting to consider the issues, the decision maker, must give the member written notice:
 - (1) stating the date, place and time of the meeting;
 - (2) setting out the grounds on which the investigation is based; and
 - (3) informing the member that he or she may attend the meeting and may give an oral or written explanation or submission.
- (d) The decision maker has 4 weeks to consider the issues and may call for further information and hearings. The decision maker may decide on the appropriate disciplinary action, if any, including a decision to expel the member. Any decision must be notified to the member within 6 weeks from the meeting referred to in rule 6.2(c).
- (e) A determination by the decision maker is final and binding on all parties.

7 Winding up

- (a) If, on the winding up or dissolution of the Association, any property remains after satisfaction of all its debts and liabilities, this property must only be given or transferred to an organisation:
 - (1) that is charitable at law;
 - (2) whose constitution prohibits distributions or payments to its members to an extent at least as great as is outlined in rule 4; and
 - (3) gifts to which can be deducted under Division 30 of the ITAA 97 due to it being characterised as a public benevolent institution under item 4.1.1 of the table in section 30-45.
- (b) The identity of the institution referred to in rule (a) must be decided by the Board, or if the Board does not wish to decide or does not decide, it must be decided by the members by ordinary resolution at or before the time of winding up or dissolution of the Association and, if the members cannot decide, by the Supreme Court of the state or territory in which the Association is registered.

8 Deductible Gift Recipient status

8.1 Application of this rule

This rule only applies if the Association is a deductible gift recipient under ITAA97.

8.2 Maintaining a Gift Account

The Association must maintain a management account (Gift Account):

- (a) to identify and record Gifts and Deductible Contributions;
- (b) to identify and record any money received by the Association because of those Gifts and Deductible Contributions; and
- (c) that does not record any other money or property.

8.3 Limits on use of Gift Account

The Association must use the Gift Account only for its principal purpose.

8.4 Winding up or revocation of deductible gift recipient

- (a) Upon:

- (1) the winding up of the Association; or
- (2) the Association ceasing to be deductible gift recipient under the ITAA 97, whichever is earlier, any surplus Gifts and Deductible Contributions and money received by the Association because of those Gifts and Deductible Contributions must be transferred to a fund, authority or institution:
 - (3) which is charitable at law;
 - (4) whose constitution prohibits distributions or payments to its members to an extent at least as great as is outlined in rule 4; and
 - (5) Gifts to which are deductible under the ITAA 97 on the basis that it is characterised as a public benevolent institution as described in item 4.1.1 of the table in section 30-45.
- (b) The identity of the institution referred to in rule (a) must be decided by the Board, or if the Board does not wish to decide or does not decide, it must be decided by the members by ordinary resolution at or before the time of winding up of the Association and, if the members do not decide, by the Supreme Court of the state or territory in which the Association is registered.

8.5 Receipts

Receipts for Gifts or Deductible Contributions must state the;

- (a) name and ABN of the Association;
- (b) the date and amount (or value, if property) of the Gift or Deductible Contribution;
- (c) the name of the donor or contributors;
- (d) the fact that it was a Gift or Deductible Contribution (and if it was a Deductible Contribution, the relevant fundraising event and GST inclusive market value of the event or goods or services purchased).

9 Altering this Statement of Purposes and Rules

- (a) The Association must not pass a special resolution altering these Rules, If, as a result, the Association will cease to be a charity.
- (b) These Rules may only be altered, deleted or added to, in accordance with the Act.

10 General meetings

10.1 Holding and calling general meetings

- (a) The Association must in each calendar year convene an annual general meeting of the members within 5 months of the end of the financial year.
- (b) A general meeting (including an annual general meeting or a special general meeting) may only be called:
 - (1) by a resolution of the Board; or
 - (2) by a Board member under these Rules; or
 - (3) as otherwise provided in the Act.

10.2 Notice of general meetings

- (a) At least 21 days' notice of every general meeting must be given in any manner authorised by rule 14 to each person who is at the date of the notice:
 - (1) a member;

- (2) a Board member; or
- (3) the Auditor, if any.
- (b) A notice of a general meeting must:
 - (1) specify the date, time and place of the meeting;
 - (2) state the general nature of the business to be transacted at the meeting;
 - (3) state in full any proposed special resolution and state that the resolution is being proposed as a special resolution; and
 - (4) specify the manner and time for the receipt of proxies.
- (c) The non-receipt of notice of a general meeting or proxy form by any person entitled to receive notice of a general meeting does not invalidate any thing done or resolution passed at the general meeting if the non-receipt or failure occurred by accident or error.
- (d) A person's attendance at a general meeting waives any objection to a failure to give notice, or the giving of a defective notice, of the meeting.

