



Explorability Inc
Individualised advocacy for people with disability

Rules of Explorability Inc

Adopted at Extraordinary General Meeting of Members held on 18 July 2022

TABLE OF CONTENTS

1.	NAME OF ASSOCIATION -----	1
2.	DEFINITIONS AND INTERPRETATION -----	1
3.	OBJECTS AND VALUES OF ASSOCIATION -----	2
4.	ADDRESS -----	4
5.	FINANCIAL YEAR -----	4
6.	POWERS OF ASSOCIATION -----	4
7.	REGISTER OF MEMBERS OF ASSOCIATION -----	5
8.	RULES OF THE ASSOCIATION -----	6
9.	MEMBERSHIP OF THE ASSOCIATION -----	6
10.	TERMINATION OF MEMBERSHIP OF THE ASSOCIATION -----	7
11.	BOARD OF MANAGEMENT -----	8
12.	PERSON TO PRESIDE AT MEETINGS -----	11
13.	APPOINTMENT AND TERM OF OFFICEHOLDERS -----	11
14.	RECORD OF OFFICEHOLDERS -----	11
15.	PROCEEDINGS OF BOARD -----	12
16.	SUB-COMMITTEES -----	13
17.	DELEGATION OF POWER -----	13
18.	SPECIAL GENERAL MEETINGS AND THE ANNUAL GENERAL MEETING -----	13
19.	QUORUM AND PROCEEDINGS AT GENERAL MEETINGS -----	15
20.	VOTING RIGHTS OF MEMBERS AND PROXIES -----	16
22.	USE OF TECHNOLOGY FOR ATTENDANCE AT MEETINGS -----	16
23.	NOTICES -----	17
24.	AMENDMENT TO RULES -----	17
25.	EXECUTING DOCUMENTS -----	18
26.	INSPECTION OF RECORDS, ETC. OF ASSOCIATION -----	18
27.	ASSOCIATION ACCOUNTS AND FINANCES -----	18
28.	DISPUTES AND MEDIATION -----	19
29.	DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OR CANCELLATION OF ASSOCIATION -----	20

1. NAME OF ASSOCIATION

- 1.1. The Name of the Association is Explorability Inc.
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2. DEFINITIONS AND INTERPRETATION

- 2.1. In these rules unless the contrary intention appears:

"**Act**" means the *Associations Incorporation Act 2015 (WA)* as amended from time to time;

"**Annual General Meeting**" is the annual meeting of the Association convened under rule (b);

"**Association**" means Explorability Inc;

"**Board**" means the Board of management referred to in rule 11;

"**Board Meeting**" means a meeting of the Board referred to in rule 14;

"**Board Member**" means a person elected or appointed to the Board in accordance with rule 11;

"**Business Day**" means a day that is not a Saturday or Sunday or a public holiday in Perth, Western Australia;

"**Chairperson**" means the chairperson of the Association appointed under rule 13.1;

"**Chief Executive Officer**" means the Chief Executive Officer of the Association appointed under rule 13.1;

"**Commissioner**" means the Commissioner for Consumer Protection exercising powers under the Act;

"**Deputy Chairperson**" means the Deputy Chairperson appointed under rule 13.1;

"**Executive**" means all of the Officeholders;

"**Financial Year**" means the period as set out in clause 5;

"**General Meeting**" means a meeting to which all Members are invited and includes an Annual General Meeting and a Special General Meeting;

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

"**Membership Fee**" means the fee payable by a person to be a Member as determined by the Board in accordance with rule 9.2;

"**Notification**" has the meaning given in clause 10.2;

"**Officeholder**" means a Board Member appointed to hold an office under rules 13.1 and 11.17;

"**Officer**" has the meaning given to it in the Act and includes the Officeholders of the Association and any person appointed in an executive role to assist the Association;

"**Ordinary Resolution**" means a resolution of Members other than a Special Resolution;

"**Policies**" means policies and procedures implemented and approved by the Board;

"**Register of Members**" means the register of Members referred to in rule 7.1;

"**Rules**" means these rules as and, where the context permits, the rules of the Association as worded from time to time;

"**Secretary**" means the Secretary of the Association appointed under rule 13.1;

"**Special General Meeting**" means a General Meeting other than the Annual General Meeting;

"**Special Resolution**" means a resolution of the Association passed at a General Meeting of which written notice has been provided in accordance with the Rules by not less than 75% of the Members entitled to vote present in person or by proxy, and voting at the General Meeting;

"**Sub-Committee**" means a committee established under rule 16;

"**Treasurer**" means the Treasurer of the Association appointed under rule 13.1.

2.2. In the Rules, unless the context otherwise requires:

- (a) if a word or phrase is defined, then its other grammatical forms have a corresponding meaning;
- (b) a word importing the singular number or plural number includes the plural and singular respectively;
- (c) a word importing any gender includes every other gender;
- (d) "under" includes by, by virtue of, pursuant to and in accordance with;
- (e) "including" and similar expressions are not words of limitation; and
- (f) a reference to a person includes a corporation, a firm, a body corporate, an unincorporated association or any authority;
- (g) a reference to a person includes the legal personal representatives, successors and assigns of that person;
- (h) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any other legislative authority having jurisdiction);
- (i) references to writing include any mode of representing or reproducing words in tangible and permanently visible form;
- (j) references to a person which has ceased to exist or has been reconstituted, amalgamated, reconstructed or merged, or the functions of which have become exercisable by any other person or body in its place, shall be taken to refer to the person or body established or constituted in its place or by which its functions have become exercisable; and
- (k) reference to a month and cognate terms means a period commencing on any day of a calendar month and ending on the corresponding day in the next succeeding calendar month but if a corresponding day does not occur in the next succeeding calendar month the period shall end on the last day of the next succeeding calendar month.

