

# CONSTITUTION



## **RULES OF HEPATITIS ACT INCORPORATED**

Adopted by special resolution of the membership

Updated November 2020

## TABLE PROVISIONS

<b>PART 1 - PRELIMINARY.....</b>	<b>5</b>
1 Name .....	5
2 Interpretation .....	5
3 Powers .....	6
4 Purposes .....	6
<b>PART II - MEMBERSHIP.....</b>	<b>7</b>
5 Membership administration.....	7
6 Qualification for and admission to membership .....	7
7 Membership rights not transferable .....	8
8 Register of members .....	8
9 Restriction of access to personal information .....	8
10 Cessation of membership .....	9
11 Resignation of membership .....	9
12 Membership fees .....	9
13 Renewal of membership .....	9
14 Discipline .....	10
15 Dispute resolution .....	11
16 Mediation .....	13
17 Members' liabilities.....	14
<b>PART III - THE COMMITTEE.....</b>	<b>14</b>
18 Powers and duties of the Committee and office-bearers .....	14
19 Membership of the Committee .....	15
20 Term of office .....	15
21 Treasurer .....	15
22 Acting office-bearers .....	15
23 Election of Committee members .....	16
24 Vacancies in the membership of the Committee and filling of vacancies .....	17
25 Removal of Committee members and changes to the committee .....	18
26 Committee meetings.....	18
27 Voting and decisions .....	19
28 Disclosure of Committee members' interests.....	19
29 Disclosure of interest in contracts .....	20
30 Subcommittees .....	20

31	Executive .....	21
32	Working groups .....	22
<b>PART IV - GENERAL MEETINGS .....</b>		<b>23</b>
33	Annual general meetings .....	23
34	Calling of general meetings .....	24
35	Notice of general meetings .....	24
36	Quorum and conduct of business at general meetings .....	25
37	Presiding member .....	26
38	Adjournment .....	26
39	Making of decisions .....	26
40	Voting .....	27
41	Proxies to vote in elections .....	27
<b>PART V - EMPLOYEES .....</b>		<b>27</b>
42	Employment and dismissal of employees .....	27
43	Delegation to employees .....	28
44	Membership by employees .....	29
<b>PART VI - FINANCE .....</b>		<b>29</b>
45	Source of funds .....	29
46	Management of funds .....	29
47	Financial year .....	30
<b>PART VII - DOCUMENTS, RULES AND BY-LAWS .....</b>		<b>30</b>
48	Custody of books .....	30
49	Inspection of books .....	30
50	Retention of records .....	31
51	Copies of certain documents available .....	31
52	Alteration of objects and rules .....	32
53	Directions and by-laws .....	32
<b>PART VIII - MISCELLANEOUS .....</b>		<b>32</b>
54	Proxies prohibited except in elections .....	32
55	Public Officer .....	32
56	Secretary .....	32
57	Service of notices .....	33
58	Surplus property on winding up .....	33
59	Transitional provisions .....	34

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<b>SCHEDULE</b>	<b>27</b>
1. Returning Officer	27
2. Duties of the Returning Officer	27
3. Assistants	27
4. List of voters	27
5. Nominations	28
6. Issue of ballot papers	28
7. Format of ballot papers	28
8. Order of filling of vacancies	28
9. Receipt of nominations at the meeting	28
10. Announcement of nominations	28
11. Speeches by candidates	29
12. Method of voting	29
13. Counting the votes	29
14. Declaration of the poll	30
15. Report by Returning Officer	30
16. Retention of records	30

## PART 1 - PRELIMINARY

### 1 NAME

The name of the Association shall be "Hepatitis ACT Inc."

### 2 INTERPRETATION

2.1 In these rules, unless the contrary intention appears:

"the Act" means the *Associations Incorporation Act 1991* of the Australian Capital Territory;

"the Association" means Hepatitis ACT Inc;

"by-law" means a by-law made in accordance with rule 53;

"Committee" means the committee of the Association;

"Committee member" means any member of the Committee;

"Executive" means the Executive Committee constituted by subrule 31.1;

"Executive Member" means the person chosen in accordance with subrule 31.2;

"member" means a member of the Association and "membership" has a corresponding meaning;

"objects of the Association" means the objects adopted by the Association for the purposes of section 29 of the Act;

"office-bearer" means any of the persons described in subrule 19.2;

"ordinary Committee member" means any Committee member elected to a position on the Committee described in paragraph 19.1(b) or any person appointed or elected to fill a vacancy in such a position;

"registrar-general" has the same meaning as in the *Registrar-General Act 1993* of the Australian Capital Territory;

"the Regulations" means the *Associations Incorporation Regulations 1991* of the Australian Capital Territory;

"Returning Officer" means the person appointed to be Returning Officer in accordance with paragraph I of the Schedule;

"Secretary" means the person appointed to be Secretary under rule 56;

"Special resolution" means a resolution in accordance with section 70 of the Act, being 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 three-quarters of those members of the Association who, being entitled to vote, vote in person at the meeting;

“subcommittee” means a subcommittee established under rule 30; and

“working group” means a working group established under rule 32.

## 2.2 In these rules:

- (a) a reference to a function includes a reference to a power, authority or duty;
- (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;
- (c) unless the contrary intention appears in these rules, words or expressions contained in the rules shall have the same definitions as in the Act and the Regulations, and if not defined in the Act or Regulations shall as far as is possible be interpreted in accordance with the provisions of the *Interpretation Act 1967* of the Australian Capital Territory; and
- (d) reference to an Act of the Commonwealth Parliament or of the ACT Legislative Assembly or to Regulations made under an Act shall so far as is possible include reference to any Act or Regulations replacing the Act or Regulations or part thereof.

## 2.3 These rules are divided into:

- (a) Parts [1 to VIII]; rules [1 to 59];
- (b) subrules within each rule [1.2, 2.1, 3.1 etc.]; and
- (c) paragraphs within each rule or subrule [(a), (b), (c), etc.].

## 3 POWERS

In these rules:

- (a) nothing shall be taken to limit the exercise of any power, authority or duty permitted to be exercised by the Act and Regulations; and
- (b) the power, authority or duty to do a thing includes the power, authority or duty to do anything incidental or conducive to the doing of that thing consistent with the attainment of the objects of the Association.

## 4 PURPOSES

- (a) To provide, promote and or facilitate the development of strategies and services aimed at maximising the quality of life of people affected by hepatitis;
- (b) To provide current and high quality information on hepatitis to the ACT community;
- (c) To promote increased coverage of prevention education with emerging and priority populations;
- (d) To implement or maintain support programs that are easily accessible to people affected by hepatitis;
- (e) To eliminate stigma and discrimination of people affected by hepatitis;

- (f) To facilitate processes whereby people affected by hepatitis can obtain the best possible health and social care;
- (g) To provide information on, and facilitate access to the broadest range of treatment options available to ensure people affected by hepatitis can make informed decisions;
- (h) To encourage, promote and facilitate collaborations in the hepatitis sector aimed at reducing the transmission of hepatitis and maximising the quality of life of people affected by hepatitis;
- (i) To advocate for people affected by hepatitis and represent their interests by contributing to relevant bodies at a local, state and national level;
- (j) To encourage, promote, inform and/or take an active part in health, scientific and social research on hepatitis;
- (k) To receive donations, grants and bequests from persons or institutions, including governments, and to raise money to achieve the purposes of the Centre; and
- (l) To do any other such activities or enter into any such arrangements as are appropriate to the achievement of the purposes of the Centre in relation to hepatitis

## **PART II - MEMBERSHIP**

### **5 MEMBERSHIP ADMINISTRATION**

The Committee may appoint any member or members to be membership officer(s) to:

- (a) perform or assist with any of the responsibilities of the Secretary in rules 6 to 11 inclusive; and
- (b) assist in the recruitment of members, renewal of memberships and membership administration generally,

and references to the Secretary in these rules shall be construed accordingly.

### **6 QUALIFICATION FOR AND ADMISSION TO MEMBERSHIP**

6.1 A person is qualified to be a member of the Association if the person:

- (a) is at least 18 years of age;
- (b) is nominated for membership in accordance with subrule 6.2; and
- (c) the nomination is accepted by the Committee in accordance with subrule 6.4.

