ACT Shelter

Working together for housing justice

# Rules of Association

## ACT Shelter Incorporated

Registered No. A02736

An association incorporated under the *Associations Incorporation Act 1991* (ACT)

[Proposed by Special Resolution]: 23 November 2026

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# PART 1 — PRELIMINARY

## 1. Name

The name of the Association is ACT SHELTER INCORPORATED (***ACT Shelter*** or the ***Association***).

## 2. Objects

(1) The objects of ACT Shelter are:

(a) to promote and maintain the right of every person to access affordable, safe and secure long term housing that they identify as appropriate to their needs;

(b) to promote and maintain the right of every person to housing of a quality which enhances people's health, well-being, dignity and life opportunities;

(c) to promote the benefits of public and community housing, and other forms of housing assistance in the community and all spheres of government;

(d) to publish, collect, research and disseminate information on matters relating to the provision of housing, particularly for people on low to moderate incomes;

(e) to create opportunities to support, establish, resource and co-ordinate non-government organisations and agencies with similar interests and objectives to the Association;

(f) to promote opportunities for members of the community to access housing provision free from discrimination as a result of factors including, but not limited to, age, gender, ethnicity, health status or disability;

(g) to promote and support consumer and community participation in decision making in relation to their housing and to promote access to avenues of appeal across all housing tenures.

(2) ACT Shelter is a Non-Profit organisation that aims to eliminate housing related poverty.

## 3. Definitions

In these rules:

***Act*** means the *Associations Incorporation Act 1991* (ACT).

***annual general meeting*** means an annual general meeting of the Association held under the Act, section 69.

***appeal notice***—see rule 38.

***associate*** means an individual or organisation granted associate status under rule 16.

***Association*** means ACT SHELTER INCORPORATED.

***chair,*** of a meeting, means the person chairing the meeting under rule 58 or rule 71.

***Chair*** means the Executive Committee member appointed as Chair under rule 45, and includes a person acting in that office under rule 45(5).

***disciplinary action***—*see rule 26.*

***disciplinary action decision***—*see rule 33(1).*

***dispute decision***—*see rule 24(b).*

***dispute summary****—see rule 20(2)(b).*

***Executive Committee*** means the committee of the Association that has the management of the Association under the Act, section 60, and these rules.

***Executive Committee member*** means a person who holds office as a member of the Executive Committee, and includes a co-opted member.

***financial year*** means the period of 12 months ending on 30 June.

***general meeting*** means a meeting of the members of the Association, and includes an annual general meeting.

***Honorary Member*** means an individual admitted to Honorary Membership under rule 5(6).

***Individual Member*** means an individual who is a member of the Association in the class of Individual Membership.

***member*** means a person or organisation admitted to membership of the Association under these rules and, in relation to the exercise of the rights of an Organisational Member or Reciprocal Member, includes the member's representative to the extent the context permits.

***not-for-profit entity*** means an entity that—

(a) is not carried on for the profit or gain of its individual members;

(b) is prohibited, by its constituent or governing documents, from distributing its profit, income or surplus assets, whether directly or indirectly, to its owners, members or shareholders, both while it is operating and on its winding up; and

(c) is not a subsidiary of, and is not majority-owned or controlled by, an entity that does not meet paragraphs (a) and (b).

***objects*** means the objects of the Association set out in rule 2.

***Office Bearer*** means each of the following Executive Committee members:

(a) the Chair;

(b) the Deputy Chair (if any);

(c) the Secretary;

(d) the Treasurer.

***ordinary resolution*** means a resolution passed by a majority of the votes cast at a general meeting by members entitled to vote.

***Organisational Member*** means an organisation that is a member of the Association in the class of Organisational Membership.

***Reciprocal Member*** means an organisation that is a member of the Association in the class of Reciprocal Membership.

***record of former members*** means the record kept under rule 8(2).

***register of members*** means the register of members kept under rule 8.

***representative***, in relation to an Organisational Member or Reciprocal Member, means an individual appointed by the member under these rules to exercise the member's rights.

***Returning Officer*** means a person appointed under rule 50 or 86 to independently administer an election of members of the Executive Committee.

***special resolution*** has the same meaning as in the Act, section 70.

***subcommittee*** means a subcommittee to which the Executive Committee delegates a function under rule 44.

### 4. Interpretation

(1) These rules are the rules of the Association for the Act, section 31.

*Note: If these rules do not provide for a matter that is provided for in the model rules, the model rules apply to that matter (see Act, section 31).*

(2) The following Acts apply to these rules as if the rules were an instrument made under the Act:

(a) the *Electronic Transactions Act 2001* (ACT);

(b) the *Legislation Act 2001* (ACT).

(3) A term used in these rules that is defined in the Act has the same meaning as in the Act unless these rules provide otherwise.

(4) In these rules, unless the contrary intention appears:

(a) a reference to a rule is a reference to a rule of these rules;

(b) a reference to a person includes an individual, body corporate, unincorporated body or other entity;

(c) a reference to a member exercising a right includes, in the case of an Organisational Member or Reciprocal Member, the member's representative exercising that right on the member's behalf; and

(d) a singular word includes the plural and vice versa.

## PART 2 — MEMBERSHIP

### 5. Membership classes and eligibility

(1) Membership of the Association consists of the following classes:

(a) Individual Membership;

(b) Organisational Membership;

(c) Reciprocal Membership; and

(d) Honorary Membership.

(2) The Executive Committee may, by resolution, create sub-categories within a class of membership for the purpose of setting different membership fees. A sub-category does not, of itself, affect a member's voting rights or eligibility for the Executive Committee.

(3) An individual is eligible for Individual Membership only if the individual:

(a) supports the objects of the Association; and

(b) agrees to comply with the Act and these rules.

(4) An organisation is eligible for Organisational Membership only if the organisation:

(a) supports the objects of the Association;

(b) is a not-for-profit entity; and

(c) agrees to comply with the Act and these rules.

(5) An organisation is eligible for Reciprocal Membership only if:

(a) the organisation is a member-based peak or representative body;

(b) the organisation is a not-for-profit entity;

(c) the organisation's objects or principal activities have a substantial connection with the objects of the Association; and

(d) the Association is, or will become on the organisation's admission, a member of that organisation under a reciprocal membership arrangement.

(6) The Executive Committee may, by resolution, admit an individual to Honorary Membership of the Association in recognition of an outstanding or significant contribution to:

(a) the objects of the Association; or

(b) the work, development or advancement of the Association.

(7) An individual may be admitted to Honorary Membership under subrule (6) whether or not the individual has applied for membership under rule 6.