10.3 Quorum at general meetings

- (a) No business may be transacted at a general meeting, except the election of a chairperson and the adjournment of the meeting, unless a quorum of members is present when the meeting proceeds to business.
- (b) A quorum consists of [3] members entitled to vote and present at the meeting.
- (c) If a quorum is not present within 30 minutes after the time appointed for a general meeting the meeting stands adjourned to the day, and at the time and place, that the Board decides or, if the Board does not make a decision, to the same day in the next week at the same time and place.
- (d) If at the adjourned meeting under rule 10.3(c), a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

10.4 General meetings by technology

- (a) The contemporaneous linking together by telephone or other electronic means of a sufficient number of the members in person to constitute a quorum constitutes a meeting of the members, provided each member can clearly and simultaneously communicate with each other.
- (b) All the provisions in these Rules relating to meetings of the members apply, so far as they can and with any necessary changes, to meetings of the members by telephone or other electronic means.
- (c) A member who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (d) A meeting by telephone or other electronic means is taken as held at the place decided by the chairperson of the meeting, as long as at least one of the members involved was at that place for the duration of the meeting.

10.5 Chairperson of general meetings

- (a) The chairperson of the Board must preside as chairperson at a general meeting if:
 - (1) present within 15 minutes after the time appointed for the meeting; and
 - (2) willing to act.
- (b) If there is no chairperson of the Board or both the conditions in rule (a) have not been met, the members present must elect another chairperson of the meeting.
- (c) A chairperson elected under rule (b) must be:
 - (1) another Board member who is present and willing to act; or
 - (2) if no other Board member present at the meeting is willing to act, a member who is present and willing to act.

10.6 Conducting and adjourning general meetings

- (a) A question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chairperson of the meeting, whose decision is final.
- (b) The chairperson of a general meeting may, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting except the business left unfinished at the meeting from which the adjournment took place.
- (c) Where a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting.
- (d) Except as provided by rule (c), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (e) Where a meeting is adjourned, the Board may change the venue of, or postpone or cancel, the adjourned meeting.

10.7 Decisions at general meetings

- (a) Except where by law a resolution requires a special majority, questions arising at a general meeting must be decided by a majority of votes cast by the members by direct votes (if permitted) or by those present (including by proxy, if permitted) at the meeting. Such a decision is for all purposes a decision of the members.
- (b) Where the votes on a proposed resolution are equal:
 - (1) the chairperson of the meeting does not have a second or casting vote; and
 - (2) the proposed resolution is taken as lost.
- (c) A resolution put to the vote of a general meeting must be decided as the chairperson determines unless, before the vote is taken or before or immediately after the declaration of the result of the vote, a poll is demanded by:
 - (1) the chairperson of the meeting; or
 - (2) any member present.
- (d) A demand for a poll does not prevent a general meeting continuing for the transaction of any business except the question on which the poll has been demanded.
- (e) Unless a poll is duly demanded, a declaration by the chairperson of a general meeting that a resolution has been carried or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Association, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (f) If a poll is duly demanded at a general meeting, it must be taken in such manner, and either at once or after an interval or adjournment or otherwise, as the chairperson of the meeting directs. The result of the poll is the resolution of the meeting at which the poll was demanded.
- (g) A poll demanded at a general meeting on the election of a chairperson of the meeting or on a question of adjournment must be taken immediately.
- (h) The demand for a poll may be withdrawn.

10.8 Voting rights

- (a) Subject to these Rules, and to any rights or restrictions attached to any class of membership, every member entitled to vote has one vote.
- (b) Unless otherwise decided by the Board, each member entitled to vote at a meeting of members may vote:
 - (1) in person; or
 - (2) by proxy; or

(3) by direct vote

- (c) A proxy is entitled to a separate vote for each member the person represents, in addition to any vote the person may have as a member in his or her own right.
- (d) An objection to the qualification of a person to vote at a general meeting must be referred to the chairperson of the meeting, whose decision is final.
- (e) A vote not disallowed by the chairperson of a meeting is valid for all purposes.
- (f) The Board may decide to put resolutions (but not special resolutions) to the members for consideration and voting by ballot, without holding a general meeting, unless a meeting must be held under the Act. The Board may decide the manner in which the ballot will be held and will ensure it is accountable to the members in respect of the conduct of the ballot.

