



Gippsland East Local Learning & Employment Network

RULES of ASSOCIATION

2016

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Associations Incorporation Reform Regulations 2012 (VIC)

RULES FOR THE GIPPSLAND EAST LOCAL LEARNING & EMPLOYMENT NETWORK INCORPORATED

PART 1 – PRELIMINARY

1. Name

The name of the incorporated association is “Gippsland East Local Learning & Employment Network Incorporated” (in these Rules called the Association).

2. Purposes

The purposes of the Association are:

- a) to foster youth educational engagement, attainment and effective transitions within the East Gippsland and Wellington Shires; and
- b) to better adapt education and training to local community needs.

3. Financial year

The financial year of the Association is each period of 12 months ending on 31 December.

4. Definitions

In these Rules:

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

Board means the Board of Management of the Association;

Board member means a person appointed to the Board;

community member means a member who is an individual person as distinct from an organisational member;

Department means Department of Education and Early Childhood Development or its successors;

Executive Officer employed by the Association to provide leadership on behalf of the Board in delivering agreed outcomes;

general meeting means a general meeting of members convened in accordance with Rules 18, 19 or 20;

Guidelines means the *Guidelines for the Operation of Local Learning and Employment Networks* published by the Department of Education and Early Childhood Development as amended from time to time;

member means member of the Association who may either be a community member or an Organisational Member;

membership category means any of the categories set out in Appendix 1;

organisational member means a member which is an organisation as distinct from an individual person;

Registrar means the Registrar of Incorporated Associations;

representative means a person appointed under Rule 6(3) to represent an organisational member.

PART 2 – POWERS OF ASSOCIATION

5. Not for profit organisation

- 1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- 2) Subrule (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 members was not a member.

PART 3 – MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

6. Application for membership

- 1) To apply to become a member of the Association, a person must submit a written application to the Board Secretary stating that the person –
 - a) wishes to become a member of the Association; and
 - b) supports the purposes of the Association; and
 - c) agrees to comply with these rules.
- 2) The application must indicate whether it is for organisational or community membership.
- 3) Organisational members must nominate a representative.
- 4) Membership must be within a single category, as identified in Appendix 1, and determined by the Secretary.
- 5) No fees, subscriptions or other payments are required from members.

7. General rights of members

- 1) A member of the Association who is entitled to vote has the right to –

- a) receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - b) submit items of business for consideration at a general meeting; and
 - c) attend and be heard at general meetings; and
 - d) vote at a general meeting; and
 - e) have access to the minutes of general meetings and other documents of the Association as provided under Rule 61; and
 - f) inspect the register of members.
- 2) A member is entitled to vote if -
- a) the member is a member other than an associate member; and
 - b) more than 10 business days have passed since he or she became a member of the Association; and
 - c) the member's membership rights are not suspended for any reason.
- 3) An organisational member must appoint an individual to act as its Representative.
- a) A representative shall exercise all or any of the powers the organisational member may exercise:
 - i. at a meeting of members; or
 - ii. relating to resolutions to be passed without a meeting of members.
 - b) An instrument appointing a Representative must be in such form as the Board determines from time to time.
 - c) An organisational member may revoke the appointment of a representative by giving written notice to the Secretary.

8. Associate members

- 1) Associate members of the Association include –
 - a) Any members under the age of 15 years; and
 - b) Any other category of member as determined by special resolution at a general meeting.
- 2) An associate member must not vote but may have other rights as determined by the Board or by resolution at a general meeting.

9. Rights not transferable

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

10. 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.

11. 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 Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
 - b) The member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

12. 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; and
 - ii. a representative name for an organisational member; and
 - iii. the address of notice last given by the member; and
 - iv. the date of becoming a member; and
 - v. if the members is an associate member, a note to that effect; and
 - vi. the class of membership, i.e. community or organisational member; and
 - vii. the membership category as determined by Appendix 1; and
 - viii. any other information determined by the Board; and
 - b) for each former member, the date of ceasing to be a member.name, address and date of admission of each Member.

Note

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the register of members.

13. Grievance procedure application

The grievance procedure applies to disputes under these Rules between a –

- a) member and another member;
- b) member and the Board;
- c) member and the association.

14. 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.

15. Appointment of mediator

- 1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 14, 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 of 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.

16. 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.

17. 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

18. 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) The Board may determine the date, time and place of the annual general meeting.
- 3) The ordinary business of the annual general meeting shall be to:
 - a) confirm the minutes of the previous annual general meeting and of any special general meeting held since then; and
 - b) 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) elect members of the Board.

- 4) The annual General Meeting may also conduct any other business of which notice has been given in accordance with these Rules.

19. Special general meetings

- 1) Any general meeting of the Association, other than an annual general 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 21 may be conducted at the meeting.

