



Association for Children with a Disability

Suite 2, 98 Morang Road, Hawthorn Victoria 3122

Phone: 03 9818 2000 Fax: 03 9818 2300 Email: [mail@acd.org.au](mailto:mail@acd.org.au) Web: [www.acd.org.au](http://www.acd.org.au)

# Rules of Incorporation

Association for Children with a Disability

## Association for Children with a Disability

### Statement of purpose

- To empower parents of children with a disability to be as self-sufficient as possible in advocating on behalf of their child and family.
- To promote and advance the rights of children with a disability and their families.
- To advocate on behalf of children with a disability and their families to ensure the best possible support and services are available.
- To work collaboratively with other organisations to improve the service system for children with a disability and their families.

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## 1 Definitions and Interpretation

### 1.1 Definitions

In these Rules of Incorporation:

**Act** means the *Associations Incorporation Reform Act 2012* (Vic) and any consolidations, amendments, re-enactments or replacements of that Act;

**Amendment Date** means 15 November 2013

**Association** means the association governed by these rules of incorporation and known as “The Association for Children with a Disability”;

**Business Day** means a day that is not a Saturday, Sunday or public holiday in Melbourne, Victoria;

**Committee** means the committee of management of the Association;

**Committee Member** means a member of the Committee appointed pursuant to Rule 11;

**Financial Year** means a twelve month period commencing on 1 July and ending on 30 June;

**General Meeting** means a meeting of the Members of the Association, including any annual General Meeting;

**Member** means a member of the Association;

**Officer** means any one or more of the following:

- (a) President;
- (b) Vice-President;
- (c) Treasurer; or
- (d) Secretary; of the Association;

**Ordinary Committee Member** means a Committee Member who is not an Officer;

**Registrar** means the body corporate established pursuant to section 187 of the Act;

**Register** means the register of Members maintained by the Secretary in accordance with Rule 4;

**Regulations** means the *Associations Incorporation Reform Regulations 2012* (Vic) and any consolidations, amendments, re-enactments or replacements of any of those Regulations;

**Relative** means any of the following people in relation to a child with a disability:

- (a) a father, mother, step-father or step-mother of the child;
- (b) a grandfather or grandmother of the child;
- (c) a brother, sister, half-brother, half-sister, brother-in-law or sister-in-law of the child;
- (d) an uncle, aunt, uncle-in-law or aunt-in-law of the child;
- (e) a nephew or niece of the child; or
- (f) a cousin of the child; and

**Rules** means these rules of incorporation of the Association.

## 1.2 Interpretation

In these Rules, a reference to the Secretary of the Association is a reference:

- (a) where a person holds office under these Rules as the secretary of the Association, to that person; and
- (b) in any other case, to the public officer of the Association.

Unless the context otherwise requires, words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the *Acts Interpretation Act 1958* (Vic) and the Act as in force from time to time.

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## 2 Membership

- (a) Any person interested in furthering the aims of the Association is eligible to apply for membership.
- (b) An application for membership of the Association must be:
  - (i) in the form determined by the Committee from time to time; and
  - (ii) lodged with the Secretary of the Association for consideration by the Committee.
- (c) The Committee may at its discretion approve or reject any application for membership.
- (d) A person who is approved for membership in accordance with these Rules is eligible to be a Member on payment of the annual subscription fee payable under these Rules.
- (e) Upon approval of an application for membership and payment of the annual subscription fee, the Secretary must enter the person's name in the Register.
- (f) A person becomes a Member and is entitled to exercise the rights of membership when their name is entered into the Register in accordance with Rule 2(e).

