

	Association Rules	
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1. Interpretation and Definitions

(1) In these rules:

ACNC Governance Standards means the Australian Charities and Not-For-Profits Commission Governance Standard 4: Suitability of Responsible People.

Act means the *Associations Incorporation Act 1981*.

Adult means a person over the age of 18.

Aggrieved party see rule 11A(3)

Board means the governing body of the association.

Board Member means an elected member of the governing body of the association.

Chairperson means the leader of the governing body of the association who is responsible for overseeing meetings, guiding the Board's discussions and decisions, and ensuring the association follows its rules and acts in the best interests of its members.

Director means the association's senior manager or leader who has final decision-making authority and is responsible for its overall success.

Dispute resolution centre means a dispute resolution centre established under the Dispute Resolution Centres Act 1990.

Founding Director means the individual who was directly responsible for establishing the association and was part of the original Board at the time of incorporation.

General Meeting means a Business Meeting of members and invited guests.

Present means

- (a) At a board meeting, see rule 23(6); or
- (b) At a general meeting, see rule 34(2).

Office Bearer means a person who holds a position of authority and responsibility in the association.

(2) A word or expression that is not defined in these model rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

2. Name

The name of the incorporated association is "Our Rainbow House Inc."

3. Objects

The objects of the association are to relieve, through education, care and support, the poverty, distress and disadvantage of orphans and vulnerable children, their families and community in Chainda, Zambia.

4. Powers

- (1) The association has the powers of an individual.
- (2) The association may, for example:
 - (a) Enter into contracts; and
 - (b) Acquire, hold, deal with and dispose of property; and
 - (c) Make charges for services and facilities it supplies; and
 - (d) Do other things necessary or convenient to be done in carrying out its affairs.
- (3) The association may also issue secured and unsecured notes, debentures and debenture stock for the association.

5. Classes of members

- (1) The membership of the association consists of Ordinary Members and any of the following classes of members:
 - (a) Corporate Members – a corporate body (being an incorporated entity) that supports the purposes of the association may apply for membership as a Corporate Member. A Corporate Member:
 - (i) Must nominate one individual as its authorized representative by notice in writing to the Secretary;
 - (ii) Has the same voting rights as an Ordinary Member, exercised through its representative;
 - (iii) May have its representative nominated to the Board (if permitted);
 - (iv) Must notify the Secretary in writing of any change to its nominated representative;
 - (v) Must pay the corporate membership fee as determined by the Board.
 - (b) Lifetime Members – The association may confer Lifetime Membership on a person in recognition of outstanding and sustained service to the association. A Lifetime Member:
 - (i) Shall have all the rights of an Ordinary Member;
 - (ii) Is not required to pay any membership fees.
- (2) The number of any class of members is unlimited.

6. Membership

- (1) An application for membership must be –
 - (a) In writing by completing the Our Rainbow House Application for Membership form, available from the Secretary, or
 - (b) completed online as directed by the Secretary;
- (2) A member is not personally liable to contribute towards the payment of the debts and liabilities of the incorporated association or the costs, charges and expenses of a winding up of the incorporated association, beyond the property of the incorporated association in the person's hands.

7. Membership fees

- (1) The membership fee for each ordinary membership and for each other class of membership:
 - (a) Is the amount decided by the Board annually at a general meeting; and
 - (b) Is payable when, and in the way, the Board decides.

8. Admission and rejection of new members

- (1) The Board must consider an application of membership at the next general meeting held after it receives the application for membership;
- (2) The Board must ensure that, as soon as possible after the person applies to become a member of the association, and before the Board considers the persons application, the person is advised –
 - (a) Whether or not the association has public liability insurance; and
 - (b) If the association has public liability insurance – the amount of insurance.
- (3) The Board must decide at the meeting whether to accept or reject the application.
- (4) An applicant for membership of the association must be proposed by one member of the association (the **proposer**) and seconded by another member (the **seconder**). This must be documented in the minutes of the meeting.
- (5) If a majority of the members of the Board present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
- (6) The Secretary of the association must, as soon as practicable after the Board decides to accept or reject an application, give the applicant a written notice of the decision.
- (7) The appropriate membership fee for the application is due within one month of written notice of acceptance of an application being delivered to the applicant, if not already paid at the time of application.
- (8) A nomination for Lifetime Membership must be made in writing by two financial members and submitted to the Board.
- (9) The Board must consider the nomination and may approve it by resolution.
- (10) The decision of the Board is final and does not require ratification by the general membership.