10.9 Member's proxy or representative

- (a) Each proxy and representative must be appointed by a member by notice in the form determined by or accepted by the Board, given to the Board no later than 24 hours before the time of the general meeting for which the proxy or representative is appointed.
- (b) A proxy or representative may, but need not, be a member of the Association.
- (c) A proxy or representative may be appointed for all general meetings, or for any number of general meetings, or for a particular general meeting.
- (d) An instrument appointing a proxy or representative may direct the manner in which the proxy or representative is to vote in respect of a particular resolution and, where an instrument so provides, the proxy or representative is not entitled to vote on the proposed resolution except as directed in the instrument.
- (e) Even though the instrument appointing a proxy or representative may refer to specific resolutions and may direct the proxy or representative how to vote on those resolutions, unless otherwise provided, it is taken to also confer authority:
 - (1) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
 - (2) to vote on any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the meeting; and
 - (3) to act generally at the meeting.
- (f) The Board may waive all or any of the requirements for proxies or representatives, and in particular may waive the time in which the proxy or instrument appointing a representative must be received, the form the instrument appointing a proxy or representative is in and, on the production of such other evidence as the Board requires to prove the validity of the appointment of a proxy or representative, accept:
 - (1) an oral appointment of a proxy or representative; or
 - (2) a copy (including a copy sent by fax) of an instrument appointing a proxy or representative or of the power of attorney or other authority under which the instrument is signed.
- (g) The appointment of a proxy is not revoked by the appointer attending and taking part in the general meeting but, if the appointer votes on a resolution in person or by direct vote, the person acting as proxy for the appointer is not entitled to vote, and must not vote, as the appointer's proxy on the resolution.

10.10 Direct votes

- (a) A person who has cast a direct vote is entitled to attend a meeting. However, they are not able to vote on a poll or on a show of hands on resolutions the subject of the direct vote at that meeting. If a member attempts to cast more than one vote on a particular resolution the order of priority is:
 - (1) direct vote;

- (2) a vote by a member present on a show of hands.
- (b) A direct vote may be in any form decided or accepted by the Board signed by the member but is not valid unless the direct vote is received by the Secretary of the Association, no later than 24 hours before the time of the meeting.
- (c) The Chairperson must ensure that a certificate, signed by the Secretary, of any direct votes received is available at the meeting ahead of any vote taken.
- (d) If a vote is taken at a meeting on a resolution on which a direct vote was cast, the Chairperson of the meeting must:
 - (1) where the meeting votes other than by a poll (ie on a vote on a show of hands) count each member who has submitted a direct vote for or against the resolution in accordance with their direct vote as well as the votes cast at the meeting; and
 - (2) on a poll, count the votes cast by each member who has submitted a direct vote directly for or against the resolution.
 - (3) Board members

10.11 Composition of Board

- (a) Those persons who were Board members immediately before the adoption of these Rules shall remain Board members under these Rules.
- (b) The minimum number of Board members is 3. The maximum number of Board members is to be fixed by the Board members, but may not be more than 12. The Board members must not determine a maximum which is less than the number of Board members in office at the time the determination takes effect.
- (c) The Board members may appoint any individual as a Board member, either to fill a casual vacancy or as an addition to the existing Board members, provided the number of Board members does not exceed the maximum number fixed under rule (b). To be eligible to be a Board member the person must not be disqualified managing a corporation under the *Corporations Act (Cth)* nor from being a responsible entity under the *Australian Charities and Not for Profit Commission Act (Cth)*.
- (d) The Board members hold office until they cease to be a Board member under rule 10.16.
- (e) Subject to rule 10.16, the Board members hold office for a maximum of 10 years from the date of appointment, unless the Board otherwise decides for any particular Board member.

10.12 Retirement of Board members by rotation

- (a) A Board member appointed by the Board members under rule (c) holds office only until the conclusion of the next annual general meeting following his or her appointment.
- (b) The retirement of a Board member from office and the re-election of the Board member or the election of another person to that office (as the case may be) takes effect at the conclusion of the meeting at which the retirement and re-election or election occur.

10.13 Nomination of Board members

- (a) Nominations of candidates for election as Board members will be called for at least 21 days prior to the annual general meeting of the Association at which elections will be held. The notice calling for nominations must list those Board members ceasing to be Board members at the annual general meeting and whether they are standing for re-election, and the date the nominations must be received by the secretary.
- (b) Verbal nominations may be accepted from any member present at the annual general meeting provided the nominee is also present and accepts the nomination
- (c) Any other nominations must be:
 - (1) made in writing, signed by one member other than the candidate;
 - (2) accompanied by a short biographical statement and the written consent of the candidate (which may be endorsed on the form of nomination);
 - (3) delivered to the Secretary before the date notified.

