

BLAKE DAWSON WALDRON

L A W Y E R S

RULES

Women with Disabilities (Australia) Incorporated

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RULES OF WOMEN WITH DISABILITIES (AUSTRALIA) INCORPORATED

PART I - PRELIMINARY

1. OBJECTIVES AND INTERPRETATION

(1) Incorporated Association

The Association is incorporated under the Act and the liability of Members is limited as provided in this document.

(2) Aim

The Association is a national voice for the needs and rights of women with disabilities and a national force to improve the lives and life chances of women with disabilities.

(3) Objectives

The objectives of the Association are:

- (a) to actively promote the participation of women with disabilities in all aspects of social, economic, political and cultural life;
- (b) to advocate on issues of concern to women with disabilities in Australia; and
- (c) to seek to be the national representative organisation for women with disabilities in Australia by:
 - (i) undertaking systemic advocacy;
 - (ii) providing policy advice;
 - (iii) undertaking research; and
 - (iv) providing support, information and education.

(4) Application of income and property

Subject to rule 21, the Association must apply its income and property solely towards promoting the objects of the Association as stated in subrule (3). No part of the Association's income or property may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to any Member, officer or employee of the Association.

(5) Definitions

In these rules, unless the contrary intention appears:

"ACT" means the Australian Capital Territory.

"Act" means the *Associations Incorporation Act 1991* (ACT).

"**Associate Member**" means an associate member of the Association.

"**Association**" means the association named at the beginning of this document, whatever its name is for the time being.

"**Committee**" means the committee of the Association.

"**Committee Member**" means a member of the Committee.

"**Corporations Act**" means the *Corporations Act* 2001 (Cth).

"**Delegate**" has the meaning given to it in subrule 31(3).

"**Disability**" refers to the sum of the functional limitations within the individual which impairs the performance of activities of daily living thereby affecting the individual's relationship with the physical, economic and social environment.

"**Financial Year**" means the year ending on 30 June.

"**Full Member**" means a full member of the Association

"**Government Agency**" means a government or government department, a governmental, or semi-governmental or judicial person and a person (whether autonomous or not) charged with administration of any applicable law.

"**Member**" means a member, however described, of the Association.

"**Natural Person Associate Member**" means an Associate Member that is a natural person.

"**Organisation**" means any form of organisation including a body corporate, partnership, trust, association (whether incorporated or unincorporated) and Government Agency.

"**Organisation Associate Member**" means an Associate Member that is an Organisation.

"**Regulations**" means the *Associations Incorporation Regulations* 1991 (ACT).

"**Secretary**" means the person holding office under these rules as secretary of the Association or, where no such person holds that office, the public officer of the Association;

"**Special Resolution**" means a resolution which:

- (a) is passed at a general meeting of the Association, being a meeting of which at least 21 days' notice, accompanied by notice of intention to propose the resolution as a Special Resolution, has been given to the Members of the Association; and
- (b) is passed by at least $\frac{3}{4}$ three-quarters $\frac{3}{4}$ of the votes of those Members of the Association who, being entitled to vote, vote in person or by proxy at the meeting.

(6) **Interpretation of this document**

In these rules:

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- (a) a reference to a function includes a reference to a power, authority and duty; and
 - (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.
- (7) The *Legislation Act 2001* applies to these rules in the same way as it would if these rules were an instrument made under the Act.

PART II - MEMBERSHIP

2. MEMBERSHIP CLASSES, RIGHTS AND QUALIFICATIONS

(1) Classes of membership

There are two classes of membership:

- (a) full membership; and
- (b) associate membership.

(2) Full membership

Full membership is open to women with a Disability who are resident in Australia.

(3) Associate membership

Associate membership is open to:

- (a) women who:
 - (i) are resident in Australia; and
 - (ii) in the reasonable opinion of the Committee, are supportive of the aim and objectives of the Association.
- (b) Organisations which (in the reasonable opinion of the Committee) are supportive of the aim and objectives of the Association.