9. When membership ends

- (1) All memberships, other than Lifetime Memberships, are for the calendar year, ending 31st December. Membership continues automatically the following year subject to the membership fee for that year being paid by 28th February.
- (2) A member may resign from the association by giving a written notice of resignation to the Secretary.
- (3) The resignation takes effect at-
 - (a) The time the notice is received by the Secretary; or
 - (b) If a later time is stated in the notice – the later time.
- (4) The Board may terminate a member's membership if the member:
 - (a) Is convicted of an indictable offence; or
 - (b) Does not comply with any of the provisions of these rules; or
 - (c) Has membership fees in arrears for at least 2 months; or
 - (d) Conducts themselves in a way considered to be injurious or prejudicial to the character or interests of the association.
- (5) The Board may revoke Lifetime Membership if the person engages in conduct that is seriously detrimental to the interests or reputation of the association, following the same process used for disciplinary action under these Rules.
- (6) Before the Board terminates a member's membership, the Board must give the member a full and fair opportunity to show why the membership should not be terminated.
- (7) If, after considering all representations made by the member, the Board decides to terminate the membership, the decision must be passed at a Board meeting and documented in the minute. The Secretary must give the member a written notice of the decision.

10. Appeal against rejection or termination of membership

- (1) A person whose application for membership has been rejected, or whose membership has been terminated, may give the Secretary written notice of the person's intention to appeal against the decision.
- (2) A notice of intention to appeal must be given to the Secretary within 1 month after the person receives written notice of the decision.
- (3) If the Secretary receives a notice of intention to appeal, the Secretary must, within 1 month after receiving the notice, call a general meeting to decide the appeal.

11. General meeting to decide appeal

- (1) The general meeting to decide an appeal must be held within 3 months after the Secretary receives the notice of intention to appeal.
- (2) The meeting will be chaired by the elected Chairperson (see rule 17(2)). If they are unavailable, unwilling or there is a conflict of interest, another member will be nominated by the Board to chair the meeting.
- (3) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- (4) Also, the Board and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- (5) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting. The person appealing the decision must leave the meeting whilst voting takes place.
- (6) If a person whose application for membership has been rejected does not appeal against the decision within one month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund the membership fee paid by the person.

11A. Grievance procedure

- (1) This rule sets out a grievance procedure for dealing with a dispute under the rules between parties as mentioned in section 47A(1) of the Act.
- (2) To remove any doubt, it is declared that the grievance procedure cannot be used by a person whose membership has been terminated if the rules provide for an appeal process against the termination.
- (3) A member (the aggrieved party) initiates the grievance procedure in relation to the dispute by giving a notice in writing of the dispute to:
 - (a) the other party; and
 - (b) if the other party is not the Board—the Board.
- (4) If 2 or more members initiate a grievance procedure in relation to the same subject matter, the Board may deal with the disputes in a single process and the members must choose one of the members (also the aggrieved party) to represent the members in the grievance procedure.
- (5) Subject to rule 11B, the parties to the dispute must, in good faith, attempt to resolve the dispute.
- (6) If the parties to the dispute cannot resolve the dispute within 14 days after the aggrieved party initiates the grievance procedure, the aggrieved party may, within a further 21 days, ask the association's Secretary to refer the dispute to mediation.
- (7) Subject to rule 11B, if the aggrieved party asks the association's Secretary to refer the dispute to mediation under subrule (6), the Board must refer the dispute within 14 days after the request.
- (8) If the aggrieved party does not ask the association's Secretary to refer the dispute to mediation under subrule (6), the grievance procedure in relation to the dispute ends.

