

Associations Incorporation Reform Act 2012



Rules of
Barwon Adolescent Task Force Incorporated

August 2014

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RULES OF ASSOCIATION

Barwon Adolescent Task Force Inc.

PART 1 - PRELIMINARY

1. Name

The incorporated association is Barwon Adolescent Task Force Incorporated

2. Purposes

The purposes of the association are:

To act as the peak youth affairs body of the Barwon Region

To support workers within the network to collaborate in policy and planning and in the provision of a comprehensive range of quality services that meet the diversity of needs in the Barwon Region.

To ensure that all youth, community sector agencies and schools and individuals within these organisations have access to, and are encouraged to participate in, an informed, impartial, open network.

To ensure that all youth, community sector agencies and schools and individuals within these organisations act collaboratively in the development of policies, planning and the provision of services.

To raise awareness and advocate for the interests of young people and the service network.

To balance the competing demands of youth, community sector and schools, with a commitment to best use of resources, to produce the best possible outcomes for young people.

3. Financial Year

The financial year of the Association is each period of 12 months ending on 30th June

4. Definitions

In these Rules—

the Act means the Association Incorporation Reform Act 2012 and includes any regulations made under the Act;

Executive Committee means the Executive Committee having management of the business of the Association;

Financial year means the 12 month period specified in rule 3;

General meeting means a general meeting of members of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

Member means a member of the Association;

Absolute majority of the Executive Committee, means a majority of the Executive Committee members currently holding office and entitled to vote at the time (as distinct from a majority of Executive Committee members present at an Executive Committee meeting);

Chairperson, of a general meeting or Executive Committee meeting, means the person chairing the meeting as required under rule 46;

Disciplinary appeal meeting means a meeting of the members of the Association convened under rule 23(3);

Disciplinary Executive Sub-Committee means the Executive Sub-Committee appointed under rule 20;

Disciplinary meeting means a meeting of the members of the Association convened for the purposes of rule 22;

Executive Committee meeting means a meeting of the Executive Committee held in accordance with these Rules;

Executive Committee member means a member of the Executive Committee elected or appointed under Division 3 of Part 5;

Member entitled to vote means a member who under rule 13(3) is entitled to vote at a general meeting

Special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of a resolution;

The registrar means the Registrar of Incorporated Associations.

PART 2 – POWERS OF ASSOCIATION

5. Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) *Without limiting subrule (1), the Association may—*
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf;
 - (g) enter into any other contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6. Not for profit organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Association from paying a member—
 - (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the member—if this is done in good faith on terms no more favourable than if the member was not a member.

Note

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

PART 3 – MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1 - Membership

7. Minimum number of members

The Association must have at least 5 members

8. Who is eligible to be a member

Anyone who is a service provider to youth, including community based non-profit organisations or associations, local government, or the representative of such organisations, individuals and students who support the purposes of the Association are eligible for membership

9. Categories of Membership

- (1) Organisations – two tiers - Up to \$500,000 and Over \$500,000
- (2) Local Government & Government Departments
- (3) Individuals – Concession for Students/Low Income Earners
- (4) Schools

10. Application for membership

To apply to become a member of the Association, a person must submit a signed written application on the form set out in appendix 1 and forward it to the Secretary of the Executive Committee at the BATForce office.

11. Consideration of application

- (1) As soon as practicable after an application for membership is received, the Secretary must refer the application to the Executive Committee who must decide by resolution whether to accept or reject the application.
- (2) The Executive Committee
 - (a) Must notify the applicant in writing of its decision as soon as practicable after the decision is made; and

- (b) Request payment within 28 days after receipt of the notification of the sum payable according to the schedule of fees as set out in Appendix 1 as the annual subscription.
- (3) If the Executive Committee rejects the application, it must return any money accompanying the application to the applicant.
- (4) No reason need be given for the rejection of an application.