(4) Rights of membership

- (a) Full Members have the right to vote at general meetings.
- (b) Associate Members cannot vote at general meetings but may attend the general meeting and, if the person chairing the general meeting permits, may speak at the general meeting.

(5) Qualification for membership

A person is qualified to be a Member if:

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- (a) the person is a person referred to in paragraph 21(2)(a) or (b) of the Act and has not ceased to be a Member of the Association at any time after incorporation of the Association under the Act; or
 - (b) the person:
 - (i) has applied for membership in accordance with subrule 3(1);
 - (ii) meets the criteria specified in this rule for the class of membership applied for; and
 - (iii) has been approved for membership of the Association by the Committee of the Association.

3. **APPLICATION FOR MEMBERSHIP**

- (1) An application by a person for membership of the Association:
 - (a) shall be made in writing in the form approved by resolution of the Committee, from time to time;
 - (b) shall specify the class of membership applied for; and
 - (c) shall be lodged with the Secretary of the Association together with the sum payable under these rules by a Member of the class applied for as the entrance fee (if any) and the first year's annual subscription.
- (2) As soon as is practicable after receiving an application for membership, the Secretary shall refer the application to the Committee which shall determine whether to approve or to reject the application.
- (3) Where the Committee approves an application for membership, the Secretary shall notify the applicant of that approval and enter the applicant's name in the register of Members and, upon the name being so entered, the applicant shall become a Member of the Association.
- (4) Where the Committee determines to reject an application for membership, the Secretary shall as soon as practicable after that determination notify the applicant of that rejection and refund any amounts paid by the applicant under paragraph 3(1)(c).

4. **MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE**

A right, privilege or obligation which a person has by reason of being a Member of the Association:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon cessation of the person's membership.

5. **CESSATION OF MEMBERSHIP**

A person ceases to be a Member of the Association if the person:

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- (a) dies or, in the case of a body corporate, is wound up;
 - (b) resigns from membership of the Association;
 - (c) is expelled from the Association; or
 - (d) fails to pay the annual subscription within 60 days of the due date.

6. RESIGNATION OF MEMBERSHIP

- (1) A Member who has paid all amounts payable by the Member to the Association may resign from membership of the Association by first giving notice (being not less than one month or, if the Committee has determined a shorter period, that shorter period) in writing to the Secretary of the Member's intention to resign and, upon the expiration of the period of notice, the Member ceases to be a Member.
- (2) Where a person ceases to be a Member, the Secretary shall cause an appropriate entry to be made in the register of Members recording the date on which the Member ceased to be a Member.

7. FEE, SUBSCRIPTIONS ETC.

- (1) The entrance fee to the Association is the amount determined by resolution of the Committee, from time to time.
- (2) The annual membership fee of the Association is the amount determined by resolution of the Committee, from time to time.
- (3) The annual membership fee is payable:
 - (a) except as provided by paragraph (b), before 1 July in each calendar year; or
 - (b) where a person becomes a Member on or after 1 July in any calendar year, before 1 July in each succeeding calendar year.

8. MEMBERS' LIABILITIES

The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of membership of the Association as required by rule 7.

9. DISCIPLINING OF MEMBERS

- (1) Where the Committee is of the opinion that a Member:
 - (a) has persistently refused or neglected to comply with a provision of these rules; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association,

the Committee may, by resolution:

