

MALLESONS STEPHEN JAQUES

Rules of the Australian Red Cross Society

Australian Red Cross Society "**Society**"

Founded 1914

Incorporated by Royal Charter 1941

Mallesons Stephen Jaques

Level 50

Bourke Place

600 Bourke Street

Melbourne Vic 3000

Australia

T +61 3 9643 4000

F +61 3 9643 5999

DX 101 Melbourne

www.mallesons.com

Rules of the Australian Red Cross Society

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Preamble

- A The Society recognises the Fundamental Principles of the International Movement (as the same may be amended and restated from time to time by the International Conference of the Red Cross and Red Crescent), namely:

Humanity

The Movement, born of a desire to bring assistance without discrimination to the wounded on the battlefield, endeavours, in its international and national capacity, to prevent and alleviate human suffering wherever it may be found. Its purpose is to protect life and health and to ensure respect for the human being. It promotes mutual understanding, friendship, cooperation and lasting peace amongst all peoples.

Impartiality

It makes no discrimination as to nationality, race, religious beliefs, class or political opinions. It endeavours to relieve the suffering of individuals, being guided solely by their needs, and to give priority to the most urgent cases of distress.

Neutrality

In order to continue to enjoy the confidence of all, the Movement may not take sides in hostilities or engage at any time in controversies of a political, racial, religious or ideological nature.

Independence

The Movement is independent. The National Societies, while auxiliaries in the humanitarian services of their governments and subject to the laws of their respective countries, must always maintain their autonomy so that they may be able at all times to act in accordance with the principles of the Movement.

Voluntary Service

The Movement is a voluntary relief movement not prompted in any manner by desire for gain.

Unity

There can be only one Red Cross or one Red Crescent Society in any one country. It must be open to all, and it must carry on its humanitarian work throughout its territory.

Universality

The International Red Cross and Red Crescent Movement, in which all Societies have equal status and share equal responsibilities and

duties in helping each other, is worldwide.

(The 20th International Conference proclaimed the Fundamental Principles of the International Red Cross and Red Crescent Movement in 1965. They were updated and readopted as set out above by the 25th International Conference of the Red Cross in 1986).

- B** The Society recognises the important role of the Volunteers in the activities of the Society.
- C** The Board is to manage the activities of the Society having regard to the strategies of the International Federation of Red Cross and Red Crescent Societies.
- D** The Rules of the Society, as the same may be amended, added to or replaced, are set out in this document.

1 Definitions and interpretation

1.1 Definitions

These Rules should be read subject to the Charter and definitions and interpretations contained in the Charter apply to these Rules, unless the contrary intention appears.

In these Rules, the following definitions apply unless the contrary intention appears:

Additional Divisional Advisory Board Member means, in relation to a Division, the member of the Divisional Advisory Board for that Division appointed as a member of Council in accordance with Rule 6.7.

Alternate Board Member means a person appointed as an alternate Board Member under Rule 12.7.

ARCBS Board means the board of ARCBS under Rule 19.2.

ARCBS Chief Executive Officer means the Chief Executive Officer of ARCBS appointed in accordance with Rule 19.5.

ASIC means the Australian Securities and Investments Commission.

Australian Red Cross Blood Service or ARCBS means the Australian Red Cross Blood Service as described in Rule 19.

Board means all or some of the Board Members acting as a Board.

Board Member means each member of the Board appointed under Rule 10.1 and Rule 10.2, and where appropriate includes an Alternate Board Member.

Chair of the Audit and Risk Management Committee means the chair of the Committee which has responsibility for the audit and risk management functions of the Board in accordance with Rule 13.2.

Charter means the Charter incorporating the Society in the form of a Letter Patent of George VI dated 28 June 1941 as that Charter has been and may be amended or supplemented.

Committee means a committee of persons including Board Members, Special Councillors and other members appointed by the Board, constituted under Rule 13.

Commonwealth Taxation Act means the *Income Tax Assessment Act 1997* (Cth) and any amendments to or substitutions of that Act as appropriate.

Consent Date means the date on which these Rules are consented to by the Governor-General.

Contracts Register means the register of contracts and other documents which are executed upon the approval of the Board by resolution in

accordance with the Rules whether under the Common Seal of the Society or otherwise.

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

Council means some or all of the members of the Council appointed under Rule 6.1 acting as a Council.

Delegate means a person or body of persons to whom the Board has delegated powers in accordance with Rule 11.4.

Deputy President means the Deputy President of the Society.

Division means a Division of the Society in accordance with Rule 17.

Divisional Advisory Board means a Divisional Advisory Board of the Society in accordance with Rule 17.4.

Divisional Member means a member of the Council referred to in Rule 6.1(e).

Divisional Patron means a Divisional Patron of the Society appointed under Rule 18.1.

Divisional Regulations means any Divisional Regulations of the Society in force under Rule 17.6.

Divisional Youth Member means in relation to a Division the person appointed by the Divisional Advisory Board of that Division as the Divisional Youth Member.

Fundamental Principles of the International Movement means the principles set out in the Preamble to these Rules and as may be amended or proclaimed by an International Conference of the Red Cross and Red Crescent.

Governance Member means a Member who has elected to participate in the governance of the Society in accordance with Rule 5.2.

International Movement means the International Red Cross and Red Crescent Movement comprising the International Federation of Red Cross and Red Crescent Societies ('the Federation'), the International Committee of the Red Cross and the constituent national societies of the Federation.

Maximum Service Period means three continuous terms.

Member means a person entered in the register of members as a member of the Society.

National Youth Advisory Committee means the Committee established by the Board for representation of youth in accordance with Rule 13.2(a)(iii).

NYAC means the National Youth Advisory Committee.

Office Bearer means a person holding the office of the President, Deputy President or the Chair of the Audit and Risk Committee.

Patron means the Patron of the Society.

President means the President of the Society.

Previous Rules means the previous rules of the Society and the provisions of the Charter as was in force before the Consent Date.

Registered Office means the headquarters of the Society as determined by the Board.

Rules means these rules as amended, and a reference to a Rule is a reference to a rule of these Rules.

Secretary means a person appointed under Rule 14 as a secretary of the Society, and where appropriate includes an acting secretary and a person appointed by the Board to perform all or any of the duties of a secretary of the Society.

Society means the Australian Red Cross Society.

Special Councillor means a Special Councillor of the Society.

Special Resolution means a resolution passed by at least 75% of the votes cast on the resolution have been cast in by persons entitled to vote on the resolution present in person or by proxy.

Transitioning Member means a person who was a member of the Society immediately before the adoption of these Rules (that is, 12 October 2010) or a person who is admitted as a member of the Society with effect on or before 30 June 2011.

Vice-Patron means a Vice-Patron of the Society or of a Division (as the case may require) appointed under Rule 18.2.

Volunteer means a volunteer of the Society as described in Rule 4.

Youth Member means the person appointed by the Council as the Youth Member of the Board after consideration of the person or persons recommended to it by NYAC in accordance with Rule 6.9(g).

1.2 Interpretation

In these Rules unless the contrary intention appears:

- (a) **(gender)** words importing any gender include all other genders;
- (b) **(person)** the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;

- (c) **(singular includes plural)** the singular includes the plural and vice versa;
- (d) **(meaning not limited)** a reference to the words “include”, “including”, “for example” or “such as”, when introducing an example, does not limit the meaning of the words to which the example relates to that example or examples of a similar kind;
- (e) **(regulations)** a reference to a law includes regulations and instruments made under the law;
- (f) **(amendments to statutes)** a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by the State or the Commonwealth of Australia or otherwise;
- (g) **(from time to time)** a power, an authority or a discretion reposed in the Board, any Board Member, the Council, any member of Council, the Society, a Member, a committee or any person under these Rules may be exercised at any time and from time to time;
- (h) **(signed)** where, by a provision of these Rules, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Board;
- (i) **(writing)** “writing” and “written” includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise; and
- (j) **(currency)** a reference to \$ is a reference to the lawful currency of Australia.

1.3 Headings

Headings are inserted for convenience and are not to affect the interpretation of these Rules.

1.4 Ex officio members

For the avoidance of doubt, a person who is a member ‘ex officio’ of a body established by these Rules has the same rights (including but not limited to voting rights) and obligations in their capacity as a member of that body as each other member of that body.

2 Objects and purposes of Society

2.1 Objects

The objects of the Society are:

- (a) to act in case of armed conflict, and in peace to be prepared to act in all fields covered by the Geneva Conventions and the Additional Protocols and on behalf of all war victims, both civilian and military;
- (b) to prevent and alleviate human suffering with complete impartiality, making no discrimination as to nationality, race, gender, religious beliefs, class or political opinions or as to any other ground of discrimination which is irrelevant to the need;
- (c) to provide emergency relief and services in time of disaster or conflict in Australia and internationally for the alleviation of human suffering;
- (d) to contribute to the improvement of health, the prevention of disease and the mitigation of suffering by programmes of training and services for the benefit of the community, adapted to national and local needs and circumstances;
- (e) to provide direct relief of poverty, sickness, suffering, distress, misfortune, disability, destitution or helplessness as arouses compassion in the community;
- (f) to promote the participation of all people in the work of the International Red Cross and Red Crescent Movement;
- (g) to pursue any other objects or activities, including assistance to vulnerable people, as are in keeping with the Fundamental Principles of the International Movement and of International Humanitarian Law; and
- (h) to do all other things as may be incidental or ancillary to the attainment of these objects.