- (g) A Member who is entitled to vote has the right:
  - (i) to receive notice of General Meetings and of proposed special resolutions in the manner and time prescribed by these Rules;
  - (ii) to submit items of business for consideration at a General Meeting;
  - (iii) to attend and be heard at General Meetings;
  - (iv) to vote at a General Meeting;
  - (v) to have access to the minutes of General Meetings and other documents of the Association as provided under Rule 24; and
  - (vi) to inspect the Register.
- (h) The rights of a Member (including the right to vote) who has not paid the annual subscription fee by the due date are suspended until the subscription fee is paid.
- (i) The rights, privileges and obligations of a Member:
  - (i) are personal and not capable of being transferred or assigned to another person; and
  - (ii) terminate upon the expiry or cancellation of the person's membership in accordance with these Rules.
- (j) The Committee may at its discretion award life membership to those Members who have, in the opinion of the Committee, made substantial contribution to the Association. Life membership entitles the Member to all entitlements and benefits of a fully paid-up Member.

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### **3 Annual Subscription**

- (a) The annual subscription fees payable by Members shall be determined and published by the Committee from time to time.
- (b) The Committee may at its discretion reduce or waive subscription fees.
- (c) Should any Member fail to pay his or her annual subscription fee after it has become due, the Association may forward a notice to the Member requesting payment. If the subscription fee remains unpaid after thirty (30) days, that Member will, unless the Committee determines otherwise, be removed from the Register and cease to be a Member.

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### **4 Register of Members**

- (a) The Secretary will maintain the register of Members containing:
  - (i) the full name and address of each Member;

- (ii) the date on which the Member's name was entered into the Register; and
- (iii) for each former Member, the date of ceasing to be a Member.

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## **5 Resignation of Member**

A Member may resign from the Association by giving the Secretary written notice of the Member's intention to resign. The date on which the person ceased to be a Member will be recorded in the Register within 14 days after that date.

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## **6 Discipline of Member**

- (a) Subject to these Rules, the Committee may by resolution:
  - (i) cancel a Member's membership of the Association; or
  - (ii) suspend a Member from the Association for a specified period,if the Committee is of the opinion that the Member:
  - (iii) has refused or neglected to comply with these Rules; or
  - (iv) has engaged in conduct unbecoming of a Member, or prejudicial to the interests of the Association.
- (b) Where the Committee passes a resolution under Rule 6(a), the Secretary will, as soon as practicable, serve on the Member a written notice informing the Member:
  - (i) of the Committee's resolution and the grounds on which it is based;
  - (ii) that he or she may address the Committee meeting to be held in accordance with Rule 6(c);
  - (iii) of the date, place and time of the Committee meeting;
  - (iv) that he or she may do one or more of the following:
    - (A) attend the Committee meeting;
    - (B) no less than twenty-four (24) hours prior to the Committee meeting, provide the Committee with a written statement requesting that the resolution be revoked; and
  - (v) that, if at the Committee meeting, the Committee confirms the resolution, the Member may, no later than forty-eight (48) hours following the meeting, give notice to the Secretary that he or she wishes to appeal the resolution to the Association in General Meeting.

- (c) A resolution of the Committee under Rule 6(a) is not effective unless the resolution is confirmed at a meeting of the Committee held no earlier than twenty-one (21) and no later than twenty-eight (28) days after service of the notice on the Member under Rule 6(b).
- (d) At the Committee meeting held in accordance with Rule 6(c), the Committee will:
  - (i) give the Member an opportunity to be heard;
  - (ii) give due consideration to any written statement submitted by the Member; and
  - (iii) determine whether to confirm or revoke the resolution to cancel or suspend the Member's membership.
- (e) Where the Member exercises his or her right of appeal to the Members in General Meeting, the Committee's resolution does not take effect unless the General Meeting of the Association confirms the resolution.
- (f) Where the Secretary receives a notice indicating a Member wants to appeal against the cancellation or suspension of his or her membership, the Committee shall convene a General Meeting as soon as practicable.
- (g) At a General Meeting convened under Rule 6(e):
  - (i) the question of the appeal shall be the only business discussed;
  - (ii) the Committee may place before the meeting its reasons for cancelling or suspending the Member's membership;
  - (iii) the Member shall be given an opportunity to be heard; and
  - (iv) the Members present shall vote by secret ballot on whether to uphold the Committee's decision to cancel or suspend the membership.
- (h) The resolution will be deemed to have been passed if two thirds of Members that vote at the meeting uphold the Committee's resolution.

