



EARLY
LEARNING
ASSOCIATION
AUSTRALIA

Early Learning Association Australia Inc Constitution

(As amended at 22nd AGM on 29 October 2015)

1 Name

The name of the Incorporated Association is Early Learning Association Australia Inc.

2 Definitions

- (1) In these rules, unless the contrary intention appears—
- a. **Association** means Early Learning Association Australia Inc.;
 - b. **board** means the board of management of the Association elected in accordance with these rules;
 - c. **delegate** means a person nominated to represent a Full Member who is entitled to nominate for a position on the Association's board, and vote on the member's behalf;
 - d. **financial year** means the year ending on 30 June;
 - e. **fees** means all fee payable by members as determined by the board including, but not limited, to annual subscription;
 - f. **general meeting** means a general meeting of members convened in accordance with these rules;
 - g. **interested person** means a person approved by the board who is interested in the objects of the Association;
 - h. **member** means a full or associate member of the Association;
 - i. **ordinary member of the board** means a member of the board who is not an Officer of the Association under these rules;
 - j. **Officer of the Association** means members of the board who hold the position of President, Vice-President, Secretary and Treasurer;
 - k. **regulations** means regulations under the Act;
 - l. **relevant documents** has the same meaning as in the Act;
 - m. **special resolution** means a resolution of which notice has been given and that has been passed by at least 75 per cent of the votes cast by the members entitled to vote, either in person or by proxy, at a general meeting;
 - n. **the Act** means the *Associations Incorporation Reform Act 2012* and includes any regulations made under the Act.
- (2) In these rules, a reference to the Secretary of an Association is a reference, if a person holds office under these rules as Secretary of the Association, to that person

3 Statement of purposes

The purposes for which the Incorporated Association is established are to:

- (1) promote excellence in early years education and care;
- (2) promote, sustain and develop early childhood services;
- (3) recognise and represent the interests of parents, children and providers of early childhood services to government, the community and other relevant bodies;
- (4) support early childhood service providers with information and advice to enable effective governance management and operations of their service;
- (5) provide a means by which early childhood services can work together in their mutual interest, and for the benefit of the communities they serve;
- (6) publish newsletters, circulars, manuals, pamphlets, information brochures and other material to further above purposes;

- (7) engage in publicity through all media and represent the interests of parents, children and service providers;
- (8) develop and influence policies in early childhood education and care;
- (9) provide policy advice to government;
- (10) join, affiliate or associate with any organisation having similar or related aims;
- (11) invest and deal with monies of Early Learning Association Australia Inc. as may be determined as incidental and related to attaining the above purposes.

4 Alteration of the rules

These rules and the statement of purposes of the Association must not be altered except in accordance with the Act.

5 Membership

- (1) Any person or organisation may apply to become a member of the Association if they satisfy the following conditions:
 - (a) subscribe to the objects of the Association;
 - (b) agree to be bound by the Association's rules and policies;
 - (c) meet the criteria for one of the membership categories defined under rule 5(2);
 - (d) pay annual fees applicable to the membership category under which they are registered.
- (2) Membership of the Association shall be divided into the following categories:
 - (a) A **Full Member** is a kindergarten or early childhood service that is not a commercial venture. A Full Member is entitled to the following:
 - (i) nominate a delegate to attend all general meetings of the Association;
 - (ii) exercise one vote on all matters that are put to the members for a vote;
 - (iii) nominate for a position on the board and to vote for the election of board members;
 - (iv) hold office as an Officer of the Association as defined in rule 2(1)(j);
 - (iv) access all member services and benefits offered by the Association.
 - (b) An **Associate Member (organisation)** is any organisation that is interested in early childhood services but excludes an organisation defined under rule 5(2)(a).
 - (i) An Associate Member (organisation) is entitled to:
 - a. attend general meetings of the Association;
 - b. nominate a representative of the organisation for election as an ordinary member of the board, as defined under rule 2(1)(i);
 - c. access membership benefits offered by the Association to Associate Members.
 - (ii) An Associate Member (organisation) is not entitled to:
 - a. vote at general meetings of the Association;
 - b. vote for the election of board members;
 - c. be elected as an Officer of the Association as defined in rule 2(1)(j).
 - (c) An **Associate Member (individual)** is any person associated with an early childhood service, whether as an employee or otherwise.
 - (i) An Associate Member (individual) is entitled to:
 - d. attend general meetings of the Association;
 - e. be nominated for election as an ordinary member of the board as defined under rule 2(1)(i);
 - f. access all membership benefits offered by the Association to Associate Members.