(8) Honorary Membership continues for the life of the member, unless the member resigns under rule 14 or their membership is cancelled as a result of disciplinary action under division 3.2.

## 6. Applications for membership

(1) An individual or organisation eligible for a class of membership under rule 5, other than Honorary Membership, may apply to the Executive Committee for membership in that class.

(2) The application must:

(a) be in writing;

(b) state the applicant's name and contact details, and the class of membership sought;

(c) include a statement that the applicant supports the objects of the Association and agrees to comply with the Act and these rules; and

(d) be signed or otherwise authenticated by the applicant (if an individual) or a person authorised to act on behalf of the applicant (if an organisation).

(3) The Executive Committee may determine the form in which an application for membership must be made.

(4) An application for membership does not require nomination, endorsement or support by an existing member.

## 7. Membership admission

(1) The Executive Committee must consider each application for membership as soon as practicable and decide whether to accept or reject the application.

(2) The Executive Committee may reject an application if it is not satisfied that:

(a) the applicant meets the eligibility requirements for the class of membership sought;

(b) the applicant supports the objects of the Association;

(c) the applicant agrees to comply with the Act and these rules; or

(d) the application complies with rule 6.

(3) The Executive Committee may request reasonable information or evidence from an applicant to determine eligibility.

(4) The Executive Committee must give the applicant written notice of its decision as soon as practicable after making the decision.

(5) If the Executive Committee accepts an application, membership begins:

(a) if there is no joining fee, on the day the Executive Committee accepts the application; or

(b) if there is a joining fee, on the later of the day the Executive Committee accepts the application and the day the applicant pays the joining fee.

## 8. Register of members

(1) The Executive Committee must cause the Association to keep and maintain a register of its members in accordance with the Act, section 67. The register must record each member's name, contact details, class of membership, and date of admission to membership.

(2) As soon as practicable after a person or organisation ceases to be a member, the Secretary, or a person authorised by the Secretary, must remove the former member's details from the register of members and enter them in a separate record of former members, recording their name, class of membership, date of admission and date of cessation of membership.

(3) A member may apply in writing to the Executive Committee, through the Secretary, to inspect the register of members at a reasonable time. The application must be dealt with, and access provided, in accordance with the Act, sections 67A and 67B.

## 9. Membership fees

(1) The Executive Committee may determine the joining fee and the annual membership fee payable for each class or sub-category of membership, including any reduced annual fee for members admitted part-way through a financial year.

(2) The annual membership fee is due and payable on 1 July in each year or on another date decided by the Executive Committee (the ***due date***).

(3) If membership begins on or after the due date, the annual membership fee for that financial year is payable on admission and is:

(a) if membership begins less than 6 months after the due date—the full annual fee; or

(b) if membership begins 6 months or more after the due date—the reduced annual fee determined by the Executive Committee under subrule (1), or the full annual fee if no reduced fee has been determined by the Executive Committee.

(4) The Executive Committee may waive all or part of a member's annual membership fee if satisfied that the circumstances, including the member's financial ability to pay, justify the waiver.

(5) A Reciprocal Member is not required to pay a joining fee or annual membership fee.

(6) An Honorary Member is not required to pay a joining fee or annual membership fee.

## 10. Membership rights

(1) Subject to these rules, a member is entitled to:

(a) receive notice of, attend and speak at general meetings;

(b) vote at general meetings;

(c) nominate for, be nominated for and hold office on the Executive Committee; and

(d) exercise any other right of membership provided by these rules.

(2) Each member is entitled to 1 vote at a general meeting.

(3) The rights of an Organisational Member or Reciprocal Member are exercised by its representative in accordance with rule 12.

(4) The rights of an unfinancial member are subject to rule 11.

## 11. Unfinancial members

(1) A member becomes an unfinancial member if an annual membership fee payable by the member remains unpaid 3 months after the date on which the fee became due.

(2) While a member is unfinancial, the member:

(a) remains a member of the Association;

(b) is not entitled to vote at a general meeting;

(c) is not entitled to nominate for, be nominated for, or be elected or appointed to, the Executive Committee; and

(d) may exercise any other right of membership that is not inconsistent with this rule.

(3) An unfinancial member ceases to be unfinancial when the member pays all outstanding annual membership fees, or when the Executive Committee waives the outstanding fees under rule 9(4).

(4) A member who becomes unfinancial while holding office on the Executive Committee does not cease to hold office solely because of becoming an unfinancial member.

## 12. Representatives of Organisational Members and Reciprocal Members

(1) An Organisational Member or Reciprocal Member must appoint an individual as its representative for the purpose of exercising the member's rights under these rules.

(2) The appointment of a representative must be made by written notice to the Association stating the representative's name and contact details.

(3) An Organisational Member or Reciprocal Member may change its representative at any time by written notice to the Association.

(4) A representative may, on behalf of the Organisational Member or Reciprocal Member, exercise any right that the member is entitled to exercise under these rules, including the right to:

(a) receive notice of, attend and speak at a general meeting;

(b) vote at a general meeting;

(c) nominate for, and hold office on, the Executive Committee; and

(d) exercise any other right of membership conferred by these rules.

(5) An Organisational Member or Reciprocal Member must have only 1 representative at a time.

(6) An individual must not be the representative of more than 1 Organisational Member or Reciprocal Member at the same time.

(7) The appointment of a representative ends when:

(a) the Organisational Member or Reciprocal Member changes its representative; or

(b) the membership of the Organisational Member or Reciprocal Member ends.

(8) The appointment of an individual as a representative does not make the representative an Individual Member of the Association.

### 13. Cessation of membership

(1) A person's or organisation's membership of the Association ceases if:

(a) the member resigns under rule 14;

(b) an annual membership fee payable by the member remains unpaid for 12 months after its due date;

(c) the member ceases to be eligible for the class of membership to which the member belongs;

(d) membership is cancelled as a result of disciplinary action taken under division 3.2;

(e) the member is an individual and dies;

(f) the member is a corporation and is wound up;

(g) the member is a Reciprocal Member and the reciprocal membership arrangement between the Association and the Reciprocal Member ends;

(h) the member is an incorporated association, and its incorporation is cancelled under the Act, section 83, 85 or 93; or

(i) the Association is wound up under the Act, section 88 or 90.

(2) The membership of an Honorary Member ends only in accordance with paragraph (1)(a), (d), (e) or (i), and is not affected by the individual's failure to pay a membership fee.

(3) Where a person or organisation ceases to be a member, the Secretary must update the register of members and the record of former members in accordance with rule 8(2).

