



**Rules of Association for
EV Incorporated**

A0001818X

Passed at the Special General Meeting 30th August 2022

Approved by Consumer Affairs Victoria on 7th November 2022

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*Under section 46 of **The Associations Incorporation Reform Act 2012**, these Rules are taken to constitute the terms of a contract between Eastern Volunteer Resource Centre Incorporated and its members.*

PART 1—PRELIMINARY

1 Name

The name of the incorporated association is "EV", in this document also referred to as "The Association", Registration No. A1818

2 Purposes

The purposes of The Association are—

Point 1: We support individuals and groups wishing to volunteer into meaningful volunteer opportunities in their communities.

Point 2: We support organisations and community groups who utilise volunteer workforces in the delivery of community services especially small to medium organisations and organisations serving the more vulnerable communities.

Point 3: We promote in policy and community planning the role of volunteer workforces and promote volunteering within the wider community.

Point 4: We provide community transport services for those over 65 years of age, those experiencing disability and those who are transport disadvantaged.

Point 5: We provide aged care and disability services to meet the needs of the communities we operate within.

Point 6: We work to strengthen community and not for profit organisations through a range of consulting services to ensure the maintenance of a diverse and supported community sector.

Point 7: We work to strengthen communities through the provision of community services.

3 Financial year

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

4 Definitions

In these Rules—

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

Chairperson, of a general meeting or Board meeting, means the person chairing the meeting as required under rule 46;

Board means the Board of Governance having management of the business of The Association;

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

Board member means a member of the Board of Governance elected or appointed under Division 3 of Part 5;

Disciplinary appeal meeting means a meeting of the members of The Association convened under rule 23(3);

Disciplinary meeting means a meeting of the Board of Governance convened for the purposes of rule 22;

disciplinary subcommittee means the subcommittee appointed under rule 20;

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

general meeting means a general meeting of the members of The Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

member means a member of The Association;

member entitled to vote means a member who under rule 13(2) is entitled to vote at a general meeting;

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

the Act means Associations Incorporation Reform Act 2012 and includes any regulations made under that Act;

the Registrar means the Registrar of Incorporated Associations or the ACNC whichever is the relevant authority.

PART 2—POWERS OF ASSOCIATION

5 Powers of Association

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

6 Not for profit organisation

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

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

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7 Minimum number of members

The Association must have at least 5 members.

8 Who is eligible to be a member

Any person not employed by the Association who supports the purposes of The Association is eligible for membership.

9 Application for membership

- (1) A person or organisation that applies and is approved for membership as provided in these Rules is eligible to be a member of The Association on payment of the entrance fee and annual subscription payable under these Rules.
- (2) The entrance fee and annual subscription are the relevant amounts as set by the Board and the annual subscription is payable in advance, on or before the Annual General Meeting each year.
- (3) A person or organisation will not be admitted to membership unless:
 - (a) The person or organisation applies for membership as per these Rules; and
 - (b) The admission as a member is approved by the Secretary on behalf of the Board.
- (4) To become or remain a member of The Association, a person or organisation must:
 - (a) Fill out an Application for Membership form (Appendix 1) and return the form together with any fees applicable to the Secretary at the registered office of The Association; and
 - (b) Comply with the Rules of The Association.

10 Categories of Membership

When applying for membership of The Association, an applicant must, when completing an Application for Membership form, indicate which category of membership the applicant is applying for.

- (1) Individual Membership: Available to all persons wishing to become a member of The Association.
- (2) Organisation Membership: Available to associations or organisations who work in cooperation with The Association

- (3) Honorary Life Membership: Honorary Life Membership may be conferred on a member or former member who has given outstanding service to The Association. Life members will not pay membership fees.

11 Consideration of Application

- (1) As soon as practicable after an application for membership is received, the Secretary must (under delegation by the Board) consider the application and determine whether to accept or reject the application.
 - (a) If the Secretary approves an application for membership, the Secretary must, as soon as practicable notify the applicant in writing of the approval for membership and refer the name of new member to the next available Board meeting for recording in the minutes.
 - (b) The Secretary must, within 28 days after approval enter the applicant's name in the appropriate section of the register of members.
 - (c) An applicant for membership becomes a member and is entitled to exercise the applicable rights of membership when the person's or organisation's name is entered in the register of members.
 - (d) If the Secretary determines that an application should be rejected the Secretary must, as soon as practicable refer the application to the Board and provide reasons for the decision in writing. The decision of the Board shall be final.
 - (e) The Secretary shall notify the applicant in writing of the Board's decision. If the Board rejects the application the Secretary may provide the reasons for the decision.