2.2 Charitable purpose

The Society may only pursue charitable purposes, associated with its objects.

2.3 Based in Australia

The Society is established, maintained and operated in Australia. The activities of the Society are to be carried out predominantly in Australia.

2.4 Duties as a component of the International Red Cross and Red Crescent Movement

The Society shall comply with its duties as a component of the International Movement, as a member of the International Federation of Red Cross and Red Crescent Societies and as an auxiliary to the public authorities in the humanitarian field.

2.5 Not a limit on power

- (a) The Society has the legal capacity and powers of an individual and all the powers of a body corporate, including all powers as are necessary

or convenient for carrying out the objects of the Society. The Society does not have the power to issue shares.

- (b) A person dealing with the Society may assume that the Society has power to make, vary, ratify or discharge any contract or other legal obligation regardless of whether that power is being exercised in furtherance of the Society's objects.

3 Income and property of Society

3.1 Application of income and property for purposes and objects only

The income and property of the Society, however derived, must be applied solely towards the promotion of the purposes and objects of the Society as set out in Rule 2.

3.2 No dividend, bonus or other payment to Members

No part of the income or property of the Society may be paid or transferred to a Member, either directly or indirectly by way of dividend, bonus or otherwise.

3.3 Payments by Society in good faith

Rule 3.2 does not prevent payment in good faith to an officer of the Society or a Member, or to a firm of which an officer of the Society or a Member is a partner:

- (a) of remuneration for services (including salary or wages for employee services) provided by that officer or Member to the Society;
- (b) for goods supplied in the ordinary course of business;
- (c) of interest at a rate not exceeding the rate fixed for the purposes of this Rule by the Council in general meeting on money borrowed from an officer of the Society or a Member; or
- (d) of reasonable rent for premises let by an officer of the Society or a Member.

4 Volunteers

The Volunteers are those persons who assist the Society in pursuing its objects and who have applied and been approved to serve as volunteers in accordance with policies and procedures approved by the Board.

The Volunteers include any Members of the Society and any members of staff who:

- (a) at certain times may act in the capacity of Volunteers and not in the capacity of members of the Society or in the capacity of members of staff (as the case may be), and

- (b) have applied and been approved to serve as Volunteers in accordance with policies and procedures approved by the Board.

5 Membership

5.1 Application for registration as a Member

An application for registration as a Member must be made in writing on the Board approved application form.

5.2 Registration as a Member

- (a) An Australian resident who is a natural person is eligible to register as a Member of the Society, without any discrimination based on race, sex, religious beliefs, language, class or political opinion or any other attribute or ground of discrimination prohibited by law, if they declare their support for the Fundamental Principles of the International Movement by signing a declaration as provided by the Board and meet each year the criteria for membership (such as commitment of time or resources), in accordance with any policies determined by the Board.
- (b) A person may elect in writing at the time of application for registration to be a Governance Member (if the application is accepted). A Member (other than a Transitioning Member) who is not a Governance Member may elect in writing at any time to be a Governance Member.
- (c) Unless and until a Transitioning Member elects in writing not to participate in the governance of the Society as a Governance Member, he or she has the rights and obligations of a Governance Member.
- (d) A member whose membership has been terminated under Rule 5.11 will not be eligible for membership except with the approval of the Board.
- (e) An election in writing referred to in this Rule must be delivered to the Board or, if the Board so determines, to the Divisional Advisory Board.

5.3 Decision

The Board must consider and resolve whether to accept or reject each application for membership and, within a reasonable time after making a decision, give the applicant a notice which states whether the application was successful or not. The Board must give reasons for rejection of an application for membership of the Society.

For the avoidance of doubt, the Board may delegate this power to the relevant Divisional Advisory Board.

5.4 Effect of application

By completing an application form, the person applying to become a Member agrees to be bound by the Charter, these Rules and any other rules, Divisional Regulations, policies and other standards prescribed by the Board.

5.5 Transitional membership

A person who was a member of the Society immediately before the adoption of these Rules will continue to be a Member.

5.6 Admission to Membership

- (a) Subject to this Rule a person is admitted as a Member when the person's application is accepted under Rule 5.3.
- (b) The Patron and any Vice-Patron of the Society, and any Patron or Vice-Patron of a Division, are automatically admitted as a Member on their appointment as Patron, or Vice-Patron of the Society or as Patron or Vice-Patron of a Division (as applicable). However, no Patron or Vice-Patron has:
 - (i) the right to vote which he or she would otherwise have if he or she were a Governance Member;
 - (ii) an entitlement to be nominated for or elected to any elected office or position in the Society.
- (c) A Member has the rights and obligations of Members under these Rules, including the right to participate in meetings and forums of the Society in which the Member is entitled to participate in accordance with these Rules and the obligations to comply with the Fundamental Principles, the Rules and criteria of membership as determined by the Board.

5.7 Member to notify changes

A Member must promptly notify the Society of any change in the details with respect to that Member which are recorded in the register of Members.

5.8 Ceasing to be a Member

A person ceases to be a Member on:

- (a) resignation in the manner provided by Rule 5.10;
- (b) a determination by the relevant Divisional Advisory Board in accordance with policies and procedures determined by the Board that the Member failed to satisfy the criteria for membership including any display of character or morality incompatible with the Fundamental Principles or engagement in activities which are detrimental to the reputation or the activities of the Society;
- (c) death; or

- (d) the termination of the person's membership by the Board or by the Council in general meeting in accordance with these Rules, including on the ground of any display of character or morality incompatible with the Fundamental Principles or engagement in activities which are detrimental to the reputation or the activities of the Society;
- (e) having been sent a reminder of the opportunity to renew membership, having failed or omitted to pay any membership fee, or made another commitment of time or resources, within 6 months of that payment having become due or the giving of a commitment having been sought.

5.9 Appeal

A person whose membership has been terminated by a Divisional Advisory Board, or by the Board, in accordance with these Rules may lodge an appeal from that decision in accordance with the Divisional Regulations, which must:

- (a) determine and, if necessary, establish the body responsible to hear the appeal;
- (b) provide for the composition of the appeal body (if not otherwise determined);
- (c) provide a fair procedure;
- (d) otherwise ensure so far as practicable that the person is not unjustly treated.

5.10 Resignation

A Member may by written notice to the Society resign from membership with immediate effect or with effect from a specified date occurring not more than 30 days after the service of the notice. A Member remains liable after resignation for all money due by the Member to the Society.

5.11 Procedure for Termination

The Board may by written notice to a Member terminate the Member's membership with immediate effect or with effect from a specified date occurring not more than 30 days after service of the notice in accordance with the Divisional Regulations.

For the avoidance of doubt, the Board may delegate this power to the Divisional Advisory Board.

5.12 Register of Members

- (a) The name of every Member must be enrolled in the register of Members of the Society. The name of any person who has ceased to be a member of the Society must be struck off the register of Members.

- (b) Each Member who has elected in writing to be a Governance Member and each Transitioning Member (unless he or she has elected in writing not to be a Governance Member) must be identified as a Governance Member in the register of Members.

5.13 Honorary life members

The Board may admit any persons to, and remove any persons from, honorary life membership of the Society on the recommendation of the National Awards Committee and in accordance with the policies approved by the Board.

No person may have their honorary life membership removed other than on serious grounds including on the ground of any display of character or morality incompatible with the Fundamental Principles or engagement in activities which are detrimental to the reputation or the activities of the Society.

6 Council

6.1 Members of Council

The Council of the Society shall consist of the following:

- (a) the President;
- (b) the Deputy President;
- (c) the Chair of the Audit and Risk Committee;
- (d) the Youth Member;
- (e) for each Division:
 - (i) the Chair of the Divisional Advisory Board (as elected by the Divisional Advisory Board in a year in which an election is required, as soon as practicable within 21 days after the Divisional General Meeting);
 - (ii) three members of the Society in the Division chosen by the Divisional Advisory Board (one of whom ought be an Additional Divisional Advisory Board Member), as soon as practicable within 21 days after the Divisional General Meeting in each calendar year;
 - (iii) a youth member chosen by the Divisional Advisory Board, as soon as practicable within 21 days after the Divisional General Meeting in each calendar year.
- (f) any Additional Board Members appointed by the Council in accordance with Rule 10.2;
- (g) the Chair of the ARCBS Board; and

- (h) each Special Councillor of the Society elected in accordance with Rule 6.12.

6.2 Acting in the Interests of the Society

Regardless of who elects or appoints them or who they represent, each member of the Council must:

- (a) act in good faith in the interests of the Society as a whole;
- (b) act in accordance with any Code of Conduct and any Conflict of Interest Policy, as determined by the Council.

6.3 Term of office - Office Bearers and the Special Councillors

- (a) The Office Bearers and the Special Councillors will each be elected for a term of two years.
- (b) That term will commence from the end of the Annual General Meeting of the Council at which he or she was elected to that office and end at the end of the second following Annual General Meeting of the Council.