3. OBJECTS AND VALUES OF ASSOCIATION

3.1. The objects for which the Association is established are to exist for the benefit of the public and have a sole purpose that is a charitable purpose under law which are:

- (a) to ensure that people with disability:
 - (i) are encouraged to maximise an independent lifestyle so as to contribute to and be included in the mainstream community; and

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- (ii) have choice and control in the pursuit of their goals and the planning and delivery of their supports,
 - by having access to:
 - (iii) the provision of sustainable, appropriate and flexible services and supports that meet the individual needs of people with a disability and their family and carers; and
 - (iv) the individualised services, supports and resources they need to optimise their health and well-being and participation in a welcoming community through, but not limited to, community engagement and participation, daily living, family support, systemic and individual advocacy and service planning and coordination;
 - (b) to influence the strategic direction of governments and decision makers through an evidence base including formal research, information, policy development and advocacy;
 - (c) to strengthen the capacity of all people living with disability and their families and/or carers in metropolitan, regional and remote communities to have a voice and to exercise choice; and
 - (d) to build partnerships in the community, business and government sectors.
- 3.2. The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Members except in good faith in the promotion of those objects or purposes.
- 3.3. Rule 3.2 does not prevent the payment in good faith in the promotion of the objects of the Association:
- (a) of remuneration to any Member, officer, employee or agent of the Association or other person in return for services authorised by the Board and rendered to the Association or for goods supplied to the Association in the ordinary course of business;
 - (b) of the payment of interest, on money borrowed by the Association from a Member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia;
 - (c) for reasonable and proper rent for premises leased by a Member to the Association;
 - (d) for indemnification of or payment of premiums on contracts of insurance for any Board Member to the extent permitted by law and the Rules; or
 - (e) of out-of-pocket expenses incurred by an authorised Member or other authorised person on behalf of the Association.
- 3.4. Any payment to be made to a Board Member under rule 3.2, other than for out-of-pocket expenses for travel and accommodation in connection with the performance of the Board Member's functions, must be authorised by resolution of the Members entitled to vote.
- 3.5. The Association commits to:
- (a) involve people with disability as actively as possible in the supports that the Association delivers;

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- (b) offer a high standard of service delivery by appropriately trained professional or voluntary staff, who are supported, resourceful and accountable;
 - (c) being accessible to people with disability of all cultures, beliefs and linguistic backgrounds;
 - (d) always work towards optimum individual independence and empowerment of people with disability;
 - (e) involve people with disability at all levels of service development and delivery where possible;
 - (f) fully comply with the National Standards for Disability Services;
 - (g) always apply the Principles Applicable To People with Disabilities found at Schedule 1 of the Disability Services Act 1993 (WA); and
 - (h) meet the Objectives for Services and Programmes Relating to People with Disabilities found at Schedule 2 of the Disability Services Act 1993 (WA) Act.

4. ADDRESS

The address of the Association for the purposes of the requirements of the Act, including the address for service of any process, notice or other document on the association, will be the Association's principal place of business.

5. FINANCIAL YEAR

The financial year for the Association will be:

- (a) for the first financial year of incorporation of the association a period fixed by the Board not exceeding 15 months commencing on the day of incorporation;
- (b) for each financial year thereafter the period commencing 1 July of one calendar year and ending on 30 June in the following calendar year.

6. POWERS OF ASSOCIATION

Subject to the Act and the Rules, the Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may:

- (a) provide individualised services for people with disability and their families and carers to optimise their well-being and social and economic participation in the community including, but not limited to, daily living support, family support, community inclusion, training and development, individual and systemic advocacy and service planning and coordination.
- (b) conduct research relevant to people with disability and use such research to educate the wider community;
- (c) develop strategic alliances with key stakeholder groups;
- (d) work and co-operate with other organisations to further the objects of the Association;
- (e) acquire, hold, deal with, and dispose of any real or personal property;
- (f) open and operate bank accounts;
- (g) invest its money:
 - (i) in any security in which trust monies may lawfully be invested; or
 - (ii) in any other manner authorised by the Rules;

- (h) borrow money upon such terms and conditions as the Association thinks fit;
- (i) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- (j) appoint agents to transact any business of the Association on its behalf;
- (k) enter into any other contract it considers necessary or desirable;
- (l) act as trustee and accept and hold real and personal property upon trust PROVIDED THAT the Association may not do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene the Act or the Rules of the Association;
- (m) raise funds to further the objects of the Association in any manner that the Association thinks fit;
- (n) employ any person or engage any external consultant;
- (o) apply for grants and funding from any source;
- (p) receive property by way of gift;
- (q) expend funds for the purpose of carrying out all or any of the objects of the Association; and
- (r) issue publications or disseminate and publicise such information and generally to do all acts and things which the Association shall think desirable in the interests of people of disability.