6.2 The nomination of a person to be a member of the Association shall be:

- (a) made in writing and accompanied by the written consent of the nominee (which maybe endorsed on the nomination form);
- (b) accompanied by any applicable fees; and
- (c) shall be delivered to the Secretary.

- 6.3 A nomination for membership may be accompanied by any information which the nominee or sponsoring member considers may assist the Committee in deciding whether to accept the nomination and this information shall be referred to the Committee.
- 6.4 The Secretary shall refer each nomination to the next meeting of the Committee which shall in its absolute discretion determine whether to accept or reject the nomination.
- 6.5 The Secretary, as soon as practicable after the Committee has decided whether to accept or reject a nomination for membership, shall notify the nominee of the decision.
- 6.6 If the nomination is accepted, as soon as practicable thereafter the Secretary shall enter the nominee's name in the register of members and upon the name being so entered, the nominee shall become a member.
- 6.7 If the nomination is rejected, the Committee shall provide a reason for the decision to reject a proposed member, any fees tendered with the nomination shall be refunded.

## **7 MEMBERSHIP RIGHTS NOT TRANSFERABLE**

- 7.1 A right, privilege or obligation which a member has by reason of being a member:
- (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates upon cessation of membership.

## **8 REGISTER OF MEMBERS**

- 8.1 The Chief Executive Officer shall maintain or cause to be maintained a Register of Members of Hepatitis ACT which records:
- (a) the name and contact details of the member;
  - (b) their class of membership; and
  - (c) their date of admission to, and (if relevant) cessation of, membership.
- 8.2 The Register of Members shall be available for inspection by members at reasonable time at a place in the Australian Capital Territory nominated by the Committee.

## **9 RESTRICTION OF ACCESS TO PERSONAL INFORMATION**

- 9.1 A member may apply to the Committee to restrict access to the personal information of the member recorder in the Register of Members.
- 9.2 The request may be made by the person or, if the person is a child, by their parent or guardian.
- 9.3 The application may seek to restrict access so that the personal information is available only to –
- (a) the Public Officer; and
  - (b) members of the Committee other than a stated member or stated members of the Committee.
- 9.4 At the first Committee meeting following receipt of a request under this rule 9, the Committee must –
- (a) if satisfied that there are special circumstances which justify doing so, agree to the request; or



(b) if not satisfied under paragraph 9.4(a), refuse the request.

9.5 If the Committee refuses the request, the Committee must notify the person who made the request, in writing, about the decision and give reasons for the decision.

9.6 If the Committee refuses the request, the Committee must not release the personal information without the consent of the person unless at least 28 days have passed since the Committee gave notice to the person under subsection (9.4).

9.7 A person whose request under this rule is refused may use the dispute resolution processes detailed in rule 15.

## **10 CESSATION OF MEMBERSHIP**

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

- (a) dies;
- (b) resigns from membership in accordance with rule 11;
- (c) fails to renew membership in accordance with rule 13 ;or
- (d) is expelled from the Association under rule 14.

## **11 RESIGNATION OF MEMBERSHIP**

11.1 A member may at any time resign from membership by delivering to the Secretary written notice of resignation.

11.2 Upon receipt of the notice, the Secretary shall as soon as possible remove from the register of members the name of the member by whom the notice was given whereupon that person ceases to be a member.

## **12 MEMBERSHIP FEES**

12.1 Subject to any resolution by the general meeting, the Committee may determine:

- (a) any annual membership fee or fees;
- (b) any fee for life membership;
- (c) the joining fee or fees (if any); and
- (d) categories of members for the purposes of this rule and the fees (if any) to be paid by members in each category.

12.2 A person who resigns or is expelled from membership shall not be entitled to a refund of fees.

## **13 RENEWAL OF MEMBERSHIP**

13.1 Membership of the Association shall be renewed:

- (a) except as provided in 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 in the following calendar year.

13.2 Renewal of membership shall be made in writing in a form prescribed by the Committee which shall be delivered to the Secretary.

- 13.3 Renewal shall not be effective unless accompanied by payment of any annual membership fee which is due.
- 13.4 An organisation which fails to renew membership by 1 July in accordance with subrules 13.1 to 13.3 shall thereby cease to be a member.

## **14 DISCIPLINE**

### Procedure for disciplining members

- 14.1 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 wilfully acted in a manner prejudicial to the interests of the Association,
- the Committee may, by resolution:
- (c) expel the member from the Association; or
  - (d) suspend the member from such rights and privileges of membership of the Association, including any privilege of entry to the premises of the Association, as the Committee may determine for a specified period,
- but the resolution shall not take effect:
- (e) until the expiry of 14 days after the service on the member of a notice under subrule 14.2; or
  - (f) if the member notifies the Secretary that the member intends to exercise a right of appeal under subrule 14.3 until the appeal is determined under subrule 14.5,
  - (g) save that the Committee, if in its opinion such action is necessary to the well-being of the Association, may with immediate effect suspend any member's privilege of entry to the premises of the Association.

### Written notice of disciplinary actions

- 14.2 Where the Committee passes a resolution under subrule 14.1, 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) fully informing the member of the member's rights of appeal under this rule; and
  - (c) informing the member of the date, time and place of a Committee meeting to which the member may submit oral or written representations in accordance with subrule 14.3.

### Appeals against disciplinary actions

- 14.3 A member who is the subject of a resolution under subrule 14.1 may do either or both of the following:
- (a) attend and speak at the Committee meeting referred to in paragraph 14.2(c); and
  - (b) submit to the Committee at or prior to the date of that meeting written representations relating to the resolution.

- 14.4 If a member desiring to make representations to the Committee under this rule advises the Secretary that the member is unable to attend the meeting referred to in paragraph 14.2(c) and requests deferral of the matter to a later meeting, the Committee shall, if it thinks the request reasonable, defer the matter to a later Committee meeting and shall cause the member to be advised in writing of the time, date and place of that meeting.

Procedures for Committee meetings under this section

- 14.5 Subject to Section 50 of the Act, at the Committee meeting mentioned in paragraph 14.2(c) or any later meeting to which the matter has been deferred in accordance with subrule 14.4, the Committee shall:
- (a) inform the member mentioned in subrule 14.1 of the grounds upon which the disciplinary action against the member is proposed to be taken;
  - (b) give to the member mentioned in subrule 14.1 an opportunity to make oral representations;
  - (c) give due consideration to any written representations submitted to the Committee by that member at or prior to the meeting; and
  - (d) by resolution determine in its absolute discretion whether to confirm, revoke or vary its resolution made under subrule 14.1, and that resolution shall be final and of immediate effect.
- 14.6 The Secretary, as soon as practicable after the meeting by the Committee of a resolution under paragraph 14.5(c), shall by notice in writing inform the member of the resolution.

**15 DISPUTE RESOLUTION**

Terms used

- 15.1 In this rule 15:
- “dispute procedure” means the procedures set out in this rule;
- “party to a dispute” includes a person:
- (a) who is a party to the dispute; and
  - (b) a person who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

Application of this rule

- 15.2 This dispute resolution procedure in this rule 15 applies to disputes:
- (a) between members; or
  - (b) between one or more members and the Association.

Parties to attempt to resolve dispute

- 15.3 The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

How dispute procedure is started

- 15.4 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by subrule 15.3, any party to the dispute may start the dispute procedure by giving written notice to the Secretary of:
- (a) the parties to the dispute; and
  - (b) the matters that are the subject of the dispute.
- 15.5 Within 28 days after the Secretary is given the notice, a Committee meeting must be convened to consider and determine the dispute.
- 15.6 The Secretary must give each party to the dispute written notice of the Committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- 15.7 The notice given to each party to the dispute must state:
- (a) when and where the Committee meeting is to be held; and
  - (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the dispute.
- 15.8 If:
- (a) the dispute is between one or more members and the Association; and
  - (b) any party to the dispute gives written notice to the Secretary stating that the party:
    - (i) does not agree to the dispute being determined by the Committee; and
    - (ii) requests the appointment of a mediator under rule 16,
- the Committee must not determine the dispute.