12 Annual subscription and fee on joining

- (1) At each annual general meeting, The Association must determine—
 - (a) the amount of the annual subscription (if any) for the following financial year; and
 - (b) the date for payment of the annual subscription.
- (2) The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
 - (a) the full annual subscription; or
 - (b) a pro rata annual subscription based on the remaining part of the financial year; or
 - (c) fixed amount determined from time to time by The Association.
- (3) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

13 General rights of members

- (1) A member of the association who is entitled to vote has the right—
 - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a general meeting; and
 - (c) to attend and be heard at general meetings; and
 - (d) to vote at a general meeting; and
 - (e) to have access to the minutes of general meetings and other documents of The Association as provided under rule 75; and
 - (f) to inspect the register of members.
- (2) A member is entitled to vote if—
 - (a) more than 10 business days have passed since he or she became a member of The Association; and
 - (b) the member's membership rights are not suspended for any reason.

14 Associate members – no provision is made for associate members

15 Rights not transferable

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

16 Ceasing membership

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

17 Resigning as a member

- (1) A member may resign by notice in writing given to The Association.
- (2) A member is taken to have resigned if—
 - (a) the member's annual subscription is more than 12 months in arrears; or
 - (b) where no annual subscription is payable—
 - (i) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
 - (ii) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

18 Register of members

- (1) The Secretary must keep and maintain a register of members that includes—
 - (a) for each current member—
 - (i) the member's name;
 - (ii) the address for notice last given by the member;
 - (iii) the date of becoming a member;
 - (iv) any other information determined by the Board and
 - (b) for each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

Division 2—Disciplinary Action

19 Grounds for taking disciplinary action

The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member—

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of The Association; or
- (c) has engaged in conduct prejudicial to The Association.

20 Disciplinary subcommittee

- (1) If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary subcommittee—
 - (a) may be Board members, members of The Association or anyone else; but
 - (b) must not be biased against, or in favour of, the member concerned.

21 Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
 - (a) stating that The Association proposes to take disciplinary action against the member; and
 - (b) stating the grounds for the proposed disciplinary action; and

- (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*); and
 - (d) advising the member that he or she may do one or both of the following—
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (e) setting out the member's appeal rights under rule 23.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

22 Decision of subcommittee

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
- (a) give the member an opportunity to be heard; and
 - (b) consider any written statement submitted by the member.
- (2) After complying with sub-rule (1), the disciplinary subcommittee may—
- (a) take no further action against the member; or
 - (b) subject to sub-rule (3)—
 - (i) reprimand the member; or
 - (ii) suspend the membership rights of the member for a specified period; or
 - (iii) expel the member from The Association.
- (3) The disciplinary subcommittee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

23 Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from The Association under rule 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
- (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the Secretary not later than 48 hours after the vote.

- (3) If a person has given notice under sub-rule (2), a disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of The Association who is entitled to vote as soon as practicable and must—
 - (a) specify the date, time and place of the meeting; and
 - (b) state—
 - (i) the name of the person against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and
 - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

24 Conduct of disciplinary appeal meeting

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

Division 3—Grievance procedure

25 Application

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

- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

26 Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

27 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days—
 - (a) notify the Board of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - (i) if the dispute is between a member and another member—a person appointed by the Board; or
 - (ii) if the dispute is between a member and the Board or The Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Board may be a member or former member of The Association but in any case must not be a person who—
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.

28 Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must—
 - (a) give each party every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

29 Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

30 Annual general meetings

- (1) The Board must convene an annual general meeting of The Association to be held within 5 months after the end of each financial year.
- (2) Despite sub-rule (1), The Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The Board may determine the date, time and place of the annual general meeting.
- (4) The ordinary business of the annual general meeting is as follows—
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (b) to receive and consider—
 - (i) the annual report of the Board on the activities of The Association during the preceding financial year; and
 - (ii) the financial statements of The Association for the preceding financial year submitted by the Board in accordance with Part 7 of the Act;
 - (c) to elect the members of the Board;
 - (d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

31 Special general meetings

- (1) Any general meeting of The Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Board may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 33 may be conducted at the meeting.