- (ii) An Associate Member (individual) is not entitled to:
 - g. vote at general meetings of the Association;
 - h. vote for the election of board members;
 - i. be elected as an Officer of the Association as defined in rule 2(1)(j).
- (d) A **Subscriber Member** is all other kindergartens and early childhood services not defined under rule 5(2)(a). A Subscriber Member may:
 - (i) attend but not vote at general meetings of the Association, or vote for the election of board members;
 - (ii) access all membership benefits offered by the Association to Subscriber Members.
 - (iii) A Subscriber Member cannot nominate a representative of the organisation for election to the Association's board.
- (e) A **Life Member** is any person nominated by the board for appointment as a Life Member in recognition of their valuable contributions and service to the Association, and approved by the members as such at a general meeting.
 - (i) A Life Member is entitled to attend all general meetings of the Association, and exercise one vote on all matters put to the members for vote at that general meeting;
 - (ii) A Life Member will not be required to pay any further subscriptions or fees.
- (3) Applicants for membership shall complete a written application in the form prescribed by the board and lodge the application with the Secretary, along with any other information that may be required to process the application for membership.
- (4) The Secretary must refer the application to the next scheduled board meeting, which must determine whether to approve or reject that application.
- (5) If the board approves an application for membership, the Secretary must, as soon as practicable—
 - (a) notify the applicant in writing of the approval for membership, specifying the membership category to which the applicant has been admitted;
 - (b) request payment within 28 days after receipt of the notification of the sum payable under these rules as the annual subscription;
 - (c) if the application is for full membership as defined under sub-rule 5(2)(a), request the member to nominate a delegate as defined under rule 2(1)(c).
- (6) An applicant for membership becomes a member and is entitled to exercise the rights of membership from the date on which the subscription requested under rule 5(5)(b) is paid.
- (7) The Secretary must, within 28 days after receipt of the amounts referred to in rule 5(5)(b), enter the applicant's name in the register of members.
- (8) The Secretary shall, as soon as practicable, send a notice of rejection in writing to unsuccessful applicants.
- (9) A right, privilege, or obligation of a person by reason of membership of the Association—
 - (a) is not capable of being transferred or transmitted to another person;
 - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.
- (10) The annual subscription is the relevant amount as determined by the board from time to time, and is payable in advance on or before 1 July in each year.

- (1) Each Full Member must nominate in writing, in a form that is approved by the board from time to time, a delegate authorised to vote on behalf of that member at general meetings of the Association. This nomination may be changed at any time.
- (2) Member kindergartens may send more than one representative to general meetings, but only the delegate nominated in accordance with rule 6(1) shall be entitled to vote.

7 Register of members

- (1) The Secretary must keep and maintain a Register of Members containing—
 - (a) the name and address of each member;
 - (b) the date on which each member's name was entered in the register;
 - (c) the name of the delegate of a Full Member;
 - (d) the date on which a member ceased to be a member.
- (2) The register shall be available for inspection free of charge by any member upon request at the office of the Association.
- (3) A member may make a copy of entries in the register, but shall not use the information for purposes other than those for which the information was given by members to the Association.

8 Ceasing membership

- (1) A member of the Association, who has paid all moneys due and payable by a member to the Association, may resign from the Association by giving notice in writing to the Secretary of his/her intention to resign.
- (2) On receipt of such notice, the Secretary shall remove the member's name from the Register of Members and make a note in the register of such removal.
- (3) A member of the Association who has not paid their annual subscription by the date specified in the invoice for annual subscription shall be deemed to have resigned, and the Secretary shall record in the register of members that the member has ceased to be a member, and the date on which they ceased to be a member.