7. REGISTER OF MEMBERS OF ASSOCIATION

- 7.1. The Association must keep and maintain in an up to date condition a Register of Members in accordance with the requirements of the Act.
- 7.2. The Register of Members must include each Member's:
- (a) name; and
 - (b) residential address; or
 - (c) postal address; or
 - (d) email address; or
 - (e) information, by means of which contact can be made with the Member.
- 7.3. Subject to rules 7.5 and 7.6, a Member inspecting the Register of Members may make a copy of, or take an extract from, the Register of Members but is not entitled to remove the Register of Members for that purpose.
- 7.4. A Member may make a request in writing to the Board for a copy of the Register of Members.
- 7.5. The Board may require a Member who wishes to make a copy of the Register of Members, take an extract from the Register of Members or who requests a copy of the Register of Members under rules 7.3 and 7.4, to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of the Association.
- 7.6. A Member who makes a copy of or takes an extract from the Register of Members shall not use or disclose such information except for a purpose:
- (a) that is directly connected with the affairs of the Association; or

- (b) that is related to the administration of the Act.
- 7.7. The Register of Members must be kept and maintained at the office of the Association, or at such other place as the Board decides.
- 7.8. The Secretary must cause the name of a person who ceases to be a Member under rule 11.15 to be deleted from the Register of Members referred to in rule 7.1.

8. RULES OF THE ASSOCIATION

- 8.1. These Rules bind every Member and the Association to the same extent as if every Member and the Association had signed and sealed the Rules and agreed to be bound by all their provisions.
- 8.2. The Association must:
- (a) keep and maintain the Rules in an up to date condition and upon the request of a Member, make available the Rules for the inspection of the Member and the Member may make a copy of or take an extract from the Rules but will have no right to remove the Rules for that purpose; and
 - (b) give, free of charge, a copy of the Rules (in such manner as the Board determines) at the time membership commences, to each person who becomes a Member, on the day that their membership commences.
- 8.3. A Member may make a request in writing to the Board for a copy of the Rules.
- 8.4. If a Member makes a request under rule 8.3 for a copy of the Rules, the Association must give the Member a copy of the Rules or of any particular part of the Rules to which the request relates.

9. MEMBERSHIP OF THE ASSOCIATION

- 9.1. Membership of the Association shall be one of the following classes:
- (a) General Member – an individual, aged 16 years and over, who supports the objects of the Association;
 - (b) Organisational Member – a body corporate, company, association or group which supports the objects of the Association;
 - (c) Staff Member - an individual who is a current paid employee of the Association.
- 9.2. The Board shall determine the fee payable by a person to be a Member, both on application to be a Member and annually, and in so doing may determine different fees for the categories of membership.
- 9.3. A person or organisation wishing to become a Member must apply by:
- 9.3.1. delivering to the Secretary:
- (a) an application form signed by the person or on behalf of the organisation, in which the person or organisation must specify:
 - (i) the person's or organisation's full name and ABN (where applicable);
 - (ii) the class of membership for which the person or organisations is applying;

- (b) where applicable, sufficient evidence to show that the person or organisation meets the criteria for the category of membership for which the person or organisation is applying; and
- 9.3.2. paying to the Treasurer, the Membership Fee payable for the class of membership.
- 9.4. Admission as a General Member, Organisational Member or Staff Member is dependent on:
 - (a) the proposed Member meeting the requirements set out in rule 9.2; and
 - (b) approval of the application for membership by a 75% majority vote by the Board.
- 9.5. The Board must approve or reject any application for membership within sixty (60) days of receipt of the application same.
- 9.6. The Secretary must notify all applicants for membership of the outcome of their application for membership but is not required to give reasons.
- 9.7. If an applicant to become a Member is not approved or is rejected, the Association must as soon as possible refund to the applicant any sum paid by the applicant to become a Member of the Association.
- 9.8. Each Member must pay the Membership Fee for each Financial Year, but shall not be required to pay any other fees.
- 9.9. A Member must pay the Membership Fee to the Treasurer annually on or before 1 July or such other date as the Board from time to time determines.
- 9.10. A person becomes a Member only upon:
 - (a) meeting the criteria for membership set out in the Rules;
 - (b) the Board approving the application for membership; and
 - (c) paying the Membership Fee (if any) within the time fixed under rule 9.9.
- 9.11. The Board may determine proportional subscriptions for Members joining during the Financial Year.
- 9.12. The Board may at its sole discretion waive all or part of the Membership Fee for any Member having regard to questions of disadvantage or other necessities and circumstances.

10. TERMINATION OF MEMBERSHIP OF THE ASSOCIATION

- 10.1. A Member's membership of the Association shall be terminated upon:
 - (a) death of the Member;
 - (b) receipt by the Secretary of a notice in writing from a Member of his or her resignation from the Association;
 - (c) non-payment by a Member of his or her Membership Fee within one month of the date for payment, unless the Board decides otherwise under rule 9.12; or
 - (d) 75% of the Board voting in favour of a resolution at a Board Meeting that a Member:
 - (i) has acted contrary to the objects and values of the Association as stated in rule 3;

- (ii) has acted in bad faith or contrary to the best interests of the Association; or
 - (iii) has caused detriment to the Association by his or her wilful or negligent act or omission.
- 10.2. If a Member ceases to be a Member because the Member has resigned in accordance with rule 10.1(b), that Member remains liable to pay to the Association the amount of any Membership Fee due and payable by that Member to the Association but unpaid at the date of termination
- 10.3. Where a Member's membership is terminated by resolution of the Board in accordance with rule 10.1(d) then within five (5) Business Days of the meeting of the Board at which the resolution was passed the Board must send a notice to the Member advising him or her:
- (a) that the Board has passed the resolution;
 - (b) that he or she has the right to appeal the termination at a Special General Meeting convened for that purpose as soon as practicable, provided that written notice of the Member's exercise of his or her right of appeal is received by the Secretary within ten (10) Business Days of receipt by the Member of the the notice.

