

## **Rules**

### **“Amaze”**

For the existing Rules of the Association the following Rules must be substituted.

#### **1. NAME**

The name of the incorporated association is Amaze (“the Association”).

#### **2. INTERPRETATION AND DEFINITIONS**

2.1. In these Rules, unless a contrary intention appears:

“Act” means the *Associations Incorporation Reform Act 2012* (Vic) as amended.

“Board” means the body consisting of the Directors.

“Chair” means the chair of the Association as determined in accordance with Rule 21.3.2.

“Chairperson” means the Director acting as chairperson from time to time in accordance with Rule 12 or Rule 21.8.

“Deputy-Chair” means the deputy-chair of the Association as determined in accordance with Rule 21.3.2.

“Director” means a member of the Board and includes any person acting in that capacity from time to time appointed in accordance with these Rules.

“Chief Executive Officer” means the Chief Executive Officer appointed pursuant to these Rules.

“Commissioner” means the Commissioner of Taxation, a Second Commissioner of Taxation or a Deputy Commissioner of Taxation for the purposes of ITAA 97.

“Deductible Contribution” means a contribution of money or property as described in item 7 or item 8 of the table in section 30-15 of the ITAA 97 in relation to a fundraising event held for the principal purpose of the Association.

“Financial Year” means the period from the date of incorporation to the next ensuing 30th June and thereafter each period of 12 months ending on the 30th June and in the event of any winding up, transfer or cancellation the period commencing on the 1st July last preceding the date of winding up transfer or cancellation.

“General Meeting” means a general meeting of Members convened in accordance with the Rules.

“Gift” means a contribution of money or property as described in item 1 of the table in section 30-15 of the ITAA 97.

“Government Authority” means any government or any governmental, semi-governmental, administrative, fiscal or judicial body, department, commission, authority, tribunal, agency or entity, and includes the NDIA.

“ITAA 97” means the *Income Tax Assessment Act 1997* (Cth).

“Member” means a Director that is accepted as a Member of the Association in accordance with the Rules.

“Membership Fees” means any fees or levies approved by the Board from time to time under Rule 6.

“NDIA” means the National Disability Insurance Agency established under the

*National Disability Insurance Scheme Act 2013 (Cth).*

"Officers" means a person elected by the Board to hold a role specified under Rule 21.3.3.

"Purpose" means purposes of the Association as set out in the Statement of Purpose of the Association in Rule 4.

"Present at a meeting" means present in person or proxy, but not including as a proxy for the purposes of forming a quorum.

"Regulations" means regulations under the Act.

"Secretary" means the secretary of the Association as determined in accordance with Rule 21.3.3.

"Special Resolution" means a special resolution defined in the Act.

"The Department" means the Department of Human Services (Vic) and/or the Department of Health & Ageing (Cth) or their successors as the case may be.

2.2. In these Rules a reference to the Secretary of the Association is a reference to the person holding office under these Rules as Secretary.

2.3. In these Rules, unless the context otherwise requires:

2.3.1. words importing the singular include the plural and vice versa;

2.3.2. any gender includes the other; and

2.3.3. if a word or phrase is defined, cognate words and phrases have corresponding definitions.

2.4. The provisions of these Rules displace each provision of the Model Rules, except to the extent required by the Act.

### **3. NOT FOR PROFIT STATUS**

3.1. The Association is a not for profit organisation.

3.2. The Association must not distribute any surplus, income or assets directly or indirectly to its Members.

3.3. This Rule 3 does not prevent the Association from paying a Member:

3.3.1. reimbursement for expenses properly incurred by the Member; or

3.3.2. for goods or services provided by the Member,

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

3.4. This Rule 3 does not prohibit indemnification of, or payment of premiums for contracts of insurance for, any Director to the extent permitted by law and these Rules.

### **4. STATEMENT OF PURPOSE OF THE ASSOCIATION**

4.1. The purposes for which the Association is established are:

#### 4 STATEMENT OF PURPOSE OF THE ASSOCIATION

- 4.1.1. to engage in activities and do all things that may directly or indirectly benefit, enhance or enrich the lives of autistic people within the community and their families and carers;
  - 4.1.2. to act as an autonomous body representing people or organizations within the community having a particular interest in autistic people;
  - 4.1.3. to represent, advise and assist any person, body or organization, and to seek and maintain representation of the Association on any appropriate body, interested in autistic people at a State, National or International level;
  - 4.1.4. to pursue any matter that may be considered appropriate, necessary, connected with or generally dealing with autistic people and their families and carers;
  - 4.1.5. to focus development or improved facilities, services, research and study of autistic people;
  - 4.1.6. to establish, manage, maintain, provide and where necessary assist with the provision of all types of facilities and services for autistic people, their families and carers;
  - 4.1.7. to stimulate, share, associate, network, support and promote views and interests that may assist autistic people, their families and carers;
  - 4.1.8. to encourage and facilitate an equitable allocation of all types of resources for autistic people , their families and carers;
  - 4.1.9. to investigate and pursue an active role in relation to any person, organization body or authority, whether governmental or not, regarding any matter, issue or policy affecting or which may affect people within the community with a disability and particularly autistic people, their families and carers;
  - 4.1.10. to initiate discussion, educate, foster relations between, gather and disseminate information to interested persons within the community about autistic people;
  - 4.1.11. to complement, liaise and assist in securing the provision of facilities and services and in that regard to also act in compliance with any governmental or nongovernmental funding or service agreements, policies and any arrangements which may be viewed as necessary or appropriate for autistic people, their families and carers; and
  - 4.1.12. to provide services such as training, counselling and access to resources to assist autistic people , their families and carers and any other services whether or not provided on a fee for service basis which the Board considers are necessary, desirable or appropriate from time to time.
- 4.2. Solely for the purpose of furthering the purposes set out above, the Association has the power to:
- 4.2.1. indemnify any person for any loss or damage incurred as a result of being liable to pay any amount by way of damages or otherwise in furthering the purposes of the Association;