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- (c) expel the Member from the Association; or
 - (d) suspend the Member from such rights and privileges of membership of the Association as the Committee may determine for a specified period.
- (2) A resolution of the Committee under subrule (1) is of no effect unless the Committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the Member of a notice under subrule (3), confirms the resolution in accordance with this rule.
- (3) Where the Committee passes a resolution under subrule (1), the Secretary shall, as soon as practicable, cause a notice in writing to be served on the Member:
- (a) setting out the resolution of the Committee and the grounds on which it is based;
 - (b) stating that the Member may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the Member that the Member may do either or both of the following:
 - (i) attend and speak at that meeting; and
 - (ii) submit to the Committee at or prior to the date of that meeting written representations relating to the resolution.
- (4) Subject to section 50 of the Act, at a meeting of the Committee mentioned in subrule (2), the Committee shall:
- (a) give to the Member mentioned in subrule (1) an opportunity to make oral representations;
 - (b) give due consideration to any written representations submitted to the Committee by that Member at or prior to the meeting; and
 - (c) by resolution determine whether to confirm or to revoke the resolution of the Committee made under subrule (1).
- (5) Where the Committee confirms a resolution under subrule (4), the Secretary shall, within 7 days after that confirmation, by notice in writing inform the Member of that confirmation and of the Member's right of appeal under rule 10.
- (6) A resolution confirmed by the Committee under subrule (4) does not take effect:
- (a) until the expiration of the period within which the Member is entitled to appeal against the resolution where the Member does not exercise the right of appeal within that period; or
 - (b) where within that period the Member exercises the right of appeal, unless and until the Association confirms the resolution in accordance with subrule 10(4).

10. RIGHT OF APPEAL OF DISCIPLINED MEMBER

- (1) A Member may appeal to the Association in general meeting against a resolution of the Committee which is confirmed under subrule 9(4), within seven days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- (2) Upon receipt of a notice under subrule (1), the Secretary shall notify the Committee which shall convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice or as soon as possible after that date.
- (3) Subject to section 50 of the Act, at a general meeting of the Association convened under subrule (2):
 - (a) no business other than the question of the appeal shall be transacted;
 - (b) the Committee and the Member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - (c) the Members present shall vote by secret ballot on the question of whether the resolution made under subrule 9(4) should be confirmed or revoked.
- (4) If the meeting passes a Special Resolution in favour of the confirmation of the resolution made under subrule 9(4), that resolution is confirmed.

PART III - THE COMMITTEE

11. POWERS OF THE COMMITTEE

The Committee, subject to the Act, the Regulations, these rules, and to any resolution passed by the Association in general meeting:

- (a) shall control and manage the affairs of the Association;
- (b) may exercise all such functions as may be exercised by the Association other than those functions that are required by these rules to be exercised by the Association in general meeting; and
- (c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.

12. CONSTITUTION AND MEMBERSHIP

- (1) The Committee shall consist of 8 Committee Members comprising:
 - (a) 4 Full Members; and
 - (b) 4 Delegates,

each of whom shall be elected pursuant to rule 13 or appointed in accordance with subrule 12(4).

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- (2) The office-bearers of the Association shall be appointed by the Committee and shall comprise:
 - (a) the chairperson (who must be a Full Member);
 - (b) the deputy-chairperson (who must be a Full Member);
 - (c) the treasurer (who may be either a Full Member or an Associate Member (who can be a Natural Person Associate Member or the Delegate of an Organisation Associate Member)); and
 - (d) the Secretary (who may be either a Full Member or an Associate Member (who can be a Natural Person Associate Member or the Delegate of an Organisation Associate Member)).
 - (3) Each Committee Member shall, subject to these rules, hold office until the conclusion of the third annual general meeting following the date of that Committee Member's election and is eligible for re-election at the next annual general meeting.
 - (4) In the event of a vacancy in the membership of the Committee, the Committee may appoint a Member of the Association to fill the vacancy and the Member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

13. **ELECTION OF COMMITTEE MEMBERS**

- (1) Nominations of candidates for election as Committee Members:
 - (a) shall be made in writing, with the consent of the candidate; and
 - (b) shall be sent to the Secretary of the Association by any means (including by e-mail) not less than 7 days before the date fixed for the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Committee shall be deemed to be vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- (6) The ballot for the election of Committee Members shall be conducted at the annual general meeting in such manner as the Committee may direct.
- (7) A person is not eligible to simultaneously hold more than one position on the Committee.