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## **7 Annual General Meeting**

- (a) Within five (5) months of the end of each Financial Year the Committee must convene an annual General Meeting.
- (b) The Committee may determine the date, time and place of the annual General Meeting.
- (c) The notice convening the annual General Meeting must state that the meeting is the annual General Meeting.

- (d) At the annual General Meeting, the Association must submit to Members a statement containing the following particulars:
  - (i) the income and expenditure of the Association during its last financial year;
  - (ii) the assets and liabilities of the Association at the end of its last financial year;
  - (iii) any encumbrance on the property of the Association at the end of its last financial year; and
  - (iv) in respect of any trust of which the Association was trustee during a period, being the whole or any part of the last financial year:
    - (A) the income and expenditure of the trust during that period;
    - (B) the assets and liabilities of the trust during that period; and
    - (C) the mortgages, charges and securities of any description on any of the property of the trust at the end of that period; and
  - (v) any trust, held on behalf of the Association by a person or body other than the incorporated association, in which funds or assets of the Association are placed.
- (e) The ordinary business of the annual General Meeting will be to:
  - (i) confirm the minutes of the preceding annual General Meeting and of any General Meeting held since that meeting;
  - (ii) receive from the Committee reports about the transactions of the Association during the preceding Financial Year;
  - (iii) to confirm or vary the amounts of annual subscription and joining fees;
  - (iv) elect Ordinary Committee Members;
  - (v) receive and consider the financial statements of the Association during the preceding financial year prepared in accordance with Part 7 of the Act; and
  - (vi) elect the auditor(s) for the following Financial Year.
- (f) Special business may be considered at the annual General Meeting provided notice of the special business is given in accordance with these Rules.
- (g) The annual General Meeting will be in addition to any other General Meetings that may be held in the same Financial Year.

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## 8 General Meetings

- (a) The Committee may at its discretion convene a General Meeting.

- (b) The Secretary will arrange for a notice of any General Meeting to be sent at least 21 days prior to the General Meeting, to each Member at the address recorded in the Register.
- (c) The notice of General Meeting must:
  - (i) state the place, date and time of the General Meeting;
  - (ii) indicate the general nature of the business to be transacted at the meeting;
  - (iii) if a special resolution is to be proposed:
    - (A) state in full the proposed resolution;
    - (B) state the intention to propose the resolution as a special resolution;
  - (iv) state that the Member may appoint a proxy for the meeting; and
  - (v) include a copy of any form that the Committee has approved for the appointment of a proxy.
- (d) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the General Meeting.
- (e) The Committee must, upon receiving a written request of at least ten percent (10%) of Members, convene a General Meeting.
- (f) A request for a General Meeting made by Members in accordance with Rule 8(e) must:
  - (i) set out any resolution to be put at the meeting;
  - (ii) include the name and address of each Member making the request;
  - (iii) be signed by each of the Members making the request; and
  - (iv) be sent to the attention of the Secretary at the Association's address,
- (g) Separate copies of the Members' requisition of General Meeting may be used for signing by Members if the wording of the request is identical in each copy.
- (h) If the Committee does not cause a General Meeting to be held within one (1) month after receipt of a written request made in accordance with Rule 8(e), any of the Members that made the request may convene a General Meeting to be held not later than three (3) months after that date.
- (i) A General Meeting convened by Members pursuant to Rule 8(e) will, as near as practical, be convened in the same manner as General Meetings convened by the

Committee and all reasonable expenses incurred in convening such General Meetings will be met by the Association.