- 4.2.2. subscribe to, become a member of, or cooperate with, any other association or organization, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association must not subscribe to or support with its funds any association or organization which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of the Rules;
- 4.2.3. buy, sell and deal in all kinds of articles, commodities and provisions for members of or visitors to the Association, or autistic people, their families and carers;
- 4.2.4. purchase, lease, exchange, hire or otherwise acquire any land building or property real or personal and any rights or privileges which may be required for the purpose of or capable of being conveniently used in connection with the purposes or objects of the Association. Where the Association must take or hold any property subject to any trust(s) the Association must only deal with the same in the manner as is allowed by law having regard to such trust(s);
- 4.2.5. enter into any arrangements with any Government Authority or other body incidental or conducive to the attainment of the purpose or objects and the exercise of the powers of the Association and to obtain from any Government Authority or other body any rights, privileges and concessions which the association may think desirable to obtain, carry out, exercise and comply with any arrangements, rights, privileges and concessions;
- 4.2.6. appoint, engage, employ, remove, suspend or terminate, any persons or bodies as may be necessary or convenient for the purposes of the Association;
- 4.2.7. invest and deal with all money of the Association in such manner as may from time to time be thought fit and prudent;
- 4.2.8. lend and advance money or give credit to any person or body corporate or otherwise assist any person or body corporate in connection with the purposes or objects of the Association as may from time to time be thought fit and proper;
- 4.2.9. to take, acquire or hold shares, debentures or other securities in any corporation;
- 4.2.10. to borrow or raise money, either alone or jointly with others, in such manner as may be thought proper and prudent and whether upon fluctuating advance account, overdraft or otherwise and to secure any moneys, advances or borrowing, either alone or with others, by the issue of secured or unsecured notes, perpetual or other debentures, mortgage, charge, lien, guarantee or indemnity or other security, upon the whole or any part of the Associations' property or assets, present or future and to repurchase, redeem or pay off any such securities;
- 4.2.11. to guarantee or indemnify and give guarantees or indemnities for the payment of money or the performance of contracts, agreements or obligations by any person or body corporate and otherwise to assist any person or body corporate in connection with the purposes of the Association as from time to time may be thought fit proper and prudent;

- 4.2.12. to construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, premises, buildings, grounds, works or conveniences or any parts thereof which may directly or indirectly advance the interests, purposes and objects of the Association and or contribute to subsidies or otherwise assist or take part in the construction, improvement, maintenance, development, workings, management, carrying out alteration or control thereof;
- 4.2.13. to self-improve, manage, develop, exchange, lease, license, dispose of, turn to account or otherwise deal with all or any part of property assets and rights of the Association;
- 4.2.14. take any gift of property whether subject to any special trust or not any one or more of the purposes or objects of the association subject to the requirements in Rule 4.2.12;
- 4.2.15. take steps by personal or written appeals public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association by way of donations, subscriptions or otherwise;
- 4.2.16. print, publish, display, and promote in any manner, and in newsletters, reports, books, periodicals, leaflets bulletin boards or in any other manner, the Association may think desirable for the promotion of its objects;
- 4.2.17. amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which must prohibit distribution of its or their income or property among its or their members to an extent at least as great as that imposed upon the association under or by virtue of the Rules;
- 4.2.18. purchase or otherwise acquire and undertake all or any party of the property asset, liabilities and engagement of any one or more of the incorporated associations with which the Association is authorized to amalgamate;
- 4.2.19. transfer all or any part of the property, assets, liabilities and engagements of the association to any one or more of the incorporated associations with which the Association is authorized to amalgamate;
- 4.2.20. to affect any insurances and payment of premium as may be thought fit;
- 4.2.21. make donations for patriotic, charitable or community purposes; and
- 4.2.22. do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

## **5. MEMBERSHIP**

### **5.1. MEMBERSHIP**

- 5.1.1. All members which or who are, prior to the approval of these Rules, members of the Association, must be deemed to be Members from the time of approval of these Rules under the Act.
- 5.1.2. A person who is not a Member of the Association at the time of the

adoption of these Rules of the Association (or who was such a Member at that time but has ceased to be a Member) must not be admitted to membership unless they make application and are approved for membership by the Board as provided for in these Rules.

**5.2. APPLICATIONS FOR MEMBERSHIP**

- 5.2.1. Subject to Rule 5.2.2, an application for membership of the Association must be made in writing in a form as may be determined from time to time by the Board. The application must be accompanied by any Membership Fees payable under these Rules.
- 5.2.2. An application to be a Member must only be made by a person currently appointed as a Director.
- 5.2.3. As soon as practicable after receipt of an application the Secretary must refer the application to the Board who must decide whether to approve the application or reject the application. No reason need be given for the rejection of an application.
- 5.2.4. Upon a decision being made as to membership the Secretary must as soon as practicable thereafter notify the applicant in writing of the result of the application.
- 5.2.5. If the application is accepted by the Board the Secretary must enter the Member's name in a Register of Members to be kept by the Secretary and upon being so entered in the Register the applicant becomes a Member of the Association.
- 5.2.6. If an application is rejected, the Secretary must refund any Membership Fee that accompanied such application.