6.4 Term of office - Divisional Members

- (a) Subject to Rule 6.4, Divisional Members on the Council will hold office commencing on the date of their election or appointment under Rule 6.1 (e) and ceasing on the date of the next election or appointment by the Divisional Advisory Board in accordance with Rule 6.1 (e).
- (b) If a Divisional Member dies or resigns before the next Annual General Meeting of the Council, or if a vacancy in any of these positions exists for any other reason, the Divisional Advisory Board of the relevant Division may elect another member in his or her place to hold office:
 - (i) if the vacancy arises before the Annual General Meeting of the Council in 2012 - until the end of the Annual General Meeting of the Council in 2012;
 - (ii) if the vacancy arises after the Annual General Meeting of the Council in 2012, until the date of the next election or appointment by the Divisional Advisory Board under Rule 6.1(e).
- (c) Each Division must notify the Secretary (or other officer authorised to act on the Secretary's behalf) of the names of its elected or appointed Divisional Members no later than 17 days before the Annual General Meeting of the Council in the year of their election or appointment.

(d) A Divisional Member of the Council who is elected or appointed to that office in 2012, prior to the Annual General Meeting of the Council to be held on or before 31 December 2012, holds office from the end of the 2012 Annual General Meeting of the Council until the date of election or appointment of Divisional Members of the Council in accordance with Rule 6.1 (e) in 2014.

6.5 Term of office - other members of Council

The Youth Member, the Chair of each Divisional Advisory Board, the Additional Board Members and the Chair of the ARCBS Board are ex-officio members of Council. Ex-officio members of Council will hold office on the Council for the period of their term in their role as the Youth Member (in accordance with Rule 13.5), Chair of a Divisional Advisory Board, Additional Board Member or Chair of the ARCBS Board, as the case may be.

6.6 Maximum Service Periods

- (a) Subject to Rules 6.6(c), no person may hold the same office as a Council member for more than the Maximum Service Period.
- (b) No person is eligible for re-election to that office for a period of three years following completion of the Maximum Service Period.
- (c) A Maximum Service Period does not apply to the Chair of the ARCBS Board.

6.7 Additional Divisional Advisory Board Member

- (a) Each Divisional Advisory Board ought to appoint a person to be an Additional Divisional Advisory Board Member.
- (b) Any Additional Divisional Advisory Board Member must be a member of the Divisional Advisory Board who has been appointed under Rule 17.4(b).

6.8 Eligibility

Other than the Chair of the ARCBS Board, only Governance Members are eligible to be members of the Council (unless the Board determines otherwise).

Unless otherwise determined by a policy of the Board, a person:

- (a) is not eligible to be a youth member of the Council or the Youth Member of the Board (or an alternate) unless the person is 29 years of age or less at the time of their appointment; and
- (b) is no longer eligible to be (and ceases to hold office as) a youth member of the Council or the Youth Member of the Board, upon attaining the age of 30 years.

6.9 Nomination and election procedures

- (a) To be eligible for election as President, Deputy President, Special Councillor or the Chair of the Audit and Risk Committee, a nomination must be:
 - (i) in the form (if any) prescribed by the Board;
 - (ii) signed by the proposer and the seconder;
 - (iii) consented to by the nominee; and
 - (iv) received by the Secretary (or other officer authorised to act on behalf of the Secretary) at least 30 days before the Annual General Meeting of the Council at which the election is to take place.
- (b) Nominations may only be made by current members of the Council.
- (c) A person who is nominated as Chair of the Audit and Risk Committee at the time of nomination must have current experience in accounting, finance or audit.
- (d) A nomination for an Office Bearer or Special Councillor must set out the special skills or experience held by the nominee in relation to the activities of the Society.
- (e) At least 14 days before the Annual General Meeting of the Council, the Secretary (or other officer authorised to act on behalf of the Secretary) must forward a notice containing a list of all nominations received to every member of the Council.
- (f) An accidental omission of the Secretary (or other officer authorised to act on behalf of the Secretary) to provide the notice referred to in Rule 6.9(e), or any accidental error or omission or irregularity in that notice, or non-receipt by any person of that notice, will not invalidate any election to any office of the Council.
- (g) The National Youth Advisory Committee must make a recommendation to the Council for a person (who is eligible to be the Youth Member of the Board) to be appointed by the Council as the Youth Member. For the avoidance of doubt, the Committee may recommend more than one person for consideration by the Council for appointment as the Youth Member.

6.10 Casual vacancies

- (a) Subject to Rule 6.4(b), if there is a casual vacancy in the office of President, Deputy President, Chair of the Audit and Risk Committee or Youth Member, Council will elect a replacement to hold office until the end of the next Annual General Meeting, at which a new election will be held.

- (b) For the avoidance of doubt, there will not be a casual vacancy for the purposes of Rule 6.10(a) if the powers and duties of:
 - (i) the President of the Council pass to the Deputy President in accordance with Rule 9;
 - (ii) the President of the Council pass to the Chair of the Audit and Risk Committee in accordance with Rule 9; or
 - (iii) the President of the Council pass to the Acting President in accordance with Rule 9.

6.11 Attendance at Council Meetings

- (a) The Council may invite any persons as it thinks fit to attend any Council Meeting and advise on matters as the Council may determine.
- (b) However, any person invited to attend any Council Meeting under Rule 6.11(a) is not and is not deemed to be a member of the Council and is not permitted to exercise any right which a member of the Council may have under these Rules.

6.12 Special Councillors

- (a) The Council may elect up to 6 Special Councillors of the Society.
- (b) A person to be elected as a Special Councillor will usually be a person who has made an outstanding contribution to the Society.
- (c) A Special Councillor may be requested to undertake special functions (for example, acting as chair of a committee).
- (d) The maximum number of Special Councillors of the Society may be altered by a Special Resolution of the Council .
- (e) The Council may, by resolution, remove or suspend any Special Councillor of the Society from office.
- (f) Any casual vacancy in the office of Special Councillor of the Society may be filled by the Council.

6.13 Alternates for Divisions

- (a) Council members appointed under Rule 6.1(e) may appoint an alternate with the approval of Council.
- (b) An alternate member is a member of the Council of the nominating Division and is entitled to vote at a meeting of the Council on a show of hands or at a poll, in the absence of the member of the Council for whom they attend as alternate.

7 General Meetings of the Council

7.1 Annual General Meeting of the Council

The Annual General Meeting of the Council must be held before the end of December each year at a time and place determined by the Board.

7.2 Business of the Annual General Meeting of the Council

The business of the Annual General Meeting of the Council must include:

- (a) receiving the financial reports of the Society, as audited by the external auditor;
- (b) receiving reports on the activities of the Society for the previous year, from each of the President and the CEO (Secretary-General);
- (c) electing the Office Bearers;
- (d) electing Special Councillors,

and may include any other matters that can be considered by the Council in general meeting in accordance with these Rules.

7.3 Business of general meetings of the Council

In addition to the business of the Annual General Meeting of the Council, the business of a general meeting of the Council may include:

- (a) the power to appoint the external auditor;
- (b) the right to request the making of a Supplementary or other Charter by the Governor-General;
- (c) the right to amend the Rules ;
- (d) establishing and disestablishing Divisions; and
- (e) to exercise any other powers vested in the Council.

7.4 Convening a general meeting of the Council

- (a) A general meeting of the Council may be called at any time by the President.
- (b) The President must call a general meeting of the Council following a written request to the Secretary (or other officer authorised to act on behalf of the Secretary) made by 12 members of the Council representing at least 4 Divisions. The request must specify the objects of the meeting proposed and must be signed by the members of the Council concerned.

7.5 Use of technology

A meeting of the Council may be called or held using any technology consented to by 75% of the members of the Council. The consent may be a standing one. A member of Council may only withdraw their consent within a reasonable period before the meeting.

7.6 Notice of meeting of Council

- (a) At least 42 days notice of any meeting of Council must be given to every member of the Council.
- (b) A meeting may be held on shorter notice with the written consent of at least 75% of members of the Council. However, no meeting of the Council may be held on less than 14 days notice.

7.7 Contents of notice of meeting of Council

A notice of meeting of Council must specify:

- (a) a date and time for the holding of the meeting;
- (b) a place for the holding of the meeting;
- (c) if the meeting is to be held in two or more places, the technology that will be used to facilitate the holding of the meeting in that manner; and
- (d) the general nature of the proposed business of the meeting.

7.8 Calculation of period of notice

In computing the period of notice under Rule 7.6, both the day on which the notice is given or taken to be given and the day of the meeting convened by it are to be disregarded.

7.9 Cancellation or postponement of general meeting

Where a general meeting (including an annual general meeting) is convened, the President may by notice, whenever he or she thinks fit,

- (a) cancel the meeting (in which case it must be reconvened to a reasonable date and time determined by the President) or change the place for the meeting;
- or
- (b) postpone the holding of the meeting (to a reasonable date and time determined by the President) or change the place for the meeting.

This Rule does not apply to a meeting convened in accordance with Rule 7.4(b).

7.10 Notice of cancellation, postponement or change of place of general meeting

Written notice of cancellation or postponement or change of place of a general meeting must be given to all persons entitled to receive notices of general meetings. The notice must be given at least 28 days before the date for which the meeting is convened and must specify the reason for the cancellation, postponement or change of place. A notice of a change of place of a general meeting must specify the different place for the holding of the meeting.