10.14 Board Positions

- (d) The Board members may elect a chairperson, a deputy chairperson, a treasurer, or other positions as and when the Board members decide and may decide the period for which that Board member is to hold that position.
- (e) The Secretary must be appointed in accordance with rule 12 and need not be a member of the Board.

10.15 Removal of Board members

- (a) Subject to this rule, the members may, by special resolution passed at a general meeting, remove any Board member.
- (b) Any request by the members for a general meeting to consider a special resolution to remove a Board member must be made in writing by members representing at least 10% of all members to the Secretary and must outline the reasons for the request. A contact member must be nominated in the request together with contact details.
- (c) The Board must hold a general meeting to consider the special resolution within 4 months of the receipt of the request.
- (d) The Board member who is the subject of a proposed special resolution under rule (a) must be given at least 6 weeks notice of a general meeting. The Board member may make a representation in writing to the chairperson (not exceeding a reasonable length) and request that the representation be notified to the members and the chairperson must send a copy of the representation to each member if received at least 28 days before the general meeting and the Board member may require that it be read out at the general meeting.

10.16 Vacation of office

- (a) The office of a Board member becomes vacant if the Board member:
 - (4) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth);
 - (5) is found guilty of or convicted of an indictable offence punishable by imprisonment, whether or not a term of imprisonment is imposed;
 - (6) becomes a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;
 - (7) is disqualified from managing a corporation, within the meaning of the *Corporations Act 2001*;
 - (8) is disqualified from being a responsible entity within the meaning of the *Australian Charities and Not-for-profits Commission Act 2012*;
 - (9) is removed from office by special resolution of the members in accordance with rule 10.15;
 - (10) fails to attend meetings of the Board for at least 3 consecutive meetings or at least 4 meetings over a period of 12 months without leave of absence, unless the Board members subsequently decide to grant a leave of absence;
 - (11) resigns by written notice to the Association.
- (b) All Board members cease to be in office if a statutory manager is appointed under the Act to conduct the affairs of the Association.

10.17 Board members' interests

- (a) Subject to rule (b), a Board member who has a perceived or actual material conflict of interest (including a material personal interest) in a matter being considered by the Board must:

- (1) as soon as he or she becomes aware of his or her interest, disclose to the Board members the nature and extent of his or her interest and the relation of the interest to the activities of the Association; and
 - (2) where it is a material personal interest, disclose the nature and extent of the interest to the members at the next general meeting.
- (b) Rule (a)(2) does not apply in respect of an interest that exists only by virtue of the fact that the Board member:
- (1) is an employee of the Association;
 - (2) is a member of a class of persons for whose benefit the Association is established; or
 - (3) has the interest in common with all or a substantial proportion of the members.
- (c) A Board member who has a perceived or actual material conflict of interest in a contract, or proposed contract, with the Association, or who has a perceived or actual material conflict of interest in a matter being considered by the Board members, must not, unless Rule (a)(2) and (3) applies:
- (1) be present while the matter is being considered; or
 - (2) vote on the matter.
- (d) A disclosure under rule (a)(1) and (2) must be recorded in the minutes of the meetings at which the disclosure was made. This may be a standing notice of disclosure.
- (e) A contract is not liable to be avoided by the Association on any ground arising from the fiduciary relationship between the Board member and the Association and the Board member is not liable to account for profits derived from the contract, provided rules (a) and (c) have been complied with (if applicable) by the Board member.
- (f) If there are not enough Board members to form a quorum to consider a matter due to rule (c), any Board member (including a Board member with a perceived or actual material conflict of interest) may call a general meeting to consider the matter.
- (g) The Board members may make regulations or adopt a policy dealing with a conflict of interest, including requiring the disclosure of interests that a Board member, and any person considered by the Board members as related to or associated with the Board member, may have, or may be perceived to have, in any matter concerning or which may affect the Association, in any way.