#### Determination of dispute by Committee

- 15.9 Subject to section 50 of the Act, at the Committee meeting at which a dispute is to be considered and determined, the Committee must —
- (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the dispute; and
  - (b) give due consideration to any submissions so made; and
  - (c) determine the dispute.
- 15.10 The Committee must give each party to the dispute written notice of the Committee's determination, and the reasons for the determination, within 7 days after the Committee meeting at which the determination is made.
- 15.11 A party to the dispute may, within 14 days after receiving notice of the Committee's determination under paragraph 15.9(c), give written notice to the Secretary requesting the appointment of a mediator under rule 16.
- 15.12 If notice is given under subrule 15.11, each party to the dispute is a party to the mediation.

#### Disciplinary action not to be taken until dispute procedure is completed

- 15.13 If a member has initiated a dispute procedure in relation to a dispute between the member and the Association, the Association must not take disciplinary action against any of the following people in relation to the matter which is the subject of the dispute procedure until the dispute resolution procedure has been completed:
- (a) the member who initiated the dispute procedure; or
  - (b) a member of the Association appointed by the member referred to in paragraph 15.13(a) to act on their behalf in the dispute procedure.

## **16 MEDIATION**

### Application of this rule

- 16.1 This rule 16 applies if written notice has been given to the Secretary requesting the appointment of a mediator by a member under paragraph 15.8(b)(ii) or subrule 15.11.
- 16.2 If this rule 16 applies, a mediator must be chosen or appointed under subrule 16.3 or subrule 16.4.

### Appointment of mediator

- 16.3 The mediator must be a person chosen by agreement between the parties to the dispute.
- 16.4 If there is no agreement for the purposes of subrule 16.3 then, subject to subrules 16.5 and 16.6, the Committee must appoint the mediator.
- 16.5 The person appointed as mediator by the Committee must be a person who acts as a mediator for another not-for-profit body if the appointment of a mediator was requested by:
- (a) a party to a dispute under paragraph 15.8(b)(ii); or
  - (b) a party to a dispute under subrule 15.11 and the dispute is between one or more members and the Association.
- 16.6 The person appointed as mediator by the Committee may be a member or former member of the Association but must not —
- (a) have a personal interest in the matter that is the subject of the mediation; or
  - (b) be biased in favour of or against any party to the mediation.

### Mediation process

- 16.7 The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- 16.8 Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- 16.9 In conducting the mediation, the mediator must —
- (a) give each party to the mediation every opportunity to be heard; and
  - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and

- (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.

- 16.10 The mediator cannot determine the matter that is the subject of the mediation.
- 16.11 The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- 16.12 The costs of the mediation are to be paid by the party or parties that requested the appointment of the mediator.

## **17 MEMBERS' LIABILITIES**

- 17.1 Members shall not be liable 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.

## **PART III - THE COMMITTEE**

### **18 POWERS AND DUTIES OF THE COMMITTEE AND OFFICE-BEARERS**

#### Duty of care and diligence

- 18.1 An officer of an incorporated association must exercise the officer's functions and discharge the officer's duties with the degree of care and diligence that a reasonable person would exercise if that person –
  - (a) were an officer of the association in the circumstances applying at the time of the exercise of the function or the discharge of the duty; and
  - (b) occupied the office held by, and had the same responsibilities within the association, the officer.

#### Duty of good faith and proper purpose

- 18.2 An officer of an incorporated association must exercise the officer's functions and discharge the officer's duties:
  - (a) in good faith in the best interest of the association; and
  - (b) for a proper purpose.

#### Use of position

- 18.3 An officer an incorporated association must not improperly use the officer's position to –
  - (a) gain an advantage for the officer or another person; or
  - (b) cause detriment to the association.

#### Use of information

- 18.4 If a person obtains information because the person is, or has been, an officer of an incorporated association, the person must not improperly use the information to:
  - (a) gain an advantage for the person or another person; or

- (b) cause detriment to the association.

#### Other matters

- 18.5 The Committee, subject to the Act, the Regulations, these rules and any resolution passed by the Association in a 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 to be exercised by the Association in general meeting; and
  - (c) has the 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 and the furtherance of the objects of the Association.
- 18.6 Subject to these rules, the duties of each office-bearer shall be determined by the Committee.
- 18.7 When no person holds or is acting in the position of Secretary, the Vice-President shall perform or delegate those duties of the Secretary which are imposed by these rules.

### **19 MEMBERSHIP OF THE COMMITTEE**

- 19.1 The Committee shall consist of:
- (a) the office-bearers of the Association; and
  - (b) a maximum of ten (10) ordinary Committee members,

- 19.2 The office-bearers of the Association shall be:

- (a) the President;
- (b) the Vice-President and
- (c) the Treasurer.

### **20 TERM OF OFFICE**

- 20.1 Each Committee member may, subject to these rules, hold office until the conclusion of the next annual general meeting following the date of the Committee member's election, but is eligible for re-election.

### **21 TREASURER**

- 21.1 It is the duty of the Treasurer to ensure that:
- (a) all money due to the Association is collected and received and that all payments authorised by the Association are made; and
  - (b) correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

### **22 ACTING OFFICE-BEARERS**

- 22.1 If any office-bearer is absent or unable to perform his or her duties, the Committee may authorise another Committee member to act in the vacant position during the absence or inability of the office-bearer.

- 22.2 Subrule 22.1 does not permit any person simultaneously to hold more than one position of office-bearer.
- 22.3 The Committee shall not authorise a person to act in any position and a person shall not continue to act in a position if the holder of the position states that he or she is available to perform the duties of the position.

### **23 ELECTION OF COMMITTEE MEMBERS**

- 23.1 Nominations of candidates for election as office bearers of the Association or as ordinary Committee members:
- (a) shall be made in writing, signed by two members of the Association and be accompanied by the written consent of the nominee (which maybe endorsed on the nomination); and
  - (b) shall be delivered to the Returning Officer not later than 7 days before the day fixed for the holding of the annual general meeting or other meeting at which the election is to take place.
- 23.2 Where in an election for any position of office-bearer:
- (a) there is only one nomination for any position, the person nominated shall be taken to have been elected;
  - (b) there is no nomination, further nominations may be received at the meeting at which the election is to be held, but not otherwise; and
  - (c) there is more than one nomination, a ballot shall be held.
- 23.3 Where in an election for any position or positions of ordinary Committee member:
- (a) the number of nominations received is less than or equal to the number of positions to be filled, the persons nominated shall be taken to have been elected;
  - (b) the number of nominations received is less than the number of positions to be filled, further nominations may be received at the meeting at which the election is to be held, but not otherwise; and
  - (c) the number of nominations exceeds the number of positions to be filled, a ballot shall be held for those positions which have not already been filled in accordance with paragraph 23.3(a).
- 23.4 A ballot for the election of office-bearers and ordinary Committee members shall be held in accordance with the procedures set out in the Schedule to these rules.
- 23.5 Matters concerning the conduct of elections which are not specified in these rules (including the Schedule) shall be conducted in such a manner as the Committee may direct in writing.
- 23.6 Copies of any directions referred to in subrule 23.6 shall be available to members from the Secretary at least seven days before the date set for any election and shall be available at any meeting at which an election is conducted.
- 23.7 A person is not eligible simultaneously to hold more than one position on the Committee.



**24 VACANCIES IN THE MEMBERSHIP OF THE COMMITTEE AND FILLING OF VACANCIES**

- 24.1 For the purposes of these rules, a vacancy in the position of a member of the Committee occurs if the Committee member:
- (a) dies;
  - (b) ceases to be a member of the Association;
  - (c) resigns the position by notice in writing delivered to the Public Officer;
  - (d) is removed from the Committee pursuant to rule 25;
  - (e) ceases to hold office pursuant to rule 20;
  - (f) becomes bankrupt or personally insolvent;
  - (g) becomes medically unfit to act;
  - (h) is disqualified under subsection 63(1) of the Act;
  - (i) receives payment as an employee of the Association;
  - (j) is absent without consent of the Committee from three meetings of the Committee within a calendar year; or
  - (k) is elected or appointed to another position on the Committee.
- 24.2 Paragraph 24.1(i) does not prevent a person while remaining a Committee member from receiving payment for:
- (a) goods or services supplied to the Association (other than services rendered in the course of employment by the Association);
  - (b) interest at a reasonable rate on money lent to the Association;
  - (c) reasonable rent for premises let to the Association; or
  - (d) reimbursement of reasonable expenses actually incurred on behalf of the Association or in carrying on the affairs of the Association.
- 24.3 In the event of a vacancy in the position of President, the Vice-President shall assume office as Acting President and shall, until the position of President is filled in accordance with this rule, exercise all the rights, powers and duties of the President.
- 24.4 In the event of a vacancy in any position of Committee member, the Committee shall:
- (a) appoint from its own membership a person to fill the vacancy;
  - (b) appoint a member of the Association to fill the vacancy; or
  - (c) convene a general meeting to elect a member to fill the vacancy.
- 24.5 If a person who is a Committee member is elected by a general meeting to fill any vacancy, the position previously held by that person shall be vacant and the same general meeting may, notwithstanding any other rule to the contrary, forthwith elect a member to fill the consequential vacancy, but if the general meeting does not do so, the Committee may appoint a member of the Association to fill the vacancy.