7.11 Contents of notice postponing general meeting

A notice postponing the holding of a general meeting must specify:

- (a) a date and time for the holding of the meeting;
- (b) a place for the holding of the meeting, which may be either the same as or different from the place specified in the notice convening the meeting; and
- (c) if the meeting is to be held in two or more places, the technology that will be used to facilitate the holding of the meeting in that manner.

7.12 Number of clear days for postponement of general meeting

The number of clear days from the giving of a notice postponing the holding of a general meeting to the date specified in that notice for the holding of the postponed meeting must not be less than the number of clear days notice of the general meeting required to be given by these Rules.

7.13 Business at postponed general meeting

The only business that may be transacted at a general meeting, the holding of which is postponed, is the business specified in the original notice convening the meeting.

7.14 Non-receipt of notice

The non-receipt of, or accidental omission to give, a notice of a general meeting or cancellation, postponement or change of place of a general meeting by, or to, a person entitled to receive notice does not invalidate any resolution passed at the general meeting or at a postponed or changed place meeting or the cancellation or postponement of a meeting.

7.15 Business of the meeting

- (a) A provisional business agenda and supporting papers relating to each item designated in the business agenda relating to the following matters must be forwarded to each member of the Council with the notice convening the meeting:
 - (i) a proposed amendment, addition to or repeal of any provision of these Rules;

- (ii) the establishment or disestablishment of a Division; and
 - (iii) any item proposed for a meeting convened under Rule 7.4(b).
- (b) Insofar as is practicable, supporting papers relating to any items not so designated in the business agenda must be forwarded to each member of the Council at least 14 days before the day appointed for the holding of the meeting.
- (c) The President may, with the consent of the meeting, adjourn any meeting to a different time or place or both; however, only unfinished business is to be transacted at a meeting resumed after an adjournment.
- (d) Where a business agenda or supporting papers relating to any item designated in the business agenda specified in Rule 7.15(a) are not received by one or more members of the Council at least 42 days before the day appointed for the holding of the meeting, the Council may upon resolution passed by 7 or more members of the Council present in person or by alternate or proxy defer the taking of a vote on that item.
- (e) Where the taking of a vote is deferred under this Rule, the Council may by ordinary resolution decide that an extraordinary general meeting of the Council be held on a date within 91 days after the meeting from which the vote is deferred for the purpose of taking the deferred vote.

8 Proceedings at general meetings of Council

8.1 Reference to a member of Council

Unless the contrary intention appears, a reference to a member of Council in this Rule 8 means a person who is a member of Council, or:

- (a) a proxy; or
 - (b) an alternate appointed under Rule 6.13,
- of that member of Council.

8.2 Quorum

The quorum for a meeting of the Council is one-half of members present in person or by alternate or proxy, from at least 4 Divisions.

8.3 Requirement for a quorum

An item of business may not be transacted at a general meeting unless a quorum is present when the meeting proceeds to consider it. If a quorum is present at the time the first item of business is transacted, it is taken to be present when the meeting proceeds to consider each subsequent item of business unless the chairman of the meeting (on the chairman's own motion

or at the request of a member of Council, proxy or alternate who is present) declares otherwise.

8.4 If quorum not present

If within 15 minutes after the time appointed for a general meeting a quorum is not present, the meeting:

- (a) if convened under Rule 7.4(b), is dissolved; and
- (b) in any other case, stands adjourned to the same day in the next week and the same time and place, or to any other day, time and place as the President appoints by notice to those entitled to notice of the meeting.

8.5 Adjourned meeting

At a meeting adjourned under Rule 8.4(b), one-half of members of Council present in person or by proxy or alternate, representing at least 4 Divisions at the meeting are a quorum. If a quorum is not present within 15 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.

8.6 Conduct of general meetings of Council

The President shall act as Chair of a general meeting of Council and:

- (a) has charge of the general conduct of the meeting and the procedures to be adopted at the meeting;
- (b) may require the adoption of any procedure which is in the President's opinion necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the general meeting; and
- (c) may terminate discussion or debate on any matter whenever the President considers it necessary or desirable for the proper conduct of the meeting,

and a decision by the President under this Rule is final.

For the avoidance of doubt, if the President is not present at the time scheduled for the commencement of a general meeting of Council, Rule 9 applies.

The CEO (Secretary-General) is entitled to be given notice of and to attend any meeting of the Council, subject to any resolution of the Council that his or her attendance not be permitted in respect of a meeting, or any part of a meeting, of the Council. For the avoidance of doubt, the CEO (Secretary-General) has no right to vote in respect of any resolution or other proceedings of the Council at any meeting.

8.7 Adjournment of general meeting of Council

The President may at any time during the general meeting adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting either to a later time at the same meeting or to an adjourned meeting at any time and place, but:

- (a) in exercising this discretion, the President may, but need not, seek the approval of the members of Council present in person or by proxy or alternate or representative; and
- (b) only unfinished business is to be transacted at a meeting resumed after an adjournment.

Unless required by the President, a vote may not be taken or demanded by the members of Council present in person or by proxy, alternate or representative in respect of any adjournment.

8.8 Notice of adjourned general meeting

It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned general meeting unless a meeting is adjourned for one month or more. In that case, notice of the adjourned general meeting must be given as in the case of an original meeting.

8.9 Questions decided by majority

Unless a Special Resolution is required or unless otherwise indicated, a resolution is taken to be carried if a simple majority of the votes cast on the resolution are in favour of it.

8.10 Equality of votes - casting vote for President

If there is an equality of votes, whether on a show of hands or on a poll, the President is entitled to a casting vote in addition to any votes to which the President is entitled as a member of the Council or proxy, alternate or representative of a member of Council.

8.11 Voting on show of hands

- (a) Subject to Rule 8.12, resolutions of the Council, other than those for which the use of proxies is specifically provided either by the Charter or the Rules, must at any meeting of the Council be decided by a show of hands.
- (b) Each member of the Council present in person or by his alternate or proxy is entitled to one vote.
- (c) A declaration by the President that a resolution has on a show of hands been carried or carried unanimously, or by a sufficient or particular majority, or lost, as the case may be, and an entry to that effect in the book containing the minutes of the proceedings of the Council, is conclusive evidence of the fact.

- (d) Neither the President nor the minutes need state and it is not necessary to prove the number or proportion of the votes recorded in favour of or against the resolution.

8.12 Demanding a poll

- (a) At a general meeting of the Council, a poll may be demanded by:
 - (i) the President;
 - (ii) at least 2 members of the Council entitled to vote at a poll on the resolution present in person or by alternates or proxies,a poll must be taken at a time and place and in a manner as the President directs (and may be held then and there).
- (b) At a poll, each member of the Council or his alternate or proxy entitled to vote on the resolutions is entitled to one vote.
- (c) A resolution taken by poll is deemed to be the resolution of the meeting at which the poll was demanded.
- (d) The demand for a poll may be withdrawn.
- (e) Pending the taking of a poll the other business of the meeting may be taken.

8.13 Proxies

A member of Council is entitled to appoint a proxy.

Proxies must be delivered to the Secretary or other officer authorised by him or her to act on his or her behalf before the meeting or the taking of a poll at which they are intended to be used.

The instrument appointing a proxy must be in writing under the hand of the appointer, in any form the President may accept, and be communicated to the President by any means (including email, facsimile machine, prepaid post or other means of communication in writing as may be approved by the Board).

8.14 Objection to voting qualification

- (a) No objection may be made to the validity of any vote except at the meeting or poll at which that vote will be tendered.
- (b) Every vote, whether given in person or by alternate or proxy, not disallowed at that meeting or poll is deemed valid for all purposes of that meeting or poll.
- (c) The President acting as Chair of any meeting shall be the sole judge of the validity of every vote tendered at that meeting. The President acting as Chair present at the taking of a poll is the sole judge of the validity of every vote tendered at that poll.

8.15 President to determine voting dispute

If there is a dispute as to the admission or rejection of a vote, the President acting as Chair of the meeting must decide it and the President's decision made in good faith is final and conclusive.

8.16 Circulating resolutions of members of Council

- (a) A resolution of Council may be passed without a general meeting being held if:
- (i) a copy of the written resolution has been forwarded to every member of Council; and
 - (ii) within:
 - (A) 14 days (or a longer period set out in the Notice accompanying the written resolution); or
 - (B) a longer period as determined by the President having regard to delays in the delivery of the notice,at least 75% of the members of Council who exercise their right to vote on the resolution (whether personally or by alternate or proxy) within that period sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of a document may be used for signing by members of Council if the wording of the resolution and statement is identical in each copy.
- (c) The resolution is taken to be passed (and if it is required to be a Special Resolution to be effective, passed as a Special Resolution), as if it had been passed at a duly convened general meeting, at the time the Secretary has evidence (which is provided in accordance with Rule 8.16 (d)) that the requisite number of members of Council have signed it.
- (d) The document upon which the resolution is set out (in such number of copies as may be used) may be provided or communicated to the Secretary by hand, pre-paid post, facsimile transmission, or as a PDF format attachment to email, or by any other means which may be approved by the Council.

9 Duties and Powers of President and Deputy President

- (a) In addition to any powers and duties provided elsewhere in these Rules, the President acts under the authority of Council and the Board. In guiding the governance of the Society in accordance with the decisions of the Council and the Board, the President has a

governance responsibility to the Council for ensuring that the Society pursues the objectives of the Society as set out in the Charter and the Rules.