11B. Grievance procedure not continued in particular circumstances

- (1) This rule applies if:
 - a. a member initiates a grievance procedure in relation to a dispute and the association or association's Board is the other party to the dispute; or
 - b. the aggrieved party asks the association's Secretary to refer the dispute to mediation under rule 12A(6).
- (2) The Board does not have to act under rule 11A(5) or (7) if:
 - (a) the aggrieved party has, within 21 days before initiating the grievance procedure, behaved in a way that would give the Board grounds for taking disciplinary action under the rules against the aggrieved party in relation to the matter the subject of the grievance procedure; or
 - (b) before the grievance procedure was initiated, a process had started to take action under the rules against the aggrieved party or terminate the aggrieved party's membership, as provided for under the rules, and the dispute relates to that process or to a matter relevant to that process; or
 - c. the dispute relates to an obligation under the Liquor Act 1992 or any other State law to prevent the entry of the aggrieved party to, or to remove the aggrieved party from, premises used by the association, or to refuse to serve liquor to the aggrieved party at the premises; or
 - d. the dispute could reasonably be considered frivolous, vexatious, misconceived or lacking in substance, or relates to a matter that has already been the subject of the grievance procedure.

11C. Appointment of mediator

- (1) If a dispute under rule 11A is referred to mediation:
 - (a) the parties to the dispute must choose a mediator to conduct the mediation; or
 - (b) if the parties are unable to agree on the appointment of a mediator within 14 days after the dispute is referred to mediation, the mediator must be:

- (i) for a dispute between a member and another member—a person appointed by the Board;
or
 - (ii) for a dispute between a member and the Board or the association—an accredited mediator or a mediator appointed by the director of a dispute resolution centre.
- (2) An accredited mediator may refuse to be the mediator, or the director of a dispute resolution centre may refuse to appoint a mediator, to mediate the dispute.
- (3) If subrule (2) applies, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

11D. Conduct of mediation

- (1) If a mediator is appointed under rule 11C, the mediator must start the mediation as soon as possible after the appointment and try to finish the mediation within 28 days after the appointment.
- (2) Subrule (1) does not apply if the mediator is a mediator appointed by the director of a dispute resolution centre.
- (3) The mediator:
- (a) must give each party to the dispute an opportunity to be heard on the matter the subject of the dispute; and
 - (b) must comply with natural justice; and
 - (c) must not act as an adjudicator or arbitrator; and
 - (d) during the mediation, may see the parties with or without their representatives, together or separately.
- (4) The parties to the dispute must act reasonably and genuinely in the mediation and help the mediator to start and finish the mediation within the period mentioned in subrule (1).
- (5) The costs of the mediation, if any, are to be shared equally between the parties unless otherwise agreed.
- (6) If the mediator cannot resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

11E. Representation for grievance procedure

- (1) A party to a dispute may appoint any qualified person to act on behalf of the party in the grievance procedure.
- (2) For subrule (1), a person is qualified to act on behalf of a party if the person:
- (a) has sufficient knowledge of the matter the subject of the dispute to be able to represent the party effectively; and
 - (b) is authorised to negotiate an agreement for the party.
- (3) If a party appoints a person under subrule (1) to act on the party's behalf, the party must give written notice of the appointment to each of the following entities:
- (a) the other party to the dispute;
 - (b) the Board;
 - (c) if a mediator has been appointed before the party appoints the person—the mediator.

11F. Electronic communication for grievance procedure

Any meeting or mediation session required under the grievance procedure may be conducted by electronic means if the parties to the dispute and, for a mediation, the mediator agree.

12. Register of members

- (1) The Board must ensure that a register of members of the association is maintained.

- (2) The register must include the following particulars for each member-
 - (a) The full name of the member;
 - (b) The postal and residential address of the member;
 - (c) The date of admission as a member;
 - (d) The date of termination of the membership;
 - (e) Details about the termination or reinstatement of membership;
 - (f) Any other particulars the Board or the members at a general meeting decide.
- (3) The register must be available for inspection by members of the association at all reasonable times.
- (4) A member must contact the Secretary to arrange an inspection of the register.
- (5) However, the Board may, on the application of a member of the association to view the register, withhold information for inspection if the Board has reasonable grounds for believing the disclosure of the information would put any member at risk of harm.

13. Prohibition on use of information on register of members

- (1) A member of the association must not:
 - (a) Use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.
 - (b) Disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.
- (2) Sub rule (1) does not apply if the use or disclosure of the information is approved by the association.