14. **SECRETARY**

- (1) The Secretary of the Association shall, as soon as practicable after being appointed as Secretary, notify the Association of his or her address.
- (2) The Secretary shall keep (or cause to be kept) minutes of:
 - (a) all elections and appointments of Committee Members;
 - (b) the names of Committee Members present at a Committee meeting or a general meeting; and
 - (c) all proceedings at Committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting shall be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

15. **VACANCIES**

- (1) For the purposes of these rules, a vacancy in the office of a Committee Member occurs if the Committee Member:
 - (a) dies;
 - (b) ceases to be a Member of the Association or, in the case of an Organisation Associate Member, ceases to be the Delegate of that Organisation Associate Member;
 - (c) resigns the office;
 - (d) is removed from office pursuant to rule 16;
 - (e) becomes an insolvent under administration within the meaning of the Corporations Act;
 - (f) is disqualified from office under subsection 63 (1) of the Act; or
 - (g) is absent without the consent of the Committee from all meetings of the Committee held during a period of 6 months.

16. **REMOVAL OF COMMITTEE MEMBERS**

The Association in general meeting may by resolution, subject to section 50 of the Act, remove any Committee Member from the office of Committee Member before the expiration of the Committee Member's term of office.

17. **COMMITTEE MEETINGS AND QUORUM**

- (1) The Committee shall meet at least two times in each calendar year at such place and time as the Committee may determine.
- (2) Additional meetings of the Committee may be convened by any Committee Member.

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- (3) The Secretary shall give (or cause to be given) oral or written notice of a meeting of the Committee to each Committee Member at least 48 hours (or such other period as may be unanimously agreed upon by the Committee Members) before the time appointed for the holding of the meeting.
 - (4) Notice of a meeting given under subrule (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Committee Members present at the meeting unanimously agree to treat as urgent business.
 - (5) Any four Committee Members constitute a quorum for the transaction of the business of a meeting of the Committee.
 - (6) No business shall be transacted by the Committee unless a quorum is present and if within half an hour after the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
 - (7) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.
 - (8) At meetings of the Committee:
 - (a) the chairperson or in the absence of the chairperson, the deputy-chairperson shall preside; or
 - (b) if the chairperson and the deputy-chairperson are absent, one of the remaining Committee Members may be chosen by the Committee Members present to preside.

18. **DELEGATION BY COMMITTEE TO SUB-COMMITTEE**

- (1) The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such Members of the Association, or persons who are not Members of the Association, as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:
 - (a) this power of delegation; and
 - (b) a function which is a function imposed on the Committee by the Act, by any other law of the ACT, or by resolution of the Association in general meeting.
- (2) A function, the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

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- (4) Notwithstanding any delegation under this rule, the Committee may continue to exercise any function delegated.
 - (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Committee.
 - (6) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
 - (7) A sub-committee may meet and adjourn as it thinks proper.

19. **VOTING AND DECISIONS**

- (1) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined by a majority of the votes of Committee Members or members of the sub-committee present at the meeting.
- (2) Each Committee Member present at a meeting of the Committee or each member of any sub-committee appointed by the Committee present at any meeting of the sub-committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to subrule 17(5), the Committee may act notwithstanding any vacancy on the Committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee appointed by the Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any Committee Member or member of a sub-committee.

20. **REMUNERATION OF COMMITTEE MEMBERS**

(1) **Committee Members not to receive remuneration**

The Association must not:

- (a) appoint a Committee Member to any salaried office of the Association or any office of the Association paid by fees; or
- (b) pay or give a Committee Member remuneration or other benefits in money or money's worth except, with the approval of the Committee, repayment of out-of-pocket expenses and reasonable interest on money lent or reasonable rent for premises leased to the Association.