- (b) In the absence of the President or in the event of his or her incapacity to act for a period of time or for the whole or part of a Board or Council meeting (as the case may be), the powers and duties of the President will pass to the Deputy President (who will preside as Acting President).
- (c) In the absence or incapacity of both the President and the Deputy President to act for a period of time or for the whole or part of a Board or Council meeting (as the case may be), the powers and duties of the President will pass to the Chair of the Audit and Risk Committee (who will preside as Acting President).
- (d) In the absence or incapacity of each of the President, the Deputy President and the Chair of the Audit and Risk Committee to act for a period of time or for the whole or part of a Board or Council meeting (as the case may be), the Board or Council (as the case may be) may elect another Board Member to preside as Acting President.
- (e) If the powers of the President or the Deputy President pass under this Rule 9, the expression "President" will be construed as including the Deputy President or Acting President (as the case requires), when that person exercises the powers and duties of the President.

10 Board

10.1 Composition of Board

- (a) The Board will consist of the following members:
 - (i) the President;
 - (ii) the Deputy President;
 - (iii) as determined by each Divisional Advisory Board, the Chair of each Divisional Advisory Board or a nominee of the Divisional Advisory Board who is a member of the Divisional Advisory Board;
 - (iv) the Youth Member;
 - (v) the Chair of the Audit and Risk Committee; and
 - (vi) the Additional Board Members (if any) appointed under Rule 10.2.
- (b) The Chair of the ARCBS Board will be a member of the Board.

10.2 Appointment of Additional Board Members

In addition to the members of the Board described in Rule 10.1, the Council may, if requested to do so by the Board, appoint up to three additional members of the Board (the “**Additional Board Members**”), who must be recommended by resolution of the other Board Members.

10.3 Eligibility

To be eligible for the Board, a person must be a Governance Member of the Society.

10.4 Term of office

- (a) Board Members will hold office for a term of:
 - (i) in the case of the President, the Deputy President and the Chair of the Audit and Risk Committee, for the period of their term in that office as determined under Rule 6; and
 - (ii) in the case of the Additional Board Members (if any), two years commencing on a date determined by the Council when appointed;
 - (iii) in the case of the person determined under Rule 10.1(a)(iii) for a period of two years commencing on a date determined by the Divisional Advisory Board;
 - (iv) in the case of the person determined under Rule 10.1(a)(iv), for the period of their term in that role as determined under Rule 13.5(c) or Rule 13.5(d) (as applicable); and
 - (v) in the case of the Chair of the ARCBS, for the period of their term in that role, as determined under Rule 19.9.
- (b) The Maximum Service Period applies to the period of office as a member of the Board in a specific office (including an office held *ex-officio*). A person will not be eligible for re-appointment to the Board in that office for a period of three years after completion of the Maximum Service Period.

10.5 Leave of absence

The Board may grant a leave of absence to any Board Member and may appoint an alternate during that leave of absence.

10.6 Casual vacancy

- (a) Subject to Rule 10.7(b), the Board may at any time appoint any person to be a Board Member to fill a casual vacancy.
- (b) A Board Member appointed under this Rule holds office until the conclusion of the next Annual General Meeting of the Council but is eligible for election at that meeting.

- (c) For the avoidance of doubt, there will not be a casual vacancy for the purposes of this Rule if the powers and duties of any Board Member pass in accordance with Rule 9.

10.7 Appointment of Divisional members of the Board

- (a) Each Divisional Advisory Board must notify the Secretary (or other person authorised to act on behalf of the Secretary) of the name of the Divisional member of the Board determined under Rule 10.1(a)(iii).
- (b) If there is a casual vacancy in the office of Divisional member of the Board the Divisional Advisory Board must appoint one of its members to hold office until the expiration of the prior incumbent's term of office. For the avoidance of doubt, there will not be a casual vacancy for the purposes of this Rule if the powers and duties of any Board Member pass in accordance with Rule 9.

10.8 Vacation of office

The office of a Board Member becomes vacant if the Board Member:

- (a) resigns office by notice in writing to the Society;
- (b) is disqualified from managing corporations under Part 2D.6 of the Corporations Act (unless ASIC or the Court orders otherwise) or is otherwise ineligible or prohibited from holding office in the Society under any applicable law;
- (c) is convicted on indictment of an offence that:
 - (i) concerns the making, or participation in making, of decisions that affect the whole or a substantial part of the business of a corporation; or
 - (ii) concerns an act that has the capacity to affect significantly a corporation's financial standing; or
- (d) is convicted of an offence that:
 - (i) is a contravention of the Corporations Act and is punishable by imprisonment for a period greater than 12 months; or
 - (ii) involves dishonesty and is punishable by imprisonment for at least 3 months; or
- (e) is convicted of an offence against the law of a foreign country that is punishable by imprisonment for a period greater than 12 months which is constituted by an act or omission which
 - (i) would constitute an offence if committed in Australia; and
 - (ii) if so committed, is punishable in Australia by imprisonment for a period greater than 12 months;

- (f) is an undischarged bankrupt under the law of Australia, its external territories or another country;
- (g) has executed a personal insolvency agreement under:
 - (i) Part X of the Bankruptcy Act 1966 (Cth);
 - (ii) or a similar law of an external Territory or a foreign country, and the terms of the agreement have not been fully complied with;
- (h) is removed by Special Resolution of the Board (which is ratified by a Special Resolution of the Council) for any reason, including in the event that the Board Member:
 - (i) engages in serious misconduct;
 - (ii) brings the Society into disrepute;
 - (iii) materially breaches the Board's Code of Conduct; or
 - (iv) materially breaches the Board's Conflict of Interest Policy; or
- (i) is not present personally or by Alternate Board Member at meetings of the Board for 3 consecutive meetings of the Board without leave of absence from the Board;
- (j) commits an act which, in the reasonable opinion of the Council, would be likely to constitute an offence under the Corporations Act and which, on conviction, would be punishable by imprisonment for a period greater than 12 months if the relevant Board Member were a director or officer and the Society were a company under the Corporations Act;
- (k) commits an act which, in the reasonable opinion of the Council, would be likely to constitute a breach of directors' duties if the Society were a company under the Corporations Act and that Board Member was a director of that company;
- (l) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health.

10.9 Effect of vacation of office

Subject to any Divisional Regulations, if the office of a Board Member becomes vacant for any reason other than under Rule 10.8(a), the office of that person on the Council, any Committee of the Board, and any Divisional Advisory Board automatically becomes vacant.

11 Powers and duties of Board

11.1 Board to manage Society

The Board is to govern the activities of the Society and may exercise all the powers of the Society that are not, by the Charter or by these Rules, required to be exercised by the Council.

11.2 Appointment of attorney

The Board may, by power of attorney, appoint any person or persons to be the attorney or attorneys of the Society for the purposes and with the powers, authorities and discretions vested in or exercisable by the Board for the period and subject to the conditions they think fit.

11.3 Provisions in power of attorney

A power of attorney granted under Rule 11.2 may contain any provisions for the protection and convenience of persons dealing with the attorney that the Board thinks fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions vested in the attorney.

11.4 Powers of delegation

- (a) Subject to the Charter and these Rules, the Board may delegate any of its powers (including the power to delegate where that power is delegated by the Board) to any of the following persons:
- (i) the CEO (Secretary-General);
 - (ii) a Committee of the Board;
 - (iii) the ARCBS Board;
 - (iv) a Divisional Advisory Board;
 - (v) the Secretary;
 - (vi) the Chief Financial Officer;
 - (vii) senior staff of the Society; and
 - (viii) the ARCBS CEO,

those discretions and powers to be exercised for any objects and purposes on any terms and subject to any conditions and restrictions as the Board thinks fit, and the Board may revoke, withdraw, alter or vary the delegation of any of those powers.

Subject to the Charter and these Rules, the Board must not delegate its powers to govern the Society to a member of the staff of the Society.

- (b) The Board, in delegating its powers, must do so in a manner which reflects an appropriate system of responsibilities, accountability and reporting. The Board must not delegate any power of management of all activities or staff of the Society under Rule 11.4(a)(iv) that has been delegated under Rule 11.4(a)(i).
- (c) The Board must delegate powers and discretions to the CEO (Secretary-General) to enable the CEO (Secretary-General) to perform his or her responsibilities specified in Rule 15.3(d). For the avoidance of doubt, the CEO (Secretary-General) may delegate those powers to any person if permitted by the terms of the original delegation by the Board.
- (d) A Delegate must conform with any directions given by resolution of the Board.

11.5 Acting in the interests of the Society

Regardless of who elects or appoints them or who they represent, each Board Member must:

- (a) act in good faith in the interests of the Society as a whole;
- (b) act in accordance with any Code of Conduct and any Conflict of Interest Policy, as determined by the Board.

12 Board Proceedings

12.1 Board Meetings

The Board may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit.

12.2 Convening a Board Meeting

- (a) The President may convene a meeting of the Board (“**Board Meeting**”). Upon the request of the President, the Secretary must convene a meeting of the Board.
- (b) Upon the written request of 3 Board Members, the Secretary must convene a meeting of the Board.