14. Appointment or election of Secretary

- (1) The Secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is –
 - (a) A member of the association elected by the association as secretary; or
 - (b) Any of the following persons appointed by the Board as Secretary-
 - (i) A member of the association's Board;
 - (ii) Another member of the association
 - (iii) Another person.
- (2) If a vacancy happens in the office of Secretary, the members of the Board must ensure a Secretary is appointed for the association within one month after the vacancy happens.
- (3) If the board appoints a person mentioned in sub rule (1)(b)(ii) as Secretary, other than to fill a casual vacancy on the Board, the person does not become a member of the Board.
- (4) However, if the Board appoints a person mentioned in sub rule (1)(b)(ii) as Secretary to fill a casual vacancy on the Board, the person becomes a member of the Board.
- (5) If the Board appoints a person mentioned in sub rule (1)(b)(iii) as Secretary, the person does not become a member of the Board.
- (6) In this rule – **casual vacancy**, on a Board, means a vacancy that happens when an elected member of the Board resigns, dies or otherwise stops holding office.

15. Removal of Secretary

- (1) The Board of the association may at any time remove a person appointed by the Board as the Secretary.

- (2) If the Board removes a Secretary who is a person mentioned in rule 14(1)(b)(i), the person remains a member of the Board.
- (3) If the Board removes a Secretary who is a person mentioned in rule 14(1)(b)(ii) and who has been appointed to a casual vacancy on the Board under rule 14(4), the person remains a member of the Board.

16. Responsibilities of Secretary

The Secretary's responsibilities include, but are not limited to: -

- (a) Calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the Director of the association; and
- (b) Keeping minutes of each meeting; and
- (c) Keeping copies of all correspondence and other documents relating to the association; and
- (d) Maintaining the register of members of the association.

17. Membership of the Board

- (1) The Board of the association consists of a Director, Treasurer and any other members the association members elect at a general meeting, provided that the total number of Board members does not exceed nine.
- (2) A Chairperson must also be elected. The Chairperson can be any member of the Board and may hold another office on the Board.
- (3) A member of the Board, other than a Secretary appointed by the Board under rule 14(1)(b)(iii), must be a member of the association and eligible under the Act to hold office.
- (4) At each annual general meeting of the association, the members of the Board whose terms have ended must retire from office, but are eligible on nomination, for re-election subject to rule 19.
- (5) A member of the association may be appointed to a casual vacancy on the Board under rule 21.
- (6) A majority of members of the Board must be non-executive (i.e. not employed by Our Rainbow House).

18. Electing the Board

- (1) A member of the Board may only be elected as follows –
 - (a) Any 2 members of the association may nominate another member (the ***candidate***) to serve as a member of the Board;
 - (b) The nomination must be:
 - (i) In writing; and
 - (ii) Signed by the candidate and the members who nominated them; and
 - (iii) Given to the Secretary at least 14 days before the annual general meeting at which the election is to be held;
 - (c) Each member of the association present and eligible to vote at the annual general meeting may vote for one candidate for each vacant position on the Board;
 - (d) If, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- (2) A person may be a candidate only if the person:
 - (a) Is an adult; and
 - (b) Is not ineligible to be elected as a member under section 61A of the Act or the ACNC Governance Standards.

- (3) A list of the candidates' names with the names of the members who nominated each candidate, must be made available at least 7 days immediately preceding the annual general meeting.
- (4) If required by the Board, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- (5) The Board must ensure that, before a candidate is elected as a member of the Board the candidate is advised-
 - (a) Whether or not the association has public liability insurance; and
 - (b) If the association has public liability insurance – the amount of the insurance.
- (6) All Board Members are required to provide a police clearance certificate before commencing their role.

19. Terms of Office and Re-election of Board Members

- (1) Other than a Board member appointed under rule 21 (1), a Board member's term of office starts at the end of the general meeting at which they are elected and ends at the end of the general meeting at which their term ends.
- (2) To ensure stability and continuity of governance, elections shall be conducted on a staggered basis so that, as nearly as practicable, one-third of the Board member positions become vacant each year.
- (3) A Board member may serve a maximum of three consecutive terms, with each term being three years in duration, with the exception of the Founding Director who retains a permanent position on the Board until they resign or are removed from office under rule 20 (3).
- (4) A Board member who has served the maximum number of consecutive terms is ineligible for re-election until a period of one year has elapsed since the end of their last term.
- (5) After the required break in service, a former Board member is eligible for nomination and may serve up to the maximum consecutive terms again.
- (6) For the purpose of transitioning from the previous one-year term system to the three-year staggered system:
 - (a) At the first AGM following adoption of this clause, all Board positions shall be declared vacant.
 - (b) Members elected at that AGM shall, by agreement or by lot, be allocated terms of one (1), two (2), or three (3) years, so that approximately one-third of the positions will fall vacant at each subsequent AGM.
 - (c) Thereafter, all members elected to the Board shall hold office for a three-year term, subject to the Rules.