### 14. Member resignation

(1) A member may resign their membership by giving written notice to the Executive Committee.

(2) The resignation takes effect on the day the Executive Committee receives the notice, or, if another day is stated in the notice, on that day.

### 15. Membership rights and liabilities not transferable

A member's rights and liabilities:

(a) are not transferable; and

(b) end when the member's membership ends.

### 16. Associate status

(1) The Executive Committee may grant associate status to an individual or organisation that:

(a) supports the objects of the Association; and

(b) does not satisfy, or is not intended to satisfy, the eligibility requirements for membership under rule 5.

(2) Associate status:

(a) does not constitute membership of the Association;

(b) does not confer any right to vote at a general meeting;

(c) does not confer eligibility for election or appointment to the Executive Committee; and

(d) does not confer any other right of membership under these rules.

(3) The Executive Committee may determine the criteria and process for granting associate status, any fee payable for associate status, and the associated benefits or privileges.

(4) The Executive Committee may revoke associate status at any time by written notice.

(5) The Executive Committee must not grant or continue associate status if it considers that doing so would compromise the independence of the Association or conflict with its objects.

# PART 3 — DISPUTE RESOLUTION AND DISCIPLINARY PROCEDURE

## *Division 3.1 — Dispute resolution procedure*

### 17. Application

This division sets out the procedure for resolving disputes under the Act or these rules between:

(a) a member and another member;

(b) a member and the Executive Committee; or

(c) a member and the Association.

*Examples: disputes under the Act or these rules*

1. *A dispute about when the annual membership fee is due.*
2. *A dispute about when an annual general meeting must be held.*
3. *A dispute arising out of a refusal of a request under the Act, section 67B, by a member to restrict access to personal information about the member recorded in the register of members.*
4. *A dispute about whether the Association is acting in accordance with its objects.*
5. *A dispute about whether a member is acting in accordance with the Association's objects.*

*Note 1: There are further requirements for dispute resolution procedures in the Act, section 65B.*
*Note 2: Under the Act, section 53, a court may, on application by the Association or a member, direct a person to comply with these rules and declare and enforce the rights or obligations of members or the Association.*

### 18. Meaning of party to a dispute

In this division, ***party to a dispute*** means:

(a) if the dispute is between members—the members;

(b) if the dispute is between a member and the Executive Committee—the member and the Executive Committee; or

(c) if the dispute is between a member and the Association—the member and the Association, represented by the Executive Committee.

*Note: A member may appoint someone to act on their behalf in the dispute resolution procedure (see Act, section 65B(2)).*

### 19. Resolving dispute by agreement

(1) The parties to a dispute must attempt to resolve the dispute by agreement.

(2) If the parties cannot resolve the dispute by agreement, a party may ask the Executive Committee to help resolve it, but only if the Executive Committee is not a party to the dispute.

### 20. Starting the dispute resolution procedure

(1) If the parties cannot resolve the dispute by agreement under rule 19, any party may start the dispute resolution procedure by giving written notice to the Executive Committee.

*Note: A member who is the subject of a disciplinary procedure must not start a dispute resolution procedure in relation to the same matter until the disciplinary procedure (including any appeal) is complete (see Act, section 65C(4)).*

(2) The notice must include:

(a) the names and contact details of the parties to the dispute;

(b) a brief summary of the matters in dispute (a ***dispute summary***), including the relevant provisions of the Act and these rules (if known); and

(c) a brief description of the steps the parties have taken to resolve the dispute.

### 21. Appointing a decision-maker

(1) As soon as practicable after receiving a notice under rule 20, the Executive Committee must appoint a decision-maker to decide the outcome of the dispute.

(2) The Executive Committee must ensure that the decision-maker:

(a) is unbiased;

(b) has, or can quickly acquire, knowledge of the following:

(i) the Act;

(ii) these rules;

(iii) the Association's objects;

(iv) the management and operation of the Association; and

(c) does not have a conflict of interest.

(3) The Executive Committee must give the decision-maker a copy of the notice.

*Note: For laws about appointments, see the Legislation Act, part 19.3.*

### 22. Notifying parties of the decision-maker

(1) As soon as practicable after a decision-maker is appointed under rule 21, the Secretary must give written notice to each party to the dispute that the dispute resolution procedure has started.

(2) If the Executive Committee is a party to the dispute, the Secretary is not required to give the Executive Committee notice under subrule (1).

(3) The notice must include:

(a) a copy of the dispute summary;

(b) the name and contact details of the decision-maker; and

(c) information about the dispute resolution procedure.

### 23. Opportunity to be heard

(1) Before deciding the outcome of a dispute, the decision-maker must invite each party to make a written or oral submission (or both) about the dispute.

(2) The invitation must state:

(a) if written submissions are invited—a period of at least 14 days in which a party may make a written submission (the ***submission period***); and

(b) if oral submissions are invited—the day and time when the party can make their oral submission, which must fall within the submission period.

(3) With the parties' agreement, the decision-maker may also attempt to resolve the dispute by agreement.

### 24. Outcome of dispute resolution procedure

As soon as practicable after the submission period ends, the decision-maker must:

(a) consider any submissions received during the submission period;

(b) decide the outcome of the dispute (the ***dispute decision***);

(c) give the parties to the dispute a written notice stating:

(i) the dispute decision;

(ii) the reasons for the dispute decision;

*Note: For what must be included in a statement of reasons, see the Legislation Act, section 179.*

(iii) each party's right to appeal the dispute decision under division 3.3; and

(d) if the Executive Committee is not a party to the dispute—give the Executive Committee a copy of the notice mentioned in paragraph (c).

### 25. Ending a dispute by agreement

(1) The parties may agree to end the dispute at any time before the decision-maker decides the outcome of the dispute.

(2) If the parties agree to end the dispute, they must give written notice of the agreement and its terms to:

(a) the Executive Committee, if it is not a party to the dispute; and

(b) the decision-maker, if one has been appointed for the dispute.

## *Division 3.2 — Disciplinary procedure*

### 26. Meaning of disciplinary action

***Disciplinary action***, against a member of the Association in relation to the member's status as a member of the Association, includes any of the following:

(a) reprimanding the member in writing;

(b) suspending some or all of the member's rights and privileges for a stated period;

(c) suspending the member's membership for a stated period; or

(d) cancelling the member's membership and disqualifying the member from applying for membership for a stated period.

## 27. Application

This division sets out the disciplinary procedure the Association must follow if it proposes to take disciplinary action against a member.