9 Suspension and expulsion of members

- (1) Subject to these rules, if the board is of the opinion that a member has refused or neglected to comply with these rules, or has been found guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the board may take disciplinary action against the member in respect of the member's status as a member of the Association.
- (2) Subject to the outcome of the disciplinary process outlined in sub-rule (3), where the allegations have been substantiated by the unbiased decision-maker appointed under sub-rule (3)(ii), the board may, by resolution at a board meeting—
 - (a) suspend that member from membership of the Association for a specified period; or
 - (b) expel that member from the Association.
- (3) Any disciplinary action taken against a member must comply with the following process:
 - (i) the Secretary of the Association must inform the member of the grounds upon which the disciplinary action is proposed;
 - (ii) the board must appoint an unbiased decision-maker to investigate the allegations against the member;
 - (iii) the member must be provided with an opportunity to be heard;
 - (iv) subject to (ii) and (iii) above, the disciplinary process must be completed as soon as practicable;

(v) the board shall be bound by the determination of the unbiased decision-maker whether the allegation against the member has been substantiated or not.

- (4) If, at the meeting of the board referred to in rule 9(2), the board makes a decision to suspend the membership of the member for a specified period, or expel the member from the Association, the decision of the board is final and no appeal to a general meeting shall be permitted.

10 Disputes and mediation

- (1) The grievance procedure set out in this rule applies to disputes under these rules between—
- (a) a member and another member;
 - (b) a member and the Association, other than matters referred to under rule 9.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute is raised.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be—
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - (i) in the case of a dispute between a member and another member, a person appointed by the board of the Association; or
 - (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).
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must—
- (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party;
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

11 Annual general meetings

- (1) The board shall determine the date, time and place of the annual general meeting of the Association in accordance with the requirements of the Act.
- (2) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (3) The ordinary business of the annual general meeting shall be—
- (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting;
 - (b) to receive, from the board, written reports on the activities of the Association since the

- last annual general meeting;
 - (c) to receive and consider the audited statement submitted by the Association in accordance with Section 30(3) of the Act;
 - (d) to elect members of the board in place of those retiring;
 - (e) to appoint an auditor for the next financial year.
- (4) The annual general meeting may conduct any special business of which notice has been given in accordance with these rules.

12 Special general meetings

- (1) In addition to the annual general meeting of members, any other general meetings may be held in the same year.
- (2) All general meetings other than the annual general meeting are special general meetings.
- (3) The board may, whenever it thinks fit, convene a special general meeting of the Association.
- (4) The board must, on the request in writing of members representing not less than 5 per cent of Full Members or 20 Full Members, whichever is less, convene a special general meeting of the Association.
- (5) The request for a special general meeting must—
 - (a) state the objects of the meeting;
 - (b) be signed by the members requesting the meeting;
 - (c) be sent to the Secretary.
- (6) A special general meeting requested by members shall be held within 40 days of receiving the notice under rule 12(4).
- (7) If the board does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than three months after that date.
- (8) If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner, so far as possible, as a meeting convened by the board, and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the person(s) incurring the expenses.
- (9) No business shall be considered at a special general meeting other than the business set out in the notice of the meeting.

13 Special business

- (1) All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under rule 11(3), are deemed to be special business.
- (2) Notice of special business shall be given in accordance with rule 14(1).
- (3) All matters considered as special business at a general meeting and put to the members for a vote shall require a special resolution as defined under rule 2(1)(m).

14 Notice of general meetings

- (1) At least 21 days or, if special business has been proposed, at least 28 days before the date fixed for holding a general meeting of the Association, the Secretary must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting, and the nature of the business to be conducted at the meeting.

- (2) Notice must be given in accordance with rule 40.
- (3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- (4) A member intending to bring any business before a meeting may notify the Secretary in writing, or by electronic transmission, of that business, and the Secretary must include that business in the notice calling the next general meeting.

15 Quorum at general meetings

- (1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these rules to vote is present at the commencement of the meeting, and at the time when the meeting is considering that item.
- (2) 5 per cent or 30 members, being members entitled under these rules to vote at a general meeting, whichever is less, present in person or proxy shall constitute a quorum for the conduct of the business of an annual general meeting.
- (3) 25 members, being members who are entitled under these rules to vote at a general meeting, present in person or proxy shall constitute a quorum for a special general meeting.
- (4) If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present—
 - (a) in the case of a meeting convened upon the request of members, the meeting must be dissolved;
 - (b) in any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and, unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned, at the same place.
- (5) If, at the adjourned meeting, the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present in person, being not less than five, shall be a quorum.