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## **9 Proceedings at General Meetings**

- (a) All business transacted at a General Meeting, except business specifically referred to as being the ordinary business of an annual General Meeting, will be deemed to be special business.
- (b) No business other than the matters set out in the notice of meeting may be transacted at a General Meeting.
- (c) A Member that wants to raise any business before a General Meeting must give notice in writing to the Secretary. The Secretary will include that business in the notice calling the next General Meeting.
- (d) No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these Rules to vote is present during the time when the General Meeting is considering that item of business.
- (e) Twenty (20) Members (being Members entitled under these Rules to vote at a General Meeting), present personally or by proxy, constitute a quorum for the transaction of the business of a General Meeting, including an annual General Meeting.
- (f) If within thirty (30) minutes after the appointed time for commencement of a General Meeting, a quorum is not present, the General Meeting:
  - (i) if convened at the request of Members, shall be dissolved; and
  - (ii) in any other case, shall stand adjourned to the same day in the next week at the same time and, (unless another place is specified by the Chairperson at the time of the adjournment, or by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- (g) If at the adjourned General Meeting, a quorum is not present within thirty (30) minutes after the appointed time for the reconvening of the General Meeting, the Members present (being not less than seven (7)) will constitute a quorum.
- (h) The President, or in his or her absence, the Vice-President, shall preside as Chairperson at each General Meeting.
- (i) If both the President and the Vice-President are absent from a General Meeting, the Members present will elect one of their number to preside as Chairperson at the meeting.
- (j) The Chairperson of a General Meeting at which a quorum is present may, with the consent of the Members present, adjourn the meeting to another time or place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the adjourned meeting.

- (k) Where a General Meeting is adjourned for fourteen (14) days or more, a notice must be sent to Members in substantially the same form as was given for the adjourned General Meeting.
- (l) Except as provided in Rules 9(j) and 9(k), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned General Meeting.
- (m) A question arising at a General Meeting will be determined on a show of hands and, unless a poll is demanded, a declaration by the Chairperson that a resolution has been carried or lost, and an entry to that effect in the record of Minutes of the Association, shall be evidence of the fact.
- (n) If a poll on any question at a General Meeting is demanded by not less than three (3) Members, a poll must be taken. The Chairperson will determine how the poll is to be taken, and the resolution of the poll will be deemed to be a resolution of the meeting on that question.
- (o) Except in the case of a special resolution, any question must be decided on a majority of votes.
- (p) Upon any question arising at a General Meeting, a fully paid-up Member has one vote only.
- (q) All votes shall be given personally or by proxy.
- (r) In the case of a deadlock on a question, the Chairperson is entitled to exercise a second or casting vote.
- (s) A poll that is demanded regarding the election of a Chairperson, or on a question of an adjournment, shall be taken immediately, and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairperson may direct.
- (t) A special resolution is passed if not less than three quarters of the Members voting at a General Meeting (whether in person or by proxy) and entitled to vote on the resolution, vote in favour of the resolution.

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## 10 Committee of Management

- (a) The affairs of the Association will be managed by the Committee.
- (b) The Committee:
  - (i) will control and manage the business and affairs of the Association; and
  - (ii) may, subject to these Rules, the Regulations and the Act, 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 the Members in General Meeting.

- (c) Subject to these Rules, the Regulations and the Act, the Committee has power to do all things which it considers essential for the proper management of the business and affairs of the Association.
- (d) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual Committee Members comply with these Rules.
- (e) Committee Members must exercise their powers and discharge their duties with reasonable care and diligence.
- (f) Committee members must exercise their powers and discharge their duties:
  - (i) in good faith in the best interests of the Association; and
  - (ii) for a proper purpose.
- (g) Committee Members and former Committee Members must not make improper use of:
  - (i) their position; or
  - (ii) information acquired by virtue of holding their position:
 

so as to gain an advantage for themselves or any other person or to cause detriment to the Association.
- (h) Any Committee Member who has a financial or other material interest in a contract or arrangement to which the Association is or will be a party must disclose the interest at the first meeting of the Committee at which the contract or arrangement is taken into consideration (if the interest already exists), or in any other case at the first meeting of the Committee following the acquisition of the interest.
- (i) No Committee Member shall vote as a Committee Member in respect of any contract or arrangement in which the Member holds an interest. Any vote cast by a Committee Member holding an interest shall not be counted.
- (j) No Committee Member shall be appointed to or retain any paid office of the Association while he or she is a Committee Member.
- (k) No Committee Member shall directly or indirectly supply goods or services to the Association where such goods or services can be satisfactorily obtained elsewhere.
- (l) The Committee shall consist of up to ten (10) Committee Members, including the Officers of the Association.
- (m) The Committee must at all times comprise a minimum of seven (7) Relatives of a child with a disability, provided that at least five (5) of those Relatives must fall within paragraph (a) of the definition of Relative.