**5.3. TRANSFER OF MEMBERSHIP**

A right, privilege or obligation of a Member by reason of their membership of the Association is not capable of being transferred or transmitted to another person and terminates upon the cessation of their membership whether by death, or resignation or otherwise.

**6. MEMBERSHIP FEES AND SUBSCRIPTIONS**

- 6.1. Membership Fees for each Member (if any), and the time for and manner of payment, will be as determined by the Board from time to time.
- 6.2. The Board may decide that a part year Membership Fee may be paid if any Member first becomes a Member of the Association after the 1st day of January in any year.
- 6.3. No Membership Fee or part thereof must be refunded for any reason whatsoever, save any fee accompanying an application for membership that is rejected.
- 6.4. At the discretion of the Board, any Member whose fees are outstanding for more than three (3) months after the due date for payment must cease to be a Member of the Association, but the Board may reinstate a membership on terms as it thinks fit.

**7. REGISTER OF MEMBERS**

The Secretary must keep and maintain a Register of Members in which must be entered the full name, address and date of entering the Member and the Register shall be available for inspection by Members at the address of the Association.

**8. RESIGNATION AND OR WITHDRAWAL FROM MEMBERSHIP**

- 8.1. Any Member may resign by first giving one month's written notice to the Secretary of intention to resign and upon expiration of that time, shall cease to be a Member.
- 8.2. A Member is taken to have resigned if they cease to be a Director for whatever reason.
- 8.3. A Member is taken to have resigned if:
  - 8.3.1. the Secretary has made a written request to the Member to confirm that he or she wishes to remain a Member; and
  - 8.3.2. the Member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a Member.
- 8.4. Cancellation, resignation or withdrawal of membership from the Association does not absolve a Member from liability to pay any amount due to the Association at that date.
- 8.5. Any Member that discontinues, withdraws or resigns from their or its, membership must not claim nor be entitled to claim, nor claim any entitlement to or in, any of the assets, property, expectancies, benefits, rights, agreements, funds or trusts, of whatsoever nature, type or description of the Association, at any time.

**9. GENERAL RIGHTS OF MEMBERS**

- 9.1. A Member who is entitled to vote has the right:
  - 9.1.1. to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules;
  - 9.1.2. to submit items of business for consideration at a general meeting;
  - 9.1.3. to attend and be heard at general meetings;
  - 9.1.4. to vote at a general meeting;
  - 9.1.5. subject to Rule 9.2, to have access to and make copies of:
    - 9.1.5.1. these Rules;
    - 9.1.5.2. the minutes of general meetings of the Association;
    - 9.1.5.3. the records, securities and other relevant documents of the Association; and
  - 9.1.6. to inspect the register of Members.
- 9.2. The Board may refuse to permit a Member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or

where to do so may be prejudicial to the interests of the Association.

- 9.3. A Member is entitled to vote if:
- 9.3.1. more than 10 business days have passed since he or she became a member of the Association; and
  - 9.3.2. the Member's membership rights are not suspended for any reason.

## 10. DISCIPLINE OF MEMBERS

- 10.1. The Board may discipline a Member by:
- 10.1.1. warning a Member that the Member may be reprimanded, suspended, fined or expelled as Member of or from the Association if the Member acts or continues to act in a manner of which the Board disapproves;
  - 10.1.2. reprimanding a Member;
  - 10.1.3. suspending a Member from the rights, privileges, obligations and membership of the Association for a specified period;
  - 10.1.4. imposing a fine on a Member, if it is of the opinion that the Member has refused or neglected, whether unreasonably or not to comply with these Rules or has been guilty of, or acting in, a manner that may be viewed as contrary to or prejudicial to the interests or the Purposes of the Association, or of which it disapproves, or of conduct unbecoming a Member of the Association; or
  - 10.1.5. expelling a Member.
- 10.2. If a motion is proposed at a meeting of the Board for disciplining a Member, the Chairperson must first put a motion that the Member be called upon to explain his/her/its conduct to the Board and if passed the motion to discipline must be adjourned to a meeting to be held not less than fourteen (14) days later. A Member named in such motion must be given written notice of the conduct complained of and be given an opportunity to be heard and present oral and written evidence at the next Board meeting.
- 10.3. At the later Board meeting held in accordance with Rule 10.2 or any later meeting a determination of the Board to discipline or not discipline the Member must be made. A decision other than to expel a Member must be by way of simple majority (and all members of the Board voting on the decision must be unbiased). A decision to expel a Member, but not otherwise, shall be made by at least two-thirds of those Directors present (provided that they are all unbiased).
- 10.4. On expulsion under this Rule 10 all moneys paid to the Association by the expelled Member remain the property of the Association and the Association can recover any unpaid moneys owed by the expelled Member.
- 10.5. The disciplinary powers contained in this Rule 10 are separate from any disciplinary powers exercised by the Board pursuant to any other by laws.

## 11. LIABILITY OF MEMBERS

The liability of Members on the winding up of the Association is limited to any unpaid



subscriptions and other amounts due to the Association as at the date of commencement of the winding up.