32 Special general meeting held at request of members

- (1) The Board must convene a special general meeting if a request to do so is made in accordance with sub-rule (2) by at least 10% of the total number of members.
- (2) A request for a special general meeting must—

- (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the members requesting the meeting; and
 - (d) be given to the Secretary.
- (3) If the Board does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under sub-rule (3)—
- (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under sub-rule (3).

33 Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 32(3), the members convening the meeting) must give to each member of The Association—
- (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must—
- (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is to be proposed—
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution;
- (3) This rule does not apply to a disciplinary appeal meeting.

34 Proxies

No proxies are allowed under The Association's current Rules.

35 Use of technology

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

36 Quorum at general meetings

- (3) No business may be conducted at a general meeting unless a quorum of members is present.
- (4) The quorum for a general meeting is the presence (physically or as allowed under rule 35) of 10% of the members entitled to vote.
- (5) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
 - (a) in the case of a meeting convened by, or at the request of, members under rule 32— the meeting must be dissolved;
 - (b) in any other case—
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (6) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under sub-rule (3)(b), the members present at the meeting (if not fewer than 5) may proceed with the business of the meeting as if a quorum were present.

37 Adjournment of general meeting

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting sub-rule (1), a meeting may be adjourned—
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 33.

38 Voting at general meeting

- (1) On any question arising at a general meeting—
 - (a) subject to sub-rule (3), each member who is entitled to vote has one vote; and
 - (b) members may only vote personally;
 - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

39 Special resolutions

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

40 Determining whether resolution carried

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost—and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question—
 - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.

- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

41 Minutes of general meeting

- (1) The Board, under delegation to the General Manager, must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
 - (a) the names of the members attending the meeting; and
 - (b) the financial statements submitted to the members in accordance with rule 30(4)(b)(ii); and
 - (c) the certificate signed by two Board members certifying that the financial statements give a true and fair view of the financial position and performance of The Association; and
 - (d) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5— BOARD

Division 1—Powers of Board

42 Role and powers

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

43 Delegation

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

- (3) The Board may, in writing, revoke a delegation wholly or in part.
- ~~(4) Subject to the direction of the Board the CEO is responsible for:
 - ~~(a) Implementation of policy and decisions of the Board;~~
 - ~~(b) The day to day management of THE ASSOCIATION~~
 - ~~(c) Appointment and removal staff; and~~
 - ~~(d) Dealing with the correspondence of THE ASSOCIATION~~~~

Division 2—Composition of Board and duties of members

44 Composition of Board of Governance

The Board will be a skilled based Board and consist of—

- (1) a Chairperson; and
- ~~(2) a Vice Chairperson; and~~
- (3) a Secretary; and
- (4) a Treasurer; and
- (5) Ordinary members (if any) elected under rule 53.
- (6) The Chair, Secretary and Treasurer form the executive.

45 General Duties

- (1) As soon as practicable after being elected or appointed to the Board, each Board member must become familiar with these Rules and the Act.
- (2) The Board is collectively responsible for ensuring that The Association complies with the Act and that individual members of the Board comply with these Rules.
- (3) Board members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Board members must exercise their powers and discharge their duties—
 - (a) in good faith in the best interests of The Association; and
 - (b) for a proper purpose.
- (5) Board members and former Board members must not make improper use of—
 - (a) their position; or
 - (b) information acquired by virtue of holding their position—

so as to gain an advantage for themselves or any other person or to cause detriment to The Association.

- (6) In addition to any duties imposed by these Rules, a Board member must perform any other duties imposed from time to time by resolution at a general meeting.

46 Chairperson

- (1) Subject to sub-rule (2), the Chairperson or, in the Chairperson's absence, a member of the Executive is the Chairperson for any general meetings and for any Board meetings.
- (2) If the Chairperson or another member of the Executive ~~and the Vice-Chairperson are both~~ are absent, or are unable to preside, the Chairperson of the meeting must be—
 - (a) in the case of a general meeting—a member elected by the other members present; or
 - (b) in the case of a Board meeting—a Board member elected by the other Board members present.

47 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 must—
 - (a) maintain the register of members in accordance with rule 18; and
 - (b) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (c) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

48 Treasurer

- (1) The Treasurer must—
 - (a) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.
- (2) (3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

Division 3—Election of Board members and tenure of office

49 Who is eligible to be a Board member

A member is eligible to be elected or appointed as a Board member if the member—

- (a) is 18 years or over; and
- (b) is entitled to vote at a general meeting.
- (c) Possess the necessary governance skills and/or competencies as defined in Governance Procedures.