12. New membership

- (1) If an application for membership is approved by the Executive Committee-
 - (a) The resolution to accept the membership must be recorded in the minutes of the Executive Committee meeting; and
 - (b) The Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (2) A person becomes a member of the Association and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date when the person or organisation's name is entered in the register of members.

13. Annual subscription and fee on joining

- (1) At each annual general meeting, the Association must determine-
 - (a) The amount of the annual subscription (if any) for the following financial year; and
 - (b) The date for payment of the annual subscription
- (2) The Association may determine that free membership with voting rights may be extended to not for profit organisations for their contribution to the Executive Committee
- (3) The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to –
 - (a) The full annual subscription; or
 - (b) A pro rata annual subscription based on the remaining part of the financial year; or
 - (c) A fixed amount determined from time to time by the Association.
- (4) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.
- (5) The annual fee will be included in the membership form (appendix 1).

14. General rights of members

- (1) A member of the Association who is entitled to vote has the right—
 - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a general meeting; and
 - (c) to attend and be heard at general meetings; and
 - (d) to vote at a general meeting; and
 - (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 75; and
 - (f) to inspect the register of members.
- (2) A member is entitled to vote if—
 - (a) the member is a member; and
 - (b) more than 180 days have passed since he or she became a member of the Association; and
 - (c) the member's membership rights are not suspended for any reason.

15. Rights not transferable

The rights of a member are not transferable and end when membership ceases.

16. Ceasing membership

- (1) The membership of a person ceases on resignation, expulsion or death
- (2) If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

17. Resigning as a member

- (1) A member may resign by giving one month's notice in writing to the Secretary.

Note

Rule 74(3) sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the Executive Committee.

- (2) A member is taken to have resigned if-
 - (a) The member's annual subscription is more than 12 months in arrears; or
 - (b) Where no annual subscription is payable-
 - (i) The Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
 - (ii) The members has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

18. Register of members

- (1) The Secretary must keep and maintain a register of members –that includes-
 - (a) For each current member-
 - (i) the member's name;
 - (ii) in the case of a member organisation
 - (iii) the contact name of the responsible person
 - (iv) the address for notice last given by the member; the date of becoming a member
 - (v) Any other information determined by the Executive Committee; and
 - (b) For each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

Note

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

Division 2 – Disciplinary action

19. Grounds for taking disciplinary action

- (1) Subject to these Rules, if the Executive Committee is of the opinion that a member
 - (a) has failed to comply with these Rules, or
 - (b) refuses to support the purposes of the Association; or
 - (c) has engaged in conduct prejudicial to the Association

20. Disciplinary Executive Sub-Committee

- (1) If the Executive Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Executive Committee must appoint a disciplinary Executive Sub-Committee to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary Executive Sub-Committee—
 - (a) may be Executive Committee members, members of the Association or anyone else; but
 - (b) must not be biased against, or in favour of, the member concerned.

21. Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
 - (a) stating that the Association proposes to take disciplinary action against the member;
 - i. and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the disciplinary Executive Sub-Committee intends to consider the disciplinary action (the ***disciplinary meeting***); and
 - (d) advising the member that he or she may do one or both of the following—
 - (i) attend the disciplinary meeting and address the disciplinary Executive Sub-Committee at that meeting;
 - (ii) give a written statement to the disciplinary Executive Sub-Committee at any time before the disciplinary meeting; and
 - (e) setting out the member's appeal rights under rule 23.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

22. Decision of Executive Sub-Committee

- (1) At the disciplinary meeting, the disciplinary Executive Sub-Committee must—
 - (a) give the member an opportunity to be heard; and
 - (b) consider any written statement submitted by the member.
- (2) After complying with subrule (1), the disciplinary Executive Sub-Committee may—

- (a) take no further action against the member; or
- (b) subject to subrule (3)—
 - (i) reprimand the member; or
 - (ii) suspend the membership rights of the member for a specified period; or
 - (iii) expel the member from the Association.
- (3) The disciplinary Executive Sub-Committee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary Executive Sub-Committee under this rule takes effect immediately after the vote is passed.

23. Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
 - (a) to the disciplinary Executive Sub-Committee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Executive Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—
 - (a) specify the date, time and place of the meeting; and
 - (b) state—
 - (i) the name of the person against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and
 - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

24. Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting—
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the Executive Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

Division 3 – Grievance procedure

25. Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
 - (a) a member and another member;
 - (b) a member and the Executive Committee;
 - (c) a member and the Association.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

26. Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

27. Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between them within the time required by rule 26, the parties must within 10 days—
 - (a) notify the Executive Committee of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - (i) if the dispute is between a member and another member—a person appointed by the Executive Committee; or
 - (ii) if the dispute is between a member and the Executive Committee or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Executive Committee may be a member or former member of the Association but in any case must not be a person who—
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.

28. Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must—
 - (a) give each party every opportunity to be heard; and

- (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 throughout the mediation process.
- (2) The mediator must not determine the dispute.

29. Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4 – GENERAL MEETINGS OF THE ASSOCIATION

30. Annual General Meetings

- (1) The Executive Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) Despite subrule(1) the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The Executive Committee may determine the date, time and place of the annual general meeting.
- (4) The ordinary business of the annual general meeting –is as follows-
 - (a) to confirm the minutes of the previous annual general meeting; and any special general meeting held since then;
 - (b) to receive and consider -
 - (i) the annual report of the Executive Committee on the activities of the Association during the preceding financial year; and
 - (ii) the financial statements of the Association for the preceding financial year submitted by the Executive Committee in accordance with Part 7 of the Act;
 - (c) to elect the members of the Executive Committee; and
 - (d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

31. Special General Meetings

- (1) Any general meeting of the Association, other than the annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Executive Committee may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 33 may be conducted at the meeting.

Note

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 33 and the majority of members at the meeting agree.

32. Special general meeting at the request of members

- (1) The Executive Committee must convene a special general meeting if a request to do so is made in accordance with subrule(2) by at least 10% of the total number of members.

- (2) A request for a special general meeting must –
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the members requesting the meeting; and
 - (d) be given to the Secretary.
- (3) If the BATFORCE Executive does not convene a special general meeting to be held within one month after the date on which the request is made, the members making the request, or any of them, may convene a special general meeting.
- (4) A special general meeting convened by members under sub rule(3)- must be held within 3 months after the date on which the original request was made; and may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule(3)

33. Notice of General Meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 32(3), the members convening the meeting) must give to each member of the Association- at least 21 days notice of a general meeting if a special resolution is to be proposed at the meeting; or at least 14 days notice of a general meeting in any other case.
- (2) The notice must-
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is to be proposed-
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and
 - (d) comply with rule 34(5)
- (3) The rule does not apply to a disciplinary appeal meeting
Rule 23(4) sets out the requirements for notice of a disciplinary appeal meeting.
- (4) A member intending to bring any special resolution requiring a vote by members before a meeting may notify in writing, or by electronic transmission, the Secretary of that business one week prior to the meeting and it will be included in the agenda for that meeting.
- (5) Only members entitled to vote are able to bring a special resolution requiring a vote by members before a meeting.

34. Proxies

- (1) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.

- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) If the Executive Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under rule 33 must—
 - (a) state that the member may appoint another member as a proxy for the meeting; and
 - (b) include a copy of any form that the Executive Committee has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

35. Use of technology

A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.

For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

36. Quorum at General Meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 35 of 10% of the members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting-
 - (a) in the case of a meeting convened by, or at the request of members under rule 32 - the meeting must be dissolved;

Note

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 32.

- (b) in any other case –
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and

- (ii) Notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.

- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule(3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

37. Adjournment of general meeting

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule(1), a meeting may be adjourned-
 - (a) If there is insufficient time to deal with the business at hand; or
 - (b) To give the members more time to consider an item of business.

Example

The members may wish to have more time to examine the financial statements submitted by the Executive Committee at an annual general meeting.

- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjourned of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 33.