10.18 Use of information or position

- (a) A Board member must not:
- (1) while a Board member; and
 - (2) after ceasing to be a Board member,
- knowingly or recklessly make improper use of information acquired by virtue of his or her position in the Association so as to:
- (3) gain, directly or indirectly, any pecuniary benefit or material advantage for himself or herself or any other person; or
 - (4) cause a detriment to the Association.
- (b) A Board member must not knowingly or recklessly make improper use of his or her position in the Association so as to:
- (1) gain, directly or indirectly, any pecuniary benefit or material advantage for himself or herself or any other person; or
 - (2) cause detriment to the Association.

10.19 Powers and duties of Board members

- (c) The Board members have the duties set out in the Act and in the regulations of the *Australian Charities and Not-for-profits Commission Act 2012*.

- (d) The Board members are responsible for managing the Association's affairs and carrying out the purposes of the Association in good faith and subject to the Act, *Australian Charities and Not-for-profits Commission Act 2012* and these Rules. The Board members may exercise, to the exclusion of the Association in general meeting, all the Association's powers which are not required, by the Act or by these Rules, to be exercised by the Association in general meeting.
- (e) The Board members may:
 - (1) appoint or employ any person and delegate the powers, discretions and duties vested in or exercisable by the Board members, on the terms the Board members decide;
 - (2) subject to any contract between the Association and the relevant person, remove or dismiss the person at any time, with or without cause.

10.20 Proceedings of the Board

- (a) The Board members may meet together and adjourn and otherwise regulate their meetings as they think fit.
- (b) The simultaneous linking together by telephone or other electronic means of a sufficient number of the Board members to constitute a quorum constitutes a meeting of the Board members. All the provisions in these Rules relating to meetings of the Board members apply, so far as they can and with any necessary changes, to meetings of the Board members by telephone or other electronic means.
- (c) A Board member who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (d) A meeting by telephone or other electronic means is taken as held at the place decided by the chairperson of the meeting, as long as at least one of the Board members involved was at that place for the duration of the meeting.
- (e) If, before or during the meeting, any technical difficulty occurs as a result of which one or more Board members cease to participate, the chairperson may adjourn the meeting until the difficulty is remedied or may, where a quorum of Board members remains present, continue with the meeting.

10.21 Convening Board meetings

- (a) A Board member may convene a meeting of the Board members whenever he or she thinks a meeting is reasonably necessary.
- (b) A secretary must, on the requisition of a Board member, convene a meeting of the Board members.

10.22 Notice of Board meetings

- (a) Subject to these Rules, notice of a meeting of the Board must be given to each person who is at the time of giving the notice a Board member, except a Board member on leave of absence approved by the Board members.
- (b) A notice of a Board meeting:
 - (1) must specify the time and place of the meeting;
 - (2) need not state the nature of the business to be transacted at the meeting;
 - (3) may be given immediately before the meeting; and
 - (4) may be given in person or by post, telephone, fax or other electronic means.
- (c) A Board member may waive the requirement of notice of a meeting of Board members by notifying the Association to that effect in person or by post, telephone, fax or other electronic means.
- (d) The non-receipt of notice of a meeting of Board members by, or a failure to give notice of a meeting of Board members to, a Board member does not invalidate any thing done or resolution passed at the meeting if:

- (1) the non-receipt or failure occurred by accident or error;
 - (2) the Board member has waived or waives notice of that meeting under rule 10.23(c) before or after the meeting;
 - (3) the Board member has notified or notifies the secretary or chairperson of his or her agreement to that thing or resolution personally or by post, telephone, fax or other electronic means before or after the meeting; or
 - (4) the Board member attended the meeting.
- (e) Attendance by a person at a meeting of Board members waives any objection which that person may have to a failure to give notice of the meeting.

10.23 Quorum at Board meetings

- (a) No business may be transacted at a Board meeting unless a quorum of Board members is present at the time the business is dealt with.
- (b) A quorum consists of:
 - (1) if the Board members have fixed a number for the quorum greater than 3, that number of Board members present at the meeting; and
 - (2) in any other case, 3 Board members.
- (c) If the number of Board members in office at any time is not sufficient to constitute a quorum, or is less than the minimum number of Board members fixed under these Rules, the remaining Board members must act as soon as possible to appoint additional Board members, as required, and, until that has happened, may only act if and to the extent that there is an emergency requiring them to act.

10.24 Chairperson

- (a) The chairperson must preside as chairperson at each Board meeting if present within 10 minutes after the time appointed for the meeting and willing to act. If the chairperson is not present within 10 minutes after the time appointed for the meeting or is not willing to act, the deputy chairperson must preside as chairperson at the meeting (if present within 10 minutes after the time appointed for the meeting and willing to act).
- (b) If there is no chairperson or the conditions in rule 10.24(a) have not been met, the Board members present must elect one of the Board members as chairperson of the meeting.