50 Positions to be declared vacant

(1) This rule applies to—

- (a) the first annual general meeting of The Association after its incorporation; or
- (b) any subsequent annual general meeting of The Association, after the annual report and financial statements of The Association have been received.

(2) The Chairperson of the meeting must declare all positions on the Board vacant and hold elections for those positions in accordance with rules 51 to 54.

51 Nominations

(1) Employees of The Association may not nominate for positions on the Board.

(2) Nominations of candidates for election as officers of the Board or as ordinary members of the Board must be:

- (a) made in writing, signed by two members of The Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination);
- (b) made on the form for Nominations; and
- (c) delivered electronically to the Secretary at the registered office of The Association not less than 7 business days before the date fixed for the holding of the Annual General Meeting.

(3) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

52 Election of Executive

(1) At the annual general meeting, separate elections must be held for each of the following positions—

- (a) Chairperson;
- (b) Secretary;
- (c) Treasurer.

- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with rule 54.
- (4) On his or her election, the new Chairperson may take over as Chairperson of the meeting.

53 Election of ordinary members

- (1) The annual general meeting must by resolution decide the number of ordinary members of the Board (if any) it wishes to hold office for the next year.
- (2) A single election may be held to fill all of those positions.
- (3) If the number of members nominated for the position of ordinary Board member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 54.

54 Ballot

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a blank piece of paper to each member present in person.
- (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than one position—
 - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - (b) the voter must not write the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with sub-rule (7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.

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

55 Term of office

- (1) Subject to sub-rule (3) and rule 56, a Board member holds office until the positions of the Board are declared vacant at the next annual general meeting.
- (2) A Board member may be re-elected.
- (3) A general meeting of The Association may—
- (a) by special resolution remove a Board member from office; and
 - (b) elect an eligible member of The Association to fill the vacant position in accordance with this Division.
- (4) A member who is the subject of a proposed special resolution under sub-rule (3)(a) may make representations in writing to the Secretary or Chairperson of The Association (not exceeding a reasonable length) and may request that the representations be provided to the members of The Association.
- (5) The Secretary or the Chairperson may give a copy of the representations to each member of The Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

56 Vacation of office

- (1) A Board member may resign from the Board by written notice addressed to the Board.
- (2) A person ceases to be a Board member if he or she—
- (a) ceases to be a member of The Association; or
 - (b) fails to attend 3 consecutive Board meetings (other than special or urgent Board meetings) without leave of absence under rule 67; or
 - (c) otherwise ceases to be a Board member by operation of section 78 of the Act.

57 Filling casual vacancies

- (1) The Board may appoint an eligible member of The Association to fill a position on the Board that—

- (a) has become vacant under rule 56; or
 - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Board must appoint a member to the position within 14 days after the vacancy arises.
 - (3) Rule 55 applies to any Board member appointed by the Board under sub-rule (1) or (2).
 - (4) The Board may continue to act despite any vacancy in its membership.

Division 4—Meetings of Board

58 Meetings of Board

- (1) The Board must meet at least 4 times in each year at the dates, times and places determined by the Board as defined in its Board Calendar.
- (2) The date, time and place of the first Board meeting must be determined by the members of the Board as soon as practicable after the annual general meeting of The Association at which the members of the Board were elected.
- (3) Special Board meetings may be convened by the Chairperson or by a majority of the Board.
- ~~(4) An Executive Committee comprising the office bearers of the Board and assisted by the General Manager shall exercise any of the powers of the Board between meetings of the Board except for the power of delegation and the power to make rules and set policy~~
- ~~(5) The Executive Committee will meet at any time or place as determined by the Executive Committee. The Chairperson or in his/her absence, the Vice Chairperson may, at any time, call a special Executive Committee Meeting.~~
- ~~(6) Any decisions taken by the Executive Committee on behalf of the Board must be documented and a copy sent to each member of the Board.~~

59 Notice of meetings

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

60 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 provided that as much notice as practicable is given to each Board member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Board.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.
- (4) In the case of decision by circular resolution any resolution made must be passed by an absolute majority of the Board and documented in the minutes of the next Board meeting.