38. Voting at General Meetings

- (1) On any question arising at a general meeting –
 - (a) subject to subrule(3), each member who is entitled to vote has one vote ; and
 - (b) members may vote personally or by proxy; and
 - (c) except in the case of a special resolution, the question must be decided on a majority of votes
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

39. Special Resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

Note

In addition to certain matters specified in the Act, a special resolution is required-

- (a) To remove an Executive Committee member from office;
- (b) To alter these Rules, including changing the name or any of the purposes of the Association

40. Determining whether resolution carried

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been -
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost; an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by 3 or more members on any question,
 - (a) The poll must be taken at that meeting in the manner determined by the Chairperson of the meeting; and
 - (b) the chairperson must declare the result of the resolution on the basis of the poll
- (3) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately
- (4) a poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

41. Minutes of meetings

- (1) The Executive Committee must ensure that minutes are taken and kept of each general meeting
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include-
 - (a) the names of the members attending the meeting; and
 - (b) proxy forms given to the Chairperson of the meeting under rule 34(6); and
 - (c) the financial statements submitted to the members in accordance with rule 30(4)(b)(ii); and
 - (d) the certificate signed by two Executive Committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5 – EXECUTIVE COMMITTEE

Division 1 – Powers of the Executive Committee

42. Role and powers

- (1) The business of the Association must be managed by or under the direction of an Executive Committee.
- (2) The Executive Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings or the members of the Association.

- (3) The Executive Committee may-
 - (a) appoint and remove staff;
 - (b) establish Executive Sub-Committees consisting of members with terms of reference it considers appropriate.

43. Delegation

- (1) The Executive Committee may delegate to a member of the Executive Committee, an Executive Sub-Committee or staff, any of its powers and functions other than—
 - (a) this power of delegation; or
 - (b) a duty imposed on the Executive Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Executive Committee considers appropriate.
- (3) The Executive Committee may, in writing, revoke a delegation wholly or in part.

Division 2 – Composition of Executive Committee and duties of members

44. Composition of Executive Committee

The Executive Committee consists of-

- a) the Chairperson; and
- b) the deputy Chairperson; and
- c) the Treasurer; and
- d) the Secretary; and

and up to four (4) ordinary members elected at the Annual General Meeting

45. General Duties

- (1) As soon as practicable after being elected or appointed to the Executive Committee, each Executive Committee member must become familiar with these Rules and the Act.
- (2) The Executive Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Executive Committee comply with these Rules.
- (3) Executive Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Executive Committee members must exercise their powers and discharge their duties—
 - (a) in good faith in the best interests of the Association; and
 - (b) for a proper purpose.
- (5) Executive Committee members and former Executive Committee members must not make improper use of—
 - (a) their position; or
 - (b) information acquired by virtue of holding their position so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

Note

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

- (6) In addition to any duties imposed by these Rules, an Executive Committee member must

perform any other duties imposed from time to time by resolution at a general meeting.

46. Chairperson and Deputy Chairperson

- (1) Subject to subrule(2), the Chairperson or, in the Chairperson's absence, the Deputy Chairperson is the Chairperson for any general meetings and for any Executive Committee meetings.
- (2) if the Chairperson and the Deputy Chairperson are both absent or are unable to preside, the Chairperson of the meeting must be-
 - (a) in the case of a general meeting – a member elected by the other members present; or
 - (b) in the case of an Executive Committee meeting – an Executive Committee member elected by the other Executive Committee members present.

47. Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

Example

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

- (2) The Secretary must—
 - (a) maintain the register of members in accordance with rule 18; and
 - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 70(3), all books, documents and securities of the Association in accordance with rules 72 and 75; and
 - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

48. Treasurer

- (1) The Treasurer must—
 - (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
 - (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
 - (c) make any payments authorised by the Executive Committee or by a general meeting of the Association from the Association's funds; and
 - (d) ensure cheques and electronic payments are signed by at least 2 authorises appointed by the Executive Committee.
- (2) The Treasurer must—
 - (a) ensure that the financial records of the Association are kept in accordance with the Act; and

- (b) coordinate the preparation of the financial statements of the Association and their certification by the Executive Committee prior to their submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that at least one other Executive Committee member has access to the accounts and financial records of the Association.