## 12. CHAIRPERSON

The Chair or in the absence thereof the Deputy Chair will preside as Chairperson (and in the absence of both of them the Directors present must elect one of their number to preside as Chairperson) at each meeting of the Association.

## 13. ANNUAL GENERAL MEETINGS

13.1. The Association must convene an annual general meeting (**AGM**) of its Members, which must be in addition to any other General Meetings that may be held in the same year, on a date to be determined by the Board, between July 1st and November 30th in each calendar year.

13.2. The ordinary business of the AGM must be:

- 13.2.1. to confirm the minutes of the previous AGM and any special general meeting held since that meeting;
- 13.2.2. to receive reports from the Board upon the transactions, activities and business of the Association during the preceding Financial Year;
- 13.2.3. to elect an auditor for the ensuing year, authorise fees, and take any audit report; and
- 13.2.4. to receive and consider statements to be submitted by the Association in accordance with section 30(3) of the Act.

## 14. SPECIAL GENERAL MEETINGS

- 14.1. All General Meetings other than AGM must be called Special General Meetings (**SGM**) and the Board may whenever it thinks fit convene a SGM of the Association.
- 14.2. The Board must on the written request of Members, representing not less than Ten per cent (10%) of the total number of Members, convene a SGM of the Association.
- 14.3. Any request for a SGM must state the objects of the meeting and the motions to be put to the meeting and be signed by the Members making the request and be sent to the Secretary. A request may consist of several documents in like form signed by one or more Members making the request.
- 14.4. If the Board does not cause a SGM to be held on receiving a request, any Members requesting such meeting may convene a SGM to be held not later than three (3) months after the date on which the request for the SGM was sent.
- 14.5. A SGM convened under this Rule must be convened and conducted in as nearly as possible to the same manner as that in which General Meetings are conducted.

## 15. NOTICE OF MEETING

- 15.1. At least twenty one (21) days before any AGM or any General Meeting, written notice must be given and sent by pre-paid post, facsimile or other electronic transmission to each Member entitled to vote personally or by proxy stating the

place, date and time of the meeting, the nature of the business to be transacted at the meeting (including any proposed resolutions), the form of proxy to be used by Members and, in the case of an AGM, the names of Directors who will retire at such meeting and the number of vacancies to be filled and the calling for nominations to be made to the Secretary no later than 5.00 pm, seven (7) days prior to the date of the AGM.

- 15.2. A Member desiring to bring any business before a meeting must give written notice to the Secretary seven (7) days prior to the issue of a notice by the Secretary of the next meeting.
- 15.3. No business other than that set out in the notice convening the meeting must be transacted at that meeting.
- 15.4. Any omission (other than wilful omission) to give notice to a Member, or the non-receipt of a notice must not invalidate any proceedings or resolutions at such meeting.

## **16. QUORUM**

- 16.1. A quorum of Members entitled to vote must be present during a meeting to consider items of business at such meeting failing which no business must be transacted.
- 16.2. A quorum of Members to constitute a meeting for transacting business at a meeting must comprise for any General Meeting of at least 5 Members
- 16.3. If within thirty (30) minutes after the appointed time for commencement of a meeting a quorum is not present, the meeting:
  - 16.3.1. if convened upon the requisition of a Member or Members, must be dissolved; or
  - 16.3.2. in any other case, must stand adjourned to the same day and place in the next week (unless the Chairperson or the Secretary specifies a time and place of adjournment by written notice to Members).
- 16.4. No proxy will constitute part of a quorum.

## **17. ADJOURNMENTS**

- 17.1. The Chairperson of a meeting at which a quorum is present may with consent of the meeting adjourn the meeting from time to time and place to place but no business can be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place save and except if the meeting is adjourned for more than twenty one (21) days.
- 17.2. Where a meeting is adjourned for twenty one (21) days or more a like notice of the adjourned meeting must be given as in the case of a General Meeting and additional business must be permitted and included in the notice if it is a matter arising under Rules 5 or 10.
- 17.3. Except as provided in sub-Rule 17.1 and 17.2 it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **18. VOTING DETERMINATION**

- 18.1. A question arising at a meeting of the Association must be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, then a declaration by the Chairperson that a resolution has on a show of hands been carried unanimously or carried by a particular majority or lost, and entry to that effect in the minute book of the Association must be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 18.2. Upon any question arising at any meeting of the Association or upon any resolution or any other matter requiring a vote by the Members, a Member has one vote only.
- 18.3. In the case of an equality of voting on a question the Chairperson of a meeting is entitled to a second or casting vote.
- 18.4. All votes must be given personally, by post, electronic or other means permitted by the Board from time to time or by proxy and any questions as to the validity of the same or any matter affecting the same, must be determined by the Chairperson at such meeting.
- 18.5. A Member is not entitled to vote at a meeting unless all moneys due and payable by the Member to the Association have been paid.

## **19. POLL**

- 19.1. Where at a meeting a poll on any question is demanded by not less than fifty per cent (50%) of Members present who are entitled to vote it must be taken at that meeting in such manner as the Chairperson may direct, the resolution of the poll must be deemed to be a resolution of the meeting on that question.
- 19.2. A poll demanded on the election of a Chairperson must be taken forthwith, and on any other matter must be taken at such time as the Chairperson may direct before the close of the meeting.