16 Presiding at general meetings

- (1) The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the Association.
- (2) If the President and the Vice-President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

17 Adjournment of general meetings

- (1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time and place.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 14.
- (4) Except as provided in rule 17(3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

18 Voting at general meetings

- (1) A resolution put to the vote at a general meeting shall be decided on a show of hands or by ballot, as determined by the Chairperson of the meeting.
- (2) All votes must be given personally or by proxy.

- (3) In the case of an equality of votes on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid.

19 Poll at general meetings

- (1) If, at a meeting, a poll on any question is demanded by not less than five members, it must be taken at that meeting in such manner as the Chairperson may direct, and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately, and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

20 Manner of determining whether resolution is carried at general meetings

If a question arising at a general meeting of the Association is determined on a show of hands,

- (a) a declaration by the Chairperson that a resolution has been:
 - (i) carried; or
 - (ii) carried unanimously; or
 - (iii) carried by a particular majority; or
 - (iv) lost; and
- (b) an entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

21 Proxies

Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

22 Board of management

- (1) The affairs of the Association shall be managed by the board of management.
- (2) The board:
 - (a) shall control the business and affairs of the Association and ensure that the purposes set out in these rules are met;
 - (b) may, subject to these rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by members at general meetings of the Association;
 - (c) has, subject to these rules, the Act and the Regulations, power to perform all such acts and things as appear to the board to be essential for the proper management of the business and affairs of the Association;
 - (d) shall have the power to co-opt persons (**co-opted representatives**), whether members or not, to act in an advisory capacity to the board, which extends to sitting in on board meetings, but without voting rights. Such co-opted members shall serve until the next annual general meeting, and may be re-appointed, provided that no co-opted member can serve on the board for more than six consecutive years;
 - (e) may appoint a Chief Executive Officer and determine their conditions of service and remuneration.
- (3) Board members, including co-opted representatives shall not be paid a sitting fee or

remuneration for their services on the board.

- (4) Notwithstanding rule 22(3), all *bona fide* expenses, as determined by the board, incurred by board members, including co-opted representatives, in discharging their duties as a board member shall be reimbursed upon the board member presenting a claim to Early Learning Association Australia Inc. along with adequate proof of incurring the expenditure.
- (5) The board shall consist of 10 members, excluding co-opted representatives, as set out below, each of whom shall be elected at the annual general meeting of the Association in each year.
 - (a) Four Officers of the Association; and
 - (b) six ordinary members.
- (6) Three members of the board are elected each year for a two-year term, and four persons are elected each year for a one-year term.
- (7) No more than two of the 10 members on the board at any one time may be Associate Members of the Association. Such Associate members shall have all the rights and entitlements that accrue to a Full Member of the Association for the period they serve on the Association's Board.
- (8) All other members of the board must, at the time of their nomination, be delegates.
- (9) No board member shall serve on the Early Learning Association Australia Inc. board for more than nine consecutive years.
- (10) A member of the board shall not supply, directly or indirectly, goods or services to the Association where such goods or services could be satisfactorily obtained elsewhere.
- (11) Any member of the board who has a financial interest in any contract or arrangement made, or proposed to be made, with the Association shall disclose their interest at the first meeting where the contract or arrangement is considered.
- (12) Any member who has an interest in any contract or arrangement shall not be entitled to vote on this matter.
- (13) Board members shall not become paid employees of the Association.

23 Officers of the Association

- (1) The Officers of the Association shall be—
 - (a) President;
 - (b) Vice-President;
 - (c) Treasurer; and
 - (d) Secretary.
- (2) The Officers of the Association shall be elected by the board from amongst them within seven days of the annual general meeting, in a manner to be determined by the board from time to time.
- (3) Each Officer of the Association shall hold office until the annual general meeting next after the date of his/her election as an Officer of the Association, but is eligible to be re-elected for the position.
- (4) Subject to sub-rule (2), in the event of a casual vacancy in any office referred to in sub-rule (1), the board may appoint one of its members to the vacant office, and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

24 Election of board members

- (1) A nomination form for the election of board members shall be sent to all members of the Association with the notice of the annual general meeting, allowing a member to nominate for

one of the three two-year terms, one of the four one-year terms, or both.