10.25 Decisions of Board members

- (a) A meeting of Board members at which a quorum is present may exercise all the powers and discretions vested in or exercisable by the Board members under these Rules.
- (b) Questions arising at a meeting of Board members must be decided by a majority of votes cast by the Board members present. Such a decision is for all purposes a decision of the Board members.
- (c) Where the votes on a proposed resolution are equal:
 - (1) the chairperson of the meeting does not have a second or casting vote; and
 - (2) the proposed resolution is taken as lost.

10.26 Written resolutions of Board members

- (a) A resolution is taken to have been passed by a meeting of Board members if:
 - (1) all of the Board members (other than any Board member on leave of absence approved by the Board members, any Board member who disqualifies himself or herself from considering the resolution in question and any Board member who would be prohibited by the Act from voting on the resolution in question) sign or consent to a written resolution; and
 - (2) the Board members who sign or consent to the resolution would have constituted a quorum at a meeting of Board members held to consider that resolution.

- (b) A Board member may consent to a resolution by:
 - (1) signing the document containing the resolution (or a copy of that document);
 - (2) giving to the Association at its registered address a written notice (including by fax or other electronic means) addressed to the secretary or to the chairperson signifying assent to the resolution and either setting out its terms or otherwise clearly identifying them; or
 - (3) telephoning the secretary or the chairperson and signifying assent to the resolution and clearly identifying its terms.

10.27 Advisory councils

The Board may establish one or more advisory councils. If so established, the composition, duties and responsibilities of any such advisory council will be set out in a policy, charter or resolution adopted by the Board members.

10.28 Committees of the Board

- (a) The Board members may delegate any of their powers to one or more committees consisting of the number of Board members and other individuals they think fit.
- (b) A committee to which any powers have been delegated must exercise the powers delegated in accordance with any directions given by the Board.
- (c) The provisions of these Rules that apply to meetings and resolutions of Board members apply, so far as they can and with any necessary changes, to meetings and resolutions of any committee.

10.29 Validity of acts

An act done by:

- (a) a person acting as a Board member;
- (b) a meeting of Board members; or
- (c) a committee under Rule 10.28,

is not invalidated merely because of one of the following circumstances, if that circumstance was not known by the person, the Board members or the committee (as applicable) when the act was done:

- (d) a defect in the appointment of the person as a Board member;
- (e) the person being disqualified to be a Board member or having vacated office; or
- (f) the person not being entitled to vote.

11 Secretary

11.1 Appointment

- (a) The Board members must appoint a Secretary to hold the position subject to the Act and carry out the duties provided in the Act and any additional duties as decided by the Board members.
- (b) Before being appointed, the Secretary must:
 - (1) consent to the appointment;
 - (2) be at least 18 years old; and
 - (3) be a resident of Australia.
- (c) The Secretary may hold any other position or office in the Association but is not required to be a Board member.

- (d) Rule 10.18 relating to use of information or position applies to the Secretary as though he or she is a Board member.

11.2 Vacation in office

- (a) The office of a Secretary becomes vacant if the Secretary:
- (1) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth);
 - (2) is found guilty of or convicted of an indictable offence punishable by imprisonment, whether or not a term of imprisonment is imposed;
 - (3) becomes a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;
 - (4) is removed from office by resolution of the Board members;
 - (5) resigns by written notice to the Association; or
 - (6) ceases to be a resident of Australia.
- (b) The Board members must appoint a new Secretary within 14 days of the office becoming vacant and provide notice as required under the Act.

12 Indemnity and insurance

12.1 Persons to whom the indemnity and insurance apply

The indemnity and insurance referred to in this rule 12 apply to Indemnified Officers.

12.2 Indemnity

- (a) The Association must indemnify, on a full indemnity basis and to the full extent permitted by law, each Indemnified Officer against all losses or liabilities (including costs and expenses) incurred by the person as an office holder of the Association.
- (b) This indemnity:
- (1) is a continuing obligation and is enforceable by an Indemnified Officer even though that person has ceased to be an office holder of the Association; and
 - (2) operates only to the extent that the loss or liability in question is not covered by insurance.

12.3 Insurance

The Association may, to the extent permitted by law, purchase and maintain insurance; or pay or agree to pay a premium for insurance, for any Indemnified Officer against any liability incurred by the person as an office holder of the Association where the Board considers it appropriate to do so.