12.3 Use of technology

A Board Meeting may be called or held using any technology consented to by a majority of the Board Members. The consent may be a standing one. A Board Member may only withdraw their consent within a reasonable period before the meeting.

12.4 Questions decided by majority

Unless a “special resolution” is required, a question arising at a meeting of the Board is to be decided by a majority of votes of Board Members present

and entitled to vote and that decision is for all purposes a decision of the Board.

12.5 Alternate Board Member and voting

A person who is present at a meeting of the Board as an Alternate Board Member for another Board Member has one vote for each absent Board Member who would be entitled to vote if present at the meeting and for whom that person is an Alternate Board Member. If that person is also a Board Member, they also have one vote as a Board Member in that capacity.

12.6 President as Chair and casting vote at meetings

- (a) Subject at all times to Rule 9, the President shall act as Chair of meetings of the Board.
- (b) If there is an equality of votes, the President is entitled to a casting vote in addition to any votes to which the President is entitled as a Board Member, proxy for a Board Member or Alternate Board Member.

12.7 Appointment of Alternate Board Member

Subject to this Rule, a Board Member (other than a Board Member appointed under Rule 10.1(a)(vi) or Rule 10.1(b)) may appoint a person approved by a majority of the other Board Members, to be an Alternate Board Member in the Board Member's place during a period that the Board Member thinks fit.

NYAC may appoint as an alternate Youth Member a person from amongst the members of NYAC who meets the eligibility criteria set out in Rule 6.8 at the time of their first election, to act as alternate when the Youth Member is unwilling or unable to act in the capacity of member of the Board.

12.8 Alternate Board Member and meetings

An Alternate Board Member is entitled to notice of all meetings of the Board Members and, if the appointer does not participate in a meeting, the Alternate Board Member is entitled to participate and vote in the appointer's place.

12.9 Alternate Board Member's powers

An Alternate Board Member may exercise all the powers of the appointer except the power to appoint an Alternate Board Member and may perform all the duties of the appointer except to the extent that the appointer has exercised or performed them.

12.10 Alternate Board Member responsible for own acts and defaults

Whilst acting as a Board Member, an Alternate Board Member:

- (a) is an officer of the Society and not the agent of the appointer; and
- (b) is responsible to the exclusion of the appointer for the Alternate Board Member's own acts and defaults.

12.11 Alternate Board Member and remuneration

Rule 3.3 applies to an Alternate Board Member as if they were a Board Member.

12.12 Termination of appointment of Alternate Board Member

The appointment of an Alternate Board Member may be terminated at any time by the appointer even if the period of the appointment of the Alternate Board Member has not expired, and terminates in any event if the appointer ceases to be a Board Member.

12.13 Appointment or termination in writing

An appointment, or the termination of an appointment, of an Alternate Board Member must be effected by a notice in writing signed by the Board Member who makes or made the appointment, and delivered to the Society.

12.14 Alternate Board Member and number of Board Members

An Alternate Board Member is not to be taken into account separately from the appointer in determining the number of Board Members.

12.15 Board Member attending and voting by proxy

A Board Member may participate in and vote by proxy at a meeting of the Board if the proxy:

- (a) is another Board Member; and
- (b) has been appointed in writing signed by the appointer.

The appointment may be general or for one or more particular meetings. A Board Member present as proxy of another Board Member who would be entitled to vote if present at the meeting has one vote for the appointer and one vote in his or her own capacity as a Board Member.

12.16 Quorum for Board Meeting

At a meeting of the Board, the number of Board Members whose presence in person or by proxy is necessary to constitute a quorum is as determined by the Board and, unless so determined, is one-half of the members of the Board, of whom two must be members determined or nominated by Divisional Advisory Boards or their alternates.

12.17 Continuing Board Members may act

The continuing Board Members may act despite a vacancy in their number.

12.18 Circulating resolutions

The Board may pass a resolution without a Board Meeting being held if 75% of the Board Members who are entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document may be used for signing

by the Board Members if the wording of the resolution and statement is identical in each copy. The resolution is passed when the required majority of Board Members sign.

The document upon which the resolution is set out (in such number of copies as may be used) may be provided or communicated to the Secretary by hand, pre-paid post, facsimile transmission, or as a PDF attachment to email, or by any other means which may be approved by the Board.

12.19 Decision by President

Subject to these Rules, where any matter arises for decision and the President is of the opinion that the decision should be made before the next meeting of the Board, the President may make that decision, after consulting Board Members as widely as is practicable in the circumstances, and inform the Board of that decision at its next meeting.

12.20 Validity of acts of Board

All acts done at a meeting of the Board or of a Committee, or by a person acting as a Board Member are, even if it is afterwards discovered that:

- (a) there was a defect in the appointment or continuance in office of a person as a Board Member or of the person so acting; or
- (b) a person acting as a Board Member was disqualified or was not entitled to vote,

as valid as if the relevant person had been duly appointed or had duly continued in office and was qualified and entitled to vote.

12.21 Meeting by use of technology

A Board Member may not leave a telephone meeting by disconnecting the telephone without the consent of the President of the meeting. A Board Member is deemed to be present and form part of the quorum throughout the meeting unless the Board Member obtains the consent of the President of the meeting to leave the meeting.

12.22 Frequency of Board Meetings

The Board must meet at least 4 times in each year at times and places as determined by the Board.

12.23 Attendance by invitation and attendance as of right

- (a) The President may invite any persons as the President thinks fit to attend any Board Meeting and advise on any matters as the Board may determine.
- (b) However, any person invited to attend any Board Meeting under Rule 12.23(a) is not deemed to be a member of the Board and is not permitted to exercise any right which a Board Member may have under these Rules.

- (c) The CEO (Secretary-General) is entitled to be given notice of and to attend any meeting of the Board, subject to any resolution of the Board that his or her attendance not be permitted in respect of a meeting, or any part of a meeting, of the Board. For the avoidance of doubt, the CEO (Secretary-General) has no right to vote in respect of any resolution or other proceedings of the Board.

13 Committees

13.1 Board may delegate to a Committee

- (a) The Board may delegate (and revoke the delegation of) any of its powers to a Committee or Committees including one or more of their number as they think fit.
- (b) Members of a Committee hold office at the discretion of the Board.

13.2 Board Committees

- (a) The Board must establish Committees in accordance with Rule 13.1 to deal with the following:
 - (i) audit and risk management;
 - (ii) nominations and remuneration;
 - (iii) representation of youth; and
 - (iv) awards.
- (b) The Board may establish any other Committees that it thinks fit in accordance with Rule 13.1.
- (c) Each Committee of the Board must have terms of reference determined by the Board.

13.3 Powers delegated to Committees

A Committee to which any powers have been delegated under Rule 13.1 must exercise those powers in accordance with any directions of the Board and in accordance with the terms and subject to any conditions and restrictions imposed by the Board when delegating those powers.

13.4 Chair of Committees

Other than in the case of the Chair of the Audit and Risk Committee and the Chair of the National Youth Advisory Committee, the Board must appoint a Chair to each Committee who must be a Board Member or a Special Councillor.

13.5 Chair of the National Youth Advisory Committee

- (a) The National Youth Advisory Committee, as established under Rule 13.2(a)(iii), is approved by the Board.

- (b) The Chair of the Committee is elected by the Committee and approved by the Board.
- (c) Members of the National Youth Advisory Committee, including the Chair of the National Youth Advisory Committee, hold office on the National Youth Advisory Committee for the period specified by the Board (such period not to exceed 2 years).
- (d) A nominee appointed for the purposes of Rule 10.1(a)(iv) will hold office for the period specified by the Board (such period not to exceed 2 years), provided that the term will cease if there is a new chair of the National Youth Advisory Committee elected.

13.6 Meetings of Committee

A Committee may meet and adjourn as it thinks proper.

13.7 Determination of questions

Questions arising at a meeting of a Committee are to be determined by a majority of votes of the members of the Committee present and voting.

In the event of an equality of votes the Chair of the meeting has a casting vote.

14 Secretary

14.1 Appointment of Secretary

The Society must have a Secretary who is to be appointed by the Board.

14.2 Suspension and removal of Secretary

The Board may suspend or remove the Secretary from that office.

14.3 Powers, duties and authorities of Secretary

The Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, as determined by the Board. The exercise of those powers and authorities and the performance of those duties by the Secretary is subject at all times to the control of the Board and subject to Rule 11.4.

15 CEO (Secretary-General)

15.1 Appointment of CEO (Secretary-General)

The Society must have a CEO (Secretary-General) who is to be appointed by the Board.

15.2 Suspension and removal of CEO (Secretary-General)

The Board may suspend or remove the CEO (Secretary-General) from that office.

15.3 Powers, duties and authorities of CEO (Secretary-General)

- (a) The CEO (Secretary-General) holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, as determined by the Board.
- (b) The exercise of those powers and authorities and the performance of those duties by the CEO (Secretary-General) is subject at all times to the control of the Board and subject to Rule 11.4.
- (c) The CEO (Secretary-General) will report to the Board.
- (d) The CEO (Secretary-General)'s responsibilities include:
 - (i) providing advice and recommendations to the Board;
 - (ii) implementing the decisions of the Board;
 - (iii) managing all activities of the Society;
 - (iv) appointing and dismissing staff;
 - (v) managing all of the staff of the Society; and
 - (vi) supporting members and volunteers.