Division 3 – Election of Executive Committee members and tenure of office

49. Who is eligible to be an Executive Committee member

A member is eligible to be elected or appointed as an Executive Committee members if the member-

- (a) Is 18 years or over; and
- (b) Is entitled to vote at a general meeting; and
- (c) Is not from a member organisation that already has a representative on the he Executive Committee

50. Positions to be declared vacant

- (1) This rule applies to—
 - (a) the first annual general meeting of the Association after its incorporation; or
 - (b) any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
- (2) The Chairperson of the meeting must declare half of the positions on the Executive Committee vacant and hold elections for those positions in accordance with rules 51 to 54.

51. Nominations

- (1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill vacant positions on the Executive Committee.
- (2) An eligible member of the Association may—
 - (a) nominate himself or herself; or
 - (b) with the member's consent, be nominated by another member.
- (3) All nominations must be endorsed by two members.

52. Election of Executive Committee members

- (1) A single election may be held to fill all vacant positions.
- (2) If the number of members nominated for the position of Executive Committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (3) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 54.

53. Election of Office Holders

- (1) At the first meeting of the Executive Committee following an AGM an election must be held for each of the following positions—
 - (a) Chairperson;

- (b) Deputy Chairperson;
 - (c) Secretary;
 - (d) Treasurer.
- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
 - (3) If more than one member is nominated, a ballot must be held in accordance with rule 54.
 - (4) On his or her election, the new President may take over as Chairperson of the meeting.

54. Ballot

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a blank piece of paper to—
 - (a) each member present in person; and
 - (b) each proxy appointed by a member.

Example

If a member has been appointed the proxy of 5 other members, the member must be given 6 ballot papers—one for the member and one each for the other members.

- (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than one position—
 - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - (b) the voter must not write the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with subrule (7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (11) If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must—
 - (a) conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected; or
 - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

Example

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

55. Term of office

- (1) Subject to subrule (3) and rule 56, an Executive Committee member holds office until their position of the Executive Committee is declared vacant at an annual general meeting.
- (2) Each office holder of BATFORCE Executive shall hold office for a period of two years and is eligible for re - election.
- (3) An Executive Committee member may be re-elected.

- (4) A general meeting of the Association may—
 - (a) by special resolution remove an Executive Committee member from office; and
 - (b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (5) A member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary or Chairperson of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (6) The Secretary or the Chairperson may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

56. Vacation of office

- (1) An Executive Committee member may resign from the Executive Committee by written notice addressed to the Executive Committee.
- (2) A person ceases to be an Executive Committee member if he or she—
 - (a) ceases to be a member of the Association; or
 - (b) fails to attend 3 consecutive Executive Committee meetings (other than special or urgent Executive Committee meetings) without leave of absence under rule 67; or
 - (c) otherwise ceases to be an Executive Committee member by operation of section 78 of the Act.

Note

An Executive Committee member may not hold the office of secretary if they do not reside in Australia.

57. Filling casual vacancies

- (1) The Executive Committee may appoint an eligible member of the Association to fill a position on the Executive Committee that—
 - (a) has become vacant under rule 56; or
 - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Executive Committee must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 55 applies to any Executive Committee member appointed by the Executive Committee under subrule (1) or (2).
- (4) The Executive Committee may continue to act despite any vacancy in its membership.

Division 4 – Meetings of Executive Committee

58. Meetings of the Executive Committee

- (1) The Executive Committee must meet at least four times in each year at dates, times and places determined by the Executive Committee.

- (2) The date, time and place of the first Executive Committee meeting must be determined by the members of the Executive Committee as soon as practicable after the annual general meeting of the Association at which the members of the Executive Committee were elected.
- (3) Special Executive Committee meetings may be convened by the Chairperson or by any three members of the BATFORCE Executive.