20. Resignation, removal or vacation of office of a Board Member

- (1) A member of the Board may resign from the Board by giving written notice of resignation to the Secretary.
- (2) The resignation takes effect at-
 - (a) The time the notice is received by the Secretary; or
 - (b) If a later time is stated in the notice – the later time.
- (3) A member of the Board may be removed from office at a general meeting of the association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- (4) Before a vote of members is taken about removing the Board Member from office, the Board Member must be given a full and fair opportunity to show cause why he or she should not be removed from office.

- (5) A Board Member has no right of appeal against their removal from office under this rule.
- (6) A Board Member immediately vacates their role if they become ineligible to serve as a Board Member under section 61A of the Act or the ACNC Governance Standards.

21. Vacancies on the Board

- (1) If a casual vacancy happens on the Board, the continuing members of the Board may appoint another member of the association to fill the vacancy until the next annual general meeting.
- (2) The continuing members of the Board may act despite a casual vacancy on the Board.
- (3) However, if the number of Board members is less than the number fixed under rule 25(1) as a quorum of the Board, the continuing members may act only to –
 - (a) Increase the number of Board members to the number required for a quorum; or
 - (b) Call a general meeting of the association.

22. Functions of the Board

- (1) Subject to these rules or a resolution of the members of the association carried at a general meeting, the Board has the general control, management and administration of the affairs, property and funds of the association.
- (2) The Board has authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

Note –

The Act prevails if the association's rules are inconsistent with the Act – see section 1b of the Act.

- (3) The Board may exercise the powers of the association –
 - (a) To borrow, raise or secure the payment of amounts in a way the members of the association decide; and
 - (b) To secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the association's property, both present and future; and
 - (c) To purchase, redeem or pay off any securities issued; and
 - (d) To borrow amounts from members and pay interest on the amounts borrowed; and
 - (e) To mortgage or charge the whole or part of its property; and
 - (f) To issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
 - (g) To provide and pay off any securities issued; and
 - (h) To invest in a way the members of the association may from time to time decide.
- (4) For rule 3(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by –
 - (a) The financial institution of the association; or
 - (b) If there is more than one financial institution for the association – the financial institution nominated by the Board.

23. Payments to Board Members

- (1) The association must not pay Board members' fees.
- (2) The association may:
 - (a) Pay a Board member for work they do for the association, other than as a Board member, if the amount is no more than a reasonable fee for the work done, or;

- (b) Reimburse a Board member for expenses properly incurred by the Board member in connection with the affairs of the association.
- (3) All remuneration and benefits given to Board members, senior staff and their relatives will be disclosed at an annual general meeting (even if the amount to report is zero). Remuneration and benefits will be disclosed:
 - (a) As a total figure but must include the number of people who benefited.
 - (b) As either:
 - (i) a document required by the Act to be presented at an annual general meeting, (e.g. financial statements or the information provided to the ACNC).
 - (ii) a written remuneration statement for the financial year.
 - (iii) a verbal statement recorded in the minutes of the annual general meeting if the amount is zero.

24. Meetings of the Board

- (1) Subject to this rule, the Board may meet and conduct its proceedings as it considers appropriate.
- (2) The Board must meet at least once every 3 months to exercise its functions.
- (3) The Board must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the Board.
- (5) The Board may hold meetings or permit a Board member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (6) A Board member who participates in the meeting as mentioned in sub rule (5) is taken to be present at the meeting.
- (7) In accordance with sections 70B and 70C of the Act, Board members must disclose personal conflicts of interest on any matters being discussed at a meeting.
- (8) A question arising at a Board meeting is to be decided by a majority vote of members of the Board present at the meeting and, if the votes are equal, the question is decided in the negative.
- (9) A member of the Board must not vote on a question about a contract or proposed contract with the association if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
- (10) The Board member elected into the role of Chairperson at an annual general meeting, (see rule 17(2)), is to preside over all Board and business meetings.
- (11) If the Chairperson is not present within 10 minutes after the time fixed for a meeting, or is unable or unwilling to chair a meeting, the members may choose one of their number to preside as chairperson at the meeting.