11. BOARD OF MANAGEMENT

Management of Association

- 11.1. The Board is vested with the management of the Association's affairs and the control of the funds and other property of the Association.
- 11.2. The Board may delegate the Board's powers set out on rule 11.1 as deemed appropriate by a majority decision of the Board, but may not delegate this power of delegation.
- 11.3. The Board may, subject to the Act and the Rules, exercise all powers and functions exercisable by the Association other than those powers and functions which are required to be exercised by the Members at a General Meeting.

Composition of Board

- 11.4. Subject to rule 9.14, the Board shall consist of up to 10 General Members, of which:
- (a) at least 1 Member shall be an individual with lived disability experience. An individual with lived disability experience is someone who is directly related to a person with a disability such as a parent, grandparent, step-parent, child, sibling, spouse or appointed guardian, or any other category of relation agreed to by the Board; and
 - (b) not essentially but preferably, at least 1 Member has a disability or is directly employed in the disability sector.

Eligibility

- 11.5. In addition to the requirements in rule 11.4, every person constituting the Board must:
- (a) be eligible to serve as a Board Member under the requirements of the Act;
 - (b) be a fully paid General Member; and
 - (c) satisfy such criteria (if any) as the Board may determine in writing from time to time.

Election Process

- 11.6. Board Members must be elected to membership of the Board at an Annual General Meeting or appointed under rule 11.17. The Board may delegate the Board's powers set out on rule 11.1 as deemed appropriate by a majority decision of the Board, but may not delegate this power of delegation.
- 11.7. At least 14 days before an Annual General Meeting, the Secretary must send written notice to all Members:
- (a) calling for nominations to the Board; and
 - (b) stating the date by which the nominations must be received.
- 11.8. A nomination must be:
- (a) in writing;
 - (b) delivered to the Secretary at least 7 days before the Annual General Meeting; and
 - (c) include any supporting information required by the Board to demonstrate that the person nominated satisfies the eligibility criteria under rule 11.5.
- 11.9. If the number of candidates standing for election exceeds the number of vacancies, the Secretary shall prepare ballot papers containing the names of the candidates only in alphabetical order and each Member present at the Annual General Meeting shall be entitled to vote for the same number of candidates as there vacancies.
- 11.10. If the number of candidates standing for election to membership of the Board does not exceed the number of vacancies to be filled:
- (a) the Secretary must report accordingly to the Chairperson; and
 - (b) the Chairperson must declare those persons to be duly elected as members of the Board at the Annual General Meeting concerned.
- 11.11. A person who is eligible for election as a Board Member under this rule may vote for himself or herself.

Term

- 11.12. Subject to rule 11.18, every Board Member shall be elected for a term of three years, commencing at the conclusion of the Annual General Meeting at which they are elected and expiring at the conclusion of the third Annual General Meeting following their election.
- 11.13. A Board Member may not be appointed for more than 6 consecutive years unless at the discretion of the majority of the board.
- 11.14. A retiring Board Member may be eligible for re-election.

Casual Vacancies in Membership of Board

- 11.15. A Board Member ceases to be a Board Member and that office becomes vacant if the Board Member:
- (a) dies;
 - (b) resigns by notice in writing delivered to the Chairperson or, if the Board Member is the Chairperson, to the Deputy Chairperson and that resignation is accepted by resolution of the Board;

- (c) becomes ineligible to accept an appointment or act as a Board Member under the provisions of the Act or the *Australian Charities and Not-for-profits Commission Act 2012* (Cth);
 - (d) is permanently incapacitated by mental or physical ill-health;
 - (e) is absent from more than:
 - (i) 3 consecutive Board Meetings; or
 - (ii) 3 Board Meetings in the same Financial Year without tendering an apology to the person presiding at each of those Board Meetings;of which meetings the Board Member received notice, and the Board has resolved to declare the office vacant;
 - (f) is the subject of a resolution passed by a General Meeting of Members terminating his or her appointment as a Board Member; or
 - (g) ceases to be a General Member or fails to pay the Membership Fee by the due date for payment.
- 11.16. Within fourteen (14) days of ceasing to be a Board Member, the outgoing Board Member must transfer all relevant documents or records pertaining to the management of the affairs of the Association in their possession, custody or control to the remaining Board Members.