59. Notice of Executive Committee meetings

- (1) Notice of each Executive Committee meeting must be given to each Executive Committee member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one Executive Committee meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special Executive Committee meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

60. Urgent Meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 provided that as much notice as practicable is given to each Executive Committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Executive Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

61. Email

- (1) In cases of urgency, where a meeting cannot be convened resolutions may be forwarded by email to all Executive Committee members.
- (2) Any resolution made in this way must be passed by a majority of the Executive Committee.
- (3) The only business that may be conducted in this way is the business for which urgent decision-making is needed.
- (4) The resolution must be recorded as meeting minutes and need confirmation at the following Executive Committee meeting.

62. Procedure and order of business

- (1) The procedure to be followed at a meeting of an Executive Committee must be determined from time to time by the Executive Committee.
- (2) The order of business may be determined by the members present at the meeting.

63. Use of technology

- (1) An Executive Committee member who is not physically present at an Executive Committee meeting may participate in the meeting by the use of technology that allows that Executive Committee member and the Executive Committee members present at the meeting to clearly and simultaneously communicate with each other.

- (2) For the purposes of this Part, an Executive Committee member participating in an Executive Committee meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

64. Quorum for Executive Committee meetings

- (1) No business may be conducted at an Executive Committee meeting unless a quorum is present.
- (2) The quorum for an Executive Committee meeting is the presence (in person or as allowed under rule (62)) of at least half plus one members of the Executive Committee.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of an Executive Committee meeting –
 - (a) In the case of a special meeting – the meeting lapses;
 - (b) in any other case - the meeting must be adjourned to a date not later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 59.(5)

65. Voting

- (1) On any question arising at an Executive Committee meeting each member present at the meeting of the Executive Committee, has one vote
- (2) A motion is carried if a majority of Executive Committee members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Executive Committee.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

66. Conflict of interest

- (1) An Executive Committee member who has a material personal interest in a matter being considered at an Executive Committee meeting must disclose the nature and extent of that interest to the Executive Committee.
- (2) The member—
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.

Note

Under section 81(3) of the Act, if there are insufficient Executive Committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (3) This rule does not apply to a material personal interest—
 - (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or

- (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

67. Minutes of meetings

- (1) The Executive Committee must ensure that minutes are taken and kept of each Executive Committee meeting.
- (2) The minutes must record the following—
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under rule 66.

68. Leave of absence

- (1) The Executive Committee may grant an Executive Committee member leave of absence from Executive Committee meetings for a period not exceeding 3 meetings
- (2) The Executive Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Executive Committee member to seek the leave in advance.

PART 6 – FINANCIAL MATTERS

69. Source of Funds

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants interest and any other sources approved by the Executive Committee.

70. Management of funds

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Executive Committee may approve expenditure on behalf of the Association.
- (3) The Executive Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Executive Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorises nominated by the Executive Committee
- (5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- (6) With the approval of the Executive Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

71. Financial records

- (1) The Association must keep financial records that—
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control—
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Executive Committee.

72. Financial statements

- (1) For each financial year, the Executive Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting subrule (1), those requirements include—
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Executive Committee;
 - (d) the submission of the financial statements to the annual general meeting of the Association;
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7 – GENERAL MATTERS

73. Seal

- (1) The Association may have a common seal.
- (2) If the Association has a common seal—
 - (a) The name of the Association must appear in legible characters on the common seal;
 - (b) A document may only be sealed with the common seal by the authority of the Executive Committee and the sealing must be witnessed by the signatures of two Executive committee members;
 - (c) The common seal must be kept in the custody of the Secretary.

74. Registered address

The registered address of the Association is—

- (a) the address determined from time to time by resolution of the Executive Committee; or

- (b) if the Executive Committee has not determined an address to be the registered address— the postal address of the Secretary.