16 Chief Financial Officer

16.1 Appointment of Chief Financial Officer

The Society must have a Chief Financial Officer who is to be appointed by the Board.

16.2 Suspension and removal of Chief Financial Officer

The Board may suspend or remove the Chief Financial Officer from that office.

16.3 Powers, duties and authorities of Chief Financial Officer

- (a) The Chief Financial Officer holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, as determined by the Board.
- (b) The exercise of those powers and authorities and the performance of those duties by the Chief Financial Officer is subject at all times to the control of the Board and subject to Rule 11.4.

- (c) The Chief Financial Officer will report to the CEO (Secretary-General). The Chief Financial Officer's responsibilities include any duties, discretions and powers delegated to the Chief Financial Officer by the CEO (Secretary-General) in accordance with Rule 11.4.

17 Divisions

17.1 Constitution of Divisions

Except to the extent otherwise determined by the Council when establishing a Division, a Division is constituted by the Members of the Society whose usual place of residence is within the geographical boundaries of the Division or who are otherwise Members of the Society within the Division.

17.2 Divisions of the Society

A Division is entitled to describe itself as a "Division of the Australian Red Cross Society".

17.3 General Meetings of the Division

There must be an annual general meeting of the Governance Members of the Society in the Division. Subject to the Rules, the quorum for the meeting and the calling, business and procedure of the meeting must be in accordance with the Divisional Regulations.

An extraordinary general meeting of the Governance Members of the Society in the Division may be called and conducted in accordance with the Divisional Regulations.

17.4 Divisional Advisory Board

Each Division must have a Divisional Advisory Board which is to be comprised of:

- (a) persons elected by the Governance Members within the Division at the Annual General Meeting of the Governance Members of the Society in the Division; and
- (b) persons appointed by the Divisional Advisory Board,

in accordance with the Divisional Regulations. Only Governance Members of the Society may be members of a Divisional Advisory Board.

17.5 Role of Divisional Advisory Board

A Divisional Advisory Board is authorised to:

- (a) to offer guidance and support to the manager of the Division in managing the activities of the Division;
- (b) undertake any functions delegated to it under Rule 11.4; and

- (c) subject to Rule 11.4, undertake any functions prescribed by the Divisional Regulations.

17.6 Acting in the Interests of the Society

Regardless of who elects or appoints them, each Divisional Board Member must:

- (a) act in good faith in the interests of the Society as a whole;
- (b) act in accordance with any Code of Conduct and any Conflict of Interest Policy determined by the Board.

17.7 Regulations

The Board may, after consultation with Divisions, make or amend Regulations in a manner not inconsistent with the Rules.

18 Divisional Patrons and Vice-Patrons

18.1 Invitation for appointment as Divisional Patrons

A Divisional Advisory Board may invite the Governor of the State or the Administrator of the Northern Territory of Australia or an eminent person in the community of the relevant Division to be appointed a Divisional Patron of the Society in respect of that Division. A Divisional Patron cannot be appointed unless they consent to act.

18.2 Invitations for appointment as Society and Divisional Vice-Patrons

The Board may invite a person to be appointed a Vice-Patron of the Society. A Divisional Advisory Board may invite a person to be a Vice-Patron of the relevant Division.

18.3 Other provisions

A Vice-Patron cannot be appointed unless they consent to act.

There may be more than one Vice-Patron of the Society and more than one Vice-Patron of each Division.

19 Australian Red Cross Blood Service

19.1 Australian Red Cross Blood Service

There shall be an Australian Red Cross Blood Service which operates as a part of the Society and undertakes the activities determined by the ARCBS Board and the Board.

At the date of adoption of these Rules the activities of ARCBS include:

- (a) delivering the nation's need for blood and blood products and related services in partnership with a volunteer donor base;

- (b) leading blood research and influencing policy;
- (c) assuring patient, donor and employee safety; and
- (d) partnering with healthcare professionals to share clinical practice expertise.

19.2 Composition of ARCBS Board

The ARCBS Board will consist of those persons appointed by the Board.

The ARCBS Board may include the ARCBS Chief Executive Officer.

19.3 Suspension and removal of members of the ARCBS Board

- (a) The members of the ARCBS Board (other than the ARCBS Chief Executive Officer, if relevant) may suspend or remove the ARCBS Chief Executive Officer from the office of ARCBS Chief Executive Officer.
- (b) The Board may remove any member of the ARCBS Board (other than the ARCBS Chief Executive Officer, if relevant).
- (c) The provisions of Rule 10.8 apply to the office of an ARCBS Board Member as if:
 - (i) each reference to "Board Member" in Rule 10.8 was a reference to "ARCBS Board Member";
 - (ii) each reference to "Board" in Rule 10.8 was a reference to "ARCBS Board";
 - (iii) each reference to "Council" in Rule 10.8 was a reference to Board; and
 - (iv) each reference to "Society" under Rule 10.8 was a reference to "ARCBS".

19.4 Term of office - ARCBS Board Members

The terms and conditions of the appointment (including the term of office) of the ARCBS Board (other than the ARCBS Chief Executive Officer, if relevant) are to be determined by the Board.

19.5 ARCBS Chief Executive Officer

The ARCBS must have an ARCBS Chief Executive Officer. The ARCBS Chief Executive Officer is to be appointed by the ARCBS Board (other than the ARCBS Chief Executive Officer, if relevant) and the President.

19.6 Terms and conditions of appointment of ARCBS Chief Executive Officer

- (a) The terms and conditions of the appointment (including the term of office) of the ARCBS Chief Executive Officer are to be determined

by the ARCBS Board (other than the ARCBS Chief Executive Officer, if relevant).

- (b) Without limiting the terms and conditions of the appointment of the ARCBS Chief Executive Officer, the ARCBS Chief Executive Officer is required to liaise directly with the CEO (Secretary-General) on all matters involving risks to the Society and matters affecting the reputation of the Society.

19.7 Reporting - ARCBS Chief Executive Officer

- (a) The ARCBS Chief Executive Officer must report to the ARCBS Board as required and is responsible for the implementation of the policies and decisions of the ARCBS Board in relation to ARCBS.
- (b) The ARCBS Chief Executive Officer must report to the Board as required.
- (c) To the extent required by the Board, the ARCBS Chief Executive Officer must report to the CEO (Secretary-General).

19.8 ARCBS Board powers

- (a) The ARCBS Board will have those duties, authorities, discretions and powers as are delegated to it in accordance with Rule 11.4, but shall also include general oversight of the management of the Australian Red Cross Blood Service.
- (b) The exercise of those powers, discretions and authorities, and the performance of those duties, by the ARCBS Board referred to in Rule 19.8(a) is subject at all times to the control of the Board and is subject to Rule 11.4.

19.9 Chair of the ARCBS

The Chair of the ARCBS Board will be appointed by the Board. The Chair of the ARCBS Board will be appointed on terms (and for a term) determined by the Board. The Board will endeavour to ensure that there is a person appointed as the Chair of the ARCBS Board at all times.

19.10 ARCBS Board Meetings

- (a) The ARCBS Board may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit. This may include Meetings being held using any technology and the passing of resolutions without a Meeting by use of a circulating resolution.
- (b) The ARCBS Board must meet at least four times in each year.

19.11 Convening a meeting of the ARCBS Board

- (a) The Chair of the ARCBS Board may convene a meeting of the ARCBS Board.

- (b) Upon the written request of 2 members of the ARCBS Board, the Chair of the ARCBS Board must convene a meeting of the ARCBS Board.

19.12 Quorum for ARCBS Board Meetings

At a meeting of the ARCBS Board, the number of ARCBS Board Members whose presence in person or by proxy is necessary to constitute a quorum is a majority of the members of the ARCBS Board then in office.

19.13 ARCBS committees

- (a) The provisions of Rules 13.1, 13.2(b), 13.3, 13.6 and 13.7 apply to the ARCBS as if:
 - (i) each reference to "Board" in Rule 13 were a reference to "ARCBS Board";
 - (ii) each reference to "Committee" in Rule 13 were a reference to "ARCBS Committee"; and
- (b) The ARCBS Board must appoint a Chair to each ARCBS Committee who must be an ARCBS Board Member.
- (c) The ARCBS Board must establish a committee or committees under Rule 19.13(a) to cover the essential governance functions, including audit and risk management.

19.14 Financial reports of ARCBS

- (a) The ARCBS Board must prepare and provide to the Board the financial reports for ARCBS for the financial year ended 30 June of that year.
- (b) The financial reports must be received by the CEO (Secretary-General) on or before 30 September each year and be available for consideration by the Chief Financial Officer and the Board before the Annual General Meeting of the Council.

19.15 ARCBS Advisory Committee

- (a) The Board must establish an ARCBS Advisory Committee.
- (b) The ARCBS Advisory Committee will consist of those persons appointed by the Board.
- (c) The ARCBS Advisory Committee must provide advice to the Board and the ARCBS Board, either on request or of its own volition, on technical and safety issues (including any major risk identified by the ARCBS Advisory Committee).

20 Execution of documents and powers to make contracts

20.1 Exercise of the Society's power to make contracts

The Society's power to make, vary, ratify or discharge a contract may be exercised by an individual acting with the Society's express or implied authority and on behalf of the Society. The power may be exercised without using a common seal.