12.4 Savings

Nothing in this rule 12:

- (a) affects any other right or remedy that an Indemnified Officer may have in respect of any loss or liability referred to in this indemnity or insurance; or
- (b) limits the capacity of the Association to indemnify or provide or pay for insurance for any person to whom this rule 12 does not apply.

13 Financial records

13.1 Keep financial records

- (a) The Board members must keep financial records that:
 - (1) correctly record and explain the Association's transactions and financial position and performance; and
 - (2) enable true and fair financial statements to be prepared as required by the Act or any other law.
- (b) The records must be retained for at least 7 years.

13.2 Tier one, tier two or tier three association

- (a) Each year the Board must determine whether the Association is a tier one, tier two or tier three association in accordance with the Act and comply with the requirements of reporting, review and audit applicable to that tier as set out in the Act.
- (b) At the time of adoption of these Rules:
 - (1) Tier one has total revenue less than \$250,000 during the previous Financial Year;
 - (2) Tier two has total revenue of more than \$250,000 but less than \$1,000,000 during the previous Financial Year;
 - (3) Tier three has total revenue of more than \$1,000,000 during the previous Financial Year.

14 Notices

14.1 Notices by the Association to members

The Association may give notices, including a notice of general meeting to a member:

- (a) personally;
- (b) by sending it by post to the address for the member in the register of members or the alternative address (if any) nominated by the member; or
- (c) by sending it to the electronic address (if any) nominated by the member.

14.2 Notices by the Association to the Board members

Subject to these Rules, a notice may be given by the Association to any Board member by:

- (a) serving it personally at the Board member's usual residential or business address;
- (b) sending it by post in a prepaid envelope to the Board member's usual residential or business address; or
- (c) by electronic means or fax to such electronic address or fax number, as the Board member has supplied to the Association for giving notices.

14.3 Notices by member or Board member to the Association

Subject to these Rules, a notice may be given by a member or Board member to the Association by:

- (a) serving it on the Association at the registered address of the Association;
- (b) sending it by post in a prepaid envelope to the registered address of the Association; or
- (c) by electronic means to the principal electronic address of the Association.

14.4 Time of service

- (a) Where a notice is sent by post, service of the notice is to be taken to be effected if a prepaid envelope containing the notice is properly addressed and placed in the post and to have been effected:
 - (1) in the case of a notice of a general meeting, on the day after the date of its posting; or
 - (2) in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- (b) Where a notice is sent by fax, service of the notice is to be taken to be effected if the correct fax number appears on the fax report generated by the sender's fax machine and to have been effected at the time the fax is sent.
- (c) Where a notice is sent by electronic means by electronic messaging system that contains a delivery verification function, service of the notice is to be taken to be effected on the generation by the electronic messaging system of a delivery verification notice or log entry, or other confirmation.
- (d) Where notice is sent by electronic means by electronic mail or other electronic messaging system (other than those referred to in rule (c)), service of the notice is to be taken to be effected on the delivery to:
 - (1) where the addressee is a natural person, the addressee's electronic mail or electronic messaging system account; or
 - (2) where the addressee is a corporation, the corporation's computer systems.
- (e) If service under rules (b), (c) and (d) is on a day which is not a Business Day or is after 4.00pm (addressee's time), the notice is regarded as having been received at 9.00am on the next following Business Day.
- (f) For the purposes of rule (e), Business Day means a day that is not a Saturday, Sunday or a public holiday or bank holiday in the place concerned.

14.5 Other communications and documents

Rules 14.1 to 14.4 (inclusive) apply, so far as they can and with any necessary changes, to the service of any communication or document.

14.6 Notices in writing

A reference in these Rules to a written notice includes a notice given by fax or electronic transmission or any other form of written communication.

15 Source and management of funds

- (a) The funds of the Association are to be derived from fees, subscriptions, gifts, sponsorships, donations, government grants, fundraising activities and such other sources as the Board determines.
- (b) The funds must be managed as decided by the Board members.
- (c) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed:
 - (1) as the Board members decide; or
 - (2) failing a decision, by any 2 Board members.

16 Records

16.1 Custody of records

The Board or its delegate for this purpose must keep in its or their custody, or under its or their control, all records, books, documents and securities of the Association.

16.2 Minutes of meetings and minutes of resolutions

- (a) The Board members must ensure accurate minutes are recorded in books kept for the purpose of:
 - (1) proceedings of general meetings, of Board meetings and of committees of the Board; and
 - (2) resolutions put to members, Board members and committee members.
- (b) The minutes of a meeting must be signed within a reasonable time by the chairperson of the meeting or the chairperson of the next meeting as an accurate record, after the Board concurs the minutes are an accurate record.