*Note 1: There are further requirements for disciplinary procedures in the Act, section 65C.*
*Note 2: A court may direct a person to comply with these rules and may declare and enforce the rights or obligations of members or the Association (see Act, section 53).*
*Note 3: The Association may (but need not) also use the disciplinary procedure set out in this division if it proposes to take other disciplinary action against a member.*

## 28. Grounds for disciplinary action

Each of the following is a ***ground for disciplinary action*** against a member:

(a) the member has failed to comply with the Act or these rules;

(b) the member has acted in a way that is likely to be harmful to the Association.

## 29. Proposing disciplinary action

If the Executive Committee is satisfied that a ground for disciplinary action exists in relation to a member, it may, by resolution, propose to take disciplinary action (the ***proposed disciplinary action***) against the member in relation to their status as a member.

## 30. Appointing a decision-maker

(1) If the Executive Committee passes a resolution under rule 29, the Executive Committee must appoint a decision-maker to decide whether to take the proposed disciplinary action.

*Note: For laws about appointments, see the Legislation Act, part 19.3.*

(2) The Executive Committee must ensure that the decision-maker:

(a) is unbiased;

(b) has, or can quickly acquire, knowledge of the following:

(i) the Act;

(ii) these rules;

(iii) the Association's objects;

(iv) the management and operation of the Association; and

(c) does not have a conflict of interest.

(3) The Executive Committee must give the decision-maker the following information in writing:

(a) the name and contact details of the member who is the subject of the proposed disciplinary action;

(b) details about the proposed disciplinary action; and

(c) the grounds for the proposed disciplinary action.

## 31. Notifying member of proposed disciplinary action

(1) As soon as practicable after appointing a decision-maker under rule 30, the Executive Committee must give the member written notice that the disciplinary procedure has started.

(2) The notice must include:

(a) details about the proposed disciplinary action;

(b) the grounds for the proposed disciplinary action;

(c) the name and contact details of the decision-maker; and

(d) information about the disciplinary procedure.

### 32. Opportunity to be heard

(1) Before deciding whether to take the proposed disciplinary action, the decision-maker must invite the member to make a written or oral submission (or both) about:

(a) the proposed disciplinary action; and

(b) the grounds for the proposed disciplinary action.

(2) The invitation must state:

(a) if written submissions are invited—a period of at least 14 days in which the member may make a written submission (the ***submission period***); and

(b) if oral submissions are invited—the day and time when the member can make their oral submissions, which must fall within the submission period.

### 33. Outcome of disciplinary procedure

(1) As soon as practicable after the submission period ends, the decision-maker must:

(a) consider any submissions received during the submission period;

(b) decide whether to take the proposed disciplinary action, another disciplinary action, or no disciplinary action against the member (the ***disciplinary action decision***); and

(c) give the member and the Executive Committee written notice stating:

(i) the decision and the reasons for it;

(ii) if disciplinary action is to be taken, the date it takes effect; and

(iii) that the member or the Executive Committee may appeal the disciplinary action decision under division 3.3.

(2) If the decision is to cancel the member's membership, the Secretary must remove the member's details from the register of members and enter them in the record of former members in accordance with rule 8(2).

(3) If the decision is to suspend the member's membership for a stated period:

(a) the person is taken not to be a member during the period of the suspension; and

(b) the period of suspension does not affect the person's liability to pay the annual membership fee.

### 34. Stopping the disciplinary procedure

(1) The Executive Committee may, by resolution, stop a disciplinary procedure against a member at any time before the decision-maker makes the disciplinary action decision.

(2) If the Executive Committee decides to stop the disciplinary procedure, the Executive Committee must give written notice to the member and the decision-maker stating:

(a) that the Executive Committee has decided to stop the disciplinary procedure; and

(b) the reasons for the Executive Committee's decision to stop the disciplinary procedure.

### 35. No further disciplinary action for the same conduct

If a decision-maker makes a disciplinary action decision in relation to a member, no further disciplinary action may be proposed or taken against the member in relation to the conduct forming the grounds for disciplinary action specified in the notice given under rule 31.

## *Division 3.3 — Appealing decisions*

### 36. Setting aside a decision

A dispute decision or disciplinary action decision may be set aside only by special resolution of the Association.

### 37. Who may appeal a decision?

(1) A party to a dispute may appeal the dispute decision.

(2) Either of the following may appeal a disciplinary action decision:

(a) the member who is the subject of the disciplinary action decision; or

(b) the Executive Committee.

### 38. Appeal notices

A person appealing a decision must, within 7 business days after being given notice of the decision, give the Secretary written notice of the appeal (an ***appeal notice***) stating the grounds for the appeal.

### 39. Withdrawing an appeal

A person appealing a decision may, at any time before the appeal is decided, withdraw the appeal by giving written notice to the Secretary.

### 40. General meeting to decide appeal

(1) As soon as practicable after receiving an appeal notice:

(a) the Secretary must give the parties to the appeal a copy of the appeal notice; and

(b) the Executive Committee must call a general meeting to consider a special resolution about the appeal.

(2) The chair of the general meeting must ensure that:

(a) the special resolution is the only item of business at the general meeting;

(b) each party to the appeal has an opportunity to be heard about the special resolution; and

(c) the members vote on the special resolution by a secret ballot.

(3) The parties to the appeal must not vote on the special resolution.

(4) In this rule:

***party to the appeal*** means:

(a) if the appeal is against a dispute decision—the parties to the dispute; and

(b) if the appeal is against a disciplinary action decision:

(i) the member who is the subject of the disciplinary procedure; and

(ii) the Executive Committee.

# PART 4 — EXECUTIVE COMMITTEE

## *Division 4.1 — Executive Committee composition, functions and office bearers*

### 41. Functions and powers of the Executive Committee

(1) The Executive Committee is responsible for the management and control of the affairs of the Association, subject to the Act, these rules and any resolution passed by the Association in general meeting.

(2) Without limiting subrule (1), the Executive Committee may exercise the functions and powers of the Association under the Act and these rules, except for matters that must be decided by the members at a general meeting.

(3) The Executive Committee must exercise its functions and powers in good faith, in the best interests of the Association and to further its objects.