- (n) No more than three (3) people who are not Relatives of a child with a disability may be on the Committee at any one time.
- (o) In the event of a casual vacancy occurring in the office of an Ordinary Committee Member, the Committee may appoint any Member to fill the vacancy and the Member appointed shall hold office, subject to these Rules, until the conclusion of the next annual General Meeting.

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## 11 Election of Committee

- (a) Nominations of candidates for election to the Committee shall be made in writing, signed by two Members, and must be accompanied by the written consent of the candidate (which may be endorsed on the nomination form).
- (b) Subject to Rule 11(c), a nominee for election to the Committee must have been a Member for not less than one (1) year immediately prior to nomination.
- (c) Notwithstanding the requirement in Rule 11(b), the Committee may in its absolute discretion accept the nomination of a Member for election to the Committee where the nominee possesses particular knowledge, expertise or experience that the Committee considers will benefit the Association.
- (d) A Member is not eligible to join the Committee if he or she has outstanding subscription fees.
- (e) Two existing Committee Members who are not nominating for re-election will meet with each nominee prior to the annual General Meeting to discuss the role and time commitment expected of a Committee Member.
- (f) If insufficient nominations are received by the closing date stipulated by the Committee to fill all Committee vacancies, the candidates nominated shall be deemed to be elected and the Committee will seek to fill the remaining vacancies following the annual General Meeting.
- (g) If the number of nominations received by the closing date stipulated by the Committee is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected at the annual General Meeting.
- (h) If the number of nominations exceeds the number of vacancies to be filled by the closing date stipulated by the Committee, a ballot shall be held at the annual General Meeting.
- (i) Should a ballot be necessary for the election of any Committee Members it shall be conducted at the annual General Meeting in such manner as the Committee may direct.
- (j) Each Committee Member shall be elected for a period of two (2) years from the date of his or her election but, subject to the Act and to these Rules, shall be eligible for re-election.

- (k) No person may be elected to the Committee for more than four (4) consecutive terms.
- (l) Notwithstanding Rule 11(k), the Committee may, at its absolute discretion, extend the four (4) consecutive term limit applicable to a specific Committee Member by no more than two (2) additional terms.
- (m) Unless Rule 11(l) applies, any current Committee Member who, as at the Amendment Date, has been elected to four or more consecutive terms, will retire as a Committee Member with effect from the end of their current term.

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## 12 Officers

- (a) Each Officer will be elected by the Committee, at its first meeting following the annual General Meeting (Appointment Meeting), from the Committee Members then holding office.
- (b) Each Officer shall hold office as an Officer until the next Appointment Meeting after their appointment, at which they will be eligible for re-election.
- (c) Subject to Rule 12(d), in the event that a casual vacancy arises in relation to an Officer, the Committee may appoint a Committee Member to the vacant office and the person so appointed will continue in office as that Officer up to the next Appointment Meeting.
- (d) If the office of Secretary becomes vacant, the Committee must appoint a Committee Member to the position within 14 days after the vacancy arises.
- (e) Subject to Rule 11(k), the immediate past President will be encouraged to continue as a Committee Member (as an Officer or Ordinary Committee Member) for twelve (12) months following his or her retirement as President, or, where his or her retirement does not coincide with an annual General Meeting, until the next annual General Meeting.

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## 13 Vacancy of Committee Membership

For the purpose of these Rules, the office of an Officer or of an Ordinary Committee Member becomes vacant if he or she:

- (a) ceases to be a Member of the Association;
- (b) becomes insolvent under administration within the meaning of the *Corporations Act 2001* (Cth); or
- (c) resigns from office by notice in writing given to the Secretary.

