

Association Rules

OF

Northern Beaches Refugee Initiative

Australian Business Number (ABN) 85271293410

An unincorporated association

Date: Feb. 23, 2017

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Preliminary

1. Name of the Association

The name of the **Association** is Northern Beaches Refugee Initiative (NBRI)

2. Type of Association

- 2.1 NBRI is an unincorporated Social and Community Service association.
- 2.2 NBRI is established to be , and continues as a charity
- 2.3 These Rules are intended to be binding on members, and enforceable by the courts of New South Wales.

3. Definitions

Words and phrases have the meaning set out in clauses 42 and 43.

Charitable purposes and structure

4. Object

NBRI's object is to pursue the following charitable purpose(s):

The initial settlement and timely cultural and practical community assimilation in the Northern Beaches area of Sydney ,NSW ,of Department of Immigration officially recognized refugees ;the raising and effective fiduciary management of necessary charitable funds and appropriate support in goods and kind; and the encouragement of a caring and humane immigration policy by the Australian Government broadly supported by the community through a range of public relations avenues and cooperation with other organizations with similar aims and commitment.

5. Not-for-profit

- 5.1 NBRI must use its income and assets to fulfil its objects in accordance with clause 4.
- 5.2 All assets and income of NBRI must be held and managed in accordance with the requirements of the **Australian Charities and Not for Profits Commission (ACNC)**

6. Amending the Rules

The members by special resolution may revoke, add to or vary any of these Rules so long as no modification is made to or affecting the object or purpose of NBRI and causes NBRI to no longer be a charity.

7. Membership

- 7.1 The members comprise:
 - (a) The initial members named in the application for NBRI's registration with the ACNC ;and

- (b) Any other person the Board admits to membership in accordance with these Rules; and
- 7.2 All members must be natural persons.
- 7.3 Limited Liability of members

If NBRI is wound up each member undertakes to contribute to the assets of the Association up to an amount not exceeding \$50, plus any outstanding membership fees payable in accordance with rule 7.7 for payment of the debts and liabilities of NBRI including the costs of the winding up. This undertaking continues for 1 year after a person ceases to be a member.
- 7.4 Applying to become a member

An application to become a member must be made in writing in the form and accompanied by the annual membership fee prescribed by the Board from time to time, and signed by the applicant.
- 7.5 Consideration of application

Once an application for membership is received, the Board must:

 - (a) Consider the application at the next meeting of the Board ;and
 - (b) Consider whether the applicant is fit and proper to be a member (which will involve considering factors such whether ,for example, the applicant endorses all the purposes of NBRI and is committed to promoting and working towards the accomplishment of the purposes and objects of NBRI and complying with the purposes of these rules);and
 - (c) Notify the applicant in writing of the outcome of the application, but it need not provide reasons why an applicant was rejected.
- 7.6 Resigning as a member

A member may resign from NBRI by giving written notice to the Board. If a member resigns, NBRI is not required to refund any membership fees already paid.
- 7.7 Expelling a member
 - (a) The Board may ,by ordinary resolution, expel from NBRI any member:
 - (i) who does not comply with these rules or any by-laws or regulations of NBRI;
 - (ii) Whose conduct is, in the opinion of the Board, prejudicial to the interests of NBRI; or
 - (iii) Upon the incapacity by mental defect of the member,And procure the removal of the member’s name from the Register.
 - (b) At least 21 days before the Board holds a meeting to expel a member, the Board must give a written notice to the member which states:
 - (i) The allegations against the member;
 - (ii) The proposed resolution for the member’s expulsion:

- (iii) That the member has an opportunity at the meeting to address the allegations either orally or in writing ;and
 - (iv) That if the member notifies the Secretary in writing at least 48 hours before the meeting, the member may elect to have the question of the member's expulsion dealt with by NBRI in general meeting.
- (c) NBRI must expel a member and remove the member's name from the Register where;
- (i) A general meeting is held to consider a special resolution by the members to expel a member ,and
 - (ii) The special resolution is passed at the meeting. The vote must be taken by ballot.
- (d) A member expelled from NBRI does not have any claim on NBRI, its funds or property, but is still subject to rule 7.2.