- (2) Nominations of candidates for election as a board member must be made in writing in the appropriate form, and signed by the Nominee and one Nominator.
 - (a) The Nominee must be a delegate of a Full Member, a delegate of an Associate Member (organisation) or an Associate Member (individual).
 - (b) The Nominator must be a Full Member or an Associate Member of the Association.
- (3) Duly completed nomination forms shall be delivered to the Secretary of the Association not less than 14 days before the date fixed for the holding of the annual general meeting.
- (4) If insufficient nominations are received to fill all vacancies on the board, the candidates nominated shall be deemed to be elected. The vacant positions will be deemed as casual vacancies in accordance with rule 25.
- (5) If the number of nominations received is equal to the number of vacancies to be filled in two and one-year categories, the persons nominated shall be deemed to be elected.
- (6) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (7) The ballot must determine the filling of the vacancies for the two-year term prior to determining the filling of the vacancies for the one-year term.
- (8) The ballot for the election of ordinary members of the board must be conducted based on a preferential method of voting.
- (9) A ballot will not be invalid only because all preferences have not been inserted in the ballot.
- (10) All elections are to be conducted by a Returning Officer as determined by the board from time to time.

25 Casual vacancies

- (1) For the purposes of these rules, a vacancy on the board (including the role of Secretary) occurs in the event of any of the following—
 - (a) a board member dies; or
 - (b) ceases to be a member of the Association; or
 - (c) resigns from office by giving notice in writing to the Secretary; or
 - (d) ceases to be a board member by virtue of the law; or
 - (e) becomes prohibited from being a board member by reason of any order made under the Act; or
 - (f) is removed from office pursuant to rule 30 of these rules; or
 - (g) becomes a person of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health, or is otherwise permanently incapacitated by ill health; or
 - (h) becomes an insolvent under administration within the meaning of the *Corporations Act*; or
 - (i) is absent without leave from the President for three consecutive board meetings, or for more than 25 per cent of the board meetings held during the year; or
 - (j) ceases to be the delegate of a Full Member of the Association; or
 - (k) becomes a 'represented person' within the meaning of the *Guardianship and Administration Act 1986*; or
 - (l) is the Secretary and ceases to reside in Australia; or

- (m) if a statutory manager is appointed to conduct the affairs of the Association.
- (2) Every such vacancy shall be deemed as a casual vacancy.
- (3) Should a casual vacancy on the board occur during the year, the board may appoint a member in accordance with these rules to fill the vacancy until the next annual general meeting.

26 Meetings of the board

- (1) The board must meet at least six times in each year at such place and such time as the board may determine.
- (2) Special meetings of the board may be convened by the President or by any four members of the board.
- (3) Written notice of each board meeting must be given to each member of the board at least two business days before the date of the meeting.

27 Quorum for board meetings

- (1) 50 per cent of the board members entitled to vote at board meetings, present in person or joining in via telephone conference in accordance with rule 27(3), shall constitute a quorum for the conduct of the business of a meeting of the board.
- (2) No business may be conducted unless a quorum is present.
- (3) Arrangements must be available to enable board members outside the metropolitan area to attend by telephone conference.
- (4) The board may act notwithstanding any vacancy on the board.

28 Presiding at board meetings

At meetings of the board—

- (1) the President or, in the President's absence, the Vice-President presides; or
- (2) if the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.

29 Voting at board meetings

- (1) Questions arising at a meeting of the board shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- (2) Each member present at a meeting of the board, including the person presiding at the meeting, is entitled to one vote and, in the event of an equality of votes on any question, the person presiding shall exercise a second or casting vote.

30 Removal of a board member

- (1) The Association in general meeting may, by resolution, remove any member of the board, including the Secretary, before the expiration of the member's term of office, and appoint another member in his/her place to hold office until the expiration of the term of the first-mentioned member.
- (2) A member who is the subject of a proposed resolution referred to in sub-rule (1) may make representations in writing to the Secretary or President of the Association, and may request that the representations be provided to the members of the Association.
- (3) 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.