- 24.6 In any election to fill a consequential vacancy under subrule 24.5, nominations shall be accepted at the meeting at which the election is to be held regardless of whether any nominations have previously been received in anticipation of a consequential vacancy.

## **25 REMOVAL OF COMMITTEE MEMBERS AND CHANGES TO THE COMMITTEE**

- 25.1 Subject to section 50 of the Act, the Association in general meeting may by resolution remove from the Committee any member of the Committee before the expiration of the member's term of office.
- 25.2 Pursuant to section 62 of the Act, the Association must notify the registrar-general of any of the following occurrences no later than one (1) month after it occurs:
- (a) a person becomes a member (other than an inaugural member) of the Committee;
  - (b) the office of a member of the Committee becomes vacant; or
  - (c) a member of the Committee changes the member's address.

## **26 COMMITTEE MEETINGS**

- 26.1 The Committee shall meet at a minimum of four times per calendar year at such places and times as the Committee shall determine.
- 26.2 Meetings of the Committee shall be convened by the Secretary in response to:
- (a) a resolution of the Committee;
  - (b) an instruction by the President;
  - (c) a decision of the Executive;
  - (d) a request by the Public Officer; or
  - (e) a request signed by any four members of the Committee.
- 26.3 Oral or written notice of a meeting of the Committee shall be given by the Secretary to all Committee members and to the Public Officer.
- 26.4 At least 48 hours' notice shall be given of Committee meetings unless the President determines that a definite matter of urgency requires the meeting to be held at shorter notice.
- 26.5 For the purpose of its next meeting only, the Committee may by unanimous resolution vary the period of time for giving of notice.
- 26.6 The Committee may at any meeting, other than a meeting convened under paragraph 26.2(e), conduct any business which it deems fit.
- 26.7 Notice of a meeting convened in accordance with paragraph 26.2(e) 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 Committee members present at the meeting unanimously agree to transact.
- 26.8 The quorum for a Committee meeting shall be half of the Committee plus one. A quorum can be formed with the use of technology.

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- 26.9 A Committee meeting may be held at two or more venues using any technology approved by the Committee that gives each of the Committee members a reasonable opportunity to participate.
- 26.10 A Committee member who participates in a Committee meeting using that technology is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.
- 26.11 At a Committee meeting at which a quorum is not present, those present may conduct business except that the Secretary shall ensure that any question arising at the meeting and approved in accordance with rule 27.1 shall be circulated to all Committee members. The decision so circulated shall not constitute a decision of the Association until a majority of Committee members signifies their consent in writing to the Secretary. Any office-bearer may cause any business that is not thereby approved to be placed on the agenda of a subsequent meeting of the Committee.
- 26.12 Subject to subrules 26.11 and 26.12, at meetings of the Committee the President or, in the absence of the President, the Vice-President, shall preside.
- 26.13 The person required to preside under subrule 26.12 may at any time request the meeting to choose another Committee member to preside over all or part of the business of that meeting or may invite the meeting to approve a particular Committee member to preside over all or part of the business.
- 26.14 If both the President and the Vice-President are absent, the Committee members present shall choose one of their number to preside at the meeting.

## **27 VOTING AND DECISIONS**

- 27.1 Questions arising at a meeting of the Committee, a subcommittee or a working party shall be determined by a majority of the votes of members present at the meeting.
- 27.2 Each member present at a meeting of the Committee, a subcommittee or a working party (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 and if that person shall not do so the question shall be lost.
- 27.3 Subject to the presence of a quorum, the Committee may act notwithstanding any vacancy on the Committee.
- 27.4 Any act or thing done or suffered or purporting to have been done or suffered by the Committee or any subcommittee is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or subcommittee.

## **28 DISCLOSURE OF COMMITTEE MEMBERS' INTERESTS**

- 28.1 The provisions of section 65 of the Act relating to disclosure of pecuniary interests by Committee members shall be strictly observed.
- 28.2 In addition to the requirements of section 65 of the Act, any Committee member shall disclose to the Committee any circumstance which he or she believes may bring about a direct or indirect conflict of interest and such disclosure shall be recorded in the minutes of the

Committee meeting where the disclosure is made or the first meeting after the disclosure is made, as the case requires.

- 28.3 At any meeting of the Committee, the Executive or other subcommittee, a Committee member who has made a disclosure under subrule 28.2 may voluntarily withdraw from any discussion or abstain from voting on any resolution relevant to the matter disclosed, or may be directed to do so by the Committee. The withdrawal or abstention shall be recorded in the minutes of the meeting.

## **29 DISCLOSURE OF INTEREST IN CONTRACTS**

- 29.1 A Committee member who has interests in any contract or arrangement made or proposed to be made with the Association, or is a member of a group or organisation which is negotiating with the Association, shall:

- (a) disclose the nature and extent of the interest to the Committee as soon as that member becomes aware of the interest; and
- (b) disclose the nature and extent of the interest at the next general meeting of the Association.

*Note: penalties apply under section 65(1) of the Act.*

- 29.2 The requirement in subrule 29.1 does not apply in relation to a material personal interest—

- (a) that exists only because the member—
  - (i) is an employee of the Association; or
  - (ii) is a member of a class of people 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.

- 29.3 A disclosure of a material personal interest required by subrule 29.1 must give details of—

- (a) the nature and extent of the interest; and
- (b) the relation of the interest to the activities of the incorporated association.

- 29.4 The details mentioned in subrule 29.3 must be recorded in the minutes of the Committee meeting at which the disclosure is made.

- 29.5 No Committee member shall vote in respect of any contract or arrangement in which the Director is interested, and if the Committee member does so vote, such vote shall not be counted.

## **30 SUBCOMMITTEES**

- 30.1 The Committee may by instrument in writing delegate to one or more subcommittees the exercise of such of the functions of the Committee or of any office-bearer as are specified in the instrument, other than:

- (a) the power of delegation; and

- (b) a function which is a function imposed on the Committee by the Act, by any other law of the Commonwealth or the Australian Capital Territory, or by resolution of the Association in general meeting.
- 30.2 In respect of any subcommittee other than the Executive:
- (a) the subcommittee shall consist of such member or members of the Association as the Committee shall appoint;
  - (b) Committee shall appoint a Convenor, who shall be a Committee member, and specify the powers and duties of the Convenor;
  - (c) the Committee may at any time change the membership of the subcommittee; and
  - (d) unless the Committee otherwise determines, the quorum of the subcommittee shall be at least half of the membership of the subcommittee
- 30.3 A function the exercise of which has been delegated to a subcommittee under this rule may, while the delegation remains unrevoked, be exercised from time-to-time by the subcommittee in accordance with the terms of the delegation.
- 30.4 A delegation under this rule may be made subject to such conditions or limits as to the exercise of any function, or as to time or circumstances, as may be specified in the delegating instrument.
- 30.5 Notwithstanding any delegation under this rule, the Committee may continue to exercise any function delegated.
- 30.6 Any act or thing done or suffered by a subcommittee acting in the exercise of a delegation under this rule has the same force and effect as it would have had it been done or suffered by the Committee.
- 30.7 The Committee may revoke wholly or in part any delegation under this rule.
- 30.8 The Committee may make directions specifying the quorum, procedures and any other matters relating to the convening and conduct of any subcommittee or all subcommittees, other than the Executive, and the directions shall be binding on such subcommittee or subcommittees.