7.8 Fees

The amounts payable for entrance fees and annual membership fees, if any, shall be determined by the Board .Unless otherwise determined by the Board in accordance with this rule, the annual membership fee is \$10 for all members.

Board of Management

8. Role of the Board of Management

The **Board** is responsible for the governance and management of NBRI.

9. Appointment of board members

- 9.1 To be eligible for appointment as a board member a person must not be ineligible to be a board member under the ACNC Act and sign a declaration to that affect.
- 9.2 No one who is or has been a NBRI employee within the previous 24 months nor been a paid consultant to NBRI in the previous 12 months is eligible for a board appointment.

10. Number of board members

NBRI must have at least three and no more than seven board members.

11. Officeholders

- 11.1 At each annual general meeting the **Board** must appoint from among its members separate individuals into the roles of Chairperson, Secretary and Treasurer.
- 11.2 The **Board** may also appoint other officers it considers appropriate for the proper and efficient management of NBRI.
- 11.3 The **Board** may fill a vacancy in an office. A person so appointed holds office until the next annual appointment of officers.

12. Term of office

- 12.1 At each annual general meeting:
- (a) Any board member appointed by the **Board** to fill a casual vacancy in accordance with clause 11.3 must retire, and
 - (b) At least one-third of the remaining board members must retire.
- 12.2 The board members who must retire at each annual general meeting under clause 12.1(b) will be the board members who have been longest in office since last being elected. Where board members were elected on the same day, the board member(s) to retire will be decided by lot unless they agree otherwise.
- 12.3 Other than a board member appointed under clause 11.3, a board member's term of office starts at the end of the annual general meeting at which they are elected and ends at the end of the annual general meeting at which they retire.
- 12.4 Each board member must retire at least once every three years.
- 12.5 A board member who retires under clause 12.1 may nominate for election or re-election, subject to clause 12.6.
- 12.6 A board member who has held office for a continuous period of nine years must retire and is not eligible for election for the following 2 years.

13. When a board member stops being a board member

- 13.1 A board member stops being a board member if they:
- (a) Give written notice of resignation as a board member to NBRI.
 - (B) Are absent for three consecutive board members' meetings without approval from the Chairperson, or
 - (b) Become ineligible to be a board member of NBRI under the **ACNC Act**

Responsibilities and powers of board members

14. Responsibilities and powers of board members

- 14.1 The board members are responsible for the oversight and management of NBRI to ensure the purpose(s) set out in clause 4 are achieved.
- 14.2 The **Board's** responsibilities and powers include:
- (a) Ensuring NBRI complies with the requirements of any relevant governmental body.
 - (b) engaging, supervising, suspending and dismissing staff;
 - (c) supervising the activities of NBRI;
 - (d) taking care of the property used in NBRI's activities;
- 14.3 The **Board** may make rules and policies to ensure the efficient development, operation and financial stability of NBRI with power to alter, rescind or replace any of those rules or policies provided such rules and policies are consistent with clause 14.2(a).
- 14.4 The board members must decide on the responsible financial management of NBRI including:

- (a) any suitable written delegations of power under clause 15, and
 - (b) How money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
- 14.5 The board members cannot remove a board member.
- 14.6 The board members must appoint an auditor or a reviewer in accordance with clause 33.1.

15. Delegation of board members' powers

- 15.1 The board members may delegate any of their powers (except this power of delegation) and functions to a committee (so long as the committee has at least one board member as a committee member), a board member, or an employee of NBRI (such as a chief executive officer), as they consider appropriate.
- 15.2 The delegation must be recorded in NBRI's minute book.

16. Payments to board members

- 16.1 NBRI must not pay fees to a board member for acting as a board member.
- 16.2 NBRI may reimburse a board member for expenses properly incurred by the board member in connection with the affairs of NBRI.
- 16.3 Any payment made under clause 16.2 must be approved by the board members.