25. Quorum for, and adjournment of, Board meeting

- (1) At a Board meeting, more than 50% of the members elected to the Board as at the close of the last general meeting of the members form a quorum.
- (2) If there is no quorum within 30 minutes after the time fixed for a Board meeting called on the request of members of the Board, the meeting lapses.
- (3) If there is no quorum within 30 minutes after the time fixed for a Board meeting called other than on the request of the members of the Board –
 - (a) The meeting is to be adjourned for at least 1 day; and
 - (b) The members of the Board who are present are to decide the day, time and place of the adjourned meeting.

- (4) If, at an adjourned meeting mentioned in sub rule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

26. Special meeting of the Board

- (1) If the Secretary receives a written request signed by at least 33% of the members of the Board, the Secretary must call a special meeting of the Board by giving each member of the Board notice of the meeting within 14 days after the Secretary receives the request.
- (2) If the Secretary is unable or unwilling to call the special meeting, the Director or Chairperson must call the meeting.
- (3) In the case of an emergency, the Director, Chairperson or Secretary may call a special meeting.
- (4) A request for a special meeting must state:
 - (a) Why the special meeting is called; and
 - (b) The business to be conducted at the meeting.
- (5) A notice of a special meeting must state:
 - (a) The day, time and place of the meeting; and
 - (b) The business to be conducted at the meeting.
- (6) A special meeting of the Board must be held within 14 days after notice of the meeting is given to the members of the Board.

27. Minutes of Board meetings

- (1) The Secretary must ensure accurate minutes of all questions, matters, resolutions and other proceedings of each Board meeting are maintained and filed.
- (2) To ensure the accuracy of the minutes, the minutes of each Board meeting must be checked and verified by the Chairperson, or if the Chairperson was not present at that meeting, the person nominated to chair that meeting.
- (3) Once verified, the Chairperson, or nominated chair, authorizes their digital signature to be affixed to the minutes.
- (4) All Board members will be provided with a copy of the minutes of Board meetings.

28. Appointment of subcommittees

- (1) The Board may appoint a subcommittee consisting of members of the association considered appropriate by the Board to help with the conduct of the association's operation.
- (2) A member of the subcommittee who is not a member of the Board is not entitled to vote at a Board meeting.
- (3) A subcommittee may elect a chairperson of its meetings.
- (4) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose one of their number to be chairperson of the meeting.
- (5) A subcommittee may meet and adjourn as it considers appropriate.
- (6) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

29. Acts not affected by defects or disqualifications.

- (1) An act performed by the Board, a subcommittee or a person acting as a member of the Board is taken to have been validly performed.
- (2) Sub rule (1) applies even if the act was performed when –

- (a) There was a defect in the appointment of a member of the Board, subcommittee or person acting as a member of the Board; or
- (b) A Board member, subcommittee member or person acting as a member of the Board was disqualified from being a member.

30. Resolutions of the Board without meeting

- (1) A written resolution approved by each member of the Board is as valid and effectual as if it had been passed at a Board meeting that was properly called and held.
- (2) A resolution mentioned in sub rule (1) may consist of –
 - (a) Several documents in like form, each signed by one or more members of the Board,
 - (b) Emailed approval of the resolution.
- (3) Such a resolution can only be approved if more than 50% of the number of the Board have given their approval.

31. Annual general meetings

An annual general meeting must be held –

- (a) At least once each year; and
- (b) Within 6 months after the end date of the association's reportable financial year.

32. Business to be conducted at an annual general meeting of an incorporated association

- (1) The following business must be conducted at each annual general meeting of the association –
 - (a) Confirming the minutes of the previous annual general meeting and of any special general meeting or general meeting held since then;
 - (b) Receiving the association's financial statements, audit report and verification statement for the last reportable financial year;
 - (c) Presenting the financial statements, audit report and verification statement to the meeting for adoption;
 - (d) Electing members of the Board;
 - (e) Appointing an auditor for the present financial year;
 - (f) Electing any other committee members.