### **31 EXECUTIVE**

- 31.1 There shall be an Executive which shall comprise:
- (a) the office-bearers of the Association; and
  - (b) an Executive Member chosen in accordance with subrule 31.2.
- 31.2 The Committee may choose from the ordinary Committee members one person to be the Executive Member and may remove him or her as it thinks fit. The method of choosing shall be for the Committee to determine.
- 31.3 The position of Executive Member shall become vacant if the Executive Member:
- (a) resigns that position by notice in writing delivered to the Secretary;
  - (b) ceases to be a member of the Committee;
  - (c) is absent from three successive meetings of the Executive without permission of either the Executive or the Committee; or

- (d) is removed from that position by the Committee.
- 31.4 An Executive Member who resigns or is removed from that position remains a member of the Committee unless he or she also resigns or is removed from the Committee.
- 31.5 Subject to rule 30 and this rule, the Executive is a subcommittee for the purposes of these rules.
- 31.6 The Executive may:
- (a) subject to any resolution of the Committee or of a general meeting, deal with matters of urgency connected with the management of the affairs of the Association;
  - (b) convene meetings of the Committee to transact any business which the Executive shall propose; and
  - (c) convene general meetings of the Association, other than the annual general meeting, to transact any business which the Executive shall propose.
- 31.7 Notwithstanding any rule to the contrary, the Committee may not limit the powers of the Executive under paragraphs 31.6 (b) or (c).
- 31.8 The Executive shall:
- (a) keep records of its decisions and actions; and
  - (b) report its decisions and actions to the next meeting of the Committee after each decision or action.
- 31.9 The quorum of the Executive shall be three.
- 31.10 Notwithstanding any other rule to the contrary, a resolution by the Executive shall require at least three affirmative votes other than any casting vote by the person presiding.
- 31.11 Subject to the presence of a quorum, the Executive may act notwithstanding any vacancy in its membership.

## **32 WORKING GROUPS**

- 32.1 The Committee may:
- (a) establish working groups consisting of such persons as it thinks fit whether members of the Association or not;
  - (b) assign to a working group such tasks consistent with the carrying out of the objects of the Association as it thinks fit; and
  - (c) from time-to-time revoke or modify the assignment of any task.
- 32.2 The assignment of a task or tasks under this rule may be made subject to such conditions or limits as the Committee may from time-to-time specify.
- 32.3 The Committee may make directions establishing procedures and guidelines for the conduct of any working group or all working groups and the directions shall be binding on the group or groups.
- 32.4 Working groups are not subcommittees and may not:

- (a) publish materials or communicate on behalf of the Association without explicit approval obtained from the Committee or in a manner specified by the Committee in the directions referred to in subrule 32.3; or
- (b) bind the Association or act as agents of the association in any manner whatsoever.

## **PART IV - GENERAL MEETINGS**

### **33 ANNUAL GENERAL MEETINGS**

- 33.1 The Association shall each year, within the period of five months after the expiration of the financial year of the Association, convene an annual general meeting of its members.
- 33.2 Subrule 33.1 shall have effect subject to the powers of the Registrar of Incorporated Associations under Section 120 of the Act in relation to extensions of time.
- 33.3 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.
- 33.4 The Committee shall, at least 30 days before the date on which it proposes to convene an Annual General Meeting, cause notices advising its intention to convene the meeting to be:
- (a) displayed prominently in any premises or meeting place of the Association;
  - (b) published in the newsletter of the Association (if any); and
  - (c) advertised in any other manner the Committee thinks appropriate.
- 33.5 The notices:
- (a) shall advise the Committee's intention to convene the Annual General Meeting on a particular date and at a particular time and place;
  - (b) may publicise any matters the Committee thinks are likely to be dealt with at the meeting;
  - (c) shall invite submission of items of business for discussion at the meeting; and
  - (d) shall advise the last date for receipt of such items by the Secretary.
- 33.6 The display or publication of a notice under subrule 33.5 shall not:
- (a) prevent the Committee from subsequently postponing the Annual General Meeting;
  - (b) prevent the Committee from not presenting any business referred to in paragraph (e); or
  - (c) taken to substitute for or contradict any requirement of rule 35.
- 33.7 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be to:
- (a) confirm the minutes of the last preceding annual general meeting and any general meeting held since that meeting;
  - (b) receive from the Committee reports on the activities of the Association during the last preceding financial year;
  - (c) elect Committee members; and

- (d) 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.

33.8 An annual general meeting shall be specified as such in the notice convening it.

33.9 An annual general meeting is a general meeting for the purposes of these rules and shall be conducted in accordance with this rule 33 and rules 35 to 41 inclusive.

#### **34 CALLING OF GENERAL MEETINGS**

34.1 The Committee or the Executive may, whenever either thinks fit, convene a general meeting of the Association, but the Executive may not convene an Annual General Meeting.

34.2 The Committee shall, on the requisition in writing of not less than five percent of the total number of members, convene a general meeting of the Association.

34.3 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 delivered to the Secretary; and
- (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

34.4 If the Committee fails to convene a general meeting within one month after the day on which a requisition of members is delivered to the Secretary, any one or more of the members who made the requisition may convene a general meeting not later than three months after that date.

34.5 A general meeting convened by a member or members referred to in subrule 34.4 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 any expense is entitled to be reimbursed by the Association for any reasonable expense so incurred

#### **35 NOTICE OF GENERAL MEETINGS**

35.1 Except where the nature of the business to be transacted 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 by pre-paid post to each member at the member's address appearing in the register of members, a notice which shall:

- (a) specify the place, date and time of the meeting;
- (b) specify the nature of the business proposed to be transacted at the meeting; and
- (c) contain the text of any resolutions which have been proposed for consideration by the meeting. Paragraph 35.1(c) shall not be taken to prevent a meeting from considering any resolution the text of which has not been included in a notice given under this subrule or subrule 35.2

35.2 Where the nature of the business to be transacted 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 specified



in subrule 35.1 specifying, in addition to the matter required under that subrule, the intention to propose the resolution as a special resolution.

- 35.3 Notwithstanding any rule to the contrary, notices of meetings shall not be posted to any member who has notified the Association in writing that he or she wishes not to receive mail from the Association or to be on the mailing list of a newsletter of the Association. An appropriate indication on a membership application or renewal form shall suffice to indicate a member's wishes in this respect.
- 35.4 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 in the next notice calling a general meeting given after receipt of the notice from the member.

### **36 QUORUM AND CONDUCT OF BUSINESS AT GENERAL MEETINGS**

- 36.1 No item of business shall be transacted at a general meeting unless a quorum is present during the time the meeting is considering that item.
- 36.2 When present in person, five percent of the total number of members, constitute a quorum for the transaction of the business of a general meeting.
- 36.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting shall be dissolved.
- 36.4 All or part of any business which was intended to be conducted at a meeting dissolved under subrule 36.3 may at the discretion of the Committee, the Executive or the President be placed on the agenda at any subsequent general meeting.
- 36.5 No business shall be transacted at a general meeting other than:
- (a) business specified in the notice required by subrules 36.1 and 36.2;
  - (b) in the case of an annual general meeting, business which may be transacted pursuant to subrule 34.5; and
  - (c) business declared as urgent in accordance with subrule 36.6.
- 36.6 Subject to the Act and the Regulations, any member at a general meeting may propose that any matter other than:
- (a) the election of a person to the Committee;
  - (b) the removal of a person from the Committee;
  - (c) the disciplining of any member;
  - (d) the dismissal of any employee; or
  - (e) a matter requiring a special resolution,

be dealt with as urgent business. The person presiding shall immediately and without debate put to the meeting the question of whether the matter shall be declared to be urgent business. If the declaration of urgency is supported by three-quarters of the members voting, the matter shall be declared to be urgent business and shall be dealt with at once or at such other time during the meeting as the person presiding shall determine.

36.7 The Committee may make directions consistent with these rules prescribing or adopting rules of debate and matters of procedure at general meetings.

### **37 PRESIDING MEMBER**

37.1 Subject to subrules 37.2 and 37.3, at general meetings the President or, in the absence of the President, the Vice-President, shall preside.