*Note 1: Executive Committee members have duties of care and diligence, good faith and proper purpose and duties about the use of their position and the use of information obtained because of their position (see Act, div 4.2 and dict, def officer).*
*Note 2: The Executive Committee has the management of the Association (see Act, section 60).*
*Note 3: Matters reserved to the members include electing Executive Committee members (rule 50), removing an Executive Committee member (rule 52), deciding appeals (rule 40), the business of the annual general meeting (rule 68(3)), altering these rules or the objects (rule 81), and nominating the recipient of surplus property on winding up (rule 82).*
*Note 4: An Executive Committee member must notify the Association of any change of address within 1 month (see Act, section 62(2)).*

### 42. Composition of the Executive Committee

(1) The Executive Committee comprises 7 elected members:

(a) 4 of whom are elected at the annual general meeting held in 2027 and each odd-numbered year thereafter; and

(b) 3 of whom are elected at the annual general meeting held in 2028 and each even-numbered year thereafter.

(2) The Executive Committee may co-opt up to 2 additional members to the Executive Committee under rule 54.

(3) The Executive Committee may act despite a vacancy in its membership. However, if the number of Executive Committee members is less than the quorum under rule 59, the Executive Committee may act only to:

(a) fill vacancies under rule 53; or

(b) call a general meeting.

### 43. Status of member representatives

(1) An Executive Committee member who is the representative of an Organisational Member or Reciprocal Member holds office as a member of the Executive Committee in their own right

and must perform their functions and exercise their powers in the best interests of the Association.

(2) Without limiting subrule (1), a person referred to in that subrule is not appointed to the Executive Committee as a delegate of the Organisational Member or Reciprocal Member and is not required to act in accordance with that member's directions, preferences or interests.

(3) This rule does not prevent an Individual Member from holding office on the Executive Committee merely because the individual is employed by, engaged by, or otherwise affiliated with:

(a) an Organisational Member or Reciprocal Member; or

(b) the same organisation as another member of the Executive Committee who is the representative of that organisation.

(4) A member of the Executive Committee who is the representative of an Organisational Member or Reciprocal Member does not cease to hold office on the Executive Committee solely because the person ceases to be that representative if:

(a) the person is an Individual Member of the Association; or

(b) the person applies for Individual Membership within 21 days after ceasing to be the representative (the ***applicable period***).

(5) Until an application for Individual Membership made under subrule (4)(b) is accepted, the person may attend and participate in meetings of the Executive Committee, but is not entitled to vote at a meeting of the Executive Committee or to be counted in determining whether a quorum is present.

(6) If the application is accepted, the person continues to hold office on the Executive Committee as an Individual Member.

(7) If the person does not apply for Individual Membership within the applicable period, withdraws their application for Individual Membership, or has that application refused, the person's office on the Executive Committee becomes vacant immediately after the end of the applicable period, or on withdrawal or refusal of the application, as applicable.

## 44. Delegation to subcommittees

(1) The Executive Committee may delegate a function of the Executive Committee under these rules to 1 or more subcommittees.

(2) However, the Executive Committee must not delegate a function given to the Executive Committee:

(a) under the Act or another territory law; or

(b) by resolution of the members at a general meeting.

*Note: For laws about delegations, see the Legislation Act, part 19.4.*

(3) If the Executive Committee delegates a function to a subcommittee, the subcommittee may, subject to any limitation or condition in the delegation:

(a) meet on the dates and at the times and places agreed by the subcommittee; and

(b) decide its own procedures.

## 45. Appointment of Office Bearers

(1) The Executive Committee must appoint a Chair, a Secretary and a Treasurer from among its members. It may also appoint a Deputy Chair from among its members.

(2) An appointment under subrule (1) continues until the conclusion of the first meeting of the Executive Committee held after the next annual general meeting, unless the appointee earlier ceases to hold office under these rules or the Executive Committee resolves to end the appointment. The Executive Committee may reappoint an Office Bearer.

(3) If an Office Bearer position becomes vacant, the Executive Committee may appoint an eligible member of the Executive Committee to fill the vacancy. The appointment continues for the remainder of the period applicable under subrule (2), unless the Executive Committee resolves to end the appointment earlier.

(4) A member of the Executive Committee must not hold more than 1 Office Bearer position at the same time.

(5) If an Office Bearer position is vacant, or an Office Bearer is temporarily unable to perform the functions of the office, the Executive Committee may, by resolution, appoint another member of the Executive Committee (other than a co-opted member) to act in the office for the period specified in the resolution. A member may be appointed to act under this subrule only if the member does not hold another Office Bearer position. An acting appointment does not, of itself, constitute an appointment to the office under subrule (1) or (3).

## 46. Functions of Office Bearers

(1) The functions of the Chair include:

- (a) chairing Executive Committee meetings and general meetings (including the annual general meeting); and
- (b) exercising any other function given to the Chair:
  - (i) under the Act or these rules; or
  - (ii) by the Executive Committee or the members to achieve the Association's objects.

(2) The functions of the Deputy Chair (if any) include:

- (a) exercising the functions of the Chair if the Chair is unavailable to exercise those functions for any reason; and
- (b) exercising any other function given to the Deputy Chair:
  - (i) under the Act or these rules; or
  - (ii) by the Executive Committee or the members to achieve the Association's objects.

(3) The functions of the Secretary include:

- (a) keeping minutes of Executive Committee meetings and general meetings (including annual general meetings);
- (b) ensuring that the Australian Charities and Not-for-profits Commission is notified of the appointment or cessation of an Executive Committee member, in accordance with the applicable requirements of the *Australian Charities and Not-for-profits Commission Act 2012* (Cth); and
- (c) exercising any other function given to the Secretary:

(i) under the Act or these rules; or

(ii) by the Executive Committee or the members to achieve the Association's objects.

(4) The functions of the Treasurer include:

(a) keeping the accounting records;

(b) preparing the statement of accounts;

(c) presenting the required documents at the annual general meeting;

(d) lodging any documents required under the Act, section 79, or the *Australian Charities and Not-for-profits Commission Act 2012* (Cth); and

(e) exercising any other function given to the Treasurer:

(i) under the Act or these rules; or

(ii) by the Executive Committee or the members to achieve the Association's objects.

### 47. Delegating functions of Office Bearers

(1) An Office Bearer may delegate their functions under these rules to any other Executive Committee member.

(2) However, an Office Bearer must not delegate a function given to them:

(a) under the Act or another territory law; or

(b) by resolution of the members at a general meeting.

*Note: For laws about delegations, see the Legislation Act, part 19.4.*

## *Division 4.2 — Executive Committee elections, terms, vacancies and removal*

### 48. Becoming an Executive Committee member

A member of the Association, or the representative of an Organisational Member or Reciprocal Member, becomes an Executive Committee member if the member:

(a) is elected to the Executive Committee at an annual general meeting under rule 50;

(b) is appointed by the Executive Committee to fill a casual vacancy under rule 53; or

(c) is co-opted to the Executive Committee under rule 54.