33. Notice of general meeting

- (1) The Secretary may call a general meeting of the association.
- (2) The Secretary must give at least 14 days' notice of the meeting to each member of the association.
- (3) If the Secretary is unable or unwilling to call the meeting, the Chairperson or Director must call the meeting.
- (4) The Board may decide the way in which the notice must be given.
- (5) However, notice of the following meetings must be given in writing:
 - (a) A meeting called to hear and decide the appeal of a person against the Board's decision:
 - (i) To reject the person's application for membership of the association; or
 - (ii) To terminate the person's membership of the association;
 - (b) A meeting called to hear and decide a proposed special resolution of the association.
- (6) A notice of a general meeting must state the business to be conducted at the meeting.

34. Quorum for, and adjournment of, general meeting

- (1) The quorum for a general meeting is at least the number of members elected or appointed to the Board at the close of the association's last general meeting plus 1.
- (2) However, if all members of the association are members of the Board, the quorum is the total number of members less 1.
- (3) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- (4) If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the Board or the association, the meeting lapses.
- (5) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the Board or the association –
 - (a) The meeting is to be adjourned for at least 7 days; and
 - (b) The Board is to decide the day, time and place of the adjourned meeting.
- (6) The Chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (7) If a meeting is adjourned under sub rule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (8) The Secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- (9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

35. Procedure at general meeting

- (1) A member may take part and vote in a general meeting in person, by proxy, or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (2) A member who participates in a meeting as mentioned in sub rule (1) is taken to be present at the meeting.
- (3) At each general meeting –
 - (a) The Chairperson is to preside;
 - (b) If the Chairperson is not present within 10 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect one of their number to chair the meeting;
 - (c) The Chairperson must conduct the meeting in a proper and orderly way.

36. Voting at general meeting

- (1) At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.
- (2) Each member present and eligible to vote is entitled to one vote only and, if the votes are equal, the question is decided in the negative.
- (3) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- (4) The method of voting is to be decided by the Board.
- (5) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- (6) If a secret ballot is held, the chairperson must appoint two members to conduct the secret ballot in the way the Chairperson decides.
- (7) The result of a secret ballot as declared by the Chairperson is taken to be a resolution of the meeting at which the ballot was held.

37. Special general meeting

- (1) The Secretary must call a special general meeting by giving each member of the association notice of the meeting within 14 days after:
 - (a) Being directed to call the meeting by the Board; or
 - (b) Being given a written request signed by –
 - (i) at least 33% of the number of members of the Board when the request is signed; or
 - (ii) at least the number of ordinary members of the association equal to double the number of members of the association on the Board when the request is signed plus 1; or
 - (c) Being given a written notice of an intention to appeal against the decision of the Board:
 - (i) to reject an application for membership; or
 - (ii) to terminate a person's membership.
- (2) A request mentioned in sub rule (1)(b) must state:
 - (a) Why the special general meeting is being called; and
 - (b) The business to be conducted at the meeting.
- (3) A special general meeting must be held within 3 months after the Secretary:
 - (a) Is directed to call the meeting by the Board; or
 - (b) Is given the written request mentioned in sub rule (1)(b); or
 - (c) Is given the written notice of an intention to appeal mentioned in sub rule (1)(c).
- (4) If the Secretary is unable or unwilling to call the special meeting, the Director or Chairperson must call the meeting.

38. Proxies

- (1) A proxy may be a member of the association or another person.
- (2) The member appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- (3) Each member appointing a proxy must do so in writing to the Secretary before the start of the meeting or adjourned meeting at which the person member proposes to vote, and be in the following or similar form:

[Our Rainbow House]: I, _____ of _____ being a member of the association, appoint _____ of _____ as my proxy to vote for me on my behalf at the (annual) general meeting of the association, to be held on the _____ day of _____ 20____ and at any adjournment of the meeting. Signed this _____ day of _____ 20____

Signature.

This form is to be used *in favour of/*against [strike out whichever is not wanted] the following resolutions: [*List relevant resolutions*]

- (4) Unless otherwise instructed by the appointor, as above, the proxy may vote as the proxy considers appropriate.

39. Minutes of general meetings

- (1) The Secretary must ensure accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are maintained and filed.
- (2) To ensure the accuracy of the minutes, the minutes of each general meeting must be checked and verified by the Chairperson, or if the Chairperson was not present at that meeting, the person nominated to chair that meeting..
- (3) Once verified, the Chairperson, or nominated chair, authorizes their digital signature to be affixed to the minutes.