Duties of board members

17. Duties of board members

The board members must comply with their duties as board members under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the **ACNC Act** which are:

- (a) To exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a board member of NBRI.
- (b) to act in good faith in the best interests of NBRI and to further the charitable purpose(s) of NBRI set out in clause 4
- (c) not to misuse their position as a board member
- (d) not to misuse information they gain in their role as a board member
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 18
- (f) to ensure that the financial affairs of NBRI are managed responsibly, and
- (g) not to allow NBRI to operate while it is insolvent.

18. Conflicts of interest

- 18.1 A board member must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of board members (or that is proposed in a circular resolution):
- (a) to the other board members, or
 - (b) If all of the board members have the same conflict of interest, promptly to the members in written form.

- 18.2 The disclosure of a conflict of interest by a board member must be recorded in the minutes of the meeting.
- 18.3 Each board member who has a material personal interest in a matter that is being considered at a meeting of board members (or that is proposed in a circular resolution) must not, except as provided under clauses 18.4, vote on the matter.
- 18.4 A board member may still be present and vote if:
- (a) their interest relates to an insurance contract that insures, or would insure, the board member against liabilities that the board member incurs as a board member of NBRI (see clause 39)
 - (b) the board members who do not have a material personal interest in the matter pass a resolution that:
 - (i) identifies the board member, the nature and extent of the board member's interest in the matter and how it relates to the affairs of NBRI, and
 - (ii) says that those board members are satisfied that the interest should not stop the board member from voting or being present.

Board members' meetings

19. When the board members meet

The board members may decide how often, where and when they meet. The board members must meet a minimum of four times during a financial year.

20. Calling board members' meetings

- 20.1 A minimum of two board members may jointly call a board members' meeting or the Chairperson may individually call a board members' meeting by giving reasonable notice to all of the other board members. A minimum seven days' notice period is deemed reasonable unless all board members agree to waive this requirement.
- 20.2 For the annual general meeting a 21 day notice period is required.
- 20.3 A board member may give notice in writing or by any other means of communication that has previously been agreed to by all of the board members.
- 20.4 A board meeting and its resolutions remain valid even though notice of the meeting is not received or is accidentally not given to an individual board member provided a quorum was present and voting throughout.

21. Chairperson for board members' meetings

- 21.1 The elected Chairperson is entitled to chair board members' meetings.
- 21.2 The board members at a board members' meeting may choose a board member to be the Chairperson for that meeting if the elected Chairperson is:
- (a) not present within 15 minutes after the starting time set for the meeting, or
 - (b) present but does not want to act as chairperson of the meeting, or
 - (c) Has given prior notice of absence.

22. Quorum at board members' meetings

- 22.1 The quorum for a board members' meeting is a majority (more than 50%) of board members.

22.2 A quorum must be present for the whole board members' meeting.

23. Using technology to hold board members' meetings

23.1 The board members may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the board members.

23.2 The board members' agreement may be a standing (ongoing) one.

23.3 A board member may only withdraw their consent within a reasonable period before the meeting.

24. Passing board members' resolutions

A board members' resolution must be passed by a majority of the votes cast by board members present and entitled to vote on the resolution. The Chairman does not have a deciding vote in the event of a tie.

25. Circular resolutions of board members

25.1 The board members may pass a circular resolution without a board members' meeting being held.

25.2 A circular resolution is passed if all the board members entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 25.3 or clause 25.4.

25.3 Each board member may sign:

- (a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
- (b) Separate copies of that document, as long as the wording of the resolution is the same in each copy.

25.4 NBRI may send a circular resolution by email to the board members and the board members may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.

25.5 A circular resolution is passed when the last board member signs or otherwise agrees to the resolution in the manner set out in clause 25.3 or clause 25.4.

26. General meetings

26.1 An annual general meeting of the **Board** must be held no later than 30 September for the preceding financial year (the financial year ends on 30 June).

26.2 The first annual general meeting must be held within 18 months of NBRI being formed.

26.3 Written notice of general meetings must be provided to all members (and NBRI's auditor or reviewer, if one is appointed) at least 21 days before the meeting. Notice to members must be sent to the members preferred contact address listed on the register of members.