## **20. PROXY**

- 20.1. Each Member by a signed notice of authority produced to the Secretary may appoint another Member as its proxy.
- 20.2. The notice appointing the proxy must be in a form as made available to the Members and as set by the Board from time to time.
- 20.3. Despite anything to the contrary in these Rules, a Member must be entitled to be present in relation to a meeting and to vote on any question either personally or by proxy or as proxy for another Member whether at a General Meeting, AGM, SGM or any other meeting or upon a poll or on any resolution passed in accordance with these Rules.

## **21. MANAGEMENT STRUCTURE**

### **21.1. GENERAL**

- 21.1.1. The affairs and conduct of the Association must be managed by the Board.
- 21.1.2. The Board:

21.1.2.1. may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members of the Association; and

21.1.2.2. subject to these Rules, the Act and Regulations, has the power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.

21.1.3. The Board must consist of up to nine (9) persons to be made up of nine elected (subject to Rule 21.2.2) Directors, who have the necessary qualifications or skills (such qualifications or skills to be determined from time to time by the Board).

21.1.3.1. A number of Director positions as determined by the Board from time to time will be reserved for autistic people.

21.1.4. If not already a Member, every Director must apply to be, and be accepted as, a Member under Rule 5.2 within 14 days of holding office.

## **21.2. BOARD OF DIRECTORS**

21.2.1. Each Director will hold office for a period of 3 years, but is eligible for re-election at the relevant AGM for 2 further periods of 3 years each provided always that the maximum term that a director may hold office must not exceed 9 years.

21.2.2. In the event of a casual vacancy occurring in the office of a Director, the Board may at a time determined by the Board appoint a person to fill the vacancy and the person appointed will hold office, subject to these Rules, for the balance of the term of the Director who created the casual vacancy.

21.2.3. Nominations of candidates for election as Directors must be:

21.2.3.1. made in writing and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and

21.2.3.2. delivered to the Secretary not less than 14 days before the date fixed for the holding of the AGM.

21.2.4. The Board may reject a nomination if the person nominated:

21.2.4.1. is an employee of the Association or was an employee of the Association in the period of 24 months prior to the date on which the nomination was received by the Board; or

21.2.4.2. does not hold the qualifications, skills or attributes required under Rule 21.1.3; or

21.2.4.3. would not be capable of satisfactorily discharging the duties of a director of the Association because of a persistent conflict of interest or material person interest.

- 21.2.5. The Board must search the ASIC Disqualified Persons Register and the ACNC Register of Disqualified Persons before filling a vacancy or accepting a nomination under this Rule 21.2. If the person appointed by the Board to fill the vacancy appears on either of those registers the Board must choose another person to fill the vacancy. If the person nominated appears on the either of those registers the Board must reject the nomination.
- 21.2.6. If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated will be deemed to be elected and further nominations may be received at the AGM.
- 21.2.7. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated will be deemed to be elected.
- 21.2.8. If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- 21.2.9. The ballot for the election of Directors must be conducted at the AGM in such manner as the Board may direct.

### **21.3. OFFICE HOLDERS**

- 21.3.1. The Officers of the Association will consist of some or all of the following roles (as elected by the Directors in accordance with Rule 21.3.2 and 21.3.3):
- 21.3.1.1. Chair;
- 21.3.1.2. Deputy-Chair;
- 21.3.1.3. Treasurer;
- 21.3.1.4. Secretary; and
- 21.3.1.5. other officers as may be decided by the Board.
- 21.3.2. At the first Board Meeting following an AGM the Directors must elect among themselves:
- 21.3.2.1. the Chair; and
- 21.3.2.2. the Deputy-Chair.
- 21.3.3. At the first Board Meeting following an AGM the Directors may elect among themselves any other Officers to hold office until the next AGM, in accordance with such procedures as the Board thinks fit.
- 21.3.4. In the event of a casual vacancy in any office referred to in Rule 21.4.1, the Board may elect one of its Directors to the vacant office and the Director elected may continue in that office up to and including the conclusion of the AGM next following the date of the appointment.

### **21.4. VACANCIES**

- 21.4.1. The office of a Director becomes vacant if the Director:
- 21.4.1.1. excluding for the period specified in Rule 21.1.4, is no longer a Member;
  - 21.4.1.2. does not become accepted as a Member within the period specified in Rule 21.1.4;
  - 21.4.1.3. becomes unable to pay his or her debts or is otherwise insolvent; or
  - 21.4.1.4. resigns from office by notice in writing given to the Secretary; or
  - 21.4.1.5. is absent for three (3) consecutive meetings of the Board without approval of the Board.

## **21.5. MEETINGS OF THE BOARD**

- 21.5.1. The Board must meet at least 3 times in each year at such place and such times as the Board may determine.
- 21.5.2. Special meetings of the Board may be convened by the Chair or by any 4 Directors.

## **21.6. NOTICE OF BOARD MEETINGS**

- 21.6.1. Notice of each Board meeting must be given to each Director at least 2 business days before the date of the meeting.
- 21.6.2. Notice must be given to Directors of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

## **21.7. QUORUM FOR BOARD MEETINGS**

- 21.7.1. Any five (5) Directors constitute a quorum for the conduct of the business of a meeting of the Board.
- 21.7.2. No business may be conducted unless a quorum is present.
- 21.7.3. If within half an hour of the time appointed for the meeting a quorum is not present:
  - 21.7.3.1. in the case of a special meeting - the meeting lapses; and
  - 21.7.3.2. in any other case - the meeting must stand adjourned to the same place and the same time and day in the following week.
- 21.7.4. The Board may act notwithstanding any vacancy on the Board.