75. Notice requirements

- (1) Any notice required to be given to a member or an Executive Committee member under these rules may be given—
 - (a) by handing the notice to the member personally; or
 - (b) by sending it by post to the member at the address recorded on the register of members; or
 - (c) by email or facsimile transmission
- (2) Subrule (1) does not apply to notice given under rule 60.
- (3) Any notice required to be given to the Association or the Executive Committee may be given—
 - (a) by handing the notice to a member of the Executive Committee; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) if the Executive Committee determines that it is appropriate in the circumstances—
 - (i) by email to the email address of the Association or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of the Association

76. Custody and inspection of books and records

- (1) Members may on request inspect free of charge—
 - (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Executive Committee meetings.

Note

See note following rule 18 for details of access to the register of members.

- (2) The Executive Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Executive Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

 - (a) its membership records;
 - (b) its financial statements;
 - (c) its financial records;

(d) records and documents relating to transactions, dealings, business or property of the Association.

77. Winding up and cancellation

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

78. Alteration of Rules

These Rules may only be altered by special resolution of a general meeting of the Association.

Note

An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the Association is taken to have adopted its own rules, not the model rules.

MEMBERSHIP FORM 2014 -2015

For more than 30 years, youth agencies in the Barwon sub-Region have encouraged their workers to contribute to the development of a hugely successful community network. This large, inclusive network of members relies on the participation of all workers, Government representatives, schools and interested community members

Please list all email addresses to be added to Membership

Name	Email

TAX INVOICE

P O BOX 1323
Geelong 3220

ABN 16744863100

Phone (03) 5221 4339
Fax (03) 5221 9340
admin@batforce.org.au
www.batforce.org.au

MEMBERSHIP CATEGORIES

- Organisations – Income Up to \$500,000 - \$200.00
- Organisations – Income Over \$500,000 - \$300.00
- Individual & Community Members - \$80.00
- Students & Low Income Earners - \$30.00
- Local Government - \$500.00
- Government Departments - \$500.00
- Schools – \$100.00

HOW FAR DOES OUR INFORMATION REACH?

Information from BATForce forwarded to you is passed on to:

- All Staff Selected Staff No one else

Other Please specify

MEMBERSHIP DETAILS

Title.....

First Name.....

Surname.....

Organisation.....

Phone.....

Email.....

Address.....

Suburb.....

Postcode.....

ABN.....

Signature

The principle of participation is fundamental to the operation of BATForce. The alliance is only as strong as the contribution made by its member agencies.

The roles of the BATForce Executive Committee (Chairperson, Vice Chairperson, Secretary, Treasurer and up to four ordinary members) are drawn from the agencies.

The leadership roles offered by BATForce provide youth workers with an opportunity to develop skills in project management and sector development that adds value to both the operation of the agency of that worker and the overall support for services in the region.

Working parties, established to achieve short term outcomes are a further development opportunity for BATForce members.

APPENDIX 2



APPOINTMENT OF PROXY

I

being the Representative of the following BATFORCE Member Organisation

.....

appoint

.....

being an employee of that organisation, as my proxy to vote for me on behalf of that organisation, at the meeting convened on the following date

Day..... Month..... Year.....

Signature of Representative

.....

I

being an employee of the following BATFORCE Member Organisation

.....

agree to act as proxy for

.....

and to vote for that person and on behalf of the organisation, at the meeting convened on the following Date

Day..... Month..... Year.....

Signature of Proxy

.....



EXECUTIVE COMMITTEE NOMINATION 2014-15

Nominated Person

Name of Organisation

Address

Postal Address

Phone Fax..... Email.....

I accept nomination to the BATForce Executive Committee and in the event of election to the BATForce Executive Committee I agree to be bound by the Rules of Association for the time being in force.

Signature of Nominee

NOMINATED BY THE FOLLOWING MEMBERS

Name of Organisation

Position in Organisation

Name of Nominator (Print)

Signature of Nominator

Name of Organisation

Position in Organisation

Name of Nominator (Print)

Signature of Nominator