37.2 The person required to preside under subrule 37.1 may at any time request the meeting to choose another member to preside over all or part of the business of that meeting or may invite the meeting to approve a particular member to preside over all or part of the business.

37.3 If both the President and the Vice-President are absent, the members present shall elect one of their number to preside at the meeting.

### **38 ADJOURNMENT**

38.1 The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of members present, 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.

38.2 Where a general meeting is adjourned for 14 days or more, the Secretary shall give notice of the adjourned meeting to each member in the manner specified in rule 35.

38.3 Except as provided in subrules 38.1 and 38.2, notice of the adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **39 MAKING OF DECISIONS**

39.1 A question arising at a general meeting may be determined on the voices by the person presiding and, unless a show of hands is demanded, a declaration by the person presiding that the question has been carried or carried unanimously or lost, or an entry to that effect in the minutes of the Association, is evidence of that fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

39.2 The person presiding:

- (a) may determine the question on a show of hands if the person presiding considers a decision on the voices to be uncertain; and
- (b) shall determine the question on a show of hands if any member promptly calls for a show of hands.

39.3 Notwithstanding subrules 39.1 and 39.2, the person presiding may determine the question on a show of hands without first calling on the voices.

39.4 If any question is determined on a show of hands, unless before the declaration of the show of hands a poll is demanded, a declaration by the person presiding that the question 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 minutes of the Association, is evidence of that fact without proof of the number or proportion of votes recorded in favour of or against the resolution,

39.5 At a general meeting a poll may be demanded by the person presiding or by not less than five members present. The poll shall be taken:

- (a) immediately in the case of a poll which relates to the election of a 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.

#### **40 VOTING**

- 40.1 Subject to subrule 40.2, upon any question arising at a general meeting each member shall have one vote only.
- 40.2 In the case of an equality of votes at a general meeting, the person presiding at the time is entitled to exercise a second or casting vote and if that person shall not do so, the question shall be lost.

#### **41 PROXIES TO VOTE IN ELECTIONS**

- 41.1 A member may appoint in writing another member as his or her proxy to vote in any election of Committee members held at one or more general meeting(s).
- 41.2 The document appointing a proxy shall:
  - (a) include the signature and membership number of the member giving the proxy;
  - (b) state whether the proxy is appointed for the purposes of a specific meeting or is to be exercised for a particular period of time;
  - (c) not direct the person holding the proxy to vote for any particular person or persons in an election;
  - (d) be witnessed by another member (and include the membership number of that member) or be witnessed by a Justice of the Peace, Commissioner for Declarations, Notary Public or other person authorised to take oaths, affidavits or statutory declarations; and
  - (e) be delivered to the Returning Officer not less than seven days before any meeting at which it is intended that the proxy be exercised.
  - (f) No person shall hold more than one proxy.
- 41.3 A list of the proxies applicable to an election shall be included in the minutes of any meeting at which a ballot is held and shall be available for inspection by any member present at the meeting.
- 41.4 Subject to section 50 of the Act, any question as to the validity or otherwise of a proxy shall be decided in his or her absolute discretion by the Returning Officer.

## **PART V - EMPLOYEES**

#### **42 EMPLOYMENT AND DISMISSAL OF EMPLOYEES**

- 42.1 The Committee may on behalf of the Association:

- (a) employ such staff as it shall deem necessary to carry out such duties as the Committee shall from time-to-time determine and on such terms and conditions as the Committee may lawfully determine; and
  - (b) subject to those terms and conditions, terminate the employment of any employee.
- 42.2 Notwithstanding any rule to the contrary, the Association in general meeting may not dismiss any employee except:
- (a) by special resolution; or
  - (b) by resolution concurring in a recommendation of the Committee,
- and shall not do so in contravention of the terms and conditions determined under paragraph 42.1(a).
- 42.3 The Committee on behalf of the Association may establish, support the establishment of or participate in any existing associations, institutions, funds, trusts, schemes or conveniences intended to benefit employees of the Association and their dependants, and may grant pensions, allowances or other benefits to employees or past employees of the Association and their dependants and may make payments towards insurance or superannuation in relation to any of those purposes.
- 42.4 For the purposes of subrule 42.3, but not so as to exclude any other category of dependants, “dependants” includes persons whose relationship of dependence on an employee or past employee is associated with or in consequence of a homosexual or de facto marital relationship with that employee or past employee.

### **43 DELEGATION TO EMPLOYEES**

- 43.1 The Committee may by instrument in writing delegate to one or more employees for a specific period of time any duty, function or power to perform any task required to be performed by the Committee or an office-bearer of the Association, other than:
- (a) any further power of delegation;
  - (b) any duty or power to attend, speak, vote or preside at any general meeting of the Association, or meeting of the Committee, but not so as to exclude any duty, function or power the employee may have otherwise than by a delegation under this rule; and
  - (c) a duty, power or function which is a function imposed on the Committee or applicable office-bearer personally by the Act, by any other law of the Commonwealth or the Australian Capital Territory, by the Committee or by resolution of the Association in general meeting.
- 43.2 A duty, function or power, the exercise of which has been delegated to an employee under this rule may, while the delegation remains unrevoked, be exercised from time-to-time by the employee in accordance with the terms of the delegation.
- 43.3 A delegation under this rule maybe made subject to such conditions or limits as to the exercise of any function, or as to time or circumstances, as may be specified in the delegating instrument.
- 43.4 Notwithstanding any delegation under this rule, the Committee or applicable office-bearer may continue to exercise any function delegated.

43.5 Any act or thing done or suffered by an employee acting in the exercise of a delegation under this rule has the same force and effect as it would have had it been done or suffered by the Committee or the applicable office-bearer.

43.6 The Committee may by resolution revoke wholly or in part any delegation under this rule.

#### **44 MEMBERSHIP BY EMPLOYEES**

An employee may be a member of the Association and may exercise all the rights, duties and privileges thereof, except that an employee may not be a Committee member.

## **PART VI - FINANCE**

#### **45 SOURCE OF FUNDS**

The funds of the Association shall be derived from membership fees, donations, grants 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.

#### **46 MANAGEMENT OF FUNDS**

46.1 Subject to any resolution passed by the Association in a 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.

46.2 The foregoing subrule does not prevent the payment in good faith to any employee or member of the Association of:

- (a) remuneration in return for services actually rendered to the Association or goods or services supplied to the Association;
- (b) interest at a reasonable rate on money lent to the Association;
- (c) reasonable rent for premises let to the Association; or
- (d) reimbursement of reasonable expenses actually incurred on behalf of the Association or in carrying on the affairs of the Association.

46.3 Notwithstanding any other provision of these rules, no member or employee of the Association shall receive by way of commission, profit or allowance other than remuneration payable pursuant to paragraph 46.2(a) from or upon receipts from the sale of liquor by the Association or on the premises of the Association.

46.4 The Committee shall cause all money received by the Association to be deposited as soon as practicable to the credit of a banking account of the Association.

46.5 All cheques and other negotiable instruments shall be signed by two persons being members of the Committee or employees of the Association, being Committee members or employees expressly authorised by a resolution of the Committee to do so.

46.6 The Committee may by resolution delegate to any member, employee or subcommittee authority to incur debts or expenditure on behalf of the Association. However, no such debt or expenditure shall be greater than a specified limit. Until the general meeting otherwise determines, the specified limit shall be \$200 per item.

- 46.7 Except as provided in subrule 46.6 no expenditure shall be incurred or paid from the funds of the Association without the express authorisation of the Committee or the Executive.
- 46.8 The Committee shall make directions:
- (a) sufficient to ensure compliance by the Association with Part V of the Act;
  - (b) prescribing policies and procedures for the control and authorisation of expenditures for the purposes of the Association including the use and control of petty cash, credit cards, and charge accounts by employees and Committee members; and
  - (c) such other directions as it deems necessary to ensure compliance with sound accounting and financial management practice in the affairs of the Association.

#### **47 FINANCIAL YEAR**

The financial year of the Association shall end on 30 June in each year.

## **PART VII - DOCUMENTS, RULES AND BY-LAWS**

#### **48 CUSTODY OF BOOKS**

Subject to the Act, the Regulations and these rules, the Secretary or other person so authorised by the Committee shall keep in his or her custody or under his or her control all records, books, and other documents of the Association.