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## 14 Procedure of Committee

- (a) The Committee shall meet at least once in each month (except January) at such place and such times as the Committee determines.

- (b) Special meetings of the Committee may be convened by the President or by any four (4) members of the Committee.
- (c) Notice shall be given to members of the Committee of each Committee meeting no later than seven (7) days before the date of the meeting, specifying the general nature of the business to be transacted, and no other business shall be transacted at such a meeting.
- (d) In cases of urgency, a meeting can be held without notice being given in accordance with Rule 14(c), provided that as much notice as practicable is given to each Committee Member by the quickest means practicable.
- (e) Five (5) Committee Members shall constitute a quorum for the transaction of business at the meeting.
- (f) The contemporaneous linking together by telephone of a sufficient number of Committee Members to constitute a quorum constitutes a meeting of the Committee. All the provisions in these Rules relating to meetings of the Committee apply, so far as they can and with any necessary changes, to meetings of the Committee by telephone such that:
  - (i) a Committee Member who takes part in a meeting by telephone is taken to be present in person at the meeting;
  - (ii) a meeting by telephone is taken as held at the place decided by the chairperson of the meeting, so long as at least one of the Committee Members involved was at that place for the duration of the meeting; and
  - (iii) if, before or during the meeting, any technical difficulty occurs as a result of which one or more Committee Members cease to participate, the chairperson may adjourn the meeting until the difficulty is remedied or may, where a quorum remains present, continue with the meeting.
- (g) No business shall be transacted unless a quorum is present and, if within half an hour of the time appointed for the meeting, a quorum is not present, the meeting shall stand adjourned to a time and place nominated by the person presiding at the meeting (unless the meeting was a special meeting in which case it lapses) and any items of business requiring decisions will be postponed to the following meeting.
- (h) At meetings of the Committee:
  - (i) the President, or in his or her absence, the Vice-President shall preside; or
  - (ii) if the President and the Vice-President are absent, such one of remaining members of the Committee as may be chosen by the members present shall preside.
- (i) A motion is carried if a majority of Committee Members present at the meeting vote in favour of the motion.

- (j) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined by a show of hands, or if demanded by a Committee Member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (k) Each Committee Member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (l) Dates for the monthly Committee meetings shall be set at the start of each Financial Year. Committee papers (agenda, minutes, briefing papers) shall be sent to each Committee Member by mail seven (7) days before the meeting.
- (m) Subject to Rule 14(e), the Committee may act despite the fact that not all the positions on the Committee have been filled.

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## **15 Duties of Secretary**

The Secretary of the Association shall:

- (a) keep minutes of the resolutions and proceedings of each General Meeting;
- (b) keep minutes of the resolutions and proceedings of each Committee meeting, together with a record of the names of persons present at each Committee meeting;
- (c) maintain the Register; and
- (d) prepare and circulate all notices of meetings in relation to any General Meeting or meeting of the Committee.

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## **16 Duties of Treasurer**

- (a) The Treasurer of the Association shall:
  - (i) collect and receive all moneys due to the Association and make all payments authorised by the Association;
  - (ii) keep correct account and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association; and
  - (iii) lodge such monies without delay to the credit of the Association in such investments as are authorised by the law for the time being in force for the investment of monies in trust, or in deposit with a bank.
- (b) The accounts and books referred to in Rule 16(a) shall be available for inspection by Members upon reasonable notice.

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## 17 Delegation

- (a) An Officer may delegate any of his or her powers to:
  - (i) another Officer;
  - (ii) an Ordinary Committee Member;
  - (iii) a Member; or
  - (iv) any other person.
- (b) The delegate must exercise the powers delegated to him or her in accordance with any directions of the delegating Officer.
- (c) The effect of the delegate so exercising a power is the same as if the delegating Officer exercised it.
- (d) The delegating Officer may at any time revoke or vary any delegation, but shall remain responsible for ensuring the tasks delegated are properly performed.