### 49. Nominations for election to the Executive Committee

(1) The Secretary must, at least 28 days before an annual general meeting, give written notice to the members calling for nominations for election to the Executive Committee.

(2) A nomination of a member must:

(a) be in writing;

(b) be signed by 2 other members;

(c) include the written consent of the nominated member; and

(d) be given to the Secretary not later than 16 days before the annual general meeting.

(3) The Executive Committee must not accept the nomination of a nominated person if:

(a) the nominated person is disqualified from election under the Act, section 63 to 63B, rule 11(2)(c), or rule 55; or

(b) disciplinary action has been taken against the nominated person under division 3.2 in the previous 2 years.

### 50. Election of Executive Committee members

(1) At each annual general meeting, an election must be held to fill each position whose term ends at the end of that meeting under rule 51(2).

(2) If the number of nominations exceeds the number of vacancies on the Executive Committee, the members at the annual general meeting must vote to decide who is elected to the Executive Committee.

(3) If the number of nominations is equal to or less than the number of vacancies on the Executive Committee, the nominated members are taken to be elected to the Executive Committee at the annual general meeting.

(4) If 2 or more candidates receive the same number of votes and not all of them can be elected, the person conducting the election must determine by lot which candidate or candidates are elected.

(5) If there are unfilled vacancies after members are elected to the Executive Committee under subrule (3), the person conducting the election must call for further nominations to fill those vacancies.

(6) If the person conducting the election calls for further nominations under subrule (5), the person must not accept the nomination of a member if:

(a) the nomination is not supported by 2 other members;

(b) the nominated person has not consented to the nomination;

(c) the nominated person is disqualified from election to the Executive Committee under the Act, section 63 to 63B, rule 11(2)(c), or rule 55; or

(d) disciplinary action has been taken against the nominated person under division 3.2 in the previous 2 years.

(7) If the person conducting the election calls for further nominations under subrule (5):

(a) if the number of nominations exceeds the number of vacancies to be filled—the members at the meeting must vote to decide who is to be elected to fill the vacancies;

(b) if the number of nominations is the same as, or fewer than, the number of vacancies to be filled—the nominated members are taken to be elected to the Executive Committee; or

(c) if any positions on the Executive Committee remain unfilled—the positions are taken to be vacant.

(8) The Executive Committee or the members at an annual general meeting may appoint a Returning Officer to conduct an election under this rule.

(9) A person must not be appointed as Returning Officer if the person:

(a) is a member of the Executive Committee; or

(b) is a candidate in the election.

(10) If no Returning Officer is appointed, the Chair must conduct the election unless the Chair is a candidate in the election or is otherwise unable to conduct it. In that case, the members at the annual general meeting must appoint another person to conduct the election.

## 51. Terms of office

(1) The term of office of an Executive Committee member begins:

(a) at the end of the annual general meeting at which the member is elected; or

(b) for an Executive Committee member appointed to fill a casual vacancy under rule 53—on the day the appointment commences.

(2) The term of office of an Executive Committee member ends on the earliest of the following:

(a) for an Executive Committee member elected at an annual general meeting—at the end of the second annual general meeting held after the meeting at which they were elected;

(b) for an Executive Committee member appointed to fill a casual vacancy under rule 53—the end of the annual general meeting at which the term of office of the vacant position would have ended if the position had not become vacant;

(c) the day the Executive Committee member's resignation from the Executive Committee takes effect;

(d) the day the Executive Committee member ceases to be a member of the Association, except as provided by rule 43(4) to 43(7);

(e) the day the Executive Committee member becomes disqualified from holding office under the Act, section 63 to 63B;

(f) the day the Executive Committee member's office becomes vacant under rule 43(7); or

(g) the day the Executive Committee member's removal from office under rule 52 takes effect.

(3) A co-opted Executive Committee member serves on the Executive Committee for the period stated in rule 54(4)(a).

## 52. Removal of Executive Committee member from office

(1) The Association may, by resolution passed at a general meeting, remove an Executive Committee member from the Executive Committee before the end of their term of office if the member:

(a) fails to comply with or discharge their duties under the Act (duty of care and diligence; good faith and proper purpose);

(b) contravenes the Act, section 66C (use of position) or section 66D (use of information);

(c) is absent without the consent of the Executive Committee for:

(i) 3 consecutive Executive Committee meetings; or

(ii) all meetings of the Executive Committee held during a period of 6 months, if at least 2 meetings were held during that period;

(d) engages in conduct that has been, or is likely to be, seriously prejudicial to the interests or reputation of the Association; or

(e) has seriously or persistently breached a code of conduct for Executive Committee members adopted by resolution of the Executive Committee.

(2) The notice of the general meeting must state the proposed resolution and the grounds for removal. The Secretary must give the Executive Committee member a copy of the notice when it is given to members.

(3) The member must be given a reasonable opportunity to respond to the proposed resolution and may:

(a) give the Secretary a written statement of not more than 1,000 words, which the Secretary must circulate to members before the meeting if received at least 7 days before the meeting, or otherwise table at the meeting; and

(b) address the meeting before the resolution is put to a vote.

### 53. Filling casual vacancies

(1) The Executive Committee may appoint a member to fill a position on the Executive Committee that:

(a) was not filled at an annual general meeting; or

(b) becomes vacant before the end of the applicable term of office.

(2) The member appointed to fill the casual vacancy holds office on the Executive Committee for the remainder of the applicable term of office.

(3) The Executive Committee must not appoint a member under this rule if disciplinary action has been taken against the member under division 3.2 in the previous 2 years.

### 54. Co-opting additional members to Executive Committee

(1) The Executive Committee may, by resolution, co-opt up to 2 additional persons to the Executive Committee if the Executive Committee considers that each person has the skills, knowledge or experience that would materially assist the Association in achieving its objects.

(2) A person may be co-opted only if:

(a) the person is a member of the Association or is the representative of an Organisational Member or Reciprocal Member; and

(b) the person is not prevented from being co-opted by rule 55.

(3) The Executive Committee must not co-opt a member under this rule if disciplinary action has been taken against the member under division 3.2 in the previous 2 years.

(4) A person co-opted under this rule:

(a) holds office until the conclusion of the next annual general meeting after their appointment, unless they earlier cease to hold office under these rules;

(b) has the same rights, duties and responsibilities as an elected Executive Committee member, including voting rights, subject to paragraph (c); and

(c) must not be appointed as an Office Bearer under rule 45.

(5) A vacancy in a co-opted position is not a casual vacancy under rule 53.