(2) **Remuneration for services rendered**

Nothing in this document prevents the payment in good faith of remuneration to any Committee Member, employee or Member of the Association in return for:

- (a) any services actually rendered by them to the Association;
- (b) goods supplied by them in the ordinary and usual way of business;
- (c) the payment of reasonable interest on money borrowed from any Member; or
- (d) reasonable rent for premises leased by any Member to the Association.

21. **DISCLOSURE OF INTERESTS IN CONTRACTS**

- (1) Where a Committee Member has any direct or indirect pecuniary interest in a contract or proposed contract to which the Association is or may be a party, the Committee Member shall:
 - (a) as soon as the interest becomes apparent to the Committee Member - disclose the nature and extent of the interest to the Committee; and
 - (b) disclose the nature and extent of the interest at the next general meeting of the Association.
- (2) A Committee Member who has an interest in a contract or proposed contract shall not take part in making any decision with respect to the contract or proposed contract. At the request of any Member present, the person so interested shall leave the meeting during the discussion of the contract or proposed contract.
- (3) Subrule (1) does not apply to a Committee Member in relation to an interest in a contract or proposed contract that arises only because the Committee Member is an employee of the Association.

PART IV - GENERAL MEETINGS

22. **ANNUAL GENERAL MEETINGS - HOLDING OF**

- (1) With the exception of the first annual general meeting of the Association, the Association shall, at least once in each calendar year and within the period of 5 months after the expiration of each Financial Year of the Association, convene an annual general meeting of its Members.
- (2) The Association shall hold its first annual general meeting:
 - (a) within the period of 18 months after its incorporation under the Act; and
 - (b) within the period of 5 months after the expiration of the first Financial Year of the Association.
- (3) Subrules (1) and (2) have effect subject to the powers of the Registrar-General under section 120 of the Act in relation to extensions of time.

23. ANNUAL GENERAL MEETINGS-CALLING OF AND BUSINESS AT

- (1) The annual general meeting of the Association shall, subject to the Act, be convened on such date and at such place and time as the Committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (b) to receive from the Committee reports on the activities of the Association during the last preceding Financial Year;
 - (c) to elect Committee Members, including office-bearers; and
 - (d) to receive and consider the statement of accounts and the reports that are required to be submitted to Members pursuant to subsection 73(1) of the Act.
- (3) An annual general meeting shall be specified as such in the notice convening it in accordance with rule 23.
- (4) An annual general meeting shall be conducted in accordance with the provisions of this Part.

24. GENERAL MEETINGS - CALLING OF

- (1) The Committee may, whenever it thinks fit, convene a general meeting of the Association.
- (2) The Committee shall, on the requisition in writing of not less than 10 Full Members of the Association, convene a general meeting of the Association.
- (3) A requisition of Members for a general meeting:
 - (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the Members making the requisition;
 - (c) shall be lodged with the Secretary; and
 - (d) may consist of several documents in a similar form, each signed by 1 or more of the Members making the requisition.
- (4) If the Committee fails to convene a general meeting within 1 month after the date on which a requisition of Members for the meeting is lodged with the Secretary, any 1 or more of the Members who made the requisition may convene a general meeting to be held not later than 3 months after that date.
- (5) A general meeting convened by a Member or Members referred to in subrule (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee and any Member who thereby incurs expense is entitled to be reimbursed by the Association for any reasonable expense so incurred.

25. **NOTICE**

- (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a Special Resolution of the Association, the Secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent or circulated to each Member or published (as the Committee thinks fit), a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a Special Resolution of the Association, the Secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each Member in the manner provided in subrule (1) specifying, in addition to the matter required under that subrule, the intention to propose the resolution as a Special Resolution.
- (3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to subrule 23(2).
- (4) A Member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who shall include that business (or cause it to be included) in the next notice calling a general meeting given after receipt of the notice from the Member.

26. **GENERAL MEETINGS - PROCEDURE AND QUORUM**

- (1) No item of business shall be transacted at a general meeting unless a quorum of Members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Ten Members present in person (being Members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting, except in the event of a general meeting called to wind up the Association, in which case the quorum is 3 such Members.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of Members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being not less than three) shall constitute a quorum.