Filling of Vacant Positions

- 11.17. The Board may appoint a person who is eligible under rule 11.5 to fill a position on the Board:
- (a) that has become vacant under rule 11.15;
 - (b) that was not filled by election at the most recent Annual General Meeting; or
 - (c) for which no nominations were received provided that, if the nomination relates to an appointment under rule 9.3:
 - (i) the Board uses its best endeavours to fill the remaining vacancy or vacancies by appointing an individual with a lived experience of disability or carer; and
 - (ii) otherwise, if no suitable candidates are willing to fill the vacancy or vacancies in accordance with sub-rule (i) above, the Board may fill such vacancy or vacancies with any person who is a Member.
- 11.18. A person appointed to fill a casual vacancy under this rule will:
- (a) hold office for from the conclusion of the Board Meeting at which the person was elected until the next Annual General Meeting; and
 - (b) be eligible for election to the Board at the next Annual General Meeting.
- 11.19. Subject to the requirement for a quorum under rule 15.6 the Board may continue to act despite any vacancy in its membership.

Removal of Board Member

- 11.20. The Members may, by resolution of at least 75% of its members, remove any member of the Board before the expiration of that person's term of office and appoint another person in his or her stead to hold office from the conclusion of the Board Meeting at which the other person is elected until the next Annual General Meeting.

Payments to Board Members

- 11.21. In rule 11.22:
- (a) Board Members include members of subcommittees;
 - (b) Board meeting includes a general meeting or meeting of a subcommittee.
- 11.22. The Association may pay a Board Member out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred by the Board Member:
- (a) in attending a Board meeting;
 - (b) otherwise in connection with the Association's business.

12. PERSON TO PRESIDE AT MEETINGS

- 12.1. The Chairperson must preside at all General Meetings, Board Meetings and meetings of the Executive, and in their absence the Deputy Chairperson must preside, and in the absence of both the Chairperson and the Deputy Chairperson, a Board Member elected by a majority of the Board Members present at the meeting must preside.

13. APPOINTMENT AND TERM OF OFFICEHOLDERS

- 13.1. At the Board meeting first occurring after each Annual General Meeting, the Board Members must appoint:
- (a) a Chairperson
 - (b) a Deputy Chairperson;
 - (c) a Secretary;
 - (d) a Treasurer; and
 - (e) such other office bearers as they see fit.
- 13.2. No Board Member may hold more than one of the positions described in rule 13.1 at any one time.
- 13.3. If a vacancy arises for an Officeholder position, the Board may appoint a Board Member to fill the vacancy and the person appointed to that position will hold that office for the remainder of the term.
- 13.4. Subject to rule 13.5 and rule 13.6 the term of appointment of each Officeholder is twelve (12) months, commencing on the date of his or her appointment under rule 13.1 and expiring at the conclusion of the Board Meeting first occurring after the Annual General Meeting in the following year.
- 13.5. An Officeholder may resign from his or her position as Officeholder but remain a Board Member, by giving written notice of his or her resignation to the Secretary, such resignation to take effect at the time of the next meeting of the Board.
- 13.6. A person ceases to be an Officeholder if they cease to be a Board Member.
- 13.7. Subject to rules 11.12 to 11.14, all Officeholders are eligible for re-appointment.

14. RECORD OF OFFICEHOLDERS

- 14.1. The Association must maintain a record of the names and addresses (as defined in section 58 of the Act) of persons who are:
- (a) Board Members;

- (b) Officeholders; and
 - (c) appointed or act as trustees on behalf of the Association.
- 14.2. The Association must, upon the request of a Member of the Association, make available the record kept under rule 14.1 for the inspection of a Member and the Member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose.

15. PROCEEDINGS OF BOARD

- 15.1. The Board must meet together at least 9 times per Financial Year.
- 15.2. The Chairperson, or at least half the members of the Board, may at any time convene a meeting of the Board.
- 15.3. The Secretary must provide at least 7 days' notice of the date, time and venue of the Board Meeting to each Board Member.
- 15.4. Each Board Member has a deliberative vote.
- 15.5. A question arising at a Board Meeting must be decided by a majority of votes, but, if there is no majority, the person presiding at the Board Meeting will have a casting vote in addition to his or her deliberative vote.
- 15.6. At a Board Meeting 50% of eligible Board Members plus one Board Member constitutes a quorum.
- 15.7. If the number of Board Members at any time is not sufficient to constitute a quorum at a meeting of the Board, the remaining Board Members may act only for the purpose of increasing the number of Board Members to a number sufficient to constitute a quorum or to convene a General Meeting.
- 15.8. Subject to the Rules, the procedure and order of business to be followed at a Board Meeting shall be determined by the Chairperson.
- 15.9. A Board Member having any material personal interest in a matter being considered at a Board Meeting must:
- (a) as soon as he or she becomes aware of that interest, disclose to the Board:
 - (i) the nature and extent of his or her interest; and
 - (ii) the relation of the interest to the activities of the Association; and
 - (b) disclose at the next General Meeting the nature and extent of the interest and the relation of the interest to the activities of the Association; and
 - (c) neither:
 - (i) be present whilst the matter is being considered at the Board meeting; nor
 - (ii) vote on the matter.
- 15.10. Rule 15.9 does not apply in respect of a material personal interest that:
- (a) exists only because the Board Member is an employee of the Association or belongs to a class of persons for whose benefit the Association is established; or
 - (b) the Board Member has in common with all, or a substantial proportion of, the Members of the Association.

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- 15.11. The Secretary must cause every disclosure made under rule (a) by a member of the Board to be recorded in the minutes of the Board Meeting at which it is made.