#### **49 INSPECTION OF BOOKS**

- 49.1 Subject to subrule 49.2, the records and books of the Association shall be open to inspection at a place in the Territory, free of charge, by a member of the Association at any reasonable hour.
- 49.2 Subrule 49.1 shall not be taken to permit inspection of any document:
- (a) referring to the personal affairs or particulars of any person unless those particulars are those required by the Act to be recorded in the register of members or relate to the payment of money to any person; or
  - (b) containing any information given in confidence to the Association, the Committee, or any subcommittee, working party, employee, or any other person or group acting for or on behalf of the Association or assisting in carrying out the objects of the Association.
- 49.3 The President or the Secretary shall have discretion to determine whether any document may be withheld from access in accordance with subrule 49.2.
- 49.4 A member may appeal to the Committee against any decision of the President or the Secretary (as the case may be) made under subrule 49.3 and the Committee may, subject to Section 50 of the Act, in its absolute discretion resolve the matter in whatever manner it shall think fit.
- 49.5 Information shall be recorded in such a manner as to as much as is practicable avoid recording in the same document information to which access may be denied under subrule 49.2 and information which, but for that subrule, would be available for access.

- 49.6 In particular, and without limiting the generality of subrule 49.5 information to which access may be denied under subrule 49.2 shall not be recorded in the register of members or in any minutes of a general meeting.
- 49.7 The register of members shall not be available to any person who is not a member, except as required by law.

## **50 RETENTION OF RECORDS**

- 50.1 In addition to any requirement of the Act, the Regulations or any other law for the retention of books, the following documents shall be retained for not less than two years in the custody of the Secretary or a Committee member or Committee members authorised by the Committee for the purpose:
- (a) in the case of any person accepted for membership, documents recording:
    - (i) the nomination of the person for membership,
    - (ii) the acceptance of nomination by that person and
    - (iii) the approval by the Committee of the nomination;
  - (b) with respect to any election of Committee members:
    - (i) nomination forms,
    - (ii) ballot papers,
    - (iii) appointments of proxies; and
    - (iv) lists of voters marked off in the distribution of ballot papers;
  - (c) documents relating to the resignation, disciplining or expulsion of any member; and
  - (d) any documents relating to disclosure by Committee members of pecuniary interests in accordance with section 65 of the Act or any declaration made by a Committee member in accordance with subrule 28.2.
- 50.2 Minutes of Committee meetings and general meetings and records of Executive meetings shall be retained as set out in subrule 50.1 but for the period of 5 years.

## **51 COPIES OF CERTAIN DOCUMENTS AVAILABLE**

- 51.1 In accordance with section 35 of the Act, the Secretary shall, on the request of a member, give the member:
- (a) a copy of the current statement of objects of the Association;
  - (b) a copy of these rules currently in force; or
  - (c) a copy of the deeds of any trust relevant to the Association; or
  - (d) a summary of the minutes of a meeting of the Committee.
- 51.2 The Secretary shall, on the request of a member, give the member a copy of any by-law or all by-laws made under rule 53.
- 51.3 Not more than one copy of a document shall be supplied to a member free of charge in any one year. The supply of additional copies shall be subject to a fee not exceeding the fee determined under section 125 of the Act.

**52 ALTERATION OF OBJECTS AND RULES**

- 52.1 Neither the objects of the Association nor these rules may be altered except in a manner which complies with the Act.
- 52.2 The registrar-general must be notified in writing within one (1) month of any alterations or amendments.

**53 DIRECTIONS AND BY-LAWS**

- 53.1 The Committee or the Association in general meeting may by resolution make directions or by-laws regulating the affairs of the Association or prescribing anything permitted or required by or under these rules to be prescribed and such directions or by-laws shall continue in force until amended or rescinded by the Committee or a general meeting respectively.
- 53.2 As much as is reasonably practicable, the Committee shall ensure that directions of continuing effect which are made under these rules are systematically organised and recorded in the form of by-laws.
- 53.3 The Committee when it makes any new by-law shall cause the making of the by-law to be announced in a notice displayed in the premises or meeting place of the Association and published in the newsletter of the Association.

**PART VIII - MISCELLANEOUS****54 PROXIES PROHIBITED EXCEPT IN ELECTIONS**

- 54.1 Except for the purpose of voting at any election in accordance with rule 41 the appointment of proxies to vote at any meeting of the Association, the Committee, the Executive, any other subcommittee, a working party or any other meeting of the Association is not permitted.

**55 PUBLIC OFFICER**

- 55.1 The Association shall have a Public Officer who:
- (a) shall, in accordance with subsection 64(3) of the Act, be appointed by the Committee within 14 days of a vacancy occurring in the office of Public Officer; and
  - (b) may be removed from office by resolution of the Association in accordance with subsection 64(1) of the Act.
- 55.2 The Public Officer shall remain in office unless:
- (a) the Public Officer is removed from office pursuant to subsection 64(1) of the Act; or
  - (b) any other circumstance specified in subsection 64(2) of the Act applies.
- 55.3 The Public Officer is entitled to receive notice of each Committee meeting and to attend and speak at any Committee meeting, but is not a Committee member and is not entitled to vote at Committee meetings.

**56 SECRETARY**

- 56.1 The Association shall have a Secretary who:



- (a) shall be appointed by the Committee within 14 days of a vacancy occurring in the office of Secretary; and
  - (b) may be removed from office by resolution of the Committee.
- 56.2 The Secretary shall remain in office unless the Secretary:
- (a) is removed from office under paragraph 56.1(b); or
  - (b) resigns; or
  - (c) dies.
- 56.3 The Secretary may be a Committee member, or such other person (including the Public Officer or an employee of the Association) as the Committee determines.
- 56.4 If the Secretary is not a Committee member and they are not entitled to vote at Committee meetings except where a Committee member is appointed as the Secretary in which case the relevant Committee member will continue to be entitled to vote as a Committee member but will not have any additional voting rights as a consequence of also being the Secretary.
- 56.5 The Secretary is entitled to attend and speak at any Committee meeting whether or not the Secretary is a Committee member.
- 57 SERVICE OF NOTICES**
- 57.1 For the purpose of these rules or a direction made under these rules, a notice may be served by or on behalf of the Association upon any member of the Association either personally or by sending it by post to the member at the member's address shown in the register of members.
- 57.2 Where it is required by these rules or a direction made under these rules that a document be delivered to an office-bearer or employee of the Association, it shall be sufficient that the document is:
- (a) handed to the person to whom it is required to be delivered; or
  - (b) sent in the manner specified in subrule 57.3, addressed to that person at the postal address of the Association.
- 57.3 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 or delivered to the person at the time at which the letter would have been delivered in the ordinary course of post.
- 58 SURPLUS PROPERTY ON WINDING UP**
- 58.1 Upon the dissolution or the completion of the winding up of the Association, any surplus property shall vest in Hepatitis Australia or an interstate Hepatitis Centre.
- 58.2 If the gift fund is wound up or if the endorsement of the organisation as a gift recipient is revoked, any surplus of assets of the gift fund remaining after that payment of liabilities attributable to it shall be transferred to a fund, authority or institution to which tax deductible gifts can be made.

**59 TRANSITIONAL PROVISIONS**

- 59.1 For the purposes of subrule 59.2, “former rules” means the rules of the Association which were in effect immediately prior to the entering into effect of these rules.
- 59.2 Unless the contrary intention appears in the Act, the Regulations or these rules, all persons, things and circumstances appointed or created by or under the former rules, or existing or continuing under the former rules immediately before the entering into effect of these rules, shall, under and subject to the Act, the Regulations and these rules, continue to have the same status, operation and effect as they respectively would have had if these rules had not been substituted for the former rules.
- 59.3 Without affecting the generality of subrule 59.2 and unless the contrary intention appears in the Act, the Regulations or these rules, nothing in these rules shall be taken to disturb the continuity of status, operation or effect of anything described in subsection 129(2) of the Act.