20.2 Use of Common Seal

- (a) The Common Seal of the Society may be used only by the authority of the Board, or of a Committee authorised by the Board to authorise its use.
- (b) The Common Seal must be kept under custody and control as prescribed by the Board.

20.3 Execution of documents under Common Seal

The Society may execute a document under Common Seal if the Common Seal or duplicate Common Seal is affixed to the document and it is signed by any two of the following:

- (a) any Board Member or Board Members of the Society;
- (b) the CEO (Secretary-General);
- (c) Chief Financial Officer;
- (d) Secretary; or
- (e) any other person or persons duly authorised by the Board.

20.4 Execution of documents

The Society may execute a document without using a common seal if the document is signed by any two of the following:

- (a) any Board Member or Board Members of the Society;
- (b) the CEO (Secretary-General);
- (c) Chief Financial Officer;
- (d) Secretary; or
- (e) any other person or persons duly authorised by the Board.

20.5 Execution of document as a deed

The Society may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with Rules 20.3 or 20.4.

20.6 Method of execution not limited by these Rules and retention of details

These Rules do not limit the ways in which the Society may execute a document (including a deed).

The Secretary must ensure that material particulars of any contract or other document which is required by or under the Rules to be approved or made by the Board, and is so approved or made, are to be included and maintained in the Contracts Register. The Contracts Register may form part of any register of contracts and other documents executed on behalf of the Society, maintained by the Society.

20.7 Assumptions

A person dealing with the Society in good faith is entitled to assume that:

- (a) a document signed by the Society has been duly executed if it appears to have been signed in accordance with these Rules; and
- (b) anyone who appears from information made available by the Society on its primary website to be an Office Bearer of the Society has been:
 - (i) duly appointed and holds that Office; and
 - (ii) has authority to exercise the powers and perform the duties of their role,

provided that at the time of the dealing the person did not know or suspect that the assumption was incorrect.

21 Records

21.1 Minutes

Proper minutes must be duly entered in minute books of:

- (a) all appointments of officers,
- (b) all resolutions and proceedings at all meetings of the Council, the Board, the Divisional Advisory Boards, all committees provided for by or under these Rules or as may be constituted and all Divisions; and
- (c) the persons present at all meetings referred to in sub-paragraph (b) of this Rule,

and the Council, the Board, the Divisional Advisory Boards and the manager of each Division shall take any action within their authority as may be expedient to enforce this Rule.

21.2 Annual Report and inspection of records

The Board must publish the report on the activities of the Society and the externally audited financial statements referred to in Rule 7.2 in a manner and at a time determined by the Board.

The Board may determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Society or any of them will be open to the inspection of Members (other than Board Members).

21.3 Right of a Member to inspect

A Member (other than a Board Member) does not have the right to inspect any document of the Society except as provided by law or authorised by the Board or by the Council in general meeting.

22 Endorsement as a deductible gift recipient

If the endorsement of the Society as a deductible gift recipient for the purposes of a Commonwealth Taxation Act is revoked, any surplus gifts, contributions and other monies received by reason of such gifts or contributions which are held by the Society must be paid or transferred to another fund, authority or institution:

- (a) which has objects and/or purposes similar to those of the Society;
- (b) whose memorandum of association or constitution prohibits the distribution of its income and property among its members to an extent at least as great as imposed on the Society; and
- (c) which is a fund, authority or institution entitled to receive deductible gifts under a Commonwealth Taxation Act.

23 Service of documents

23.1 Document includes notice

In this Rule 22, a reference to a document includes a notice.

23.2 Methods of service

The Society may give a document to a person:

- (a) personally;
- (b) by sending it by post:
 - (i) in the case of a Member, to the address for the Member in the Register; or
 - (ii) to an address nominated by the person;

- (c) by sending it to a fax number or electronic address nominated by the person;
- (d) by notifying the person by an electronic means nominated by the person that:
 - (i) the document is available; and
 - (ii) how the person may use the nominated access means to access the document;
- (e) by any other means of communication as may be approved by the Board.

23.3 Post

A document sent by post:

- (a) if sent to an address in Australia, may be sent by ordinary post; and
- (b) if sent to an address outside Australia, must be sent by airmail,

and in either case is taken to have been received 3 days after the time of its posting.

23.4 Fax or electronic transmission

If a document is sent by fax or electronic transmission, delivery of the document is taken:

- (a) to be effected by properly addressing and transmitting the fax or electronic transmission; and
- (b) to have been delivered on the day following its transmission.

23.5 Electronic means

A document made available by electronic means is taken to have been given and received on the day after the date of transmission of the notification specifying that the document is available and how it can be accessed.

23.6 Evidence of service

A certificate in writing signed by a Board Member or the Secretary stating that a document was sent to a person by post or by fax or electronic transmission on a particular date is prima facie evidence that the document was so sent on that date.

24 Indemnity and insurance

24.1 Indemnity

The Society will indemnify:

- (a) a member of the Council, Board, Divisional Advisory Board or ARCBS Board;
- (b) a Committee member or Office Bearer of the Society appointed by any of the bodies listed in Rule 24.1(a); and
- (c) a person to whom a delegation has been made in accordance with Rule 11.4,

out of the property of the Society against:

- (d) any liability incurred by the person in that capacity (except a liability for legal costs);
- (e) legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity; and
- (f) legal costs incurred in good faith in obtaining legal advice on issues relevant to the performance of their functions and discharge of their duties as an officer of the Society, if that expenditure has been approved in accordance with the Society's policy,

except to the extent that:

- (g) the Society is forbidden by law to indemnify the person against the liability or legal costs; or
- (h) an indemnity by the Society of the person against the liability or legal costs, if given, would be made void by law.

24.2 Insurance

The Society may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a person identified in Rules 24.1(a), 24.1(b) or 24.1(c) against liability incurred by the person in that capacity, including a liability for legal costs, unless:

- (a) the Society is forbidden by law to pay or agree to pay the premium; or
- (b) the contract would, if the Society paid the premium, be made void by law.

24.3 Contract

The Society may enter into an agreement with a person referred to in Rules 24.1 and 24.2 with respect to the matters covered by those Rules. An agreement entered into under this Rule may include provisions relating to rights of access to the books of the Society conferred by law.

25 Modification or repeal; Divisions

25.1 General power to modify or repeal Rules

These Rules may be modified or repealed by Special Resolution of the Council.

25.2 Consideration by International Federation

Any proposed amendment to the Charter or the Rules is to be submitted to the Joint ICRC/International Federation Commission for National Society Statutes (or to any successor body), before those amendments may be adopted by the Council, in accordance with Resolution 6 of the 22nd International Conference (Teheran) and Resolution 20 of the 24th International conference (Manila, 1981).

25.3 Establishment or disestablishment of Divisions

A Special Resolution is required for any resolution to establish or disestablish a Division.

26 Transitional

26.1 Previous Rules of the Society rescinded

The previous Rules of the Society will be repealed in accordance with the resolution made at the Extraordinary General Meeting held in 5 December 2009 on the Consent Date. These Rules will come into force on the Consent Date.

26.2 Offices held before these Rules came into force

Any person who held office under the Previous Rules immediately before these Rules came into force will continue to hold that office in accordance with the terms of and for the period of their original appointment, subject to any change to terminology identified in Rule 26.4. The Board, the Council, the ARCBS Board and any other body existing under the Previous Rules will continue to exist but in accordance with and subject to these Rules.

26.3 Transitioning Members of the Society

A Transitioning Member will continue to be a Member.

26.4 Transitional terminology

To avoid doubt, terms under the Previous Rules identified by the name in the column titled "Previous Rules" will, with effect from the Consent Date, be referred to by the name identified in the column titled "These Rules":

Previous Rules	These Rules
ARC Board	Board

Previous Rules	These Rules
Divisional Board	Divisional Advisory Board
President	Patron
Divisional President	Divisional Patron
Chairman	President
Vice-Chairman	Deputy President
Secretary-General (CEO)	CEO (Secretary-General)

26.5 Delegations, policies and decisions

The delegations, policies and decisions of the Board, the Council, any Committee, any Divisional Advisory Board, any Divisional Council, the ARCBS Board or any other body in existence by virtue of the Previous Rules will continue in force as delegations, policies and decisions of the relevant body of the Society unless the Board determines otherwise.

26.6 Committees established before these Rules came into force

Any Committees established under the Previous Rules immediately before these Rules came into force will be taken to have been duly established and will continue until revoked by the Board, including those currently known as:

- (a) the Audit and Risk Management Committee;
- (b) the National Youth Advisory Committee;
- (c) the Nominations and Remuneration Committee;
- (d) the Awards Committee; and
- (e) the ARCBS Advisory Committee.

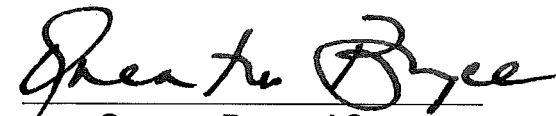
26.7 Questions as to interpretation of transitional provisions

Any question that arises in connection with the interpretation of the transitional effect of the provisions of these Rules is to be determined by the Board, in its absolute discretion, acting in good faith.

Witness under my hand on

2/8

2013


QUENTIN BRYCE AC
Governor-General