20. 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 subrule (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 subrule (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 subrule (3).

21. Notice of general meetings

- 1) The Secretary (or, in the case of a special general meeting convened under rule 23(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; and
- d) comply with rule 22(5).

22. Proxies

- 1) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting.
- 2) A proxy shall be a community member or a person who is a representative of an organisational member.
- 3) The appointment of a proxy must be in writing and signed by the member making the appointment.
- 4) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- 5) The member may use the Board approved form set out in any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- 6) Notice of a general meeting given to a member under rule 21 must—
 - a) state that the member may appoint another member as a proxy for the meeting; and
 - b) include a copy of any form that the Board has approved for the appointment of a proxy.
- 7) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- 8) A form appointing a proxy sent by post or electronically has no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

23. 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 subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

24. Quorum at general meetings

- 1) No business may be conducted at a general meeting unless a quorum of members is present.
- 2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 23) of 10% of the members entitled to vote.
- 3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
 - a) in the case of a meeting convened by, or at the request of, members under rule 22—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.

Note

If a meeting convened by, or at the request of, members is dissolved under subrule (3)(a), the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 20.

- 4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

25. 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 subrule (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 21.

26. Voting at general meeting

- 1) On any question arising at a general meeting—
 - a) subject to subrule (3), each member who is entitled to vote has one vote; and
 - b) members may vote personally or by proxy; and
 - c) except in the case of a special resolution, the question must be decided on a majority of votes.
- 2) If votes are divided equally on a question, the Chairperson of the meeting has 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.

27. Special resolutions

- 1) A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.
- 2) A special resolution is required—

- a) to remove a Board member from office ;
- b) to alter these Rules, including changing the name or any of the purposes of the Association.

28. 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.

29. Minutes of general meeting

- 1) The Board must ensure that minutes are taken and kept of each general meeting.
- 2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 3) In addition, the minutes of each annual general meeting must include—
- a) the names of the members attending the meeting; and
 - b) proxy forms given to the Chairperson of the meeting under rule 22(7); and
 - c) the financial statements submitted to the members in accordance with rule 18(3)(b)(ii); and
 - d) 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
 - e) 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

30. Role and powers

- 1) The business of the Association must be managed by or under the direction of a Board of management.

- 2) The Board may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- 3) The Board may—
 - a) appoint and remove the Executive Officer;
 - b) establish subcommittees consisting of members with terms of reference it considers appropriate.

31. Delegation

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

32. Composition of Board

- 1) The Board consists of —
 - a) office bearers —
 - i. a Chairperson; and
 - ii. a Deputy Chairperson; and
 - iii. a Secretary; and
 - iv. a Treasurer; and
 - b) ordinary members elected under rule 39
 - c) co-opted members appointed by the Board in membership category 11
- 2) Subject to subrule (3), each membership category shall be represented by one Board member or such other number as agreed by special resolution of the membership from time to time in respect of that membership category, and in accordance with the Guidelines.
- 3) If at the time of calling for nominations or at the date of the annual general meeting, as the case may be, there are no current members in a membership category, no Board member shall be elected to represent that membership category.

33. 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.

34. Chairperson and Deputy Chairperson

- 1) Subject to subrule (2), the Chairperson or, in the Chairperson's absence, the Deputy Chairperson is the chairperson for any general meetings and for any Board meetings.
- 2) If the Chairperson and the Deputy Chairperson are both 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.

35. 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 12; and
 - b) keep custody of the common seal of the Association and all books, documents and securities of the Association in accordance with rule 61; and
 - c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - d) perform any other duty or function imposed on the Secretary by these Rules.
- 3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

36. 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 Board prior to their submission to the annual general meeting of the Association.

- 2) The Treasurer must ensure that at least one other Board member has access to the accounts and financial records of the Association.

37. 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.

38. Nominations

- 1) Prior to the election of each Board position, the Chairperson of the meeting must call for nominations to fill that position.
- 2) An eligible member of the Association may—
 - a) nominate himself or herself; or
 - b) with the member's consent, be nominated by another member.
- 3) A person may only seek election to the Board within their membership category.
- 4) 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.

39. Election of ordinary members

- 1) A single election may be held to fill all vacant Board positions at the annual general meeting.
- 2) If the number of members nominated for the position of ordinary Board member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- 3) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 41.

40. Appointment of office bearers

- 1) The office bearers shall be appointed by the Board from among the Board members.
- 2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member appointed to the position.
- 3) If more than one member is nominated, a ballot must be held in accordance with rule 41.
- 4) On his or her election, the new Chairperson may take over as chairperson of the meeting.