## THE SCHEDULE

### Rules relating to the conduct of elections for positions on the Committee of Hepatitis ACT Incorporated.

Contents:

1. Returning Officer
2. Duties of the Returning Officer
3. Assistants
4. List of voters
5. Nominations
6. Issue of ballot papers
7. Format of ballot papers
8. Order of filling of vacancies
9. Receipt of nominations at the meeting
10. Announcement of nominations
11. Speeches by candidates
12. Method of voting
13. Counting the votes
14. Declaration of the poll
15. Report by Returning Officer
16. Retention of records

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#### **1. Returning Officer**

The Committee or the general meeting shall appoint a Returning Officer as required. The Returning Officer shall be ineligible to be a candidate at any election at which he or she officiates.

#### **2. Duties of the Returning Officer**

The Returning Officer shall be responsible for the proper conduct of elections in accordance with these rules. The Returning Officer shall chair the meeting during the conduct of any election and shall have authority to deal with any point of order or other matter arising during the election.

#### **3. Assistants**

The Returning Officer shall appoint members to assist him or her in the issue of ballot papers and the counting of votes at a meeting. The Assistants shall be ineligible to be candidates in any election at which they officiate. At least two such assistants shall be present with the Returning Officer during the counting of votes.

#### **4. List of voters**

The Committee shall ensure that, at least two days prior to the conduct of any election, the Returning Officer is provided with a list of all members of the Association.

### **5. Nominations**

- (a) As soon as possible after the close of nominations, the Secretary, or other person authorised by the Committee to do so, shall assist the Returning Officer to verify that the nominees and persons nominating them are current members. The Returning Officer, subject to section 50 of the Act, and provided he or she has reasonable grounds to do so, has final discretion to determine the validity of any nomination.
- (b) If at a meeting where an election is to be held a member asserts that she or he has been validly nominated in writing; or is the beneficiary of a valid proxy which has been forwarded in accordance with the rules, but the Returning Officer is not in possession of the nomination or proxy, the Returning Officer may, subject to Section 50 of the Act and notwithstanding any other rule to the contrary, in his or her absolute discretion accept evidence of the forwarding of the nomination or proxy and, if there is such evidence, may accept a duplicate or substitute written nomination or proxy as though it were the original document.

### **6. Issue of ballot papers**

At a convenient time immediately prior to or during the meeting at which the election is to be held, the Returning Officer shall issue ballot papers to members seeking to vote. The list of members or list of proxies shall be marked off as each ballot paper or set of papers is issued. Every ballot paper shall be initialled personally on the front by the Returning Officer or one of the assistants appointed by the Returning Officer. If the ballot papers are not pre-printed with the date of the election, they shall be dated by the Returning Officer or assistant as they are issued. A ballot paper shall be invalid if it is not initialled and dated. The Returning Officer shall ensure safe custody of any initialled papers and shall ensure that any unused initialled papers are destroyed.

### **7. Format of ballot papers**

Blank sheets of paper, sufficiently large to write the names of all candidates clearly in order of preference, shall suffice for ballot papers. However, the Returning Officer may arrange for ballot papers to be pre-printed in any convenient format, such as the following.

<p><b>Hepatitis ACT Inc.</b></p> <p>BALLOT PAPER</p> <p>Election of ordinary</p> <p>Committee members</p> <p>Write the names of your preferred candidates</p> <p>IN ORDER OF PREFERENCE below</p>
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### **8. Order of filling of vacancies**

In any election, vacant positions shall be filled in the following order: President, Vice-President, Treasurer, Secretary, Ordinary Committee members.

### **9. Receipt of nominations at the meeting**

If in accordance with rule 23, nominations are required to be received at the meeting where the election is to be held, the Returning Officer shall at an appropriate time call for nominations. Such nominations must be made by a member and seconded by another member and shall require the consent of the nominee, who must be present.

**10. Announcement of nominations**

- (a) Before announcing the candidates nominated for any ballot, the Returning Officer shall advise the meeting of any invalid nominations received and the reason or reasons they have not been accepted.
- (b) If, in accordance with rule 23, no nominations are required to be received at the meeting but a ballot is required, the Returning Officer may advise the voters of the candidates' names either by circulating a list of the candidates or by displaying the names prominently on a blackboard, large notice or similar in plain view of the voters.
- (c) If nominations are required to be received at the meeting, the nominations may be announced only by display as above and a list of any nominations which may have been received prior to the meeting shall not be circulated.
- (d) The Returning Officer may also read out the candidates' names.
- (e) It shall not be necessary for a person validly nominated in writing to be present at the ballot.

**11. Speeches by candidates**

Whether or not candidates are invited to address the meeting, and for how long each, shall be a matter for the meeting to determine. However, the meeting shall ensure that candidates for any particular position are given equal opportunity (if any) to speak.

**12. Method of voting**

Voters shall write the names of the persons for whom they wish to vote IN ORDER OF PREFERENCE on the ballot paper. Surnames alone shall suffice if adequate to uniquely identify the candidates. Voters may write the names of as many of the candidates as they wish. The Returning Officer shall ensure that all voters are afforded a reasonable amount of time to read the lists of candidates and complete their ballot papers.

**13. Counting the votes**

Votes shall be counted using a transferable full value preferential method as follows:

- (a) Count all the ballot papers, eliminating any invalid papers. For this purpose, an invalid paper includes one which does not clearly indicate a first preference for one candidate.
- (b) Determine a quota, as follows:

$$\text{Quota} = 1 + \frac{\text{number of valid ballot papers}}{\text{vacancies to be filled}}$$

(if the result includes a fraction, reduce to the previous whole number)

If there is only one vacancy to be filled, the quota is achieved when one candidate has more than half the votes.

- (c) Sort all the papers into piles, one pile for each candidate, according to the first preferences. Record the number of first preference votes received by each candidate.
- (d) So long as is necessary, repeatedly eliminate the candidate with the least number of papers and redistribute that candidate's papers according to the next preference expressed on each.
- (e) If at any stage of the redistribution all the preferences on a paper are exhausted; or it is unclear which candidate is next in a voter's order of preference, set the paper aside as exhausted.
- (f) If there is only one vacancy to be filled, continue the redistribution until one candidate has at least half the total number of valid papers originally counted, or until all the preferences are exhausted. If any candidate receives more than half the total number of papers originally counted, he or she is elected. If all preferences are exhausted before this occurs, the candidate then having the largest number of papers is elected.

- (g) If there is more than one vacancy to be filled, repeatedly redistribute the papers as above until there are as many candidates with a quota of papers as there are vacancies to be filled. Those candidates are thus elected.
- (h) If during redistribution of papers the number of candidates remaining equals the number of vacancies to be filled, those candidates are elected, notwithstanding that one or more of them may not have achieved a quota.
- (i) If there is more than one vacancy to be filled but all preferences are exhausted before the number of candidates remaining in the distribution has been reduced to equal the number of vacancies, the candidates then having the highest number of valid ballot papers are elected.
- (j) If at any stage of the counting there is an equality of votes, the candidate having the largest number of first preferences shall be preferred or elected as the case requires. If in determining this there is an equality of first preferences, resort shall be made to the number of second and (if necessary) further preferences received in order to separate the candidates. If this process is still insufficient to separate the candidates, the Returning Officer may resolve the matter by the toss of a coin.

**14. Declaration of the poll**

If, in accordance with rule 23, any candidates are taken to be elected unopposed, the Returning Officer shall announce this to the meeting. The Returning Officer shall declare the result of any ballot by announcing:

- (a) the number of first preference votes received by each candidate;
- (b) if a redistribution of votes occurred, the order in which any unsuccessful candidates were eliminated; and
- (c) the names of the remaining successful candidate or candidates, whom the Returning Officer shall then declare to be elected.

**15. Report by Returning Officer**

The Returning Officer shall provide the Committee as soon as possible after any election with a written report containing:

- (a) a list of all nominees for each position filled;
- (b) if any nomination was rejected, the reasons for the rejection;
- (c) the results of any ballot, including the information referred to in 13 above;
- (d) a report of any circumstances causing difficulty during the conduct of the election; and
- (e) any other matter which appears to the Returning Officer to be relevant.

**16. Retention of records**

The Returning Officer shall ensure that the following are delivered to the Committee for retention in accordance with rule 50:

- (a) nomination forms;
- (b) ballot papers; and
- (c) lists of voters marked off in the distribution of ballot papers.