## **21.8. PRESIDING AT BOARD MEETINGS**

- 21.8.1. At meetings of the Board:

21.8.1.1. the Chair or, in the Chair's absence, the Deputy-Chair presides as Chairperson; or

21.8.1.2. if the Chair and the Deputy-Chair are absent, or are unable to preside, the Directors present at a meeting must elect one of their number to preside as Chairperson.

## **21.9. VOTING AT BOARD MEETINGS**

21.9.1. Questions arising at a meeting of the Board, or at a meeting of any committee appointed by the Board, must be determined on a show of hands or by a poll taken in accordance with Rule 21.10.

21.9.2. Each Director present at a meeting of the Board, or at a meeting of any committee appointed by the Board (including the person presiding at the meeting), is entitled to one vote. In the event of an equality of votes on any question, the Chairperson may exercise a second or casting vote.

## **21.10. POLL**

21.10.1. Where at a Board meeting a poll on any question is requested by at least fifty per cent (50%) of Directors present who are entitled to vote on it, a poll must be taken at that meeting in such manner as the Chairperson may direct. The resolution of the poll will be deemed to be a resolution of the Board meeting on that question.

21.10.2. A poll requested relating to the election of a Chairperson must be taken immediately, and on any other matter must be taken at such time as the Chairperson may direct before the close of the Board meeting.

## **21.11. PROXY**

21.11.1. Each Director by a signed notice of authority produced to the Secretary may appoint as its proxy another Director.

21.11.2. The notice appointing the proxy must be in a form as set by the Board from time to time.

## **21.12. REMOVAL OF DIRECTORS**

21.12.1. The Board must remove any Director that appears on the ASIC Disqualified Persons Register and the ACNC Register of Disqualified Persons.

21.12.2. The Association in General Meeting may, by special resolution, remove any Director before the expiration of the Director's term of office and appoint another Director in his or her place to hold office until the expiration of the term of the first mentioned Director.

21.12.3. A Director who is the subject of a proposed resolution referred to in Rule 21.12.2 may make representations in writing to the Secretary or Chair of the Association (not exceeding a reasonable length) and may request that the representations be provided to the Members of the Association.

21.12.4. The Secretary or the Chair may give a copy of the representations to each Member of the Association or, if they are not so given, the Director may

require that they be read out at the meeting.

**21.13. ESTABLISHMENT OF COMMITTEES**

- 21.13.1. The Board may at any time appoint a committee or committees from amongst the Directors or persons co-opted by the Board and may prescribe the functions of any committee and the Terms of Reference of each such committee must be approved by the Board.
- 21.13.2. A quorum for meetings of any committee must consist of the number of its members as stated within the committee's Terms of Reference.
- 21.13.3. The Chair and Secretary will be ex-officio members of any such committee.

**22. CHIEF EXECUTIVE OFFICER AND SENIOR MANAGEMENT OFFICERS**

- 22.1. The Board may appoint and remove the Chief Executive Officer and any other senior management officer of the Association on such terms and conditions that are considered by the Board to be necessary, prudent and appropriate to the interests of the Association.
- 22.2. The Chief Executive Officer and or other senior management officers must perform all duties as required by the Board from time to time and must, unless excused or excluded, attend meetings of the Board, but are not entitled to vote.
- 22.3. The Chief Executive Officer and or other senior management officers must have such duties, powers and responsibilities as delegated or determined from time to time by the Board and without derogating from the position and duties of the Secretary of the Association, the Chief Executive Officer must undertake all the duties that the Secretary is otherwise required to undertake.

**23. IN CAMERA MEETINGS**

Any meeting or part thereof of the Association whether of the Board, or any committee may be conducted in private, or be open to others as observers, or permit a person other than a Member to address it on any issue and each of the above must be solely at the determination of the Board or committee conducting the meeting. Meetings may be conducted by electronic means, such as telephone or video conference provided that each Member can clearly and simultaneously communicate with each other.

**24. INTERPRETATION OF RULES**

Except as otherwise provided for in the Act, the Regulations or by laws and subject to any resolutions of the Members of the Association carried at any General Meeting to the contrary, the Board has authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent or inconsistent.

**25. CONFLICT OF INTEREST**

Any Member of the Association, Director, committee member, the Chief Executive Officer or any other member of Senior Management or any other personnel who have or has a perceived or actual material conflict of interest (including a material personal interest) in any present or anticipated contract agreement or arrangement with the Association must declare the nature and extent of that interest at the first opportunity after becoming aware of the interest, leave the meeting while the matter is being discussed and if able to vote on any



issue must not vote in respect of the matter. If the person does vote in such circumstances, such vote must not be counted.

## **26. SECRETARY**

The Secretary must, in conjunction with the Chief Executive Officer, prepare and retain minutes of all resolutions and proceedings of the Board and any General Meeting, (unless the Chief Executive Officer is excluded or excused) in books provided for that purpose together with an attendance record of those present at such meetings. The Secretary must keep custody or control of all books, documents and securities of the Association. The minutes of General Meetings must be available for inspection and copying by the Members.

## **27. TREASURER**

The Treasurer of the Association is responsible for collection and receipt of all moneys due to the Association and for all payments to be made as are authorised and to keep proper books of account showing among other things full details of all receipts and expenditures connected with the financial affairs of the Association. The books of account must be available for inspection by Members. The Treasurer may act in conjunction with the Chief Executive Officer.