31 Minutes of meetings

- (1) The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting and each board meeting, together with a record of the names of persons present at board meetings.
- (2) The Secretary shall make available upon written request by a member, a copy of the minutes of the general meetings of members, within 14 days of receipt of the request.

32 Committees

- (1) The board may from time to time appoint, constitute or create such committees, or working parties, as it deems necessary for the better pursuance of the objects of the Association, and will nominate or appoint thereto such chairpersons or members as it sees fit.
- (2) For each such committee or working party, the board shall:
 - (a) determine roles and responsibilities, and the terms of reference for its operation;
 - (b) in its absolute discretion, allocate such funds as it deems necessary to fulfil the purposes of sub-rule (1).
- (3) The Chairperson of the committee or working party shall be a board member, and shall have responsibility for the operation of the group.
- (4) The quorum for meetings of the committee or working party is 50 per cent of its membership.
- (5) Minutes are to be kept of all committee or working party meetings.
- (6) Committees and working parties shall report to the board regularly and make recommendations to the board.

33 Executive Committee

The Association shall have an Executive Committee comprising the Office Bearers of the Association.

34 Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the Secretary of an incorporated association.
- (2) The Secretary shall be responsible for notifying the Registrar of Incorporated Associations of
 - (a) their appointment to the position of Secretary, within 14 days after the appointment;
 - (b) keep custody of the common seal of the Association and all books, documents and securities of the Association in accordance with rules 39 and 41
 - (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.

35 Chief Executive Officer

- (1) The board shall appoint a Chief Executive Officer for such term and upon such conditions as the board deems fit. The board shall be responsible for setting the delegated responsibility and remuneration for the Chief Executive Officer.
- (2) The board will be responsible for monitoring the performance and undertaking an annual assessment of the Chief Executive Officer's performance.
- (3) The Chief Executive Officer shall administer the Association under the direction of the board, and in accordance with the Act, these rules and the Association's policies.

36 Treasurer

The board may delegate to the Treasurer of the Association, the following responsibilities:

- (1) ensure appropriate financial controls are implemented to protect the Association's assets;

- (2) ensure appropriate reporting mechanisms to enable the board to fulfil its financial obligations under the Act;
- (3) ensure compliance with Australian accounting standards;
- (4) ensure financial record keeping meets the requirements specified under the Act;
- (5) ensure a financial audit is conducted once per calendar year, from the last period of audit.

37 Auditor

- (1) An auditor shall be appointed by the members each year at the annual general meeting and shall hold office until the next annual general meeting. In the event of a casual vacancy in the office of the Auditor, the board may temporarily appoint to the office some person appropriately qualified.
- (2) The board shall determine the fees and expenses of the Auditor.
- (3) The Auditor shall have access to the books and accounts of the Association at all times and shall make such reports as he/she considers necessary, directly to the board.
- (4) The Auditor shall be an independent, qualified accountant and must be a member of a recognised accounting body such as the Institute of Chartered Accountants.
- (5) The board shall ensure that the books of the Association are audited annually in accordance with the Act.

38 Funds

- (1) The funds of the Association shall be derived from entrance fees, member subscriptions, sale of publications, grants, donations and such other sources as the board determines, and income derived from the business conducted in accordance with these rules and the Act.
- (2) All payments must be made by cheque, electronic funds transfer or periodic debit, and payment shall only be made by the authority of the board.
- (3) The board must ensure that there are appropriate financial delegations in place for making payments.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two of the following signatories: Chief Executive Officer, Deputy Chief Executive Officer, President, Vice-President, Secretary, Treasurer or Accountant.
- (5) The income and property of the Association must be used and applied solely in promotion of its purposes and the exercise of its powers, and no proportion may be distributed, paid or transferred directly or indirectly to or amongst the members.
- (6) This rule does not prevent the payment in good faith to any member of the Association or member of the board of:
 - (i) interest on money advanced to the Association or otherwise owing;
 - (ii) remuneration for services actually rendered to the Association;
 - (iii) out-of-pocket expenses incurred in carrying out work on behalf of the Association;
 - (iv) money lent;
 - (v) reasonable and proper charges for goods hired to the Association;
 - (vi) reasonable and proper rent for premises let to the Association.
- (7) This rule does not prevent the provision of services to a member to which that member would be entitled in accordance with the purposes if not a member.