16. SUB-COMMITTEES

- 16.1. To assist the Board to manage and transact the affairs of the Association, the Board may from time to time appoint one or more advisory committees or sub-committees as it sees fit.
- 16.2. A Sub-Committee may consist of the number of people which the Board considers appropriate.
- 16.3. Membership of a Sub-Committee shall be open to any individual that the Board thinks fit to appoint, whether or not a Member, including people with disability and their families and carers and other interested persons and stakeholders.
- 16.4. The chairperson of each Sub-Committee must be a Board Member.
- 16.5. All Sub-Committees shall be under the exclusive control and direction of the Board and must comply with all Policies.
- 16.6. Each Sub-Committee:
- (a) shall act only for the particular purpose or purposes for which it is appointed;
 - (b) shall only be a recommendatory and reporting body to the Board; and
 - (c) shall not make or be empowered to make any decisions that are binding on the Board or the Association.
- 16.7. The Board may consult with a Sub-Committee in relation to any matter on which the advice or expertise of the Sub-Committee would be of value.

17. DELEGATION OF POWER

- 17.1. In order to facilitate the day to day running of the Association the Board may delegate to the Officeholders or to any Sub-Committee such powers of the Board as it thinks fit, except for:
- (a) this power of delegation; and
 - (b) any duty imposed on the Board by the Act or another written law.
- 17.2. Any delegation under rule 17.1 may be made subject to such conditions and limitations as determined by the Board.
- 17.3. The Board may, in writing or otherwise, repeal wholly or in part any delegation.

18. SPECIAL GENERAL MEETINGS AND THE ANNUAL GENERAL MEETING

- 18.1. The Board:
- (a) may at any time convene a Special General Meeting;
 - (b) must convene Annual General Meetings within the period required by the Act or, if no period is required by the Act, then every calendar year within 6 months after the end of the Association's Financial Year or such longer period as may in a particular case be allowed by the Commissioner;
 - (c) must, within 30 days of receiving a request in writing to do so from not less than twenty per cent (20%) of Members, convene a Special General Meeting for the purpose specified in that request.

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- 18.2. The Members making a request referred to in rule 18.1(c) must:
- (a) state in that request the purpose for which the Special General Meeting concerned is required; and
 - (b) sign that request.
- 18.3. If a Special General Meeting is not convened within the relevant period of 30 days referred to in rule 18.1(c) the Members who made the request concerned may themselves convene a Special General Meeting as if they were the Board.
- 18.4. A Special General Meeting and the Annual General Meeting must be held on a weekday that is not a public holiday and commence at a time that is not before 5.00 pm.
- 18.5. When a Special General Meeting is convened under rule 18.3 the Association must pay the reasonable expenses of convening and holding the Special General Meeting.
- 18.6. Subject to rule 18.8, the Secretary must give to all Members not less than 14 days notice of a Special General Meeting and that notice must specify:
- (a) when and where the General Meeting concerned is to be held; and
 - (b) particulars of the business to be transacted at the General Meeting concerned and of the order in which that business is to be transacted.
- 18.7. Subject to rule 18.8, the Secretary must give to all Members not less than 21 days notice of an Annual General Meeting and that notice must specify:
- (a) when and where the Annual General Meeting is to be held;
 - (b) the particulars and order in which business is to be transacted, as follows:
 - (i) first, the consideration of the accounts and reports of the Board;
 - (ii) second, the election of Board Members to replace outgoing Board Members; and
 - (iii) third, any other business requiring consideration by the Association at the Annual General Meeting.
- 18.8. A Special Resolution may be moved either at a Special General Meeting or at an Annual General Meeting, however the Secretary must give to all Members not less than 21 days before the meeting:
- (a) notice of the meeting at which a Special Resolution is to be proposed;
 - (b) those matters specified in rules 18.6 and 18.7, as relevant; and
 - (c) the resolution to be proposed and the intention to propose the resolution as a Special Resolution.
- 18.9. At a meeting at which a resolution proposed as a Special Resolution is submitted, a declaration by the person presiding that the resolution has been passed as a Special Resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the Rules or by at least 3 Members of the Association present in person or, where proxies are allowed, by proxy.
- 18.10. If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.