61 Procedure and order of business

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

62 Use of technology

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

63 Quorum

- (1) No business may be conducted at a Board meeting unless a quorum is present.
- (2) The quorum for a Board meeting is the presence (in person or as allowed under rule 62) of a majority of Board members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting—
 - (a) in the case of a special meeting—the meeting lapses;
 - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 59.

64 Voting

- (1) On any question arising at a Board meeting, each Board member present at the meeting has one vote.
- (2) A motion is carried if a majority of Board members present at the meeting vote in favour of the motion.

- (3) Sub-rule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the-Board.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

65 Conflict of interest

(1) A Board member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Board

(2) The member—

- (a) must not be present while the matter is being considered at the meeting; and
- (b) must not vote on the matter.

Note

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

(3) This rule does not apply to a material personal interest—

- (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
- (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

66 Minutes of meeting

- (6) The Board must ensure that minutes are taken and kept of each committee meeting.
- (7) The minutes must record the following—
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under rule 65.

67 Leave of absence

- (1) The Board may grant a Board member leave of absence from Board meetings for a period not exceeding 3 months.

- (2) The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Board member to seek the leave in advance.

PART 6—FINANCIAL MATTERS

68 Source of funds

The funds of The Association may be derived from joining fees, annual subscriptions, user payments, rentals, donations, fund-raising activities, grants, interest and any other sources approved by the Board.

69 Management of funds

- (1) The Association must open an account with a financial institution from which all expenditure of The Association is made and into which all of The Association' revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of The Association, the Board may approve expenditure on behalf of The Association and within the current delegation authority.
- (3) The Board may authorise the Treasurer to expend funds on behalf of the association (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by a minimum of two authorised persons delegated by the Board.
- (5) All funds of The Association must be deposited into the financial account of The Association no later than 5 working days after receipt.
- (6) With the approval of the Board, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

70 Financial records

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

71 Financial statements

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

PART 7—GENERAL MATTERS

72 The Association does not have a common seal.

73 Registered address

The registered address of The Association is—

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

74 Notice requirements

- (1) Any notice required to be given to a member or a Board member under these Rules may be given—
 - (a) by handing the notice to the member personally; or
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) by email or facsimile transmission.
- (2) Sub-rule (1) does not apply to notice given under rule 60.
- (3) Any notice required to be given to the association or the Board may be given -
 - (a) by handing the notice to a member of the Board; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or

- (d) if the Board determines that it is appropriate in the circumstances—
 - (i) by email to the email address of The Association or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of Eastern Volunteers.

75 Custody and inspection of books and records

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

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

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

76 Winding up and cancellation

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of The Association, the surplus assets of The Association must not be distributed to any members or former members of The Association.

(3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to The Association and which is not carried on for the profit or gain of its individual members.

(4) The body to which the surplus assets are to be given must be decided by special resolution.

77 Alteration of Rules

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

All Rule numbers refer to the Model Rules.

- (1) **Definitions: Rule 4** – “Associate Member” has been removed
- (2) **Membership: Rules 9, 10 & 11** modified to allow for the Secretary to manage Membership Applications
- (3) **Associate Members: Rule 14** no provision for associate members
- (4) **Proxies: Rules 34** modified as THE ASSOCIATION does not allow for Proxy votes
- (5) **Proxies: Rules 36, 38 & 39** modified to remove the option for voting by proxy.
- (6) **Quorum: Rule 36(4)** - Quorum at Adjournment Meeting is the same as THE ASSOCIATION present Rules - Members not fewer than “5”
- (7) **Minutes of General Meeting: Rule 41** - Reference to proxy forms has been omitted. The words “under delegation to the General Manager” have been inserted in the first line
- (8) **Roles and Power of Board: Rule 42(4)** – Appointment of the General Manager inserted
Rule 42(5) – Appointment of Auditor by the Board
- (9) **Delegation: Rule 43(4)** – Role of General Manager inserted
- (10) **Treasurer: Rule 48** Role of Treasurer from THE ASSOCIATION current Rules to cover delegation of signatures for cheque signing etc.
- (11) **Nominations: Rule 51** – Nominations for Board Positions must be received
Rule 51 has been modified to exclude paid staff from Board positions.
- (12) **Meetings of Board: Rule 58** modified to include meetings of Executive Committee
- (13) **Conflict of Interest: Rule 65** – THE ASSOCIATION’ Rules inserted
- (14) **Management of Funds: Rule 69(4)** – Cheque signatories delegated by the Board