39 Seal

- (1) The common seal of the Association must be kept in the custody of the Secretary.

- (2) The common seal must not be affixed to any instrument except by the authority of the board, and the affixing of the common seal must be attested by the signatures of either two members of the board or of one member of the board and of the ~~Public Officer~~ Secretary of the Association.

40 Notice to members

Except for the requirement in rule 12, any notice that is required to be given to a member, by or on behalf of the Association, under these rules may be given by:

- (1) delivering the notice to the member personally; or
- (2) sending it by prepaid post addressed to the member at that member's address as shown in the register of members; or
- (3) facsimile transmission, if the member has requested that the notice be given to him/her in this manner; or
- (4) electronic transmission, if the member has requested that the notice be given to him/her in this manner.

41 Custody and inspection of books and records

- (1) Except as otherwise provided in these rules, the Secretary must keep in his/her custody, or under his/her control, all books, documents and securities of the Association.
- (2) All accounts, books, securities and any other relevant documents of the Association **except** minutes of board meetings and commercially sensitive documents, must be available for inspection free of charge by any member upon request.
- (3) A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

42 Winding up

- (1) The Association may be wound up voluntarily in accordance with the Act, with the consent of 75 per cent of members, being members eligible to vote at general meetings, present at a special general meeting of members called specifically for that purpose.
- (2) If, upon winding up or dissolution of the Association, there remains, after payment of all debts and liabilities, any assets or property whatsoever, those assets shall not be paid to, or distributed amongst, the members of the Association.
- (3) The surplus must be transferred to another institution or institutions which:
 - (a) has charitable in purpose, and
 - (b) has similar purposes to the Association, and
 - (c) prohibits the distribution of income and property amongst members to an extent at least as great as is imposed on the Association under this rule, and
 - (d) is a fund, authority or institution approved by the Commissioner of Taxation as being one referred to in section 78(1)(a) of the Income Tax Assessment Act 1936.
- (4) The institution or institutions must be determined in accordance with a special resolution of the members of the Association, or, in the absence of such a resolution, by the Registrar.

43 Powers of the Association

- (1) In addition to all the powers given to the Association by virtue of the Act, the Association may apply, invest or manage any moneys of the Association not immediately required in such manner as is from time to time thought fit.
- (2) In exercising the powers under this clause, the Association must exercise the care, diligence and skill that a prudent person would exercise in managing the affairs of other persons.

- (3) In exercising the powers contained in this clause, the Association must not make investments which are speculative in nature and shall take investment advice when felt necessary.
- (4) Without limiting the matters that the Association may take into account when exercising the powers contained in this clause, the Association must, so far as they are appropriate to the circumstances of the Association, have regard to:
 - (a) the purposes of the Association and the needs and circumstances of the members; and
 - (b) the desirability of diversifying Association investments; and
 - (c) the need to maintain the real value of the capital or income of the Association; and
 - (d) the risk of capital or income loss or depreciation; and
 - (e) the potential for capital appreciation; and
 - (f) the likely income return and the timing of income return; and
 - (g) the length of the term of the proposed investment; and
 - (h) the liquidity and marketability of the proposed investment during, and on the determination of, the term of the proposed investment; and
 - (i) the effect of the proposed investment in relation to the tax liability of the Association; and
 - (j) the likelihood of inflation affecting the value of the proposed investment or other property of the Association; and
 - (k) the costs (including commissions, fees, charges and duties payable) of making the proposed investment; and
 - (l) the result of a review of existing investments of the Association.
- (5) The Association may:
 - (a) obtain and consider independent and impartial advice reasonably required for the investment of Association funds or the management of the investment from a person whom the Association reasonably believes to be competent to give the advice; and
 - (b) pay out of the Association funds the reasonable costs of obtaining the advice.

44 Authorisation to trade

The Association is authorised to trade in accordance with Part 4 of the *Associations Incorporated Reform Act 2012*.

45 Alteration of rules and statement of purposes

- (1) These rules and statement of purposes of the Association shall not be altered except by a special resolution at a general meeting of the Association and must be approved by 75 per cent of members personally present.
- (2) The provisions for trading and winding up contained in the rules shall not be altered without the consent of the Minister.