### 55. Limit on consecutive terms served by Executive Committee members

(1) A person must not serve more than 3 consecutive terms as a member of the Executive Committee.

(2) Two terms are consecutive unless, between them, the person did not hold office on the Executive Committee in any capacity for a continuous period of at least 12 months or for the whole period between 2 consecutive annual general meetings, whichever is shorter.

(3) A person who has served 3 consecutive terms is not eligible for appointment or election to the Executive Committee during the period beginning when the person's third consecutive term ends and ending at the conclusion of the next annual general meeting held after that term ends (the ***exclusion period***).

(4) For this rule, each of the following is a separate period of service:

(a) a period during which a person holds office following election under rule 50;

(b) a period during which a person holds office following appointment to fill a casual vacancy under rule 53.

(5) A period of service counts as 1 term if an annual general meeting is held during the period, excluding an annual general meeting at the end of which the period begins or ends.

(6) A period during which a person is co-opted to the Executive Committee under rule 54 does not count as a term for the purpose of calculating the limit on consecutive terms.

(7) Despite subrule (3), the Executive Committee may, in exceptional circumstances, recommend that a person who is in an exclusion period should be co-opted to the Executive Committee under rule 54.

(8) A recommendation under subrule (7) must be approved by ordinary resolution at a general meeting before the person may be co-opted to the Executive Committee.

(9) A person may be co-opted under subrule (7) only once during the exclusion period arising from the person's service of 3 consecutive terms.

(10) A person's eligibility under this rule is determined when the person is elected, appointed or co-opted to the Executive Committee. This rule does not, of itself, terminate a person's existing term of office.

### *Division 4.3 — Executive Committee meetings*

#### 56. Executive Committee meetings

(1) The Executive Committee must meet at least 3 times in each calendar year.

(2) Executive Committee meetings must be held on the dates, times and places decided by the Executive Committee.

(3) The Executive Committee may, by resolution, decide to hold an Executive Committee meeting using a method of communication that allows members taking part to hear or otherwise know what each other says, without being in each other's presence.

*Examples of methods of communication: video conferencing software, instant messaging, telephone conferencing.*

(4) An Executive Committee member who takes part in a meeting conducted under subrule (3) is taken, for all purposes, to be present at the meeting.

### 57. Notice of Executive Committee meetings and business

(1) The Secretary must give each Executive Committee member notice of an Executive Committee meeting at least:

(a) 48 hours before the meeting; or

(b) if the Executive Committee unanimously agrees on another period—that period before the meeting.

(2) The notice must state:

(a) the date, time and place of the meeting; and

(b) the general nature of the business to be conducted.

(3) The Executive Committee may conduct business only if:

(a) the business is mentioned in the Executive Committee meeting notice; or

(b) a majority of the Executive Committee members present at the meeting agree that:

(i) the business is urgent; and

(ii) it is appropriate to conduct the business at the meeting.

### 58. Chairing Executive Committee meetings

An Executive Committee meeting must be chaired by:

(a) the Chair;

(b) if the Chair is absent—the Deputy Chair (if appointed); or

(c) if both the Chair and Deputy Chair are absent—an Executive Committee member elected to chair the meeting by the members present.

### 59. Quorum for Executive Committee meetings

(1) The Executive Committee may conduct business at a meeting only if there is a quorum of 3 Executive Committee members.

(2) If there is not a quorum at the stated time, the meeting is postponed for 30 minutes.

(3) If there is still no quorum, the meeting ends.

*Note: If a quorum for an Executive Committee meeting is not reached because an Executive Committee member present at the meeting has a personal interest in a matter being considered, a general meeting may be called to pass a resolution to deal with the matter (see Act, section 65A(3)).*

### 60. Voting

(1) Each Executive Committee member:

(a) has 1 vote on each question at an Executive Committee meeting; and

(b) must vote personally.

(2) A motion is carried if a majority of the votes cast on the motion are in favour.

(3) If the votes on a question are equal, the chair has a second or deciding vote.

(4) The Executive Committee members at an Executive Committee meeting may vote on a question at the meeting orally, in writing or by a show of hands.

(5) A vote on a question at an Executive Committee meeting must be by ballot conducted at the meeting if:

(a) the chair decides the vote is to be by ballot; or

(b) at least 2 Executive Committee members request the vote be by ballot.

(6) If a ballot is required, the chair must decide how the ballot is to be conducted.

(7) For this rule, voting personally includes voting while taking part in an Executive Committee meeting conducted using a method of communication that allows an Executive Committee member taking part to hear or otherwise know what each other Executive Committee member taking part says without the members being in each other's presence.

### 61. Minutes of Executive Committee meetings

(1) The Executive Committee must ensure that minutes are taken and kept for each Executive Committee meeting.

(2) The following must be recorded in the minutes:

(a) the names of the Executive Committee members present at the meeting;

(b) whether the Executive Committee agreed that the minutes of the previous meeting are correct;

(c) a description of the business conducted at the meeting;

(d) if an Executive Committee member makes a disclosure of a material personal interest as required by the Act, section 65(1):

(i) the nature and extent of the interest; and

(ii) the relation of the interest to the Association's activities; and

(e) any motion on which a vote is taken at the meeting and the outcome of the vote.

*Note: A summary of the minutes of Executive Committee meetings must be provided to members on request (see Act, section 35). However, the Executive Committee may refuse access if satisfied that allowing access would be prejudicial to the Association's interests (see Act, section 35A).*

### 62. Executive Committee meeting records

The Executive Committee must keep the following records for each Executive Committee meeting:

(a) Executive Committee meeting notices;

(b) minutes of Executive Committee meetings; and

(c) copies of documents considered at Executive Committee meetings.

### 63. Circular resolutions

(1) The Executive Committee may pass a resolution without a meeting (a ***circular resolution***) in accordance with this rule.

(2) The Chair or Secretary, or a person authorised by either, may give each Executive Committee member written notice of a proposed circular resolution, including by email, which:

(a) sets out the proposed resolution;

(b) includes, or provides access to, relevant supporting documents or information; and

(c) specifies a closing time for votes.

(3) A resolution is passed when a majority of Executive Committee members entitled to vote have signified their assent by the closing time.

(4) An Executive Committee member with a material personal interest in the matter must disclose the interest in writing and is not entitled to vote on the resolution.

(5) The proposed resolution, votes cast and any disclosure under subrule (4) must be recorded in the minutes of the next Executive Committee meeting and retained with the records under rule 62(b).