19. QUORUM AND PROCEEDINGS AT GENERAL MEETINGS

- 19.1. At a General Meeting six (6) Members present in person or by proxy and entitled to vote constitute a quorum.
- 19.2. If within 30 minutes after the time specified for the holding of a General Meeting in a notice given under rules 18.6 or 18.7:
- (a) as a result of a request or notice referred to in rule 16.1(c) or as a result of action taken under rule 18.3 a quorum is not present, the General Meeting lapses; or
 - (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the General Meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- 19.3. If within 30 minutes of the time appointed by rule 19.2(b) for commencement of a meeting to be held by reason of an adjournment under rule 19.2(b) a quorum is not present, the Members who are present in person or by proxy may nevertheless proceed with the business of that General Meeting as if a quorum were present.
- 19.4. The Chairperson:
- (a) may, with the consent of a General Meeting at which a quorum is present; and
 - (b) must, if so directed by such a General Meeting,
adjourn that General Meeting from time to time and from place to place.
- 19.5. There must not be transacted at an adjourned General Meeting any business other than business left unfinished or on the agenda at the time when the General Meeting was adjourned.
- 19.6. When a General Meeting is adjourned for a period of 30 days or more, the Secretary must give notice under rule 18 of the adjourned General Meeting as if that General Meeting were a fresh General Meeting.
- 19.7. At a General Meeting:
- (a) an Ordinary Resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to rule 19.9; and
 - (b) a Special Resolution put to the vote will be decided in accordance with section 51 of the Act as defined in rule 2, and, if a poll is demanded, in accordance with rules 19.9 and 19.10.
- 19.8. A declaration by the Chairperson of a General Meeting that a resolution has been passed as an Ordinary Resolution at the meeting will be evidence of that fact unless, during the General Meeting at which the resolution is submitted, a poll is demanded in accordance with rule 19.9.
- 19.9. At a General Meeting, a poll may be demanded by the Chairperson or by three or more Members present in person or by proxy and, if so demanded, must be taken in such manner as the Chairperson directs.
- 19.10. If a poll is demanded and taken under rule 19.9 in respect of an Ordinary Resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- 19.11. A poll demanded under rule 19.9 must be taken immediately on that demand being made.

20. VOTING RIGHTS OF MEMBERS AND PROXIES

- 20.1. Each General Member present in person or by proxy at a General Meeting and entitled to vote is entitled to a deliberative vote.
- 20.2. Any Member entitled to attend, and vote at, a General Meeting (in this rule called "**the Appointing Member**") may appoint in writing another Member who is a natural person to be the proxy of the Appointing Member and to attend, and vote on behalf of the Appointing Member at, any General Meeting, provided that the instrument appointing the proxy is received by the Secretary at least 48 hours before the scheduled commencement time for the General Meeting at which the Appointing Member proposes to vote.
- 20.3. The instrument appointing a proxy must be in the form attached.

21. MINUTES OF MEETINGS OF ASSOCIATION

- 21.1. The Association must cause proper minutes of all proceedings of all General Meetings, Board Meetings and meetings of the Executive to be taken and then to be entered within 30 days after the holding of each meeting in separate minute books for each type of meeting kept for that purpose.
- 21.2. The Chairperson must ensure that the minutes taken of a meeting under rule 21.1 are checked and signed as correct by the person who presided at the relevant meeting.
- 21.3. When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that:
- (a) the General Meeting, Board Meeting or meeting of the Executive to which they relate was duly convened and held;
 - (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
 - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

22. USE OF TECHNOLOGY FOR ATTENDANCE AT MEETINGS

- 22.1. Where any meeting is to be held by reason the Rules or the Act, the presence of a person entitled to attend the meeting need not be by attendance in person but may be by that person by telephone or other means of instantaneous communication.
- 22.2. Where there is a quorum required for a meeting and one or more people are attending the meeting by a means referred to in rule 22.1, the chair of the meeting shall satisfy himself or herself that each person attending by that means is sufficiently able to hear and understand what is occurring at the meeting so as to be considered to be in attendance.
- 22.3. If a person is attending a meeting by a means referred to in rule 22.1 and during the course of the meeting the person is not sufficiently able to hear or understand what is occurring at the meeting by reason or defect or deficiency in the means of instantaneous communication the person is using to attend the meeting, the meeting will not be invalidated by reason of a lack of a quorum.
- 22.4. Where there is a quorum required for a meeting, a person is attending the meeting by a means referred to in rule 22.1 and the attendance by one or more people by that means is to be taken in account for there to be a quorum for the meeting, prior to the votes being cast the chair of the meeting must satisfy himself or herself that a sufficient number of people are able to hear and understand what is occurring so as to constitute a quorum.

23. NOTICES

- 23.1. A notice or other document that is to be given to a member under the Rules is to be given to the Member by:
- (a) sending it to a Member's email address; or
 - (b) serving it on a Member personally; or
 - (c) sending it by post to a Member at the address of the Member appearing in the Register of Members kept and maintained under rule 7.1.
- 23.2. When a notice is sent by post under rule (c) sending of the notice will be deemed to be properly affected if the notice is sufficiently addressed and posted to the Member concerned by ordinary prepaid mail.
- 23.3. The non receipt of, or the omission to send to any Member, any notice or other document required to be sent to a Member under the Rules shall not invalidate any General Meeting or Board Meeting.

24. AMENDMENT TO RULES

- 24.1. The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in the Act.
- 24.2. If there is no procedure set out in the Act for altering or rescind these rules, or to make rules additional to these rules, then the following will apply:
- (a) subject to rule (d) the Association may alter its rules by Special Resolution but not otherwise;
 - (b) within one month of the passing of a Special Resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner the following documents:
 - (i) notice of the Special Resolution setting out particulars of the alteration;
 - (ii) a certificate signed by a member of the Board certifying that the resolution was duly passed as a Special Resolution and that the rules of the Association as so altered conform to the requirements of the Act; and
 - (iii) a consolidated copy of the rules of the Association.
 - (c) an alteration of the rules of the Association does not take effect until rule (b) is complied with;
 - (d) an alteration of the rules of the Association having effect to change:
 - (i) the name of the Association;
 - (ii) the objects or purposes of the Association; or
 - (iii) the manner in which surplus property of the Association must be distributed or dealt with if the Association is wound up or its incorporation is cancelled;
- does not take effect until rules (a) to (c) are complied with and the approval of the Commissioner is given to the relevant change.