## **28. ALTERATION OF RULES AND STATEMENT OF PURPOSES**

These Rules and Purposes of the Association must not be altered except in accordance with the provisions of the Act being by Special Resolution, made by the Members at a General Meeting.

## **29. NOTICES**

- 29.1. A notice may be served by or on behalf of the Association upon any Member, person or Director either personally or by sending it by pre-paid post, facsimile or by other electronic transmission to the same at the last known address of the same or as shown in the register of Members.
- 29.2. Where a notice or document is properly addressed, the notice or document must, unless the contrary is proved, be deemed to have been given at the time, if forwarded by post in the usual course of delivery or if sent by facsimile or electronic transmission it must be deemed to be service in accordance with this Rule and received on the day it was sent.

## **30. WINDING UP OR CANCELLATION**

- 30.1. The income and property of the Association must be applied solely towards the promotion of the Purpose of the Association as set out in these Rules and no portion of the income and property of the Association will be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise, to the Members of the Association.
- 30.2. Nothing in these Rules will be construed so as to preclude or prevent any payment or repayment howsoever described and made in good faith:
- 30.2.1. to or for any reasonable and proper remuneration to or for any officers, employees or servants of the Association in return for services actually rendered to the Association;
- 30.2.2. to or for any reasonable and proper charges for goods or services

provided, supplied or rendered in the ordinary and usual way for business, or payment or repayment of reasonable out of pocket expenses, to which a Member would be entitled, in accordance with the Purpose, if the Member was not a Member; or

- 30.2.3. to any one or more Members that hold exemption and deductibility status pursuant to the relevant provisions of the *Income Tax Assessment Act 1936*, or any amendment or re-enactment including for the purposes of sub-paragraph 78(1)(a)(i) or (ii), of funds of the Association that are by Special Resolution of the Association Members, approved for payment to such Members for purposes that are altogether or in part similar to the Purposes of the Association for the use or benefit of such Member, and whether to be held upon trust or not, to be applied by such Member for such purposes. Any specialist school Member entitled to share or benefit under this sub Rule, must prior to any sum, benefit, fund, property or payment being made and on any condition imposed, acknowledge by resolution of its governing Council or body, to hold any such sum, benefit, fund or property, upon trust solely for the benefit of autistic students at that school and or any condition(s) so imposed.
- 30.3. If, upon the winding up of the Association in accordance with the provisions of the Act, there remains after satisfaction of all its debts and liabilities, any property whatsoever, the same must not be paid to or distributed among the Members of the Association (and any former members), but must be given or transferred (subject to the provisions of Rule 30.2.3) to some other fund(s), organisation(s) or institution(s):
- 30.3.1. having objects all together or in part, similar to the Purposes of the Association; and
- 30.3.2. whose Rules or constitution prohibit the distribution of its or their income and property among its or their members to at least as great an extent as is imposed on the Association under or by virtue of Rule 30.1; and
- 30.3.3. to which gifts can be deducted under Division 30 of the ITAA 97 due to it being characterised as a public benevolent institution under item 4.1.1 of the table in section 30-45.
- 30.4. Any such fund(s), organisation(s) or institution(s) under Rule 30.3.3 must be determined by Special Resolution of the Members of the Association which must also be funds, authorities, organisations or institutions approved by the Commissioner or a Deputy Commissioner of Taxation for the purposes of sub-paragraph 78(1)(a)(i) or (ii) of the *Income Tax Assessment Act 1936*, or any amendment or re-enactment thereof and, in the absence of such Special Resolution of the Members, then such fund(s), authorities, organisation(s) or institution(s) as must be determined by the Registrar under the Act.

## 31. DEDUCTIBLE GIFT RECIPIENT STATUS

### 31.1. APPLICATION

- 31.1.1. This Rule only applies if the Association is a deductible gift recipient under ITAA97.

### 31.2. MAINTAINING A GIFT ACCOUNT

- 31.2.1. The Association must maintain a management account (**Gift Account**):

31.2.1.1. to identify and record Gifts and Deductible Contributions;

31.2.1.2. to identify and record any money received by the Association because of those Gifts and Deductible Contributions; and

31.2.1.3. that does not record any other money or property.

### **31.3. LIMITS ON USE OF GIFT ACCOUNT**

31.3.1. The Association must use the Gift Account only for the purposes set out in Rule 4.

### **31.4. WINDING UP OR REVOCATION OF DEDUCTIBLE GIFT RECIPIENT**

31.4.1. Upon:

31.4.1.1. the winding up of the Association; or

31.4.1.2. the Association ceasing to be deductible gift recipient under the ITAA 97,

whichever is earlier, any surplus Gifts and Deductible Contributions and money received by the Association because of those Gifts and Deductible Contributions must be transferred to a fund, authority or institution:

31.4.1.3. which is charitable at law;

31.4.1.4. whose constitution prohibits distributions or payments to its members to an extent at least as great as is outlined in Rule 3; and

31.4.1.5. Gifts to which are deductible under the ITAA 97 on the basis that it is characterised as a public benevolent institution as described in item 4.1.1 of the table in section 30-45.

31.5. The identity of the institution referred to in Rule 31.4.1 must be decided by the Board, or if the Board does not wish to decide or does not decide, it must be decided by the Members by ordinary resolution at or before the time of winding up of the Association and, if the Members do not decide, by the Supreme Court of the state or territory in which the Association is registered.