27. **PRESIDING MEMBER**

- (1) The chairperson, or in the absence of the chairperson, the deputy-chairperson, shall preside at each general meeting of the Association.

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- (2) If the chairperson and the deputy-chairperson are absent from a general meeting, the Members present shall elect one of their number to preside at the meeting.

28. ADJOURNMENT

- (1) The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for 14 days or more, the Secretary shall give (or cause to be given) notice (in the manner in which notice of the meeting that was adjourned was given) of the adjourned meeting to each Member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subrules (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

29. MAKING OF DECISIONS

- (1) A question arising at a general meeting of the Association shall be determined on a show of hands by Full Members and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or 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. For the avoidance of doubt, the expression "show of hands" in relation to a resolution includes an indication by a person by whatever means that the person is in favour of or against that resolution.
- (2) At a general meeting of the Association, a poll may be demanded by the person presiding or by not less than three Full Members present in person or by proxy at the meeting.
- (3) Where the poll is demanded at a general meeting, the poll shall be taken:
- (a) immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment;
 - or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

30. VOTING

- (1) Subject to subrule (3), upon any question arising at a general meeting of the Association a Full Member has one vote only.

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- (2) All votes shall be given personally or by proxy but no Member may hold more than five proxies.
 - (3) In the case of an equality of votes on a question at a general meeting, the person presiding is entitled to exercise a second or casting vote.
 - (4) A Full Member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the Member or proxy to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

31. **APPOINTMENT OF PROXIES AND DELEGATES**

- (1) Each Member shall be entitled to appoint another Member as 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.
- (2) The notice appointing the proxy shall be in the form set out in Appendix 1 to these rules or, if any other form has been approved by resolution of the Committee, that other form.
- (3) An Organisation Associate Member may appoint a woman with a Disability as its delegate ("**Delegate**") to be nominated and, if elected, to act as a Committee Member.
- (4) An Organisation Associate Member may revoke an appointment of a Delegate under subrule (3) by notice in writing to the Association and the revocation will take effect at the time it is received by the Association or the time (if any) specified in the notice of revocation (whichever is later).
- (5) An Organisation Associate Member can only appoint one Delegate at any one time.

PART V – FINANCE AND AUDIT

32. **FUNDS-SOURCE**

- (1) The funds of the Association shall be derived from entrance fees and annual subscriptions of Members, donations and, subject to any resolution passed by the Association in general meeting and subject to section 114 of the Act, such other sources as the Committee determines.
- (2) All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- (3) The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

33. **FUNDS-MANAGEMENT**

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the Committee determines.

(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 Committee Members or employees of the Association, being Committee Members or employees authorised to do so by the Committee.

(3) The Association shall collect and receive all moneys due to the Association and make all payments authorised by the Association.

34. ACCOUNTING RECORDS

(1) The Association shall keep accounting records that correctly record and explain the transactions (including any transactions as trustee) and financial position of the Association, and shall keep its accounting records in such a way that:

(a) true and fair accounts of the Association can be prepared from time to time;

(b) the accounts show the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association; and

(c) a statement of the accounts of the Association can conveniently and properly be audited.

(2) The Association shall retain its accounting records for at least 7 years after the transactions to which they relate were completed.

35. APPOINTMENT OF AUDITOR

(1) The Committee shall appoint a suitably qualified person (not being a Committee Member or the public officer) as auditor. The auditor shall examine the accounts of the Association and prepare an auditor's report in accordance with the Act.

(2) The Committee shall take reasonable steps to ensure that the audit of the accounts is completed at least 14 days before the audited statement of accounts is required to be presented at the annual general meeting of the Association.

36. POWERS AND DUTIES OF AUDITOR

The employees and officers of the Association must give the auditor access at all reasonable times to the accounting records and other records of the Association and is entitled to obtain from any Committee Member, officer or employee of the Association such information and explanations as the auditor requires for the purpose of auditing the accounts.