16.3 Inspection of records

- (a) The documents associated with incorporation, these Rules, the trust deed of any trust of which the Association is a trustee, and the minutes of general meetings, including accounting records and financial statements submitted to that general meeting, must be made available for inspection by any member who gives the chairperson, the secretary or delegate for this purpose, reasonable notice that the member wishes to inspect them.
- (b) The Board must give a member a copy of anything referred to in Rule (a) within 14 days of a written request from a member and payment of any reasonable fee set by the Board members.
- (c) A member (other than a Board member) may apply in writing to the Board to have access to:
 - (1) minutes of Board meetings or meetings of committees;
 - (2) any resolutions of the Board or any committee;
 - (3) records, books, relevant documents or securities of the Association.
- (d) The application must state the member's purpose of the access and specify how the member will use the information.
- (e) The Board must review the application at the Board meeting following the receipt of the application, or if that is not practicable, at the next following Board meeting. The Board may request further information or written undertakings from the member as to the use of the information. The Board may:
 - (1) agree to the application, subject to the Association's legal and other duties (including privacy, commercial confidentiality, governance) on such terms and conditions as it considers necessary, including setting access and time limits to control any disruption or inconvenience to management or volunteer time, and may require the member to enter a confidentiality deed or deed restricting the use and disclosure, and any other conditions the Board considers necessary or desirable; or
 - (2) refuse the application in its absolute discretion without the need to provide reasons, if it considers it may not be in the interests of the Association, or any of the other entities referred to in the relevant documents, to allow the member access.

16.4 Returning documents of the Association

Any person who has possession or control of documents that belong to the Association are required to return the documents to the secretary within 28 days after the person ceases to be a member, or ceases to hold the position or role by virtue of which he or she had possession or control of the documents.

17 Common seal

There is no common seal. Contracts and documents of the Association must be signed:

- (a) as authorised by the Board members; or
- (b) by any 2 Board members; or
- (c) by a Board member and the secretary.

18 Definitions and interpretation

18.1 Definitions

The meanings of the terms used in these Rules are set out below.

Term	Meaning
Act	the Associations Incorporation Act Reform 2012 (Vic)
Auditor	the auditor of the Association for the purposes of audit or review under the Act
Board	the committee of management of the Association
Commissioner	the Commissioner of Taxation, a Second Commissioner of Taxation or a Deputy Commissioner of Taxation for the purposes of ITAA 97
Deductible Contribution	a contribution of money or property as described in item 7 or item 8 of the table in section 30-15 of the ITAA 97 in relation to a fundraising event held for the principal purpose of the Association
Financial Year	period of 12 months ending on 30 June.
Gift	a contribution of money or property as described in item 1 of the table in section 30-15 of the ITAA 97.
Indemnified Officer	<ol style="list-style-type: none"> 1 each person who is or has been a Board member or Secretary of the Association; and 2 an office holder within the meaning of the Act; and 3 any former officer holder as the Board members in each case decide.
ITAA 97	the Income Tax Assessment Act 1997 (Cth).
Secretary	the person occupying the office of secretary of the Association under the Act.

18.2 Interpretation

In these Rules:

- (a) references to notices include formal notices of meeting and all documents and other communications from the Association to its member;
- (b) a reference to any legislation or a provision of any legislation includes any amendment to that legislation or provision, any consolidation or replacement of that legislation or provision and any subordinate legislation made under that legislation;
- (c) a reference to a member present at a general meeting is a reference to a member present in person or by proxy, attorney or representative either at the meeting or a participant by using technology as permitted under these Rules;
- (d) a reference to writing and written includes printing, lithography and other ways of representing or reproducing words in a visible form; and
- (e) the singular (including defined terms) includes the plural and the plural includes the singular.

18.3 Headings

Headings are used for convenience only and do not affect the interpretation of these Rules.

19 Application of the Act

19.1 What parts of the Act apply?

Unless the contrary intention appears:

- (a) an expression used in a rule that deals with a matter dealt with by a provision of the Act has the same meaning as in that provision; and
- (b) subject to rule (a), an expression in a rule that has a defined meaning for the purposes of the Act has the same meaning as in the Act.

19.2 Model Rules

The provisions of these Rules displace each provision of the Model Rules, except to the extent required by the Act.