26.4 At the annual general meeting the following must be presented:

- (a) A report by the Chairperson (or if there is no Chairperson, the Secretary) on NBRI's activities during the preceding financial year; and
- (b) By the Treasurer, an audited or reviewed statement of accounts for the preceding financial year, together with a budget and a schedule of proposed fees and charges for the current financial year.

- (c) Ordinary business is to confirm the minutes of the previous annual general meeting, and elect board members. The notice of the annual general meeting must include any special business or resolutions to be considered.
- 26.5 General meetings of members can be called by the Board. The Board must call a general meeting if requested by a group of members making up at least 20% of members who are entitled to vote at general meetings. The members must state in the request any resolution to be proposed at the meeting.
- 26.6 At least 20% of the members that are entitled to vote at the meeting must be present at a general meeting (either in person or through technology that allows for clear and simultaneous (interactive) communication of all meeting participants, for the meeting to be held and a quorum to be declared.

Secretary and Treasurer

27. Role of the Secretary

- 27.1 NBRI must have one Secretary, who is a board member.
- 27.2 The role of the Secretary includes:
 - (a) Maintaining the minutes and other records of general meetings (including notices of meetings), board members' meetings, circular resolutions and the Register of members.

28. Role of the Treasurer

- 28.1 The **Organisation** must have one Treasurer, who is a board member.
- 28.2 The role of the Treasurer includes:
 - (a) Maintaining the financial records of NBRI.
 - (b) ensuring compliance with relevant external financial reporting obligations,
 - (c) ensuring financial risks are managed with appropriate strategies and controls
 - (d) Oversight of the annual financial reporting and budgeting process and liaison with the auditor.

29. Contracts

- 29.1 As an unincorporated association, NBRI cannot enter into contracts in its own name but only in the collective names of 3 or more individuals appointed by the Board.
- 29.2 The individuals who enter into the contract under the previous rule may elect to re-execute a contract if one or more of the individuals is no longer a member of NBRI, in which case the Board shall appoint one or more individuals in their place.

Minutes and records

30. Minutes and records

- 30.1 NBRI must, within one month of a meeting, make and keep the following records:
 - (a) minutes of proceedings and resolutions of board members' meetings (including meetings of any committees), and
 - (b) Minutes of circular resolutions of board members.

- 30.2 The board members must ensure that minutes of a board members' meeting are signed within a reasonable time after the meeting by:
- (a) the Chairperson of the meeting, or
 - (b) The Chairperson of the next meeting.
- 30.3 The board members must ensure that minutes of the passing of a circular resolution (of board members) are signed by a board member within a reasonable time after the resolution is passed.

31. Financial records

- 31.1 NBRI must make and keep written financial records that:
- (a) correctly record and explain its transactions and financial position and performance, and
 - (b) Enable true and fair financial statements to be prepared and to be audited.

32. Records Management

- 32.1 NBRI must keep written records that correctly record its operations.
- 32.2 NBRI must retain its records for at least 7 years.
- 32.3 The board members must take reasonable steps to ensure that the **NBRI's** records are kept safe.

Audit

33. Audit

- 33.1 At the annual general meeting the **Board** must appoint an auditor, or qualified reviewer.
- 33.2 The auditor or reviewer cannot be a board member.

By-laws

34. By-laws

- 34.1 The board members may pass a resolution to make by-laws to give effect to these rules.
- 34.2 Board members must comply with by-laws as if they were part of these rules.

Notice

35. What is notice

- 35.1 Anything written to or from NBRI under any clause in these rules is written notice and is subject to clause 35, unless specified otherwise.

36. When notice is taken to be given

A notice:

- (a) delivered in person, or left at a the recipient's address, is taken to be given on the day it is delivered
- (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs

- (c) Sent by email, fax or other electronic method is taken to be given on the business day after it is sent.

Financial year

37. Organisation's financial year

NBRI's financial year is from 1 July to 30 June.