- (4) All members of the association will be provided with a copy of the minutes of general meetings, unless they have requested not to receive minutes.

40. By-laws

- (1) The board may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the association.
- (2) A by-law may be set aside by a vote of members at a general meeting of the association.

41. Alteration of rules

- (1) Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- (2) However, an amendment, repeal or addition is valid only if it is registered within 3 months of the resolution.

42. Funds and accounts

- (1) The funds of the association must be kept in an account in the name of the association in a financial institution decided by the Board.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) A payment by the association of \$100 or more must be made by electronic funds transfer.
- (5) A petty cash account must be kept on the imprest system, and the Board must decide the amount of petty cash to be kept in the account.
- (6) All expenditure must be approved or ratified at a Board meeting.

43. General financial matters

- (1) On behalf of the Board, the Treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- (2) The income and property of the association must be used solely in pursuing the association's objects and exercising the association's powers.
- (3) No part of the association's income or property is to be distributed, paid or transferred by way of a bonus, dividend or other similar payment to the association's members.
- (4) Subrule (3) does not apply to:
 - (a) reasonable remuneration paid to a member of the association for work done by the member for or on behalf of the association; or
 - (b) any payments or dispositions of property that are incidental to activities of the association in accordance or consistent with the association's objectives.

44. Documents

The Board must ensure the safe custody of books, documents, instruments of title and securities of the association.

45. Financial Year

The end date of the association's financial year is the 30th June in each year.

46. Distribution of surplus assets to another entity

- (1) This rule applies if the association:
 - (a) is wound-up under part 10 of the Act; and
 - (b) has surplus assets.
- (2) The surplus assets must not be distributed among the members of the association.
- (3) The surplus assets must be given to another entity:
 - (a) having objects similar to the association's objects; and
 - (b) the rules of which prohibit the distribution of the entity's income and assets to its members.
- (4) Subrule (3) applies subject to rule 46.
- (5) In this rule— **surplus assets** see section 92(3) of the Act.

47. Transfer of relevant assets and distribution of other surplus assets on winding-up

- (1) This rule applies to an association that has been endorsed as a deductible gift recipient under the Income Tax Assessment Act 1997 (Cwlth) if the association:
 - (a) is wound-up under part 10 of the Act; and
 - (b) has surplus assets.
- (2) The association must transfer the association's relevant assets to another entity that has been endorsed as a deductible gift recipient under that Act.
- (3) If the association is a charity registered under the Australian Charities and Not-for-profits Commission Act 2012 (Cwlth), the entity to which the association's relevant assets are transferred must be a charity at law.
- (4) Any surplus assets that are not relevant assets must be distributed under rule 45.
- (5) In this rule - **relevant assets** of an association, means the association's surplus assets that are:
 - (a) gifts of money or property given to the association for use for its principal purpose; or
 - (b) contributions made in relation to a fund-raising event within the meaning of the Income Tax Assessment Act 1997 (Cwlth) held for the principal purpose of the association; or
 - (c) money received by the association because of the gifts or contributions mentioned in paragraph (a) or (b). **surplus assets** see section 92(3) of the Act.
- (6) The decision as to which charitable organisation is (or which charitable organisations are) to be given the Surplus Assets under rule 46(1) is to be determined:
 - (a) by a resolution of the members at or before the winding up or dissolution of the association; or
 - (b) if no such resolution is passed, by the Supreme Court.
- (7) Any part of the Surplus Assets consisting of property supplied by a government department or public authority, including any unexpended portion of a grant, must be returned to the department or authority that supplied it or to a body nominated by the department or authority.

48. Distribution of relevant assets on revocation of endorsement as deductible gift recipient

- (1) This rule applies if an association's endorsement as a deductible gift recipient under the Income Tax Assessment Act 1997 (Cwlth) is revoked under that Act.
- (2) The association must transfer the association's relevant assets to another entity that has been endorsed as a deductible gift recipient under that Act.
- (3) In this rule—

relevant assets of an association, see rule 46.

surplus assets see section 92(3) of the Act.

49. Non-profit clause

The assets and income of the association shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the

association except as bona fide compensation for services rendered or expenses incurred on behalf of the association.