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## 18 Removal of Committee Member

- (a) The Association in General Meeting may by ordinary resolution remove any Committee Member before the expiry of his or her term of office and appoint another Member in his or her place to hold office until the next annual General Meeting.
- (b) Any resolution which proposes to remove a person as a Committee Member must be set out in the notice of meeting by which the General Meeting has been convened.
- (c) The Committee Member proposed to be removed by the resolution of Members referred to in Rule 18(a) may provide a written statement to the Secretary or President (which must not be defamatory or exceed a reasonable length) and may require that the Secretary or President:
  - (i) give a copy of the written statement to each Member not less than seven (7) Business Days prior to the General Meeting; and/or
  - (ii) read the written statement aloud immediately prior to the resolution to remove the Committee Member being considered at the General Meeting.
- (d) Any Officer who is removed as a Committee Member pursuant to a resolution passed in accordance with Rule 18(a) will also be deemed to have been removed as an Officer.

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## 19 Negotiable instruments

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two Officers.

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## **20 Common Seal**

- (a) The Common Seal of the Association shall be kept in the custody of the Secretary.
- (b) The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be witnessed by the signatures of:
  - (i) two members of the Committee; or
  - (ii) one Committee Member and the Secretary.

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## **21 Alteration of Rules**

- (a) These Rules may only be altered by special resolution of a General Meeting of the Association.
- (b) Any proposed alteration to these Rules and the Statement of Purposes of the Association shall be submitted to the Registrar for approval and, if approved, such alteration shall be made in accordance with the Act.

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## **22 Notices**

- (a) Any notice that is required to be given to a Member, by on behalf of the Association, under these Rules may be given by:
  - (i) delivering the notice to the Member personally;
  - (ii) sending it by prepaid post addressed to the Member at that Member's address shown in the register of Members;
  - (iii) facsimile transmission, if the Member has requested that the notice be given to him or her in this manner; or
  - (iv) electronic transmission.
- (b) A notice given under Rule 22(a) will be deemed to be received:
  - (i) if hand delivered, at the time of delivery;
  - (ii) if sent by pre paid post, two (2) Business Days after the date of posting;
  - (iii) if sent by facsimile, when the sender's fax machine produces a report confirming the successful transmission of the entire notice including the relevant number of pages and the correct destination fax machine number or name of recipient; or
  - (iv) if sent by electronic message, when the sender receives an automated message confirming delivery or eight hours after the message has been sent (as

recorded on the device from which the sender sent the message) unless the sender receives an automated message that the electronic message was not delivered or the sender knows or reasonably should know that there is a network failure and accordingly knows or suspects that the electronic message was not delivered,

unless a notice is received after 5.00 pm on a Business Day in the place of receipt or at any time on a non Business Day, in which case, that notice is deemed to have been received at 9.00 am on the next Business Day.

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## **23 Winding up**

- (a) In accordance with the terms of the Act, the Association may be wound up by a resolution passed by seventy-five percent (75%) of Members entitled to vote at a General Meeting.
- (b) If, upon winding-up of the Association and following satisfaction of all debts and liabilities, any surplus assets remain, those assets shall, subject to the satisfaction of Rule 23(c), be given or transferred, at the discretion of the Members and with the approval of the Registrar, to any organisation or organisations which:
  - (i) has a similar Statement of Purposes to those of the Association; and
  - (ii) limits the distribution of income and property amongst its members to at least the same extent as is imposed under these Rules.
- (c) Any asset or part of an asset of the Association that consists of property supplied by a government department, public authority or municipal council, including the unexpended portion of a grant, must be returned to the department, authority or municipal council that supplied it, or to a body nominated by that department, authority or municipal council.

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## **24 Custody of Books and Inspection**

- (a) Except as otherwise provided in these Rules, the Secretary shall keep in his or her custody or under his or her control all books, documents, and securities of the Association.
- (b) Members may on request (upon reasonable notice) inspect free of charge:
  - (i) the Register;
  - (ii) the minutes of General Meetings;
  - (iii) subject to Rule 24(c), the financial records; and
  - (iv) books, securities and any other relevant document of the Association, including minutes of Committee meetings.