**31.6. RECEIPTS**

- 31.6.1. Receipts for Gifts or Deductible Contributions must state the;
- 31.6.1.1. name and ABN of the Association;
  - 31.6.1.2. the date and amount (or value, if property) of the Gift or Deductible Contribution;
  - 31.6.1.3. the name of the donor or contributors; and
  - 31.6.1.4. the fact that it was a Gift or Deductible Contribution (and if it was a Deductible Contribution, the relevant fundraising event and GST inclusive market value of the event or goods or services purchased).

**32. FUNDS & FINANCE**

- 32.1. The funds of the Association are to be derived from interest, fees, annual subscriptions, levies, donations, grants, fees from the sale of goods or services and such other sources as determined and approved by the Board.
- 32.2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments and payment arrangements (including authorising of any electronic and carding type arrangements) must be signed (or in the case of authorisation for electronic and carding type arrangements, be approved) by:
- 32.2.1. two persons duly authorised by resolution of the Board; or
  - 32.2.2. one person, where the Board by resolution approves one signatory to cheques up to a non-cumulative nominal daily amount for specified purposes, and or approves and authorises limited electronic and carding type arrangements of or to an appropriate limited amount.
- 32.3. The assets and income of the Association must be applied solely in furtherance of its Purposes and no portion will be distributed directly or indirectly to subscribers or other Members except as bona fide compensation for services rendered or for expenses incurred on behalf of the Association.

**33. AUDITOR**

- 33.1. An auditor or auditors, being duly experienced and qualified and either a member of a recognised professional accounting association or one prescribed pursuant to the provisions of the *Corporations Act 2001 (Cth)* or any amendment thereto must be appointed at the AGM each year or in the event of a casual vacancy by the Board to conduct an examination of the accounts and records of the Association at the completion of each Financial Year.
- 33.2. The auditor must have access to all books, records, staff and Members of the Association as is considered necessary. The auditor must undertake and complete an audit program relating to the immediately preceding Financial Year. The auditor may make such reports to the Board on any matter within the scope of duties of an auditor and must make a report to the Members in General Meeting on the balance sheet and revenue and expenditure statement laid before such meeting.
- 33.3. The fees and expenses of the auditor may be fixed by Members at a General

Meeting or if authorised by Members, or in the case of an appointed casual vacancy auditor, by the Board.

- 33.4. The auditor may if considered necessary, desirable or appropriate by the auditor to do so, make a report directly to Members in a General Meeting and/or to a Government Authority on any matter coming within the scope of duty of an auditor.

#### **34. BALLOT**

Where under these Rules a ballot is required to be held the ballot must be conducted by the Chairperson of the meeting in such manner as a ballot is usually conducted in an orderly manner including the appointment of a returning officer, marking of ballot papers to indicate choice and the declaration of the result being announced as soon as it is known. Any grievance as to the conduct of a ballot must be determined pursuant to Rule 37.

#### **35. PATRONS**

The Board may appoint any number of persons as patrons of the Association, but such appointment must not in itself confer any rights or privileges with regard to attendance at or entitlement to receive notice of General Meeting, nor voting or standing for any position or office with the Association.

#### **36. ANNUAL RETURNS**

The Secretary must within one month of each AGM cause to be forwarded all reports, declarations and fees as are required by the Act and also forward to Consumer Affairs Victoria a copy of the annual report, an audited statement of financial affairs of the Association together with a list of the names and addresses of the Officers.

#### **37. GRIEVANCE DISPUTE RESOLUTION PROCEDURE FOR MEMBERS**

If any dispute or grievance arises between a Member and another Member or between Members and the Association, it must be dealt with in the following manner:

- 37.1. the matter must first be raised and discussed in confidence by the aggrieved Member with the Chief Executive Officer, Secretary or Chair for the time being of the Association;
- 37.2. if the dispute or grievance is not then resolved, the aggrieved Member may request that the dispute be submitted to a dispute resolution committee to be formed for such purposes by the Board which must comprise of any two of the Chair, Secretary, Chief Executive Officer and one other Director (provided they are unbiased) and attempt to resolve the dispute;
- 37.3. if the dispute or grievance is not then resolved the aggrieved Member may request the matter be referred to an agreed mediator (who must be unbiased) for the purposes of conciliating and or mediating the matter;
- 37.4. in the event of any failure of procedure under this Rule 37 or failure to resolve the matter a mediator must be appointed (at the shared equal cost of the aggrieved Member and the Association) by the President for the time being of the Law Institute of Victoria which mediator must mediate and determine the dispute or grievance whose decision must be accepted as final;
- 37.5. for the purposes of procedure under this Rule, all participants in any such meetings or mediation agree that they must co-operate to ensure these procedures are

carried out expeditiously, maintain appropriate professional standards and cordiality, participate in good faith and act in such a manner to protect and further the interests of the Association.

**38. BY-LAWS**

- 38.1. The Board may formulate, issue, adopt, interpret and amend by-laws for the proper advancement, management and administration of the Association, Such By-Laws must be consistent with the Constitution and any policy directives of the Board.
- 38.2. All By-Laws are binding on the Association and its Members.
- 38.3. All Rules and By-Laws of the Association in force at the date of the approval of these Rules in so far as such Rules and By-Laws are not inconsistent with, or have been replaced by these Rules, must be deemed to be By-Laws and must continue to apply.