41. 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—
 - a) each member present in person; and
 - b) each proxy appointed by a member.
- 6) The members in a given membership category shall be the only persons entitled to vote on the election of a Board member to represent that membership category.
- 7) Each ballot paper on which the name of a single candidate has been written counts as one vote for that candidate.
- 8) 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.
- 9) If the returning officer is unable to declare the result of an election under subrule (7) 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 subrules (4) to (7) 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.

42. Term of office

- 1) Subject to subrule (3) and rule 43, a Board member holds office until the positions of the Board are declared vacant at the next annual general meeting.

Note

For the purposes of subrule (1) one half of the Board members shall retire each year.

- 2) A Board member may be re-elected.
- 3) Each office bearer of the Association shall hold office until the first Board meeting after the annual general meeting next after the date of his or her appointment and is eligible for re-appointment.
- 4) 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 Rules 37 to 42.
- 5) A member who is the subject of a proposed special resolution under subrule (4)(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.

- 6) 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.

43. 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 54; or
 - c) otherwise ceases to be a Board member by operation of section 78 of the Act.

44. 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 43; 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 42 applies to any Board member appointed by the Board under subrule (1) or (2).
- 4) The Board may continue to act despite any vacancy in its membership.

45. 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.
- 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 any 4 members of the Board.

46. 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.

47. Urgent meetings

- 1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 46 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) For the purposes of this rule –

absolute majority, of the Board, means a majority of the current Board members entitled to vote at the time (as distinct from a majority of Board members present at a Board meeting).

48. 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.

49. 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 subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

50. 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 49) of a majority of the Board members holding office.
- 3) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting—
 - a) in the case of a special meeting—the meeting lapses;
 - b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 46.

51. 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) Subrule (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.

52. Conflict of interest

- 1) A Board member who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- 2) The member—
 - a) must not be present while the matter is being considered at the meeting; and
 - b) must not vote on the matter.

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.

53. Minutes of meeting

- 1) The Board must ensure that minutes are taken and kept of each Board meeting.
- 2) The minutes must record the following—
 - a) the names of the members in attendance at the meeting;
 - b) the business considered at the meeting;
 - c) any resolution on which a vote is taken and the result of the vote;
 - d) any material personal interest disclosed under rule 52.

54. Attendance and leave of absence

- 1) To ensure that a quorum is met at each Board meeting, Board members are expected to attend 75% of all Board and relevant subcommittee meetings held during each year.
- 2) The Board may grant a Board member leave of absence from Board meetings for a period not exceeding 3 months.
- 3) 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.

- 4) If a Board member is not able to regularly attend Board meetings, they are required to step down from their position, which will be declared vacant.

PART 6 – FINANCIAL MATTERS

55. Source of funds

The funds of the Association may be derived from donations, grants, interest and any other sources approved by the Board.

56. Management of funds

- 1) The Association must maintain an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- 2) Subject to any restrictions imposed by a general meeting of the Association, the Board may approve expenditure on behalf of the Association.
- 3) The Board may authorise the Executive Officer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- 4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Board members.
- 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 Executive Officer 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.

57. 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 Executive Officer 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.

58. 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 subrule (1), those requirements include—
 - a) the preparation of the financial statements;
 - b) if required, the review or auditing of the financial statements;
 - c) the certification of the financial statements by the Board;
 - d) the submission of the financial statements to the annual general meeting of the Association;
 - e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.
- 3) The Board shall appoint an auditor and ensure that the financial statements of the Association for each financial year are duly audited in accordance with the requirements of Act.

PART 7 – GENERAL MATTERS

59. Common seal

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

60. 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.
- 2) Subrule (1) does not apply to notice given under rule 47.
- 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; or
 - c) by leaving the notice at the Association's address; or
 - d) if the Board determines that it is appropriate in the circumstances, by email to the email address of the Association or the Secretary.

61. 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 subrule (2), the relevant document of the Association, including minutes of Board meetings.

Note

See note following rule 12 for details of access to the register of members.

- 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 subrule (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.

62. 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.

63. Alteration of Rules

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

Note

An alteration of these Rules does not take effect unless or until it is approved under the Guidelines and by the Registrar.

APPENDIX 1 - MEMBERSHIP CATEGORIES

No.	Membership Category
1.	Schools
2.	TAFE institutes or universities with TAFE sectors
3.	Adult community education organisations
4.	Other education and training organisations including private registered training organisations, universities and group training companies
5.	Trade unions
6.	Employers/Peak employer organisations/Regional employer organisations and employment agencies
7.	Local governments
8.	Other community agencies and organisations; Commonwealth and State government departments; School Focussed Youth Service; Adult, Community and Further Education Regional Councils; Regional youth councils; area consultative committees; parent organisations; etc.
9.	Koori organisations; peak Koorie agencies; and regional Koorie organisations
10.	Community members
11.	Nominated by the Board who shall be a community member or a person associated with an organisational member