PART VI – MISCELLANEOUS

37. ALTERATION OF OBJECTS AND RULES

(1) Subject to subrule (3), the objects of the Association and these rules may be altered by Special Resolution at a general meeting.

(2) The proposed alterations shall be included in the notice calling the general meeting.

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- (3) Neither the objects of the Association referred to in section 29 of the Act nor these rules shall be altered except in accordance with the Act.

38. REGISTER OF MEMBERS

- (1) The Association shall keep and maintain a register of its Members and shall enter in the register the following particulars for each Member:
- (a) the Member's name and address;
 - (b) the Member's class of membership;
 - (c) the date of admission to membership; and
 - (d) the date of termination of membership.
- (2) The register of Members must be available for inspection by Members during reasonable times at a place in the ACT determined by the Committee and notified to Members by publication in each annual return.

39. COMMON SEAL

- (1) The common seal of the Association shall be kept in the custody of the Secretary.
- (2) The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures either of 2 Committee Members or of 1 Committee Member and of the Secretary.

40. CUSTODY OF BOOKS

Subject to the Act, the Regulations and these rules, the Secretary shall keep in his or her custody or under his or her control all records, books, and other documents relating to the Association.

41. INSPECTION OF BOOKS

The records, books and other documents of the Association shall be open to inspection at a place in the ACT, free of charge, by a Member of the Association during business hours.

42. SERVICE OF NOTICE

- (1) For the purpose of these rules, a notice may be served by or on behalf of the Association upon any Member either personally or by sending it by post to the Member at the Member's address shown in the register of Members.
- (2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

43. **SURPLUS PROPERTY ON DISSOLUTION OR WINDING UP**

- (1) In the event of the dissolution or winding up of the Association, any surplus property must not be paid to Members but must be paid or transferred to the association, fund, authority or institution chosen under subrule (2).
- (2) At or before the dissolution or winding up of the Association, the Association shall pass a Special Resolution nominating:
 - (a) another association for the purpose of section 92(1)(a) of the Act; or
 - (b) a fund, authority or institution for the purpose of section 92(1)(b) of the Act,in which it is to vest its surplus property in the event of the dissolution or winding up of the Association.
- (3) An association nominated under paragraph (2)(a) must fulfil the requirements specified in subsection 92(2) of the Act.

44. **PUBLIC OFFICER**

- (1) The Committee shall appoint a person resident in the ACT to be the public officer of the Association. The public officer must be at least 18 years of age.
- (2) If the office of public officer becomes vacant, the Committee shall, within 14 days after it becomes vacant, appoint a person resident in the ACT to fill the vacancy.
- (3) The office of public officer becomes vacant if the person holding that office:
 - (a) is removed as public officer by resolution of the Committee;
 - (b) resigns from office by notice in writing to the Committee;
 - (c) dies;
 - (d) becomes an insolvent under administration within the meaning of the Corporations Act;
 - (e) suffers from or develops a Disability of such severity that, in the reasonable opinion of the Committee, the person is incapable of acting as public officer;
 - (f) is convicted of an indictable offence in relation to the promotion, formation or management of a body corporate, or of an offence involving fraud or dishonesty punishable by imprisonment for a period of 3 months or more; or
 - (g) ceases to be a resident of the ACT.

APPENDIX 1

Subrule 31(2)

FORM OF APPOINTMENT OF PROXY

I [full name] of [address]

being a member of [name of incorporated association] appoint [full name of proxy] of [address]

being a/an* full member/associate member* of that Incorporated Association, as my proxy to vote for me on my behalf at the annual/special* general meeting of the Association to be held on [date of meeting] and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against the following resolution [insert details].

Signed

Date

*delete if not applicable.

NOTE: A proxy vote may not be given to a person who is not a member of the Association. An associate member is not entitled to vote at any meeting of the Incorporated Association.