- (c) The Committee 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.

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## **25 Source of Funds**

The funds of the Association shall be derived from annual subscriptions, donations and such other sources at the Committee determines.

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## **26 Management of funds**

- (a) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (b) Subject to any restrictions imposed by a General Meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- (c) The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (d) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- (e) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

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## **27 Annual Returns**

Within one (1) month following an annual General Meeting, the Association must lodge a copy with the Registrar of the reports received under Rule 7(e)(ii), the financial statements received under Rule 7(e)(v) and a list of the names and addresses of the members of the committee elected under Rule 7(e)(iii).

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## **28 Not for profit**

The assets and income of the Association shall be applied solely to further its Statement of Purposes and no portion shall be distributed directly or indirectly to its Members except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

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## **29 Disputes and Mediation**

- (a) The grievance procedure set out in this Rule applies to disputes under these Rules between:

- (i) a Member and another Member; or
  - (ii) a Member and the Association.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all the parties.
- (c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten (10) days, hold a meeting in the presence of a mediator.
- (d) The mediator must be:
- (i) a person chosen by agreement between the parties; or
  - (ii) in the absence of agreement:
    - (A) in the case of a dispute between a member and another member, a person appointed by the Committee; or
    - (B) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (e) A Member of the Association may act as the mediator.
- (f) The mediator cannot be a Member who is a party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The mediator, in conducting the mediation, must:
- (i) give the parties to the mediation process every opportunity to be heard;
  - (ii) allow due consideration by all the parties of any written statement submitted by any party; and
  - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (i) The mediator must not determine the dispute.
- (j) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

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## **30 General Compliance**

In the event that any Rule is found to be inconsistent with the provisions of the Act or Regulations then, to the extent of that inconsistency, the Act and/or Regulations shall prevail and, where appropriate, the provisions of the model rules in relation to that matter shall be deemed to be included in these Rules.

# Rules of Incorporation

## APPENDIX

### PROXY FORM

#### ASSOCIATION FOR CHILDREN WITH A DISABILITY

##### (Association) Appointment of proxy

I, \_\_\_\_\_

of \_\_\_\_\_

who am a member of the Association and who am entitled to attend and vote at the general meeting of the Association to be held on [date] at [time] at [place] (Meeting), appoint:

\_\_\_\_\_

of \_\_\_\_\_

as my proxy to attend the Meeting on my behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Meeting of the Association and at any adjournment of that Meeting.

##### Voting directions to your proxy - mark to indicate your directions

	For	Against	Abstain*
<i>[#text of each resolution to be considered at the meeting]</i>			

\* If you mark the abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

##### Signature of member

\_\_\_\_\_  
Contact name

\_\_\_\_\_  
Contact daytime telephone

\_\_\_\_\_  
Date

## HOW TO COMPLETE THIS PROXY FORM

### Appointment of proxy

Write the name and address of the individual that you wish to appoint as your proxy in the spaces provided. A proxy needs to be a member of the Association. Sign the form in the space provided on this page.

### Voting directions to your proxy

You may direct your proxy how to vote, or to abstain from voting, by placing a mark in the appropriate For/Against/Abstain box opposite the relevant item of business.

If you do not mark any of the For/Against/Abstain boxes on a given item, your proxy may vote as he or she chooses on that item. If you mark more than one of the For/Against/Abstain boxes on a given item, your vote on that item will be invalid.

### Lodgement of proxy

This proxy form (and the original or a certified copy of any power of attorney under which it is signed) must be received by the Association not later than 48 hours prior to the scheduled commencement time for the meeting. Any proxy form received after that time will not be valid for the scheduled Meeting. Proxy forms and other documents may be lodged by posting, delivery or facsimile to:

#### Attention:

The Secretary

Association for Children with a Disability

[#address]

facsimile: [#insert (03) \*\*\*\* \*].