Indemnity, insurance and access

38. Indemnity

- 38.1 An officer of NBRI is indemnified for all decisions made in good faith and accordance with these rules ,including debts or liabilities incurred personally by that person when acting on behalf of NBRI so long as it was authorized by NBRI to take that action, and acting in good faith (fairly and honestly) and in the best interests of NBRI.
- 38.2 In this clause, 'officer' means a board member or secretary and includes a board member or secretary after they have ceased to hold that office.
- 38.3 This indemnity is a continuing obligation and is enforceable by a person even if that person is no longer a member of NBRI. The indemnity only applies to the extent that the person is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).

39. Insurance

To the extent permitted by law, and if the board members consider it appropriate, NBRI may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of NBRI against any liability incurred by the person as an officer of NBRI.

40. Members' access to documents

- 40.1 A board member has a right of access to the financial records of NBRI at all reasonable times.
- 40.2 If the board members agree, NBRI must give a board member or former board member access to:
 - (a) certain documents, including documents provided for or available to the board members, and
 - (b) Any other documents referred to in those documents.
- 40.3 NBRI can refuse to provide members access or copies ,or provide only limited access ,if the documents contain confidential ,personal ,employment ,commercial or legal matters ,or if granting the request would breach a law or cause damage or harm to NBRI, or if the request is otherwise unreasonable.
- 40.4 Members may make reasonable requests for copies of these Rules, general meeting minutes and the register of members, and be provided access within a reasonable time.

Winding up

41. Dissolution

- 41.1 If NBRI is dissolved or if the endorsement of NBRI as a deductible gift recipient is revoked (whichever occurs first), the following assets remaining after provision is made for NBRI's liabilities to be met must be transferred to a fund, authority or institution to which income tax deductible gifts can be made that has aims and objects similar to those of NBRI.
- (a) Gifts of money or property for the principal purpose of NBRI;
 - (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the **NBRI**; and
 - (c) Money received by NBRI because of such gifts and contributions.
- 41.2 If NBRI is dissolved, after payment of all liabilities, any surplus assets (other than the assets referred to in clause 41.1) must be paid or transferred to another fund, authority or institution that will have aims and objects similar to those of NBRI.
- 41.3 Provision for or payment of NBRI's liabilities under clause 41.1 or clause 41.2 is to be made firstly from assets other than the assets referred to in clause 41.1 and only then from the assets referred to in clause 41.1.

Definitions and interpretation

42. Definitions

In this constitution:

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth)

Board means the body responsible for managing NBRI as appointed in clause 8.

By-Laws means any by-laws made under the **Act** and the **rules** in force for the time being.

Organisation means NBRI referred to in clause 1.

Registered charity means a charity that is registered under the **ACNC Act**.

Surplus assets means any assets of NBRI that remain after paying all debts and other liabilities, including the costs of winding up.

A **Resolution** (other than a Special Resolution) is passed if more than half of the members present at a General Meeting vote in favour of the Resolution.

A **Special Resolution** means a resolution of members:

- (i) Of which at least 21 days' notice of the meeting at which it will be considered has been given to members, and
- (ii) That it is passed at a general meeting by 75% or more of the members voting (who are eligible to vote), voting in favour of it.

43. Interpretation

Headings are for convenience and do not affect interpretation.

The singular includes the plural and vice versa.

A reference to:

- a document (including these rules) includes any variation or replacement of it;
- the word “law” includes common law, principles of equity and legislation (including regulations);
- any legislation includes regulations under it and any consolidations, amendments, re-enactments or replacements of any of them;
- word “regulations” includes instruments of a legislative character under legislation (such as regulations, rules, by-laws, ordinances and proclamations);
- the word “person” or “entity” includes an individual, a firm, a body corporate, an unincorporated association, an authority or a trust; and
- The words “including”, “for example” or “such as” when introducing an example, do not limit the meaning of the words to which the example relates to that example or examples of a similar kind.

APPROVED AND ADOPTED member’s meeting held 23 Feb., 2017

David W Benn, Treasurer