25. EXECUTING DOCUMENTS

- 25.1. The Association does not have and will not use a common seal when executing documents.
- 25.2. The Association may execute a document without using a common seal if the document is signed by:
- (a) two (2) Board Members; or
 - (b) one (1) Board Member and a person authorised by the Board.

26. INSPECTION OF RECORDS, ETC. OF ASSOCIATION

- 26.1. All records, documents, books of accounts and securities of the Association shall be kept on the premises of the Association at all times.
- 26.2. Under the requirements of the Act, a Member may inspect:
- (a) the Rules;
 - (b) the Register of Members under rule 7.1;
 - (c) the record of Officeholders under rule 14.1;
 - (d) minutes of General Meetings; and
 - (e) any other records of the Association as determined by the Board from time to time (subject to any laws relating to legal professional privilege, privacy and confidentiality).

27. ASSOCIATION ACCOUNTS AND FINANCES

- 27.1. The Board must ensure or otherwise engage another person to:
- (a) make payments, from the funds of the Association with the authority of the Board whenever necessary, as determined by the Board from time to time;
 - (b) be responsible for the receipt of all moneys paid to or received by (or on behalf of) the Association in accordance with any directions by the Board;
 - (c) comply on behalf of the Association with the financial reporting requirements of the Act, including by:
 - (i) ensuring that the requirements imposed on the Association under Part 5 of the Act relating to financial statements and financial reporting are met;
 - (ii) preparing a balance sheet and a statement of income and expenditure drawn up at the end of the Financial Year in respect of the Association; and
 - (iii) preparing and presenting to Members at each Annual General Meeting accounts of the Association showing the financial position of the Association at the end of the immediately preceding Financial Year;
 - (d) have custody of all securities, books and documents of the Association (including accounting records and other books and documents dealing with the finances of the Association); and
 - (e) perform all other duties as are reasonably imposed on those persons by the Board.
- 27.2. All payments will be made as authorised by the Board from time to time.

- 27.3. All cheques, bills of exchange and other negotiable instruments will be signed, drawn, accepted, made or endorsed as the case may be, for and on behalf of the Association in such manner as the Board may from time to time determine but in any event, will be signed by at least two Board Members.

28. DISPUTES AND MEDIATION

- 28.1. The grievance procedure set out in this rule applies to disputes under the Rules between:
- (a) a Member and another Member; or
 - (b) a Member and the Association; or
 - (c) if the Association provides services to non-Members, those non-Members who receive services from the Association, and the Association.
- 28.2. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 28.3. 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 10 days, hold a meeting in the presence of a mediator.
- 28.4. The mediator must be:
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (i) in the case of a dispute between a Member and another Member, a person appointed by the Board of the Association;
 - (ii) in the case of a dispute between a Member or relevant non-Member (as defined by rule (c)) and the Association, a person:
 - (A) appointed by the Chair of the Resolution Institute (Australia) (or the Chair's delegate); and
 - (B) who is a mediator appointed to, or employed with, a not for profit organisation.
- 28.5. A Member of the Association can be a mediator.
- 28.6. The mediator cannot be a Member who is a party to the dispute.
- 28.7. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 28.8. The mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 28.9. The mediator must not determine the dispute.
- 28.10. The mediation must be confidential and without prejudice.

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- 28.11. 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.

29. DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OR CANCELLATION OF ASSOCIATION

- 29.1. If upon the winding up of the Association or cancellation of its incorporation there remains, after satisfaction of all its debts and liabilities any surplus property whatsoever, the same must not be paid to or distributed among the Members, or former Members and must be given or transferred to:
- (a) an incorporated association which has similar objects to the Association and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members; or
 - (b) if there is no entity as described in subparagraph (a), to such other entity of the type under section 24(1) of the Act that operates for charitable purposes and has similar objects to the Association; or
 - (c) if there is no entity as described in subparagraph (b), an entity of the type set out in section 24(1) of the Act.
- 29.2. The Association may be wound up voluntarily or cancel its incorporation by a Special Resolution at any General Meeting called for such purpose of which notice has been given in accordance with the Rules to all Members.
- 29.3. If the Association is registered as a deductible gift recipient and is wound up or its endorsement as a deductible gift recipient is revoked, (whichever occurs first), any surplus of the following assets will be transferred to another charitable organisation to which income tax deductible gifts can be made:
- (a) gifts of money or property for the principal purpose of the Association;
 - (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the Association;
 - (c) money received by the Association because of such gifts and contributions.

APPOINTMENT OF PROXY

Rule 20.3

I,.....
(Insert MEMBER'S name)

of.....
(Insert MEMBER'S address)

being a Member of.....
(Insert name of INCORPORATED ASSOCIATION)

APPOINT

.....
(Insert PROXY'S name)

who also is a Member of the Association, as my proxy.

My proxy is authorised to vote on my behalf: (Tick only ONE of the following)

at the General Meeting/s (and any adjournments of the meeting/s) on

.....
(Insert relevant date/s)

OR

in relation to the following resolutions and/or nominations

In favour:

Against:

.....
.....
.....
.....

(Insert resolution Nos, brief description or nominees' name/s).

(Insert resolution Nos. brief description or

Signature:.....

Date:.....

(of Member appointing Proxy)

general