### *Division 4.4 — Chief executive officer and other personnel*

#### 64. Chief executive officer and other personnel

(1) The Executive Committee may appoint a chief executive officer of the Association on the terms and conditions it decides.

(2) The Executive Committee may employ or engage other staff, contractors and volunteers, or authorise the chief executive officer to do so.

(3) The Executive Committee may, by resolution, delegate any of its functions to the chief executive officer, other than:

(a) a function that the Executive Committee must not delegate under rule 44(2);

(b) appointing or removing the chief executive officer, or deciding the chief executive officer's terms and conditions;

(c) proposing disciplinary action under division 3.2;

(d) calling a general meeting;

(e) approving the Association's annual budget or the statement of accounts to be presented at the annual general meeting; and

(f) this power of delegation.

## PART 5 — ANNUAL AND OTHER GENERAL MEETINGS

#### 65. General meetings called by Executive Committee

The Executive Committee may call a general meeting at any time.

*Note 1: The Association must hold an annual general meeting once each calendar year, within 5 months after the end of the Association's financial year (see Act, section 69).*
*Note 2: The Association's incorporation may be cancelled if it has not convened an annual general meeting during the previous 3 years (see Act, section 93(1)(d)).*

#### 66. General meetings called at request of members

(1) The Executive Committee must call a general meeting (other than an annual general meeting) if:

(a) at least 5% of the members of the Association ask for a meeting to be called (the ***requesting members***); and

(b) the request:

(i) is made in writing;

(ii) is given to the Secretary;

(iii) states the purpose of the meeting; and

(iv) is signed by the requesting members.

(2) If the Executive Committee does not call a general meeting within 1 month after the date of the request, the requesting members may call a general meeting to be held not more than 3 months after the date of the request.

(3) If a general meeting is called under subrule (2), the requesting members must give the general meeting notice required under rule 69(1).

(4) The Executive Committee must reimburse any reasonable expenses incurred by the requesting members in calling a general meeting under subrule (2).

### 67. Remote attendance at general meetings

(1) A general meeting may be held using one or more communication methods that allow each participating member to hear or otherwise know what the other participating members say, without the members being in each other's presence, if:

(a) the Executive Committee decides, by resolution, to hold the meeting using the method of communication; or

(b) for a meeting called by requesting members under rule 66(2)—the requesting members decide to hold the meeting using the method of communication.

*Examples of methods of communication: video conferencing software, instant messaging, telephone conferencing.*

(2) A member who takes part in a general meeting conducted under subrule (1) is taken, for all purposes, to be present at the meeting.

### 68. Annual general meetings: notice and business

(1) The Executive Committee must give each member written notice of an annual general meeting at least 14 days before the meeting.

(2) The notice must:

(a) state the date, time and place of the annual general meeting;

(b) include the agenda for the annual general meeting;

(c) attach minutes of the previous annual general meeting; and

(d) provide information and documents directly relevant to any matters to be considered or decided at the annual general meeting, including documents to be presented under the Act, section 73(1).

*Examples—information relevant to matters to be decided:*

1. *information about nominees for Executive Committee membership*
2. *information about a proposed budget for the Association.*

(3) The following business must be conducted at an annual general meeting:

(a) confirm the minutes of the previous annual general meeting;

(b) elect the Executive Committee in accordance with rule 50;

(c) present the documents mentioned in the Act, section 73(1); and

*Note: The Act, section 73(1) requires the Executive Committee to present a statement of accounts, a reviewer's or auditor's report, and a report about the Executive Committee membership, principal activities and profit or loss.*

(d) consider the documents required to be lodged with the registrar-general under the Act, section 79(1), and with the Australian Charities and Not-for-profits Commission as required under the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).

## 69. Other general meetings: notice and business

(1) The Executive Committee, or the requesting members for a meeting called under rule 66(2), must give each member written notice of a general meeting (a ***general meeting notice***):

(a) at least 14 days before the meeting; or

(b) if a special resolution is to be considered at the meeting—at least 21 days before the meeting.

(2) A general meeting notice must:

(a) state the date, time and place of the meeting;

(b) include the agenda for the meeting;

(c) provide information and documents directly relevant to any matters to be considered or decided at the meeting; and

(d) if a special resolution is proposed, set out the proposed resolution and state that it is intended to be proposed as a special resolution.

(3) A member may give the Secretary written notice about any business the member would like included in the agenda for a general meeting.

(4) If the Secretary receives notice under subrule (3) before the general meeting notice is given, the Secretary must include the business in the agenda for that meeting. Otherwise, the Secretary must include the business in the agenda for the next general meeting for which notice has not been given.

(5) The chair of a general meeting must ensure that the only business conducted at the meeting is:

(a) the business stated in the notice; and

(b) decisions about the procedure of the meeting.

*Examples—decisions about procedure:*

1. *election of chair for the general meeting*
2. *decision to adjourn the general meeting.*

## 70. Proxies

(1) A member of the Association (the ***authorising member***) may authorise another member (the ***proxy***) to vote on their behalf at a general meeting.

(2) A member must not act as a proxy for more than 5 other members at the same general meeting.

(3) The authorisation of a proxy must:

(a) be in writing and in a form approved by the Executive Committee;

(b) identify the authorising member and the proxy, including their name and contact details; and

(c) be signed by the authorising member and the proxy.

(4) The authorisation may include instructions about how the proxy is to vote on the authorising member's behalf.

(5) A proxy must vote in accordance with any instructions given in the proxy authorisation. If no instructions are given for a motion, the proxy may vote as they consider appropriate.

(6) A proxy authorisation must be given to the Secretary at least 24 hours before the meeting.

(7) To remove any doubt, appointing a proxy does not, of itself, mean that the authorising member is present at the general meeting.

### 71. Chairing general meetings

A general meeting must be chaired by:

(a) the Chair;

(b) if the Chair is absent—the Deputy Chair (if appointed); or

(c) if both the Chair and Deputy Chair are absent—a member elected to chair the meeting by members at the meeting.

### 72. Quorum and failure to achieve quorum

(1) The members of the Association may conduct business at a general meeting only if there is a quorum of 5 members present.

(2) If a quorum is not present at the time stated in the notice, the time of the meeting is postponed for 30 minutes.

(3) If a quorum is not present after the 30-minute postponement, the chair of the meeting may adjourn the meeting to another day and time that is not earlier than 7 days, and not later than 14 days, after the meeting that is being adjourned.

(4) After a meeting is adjourned under subrule (3), the Executive Committee must within 48 hours give each member written notice stating:

(a) that the meeting was adjourned under subrule (3); and

(b) the new date, time and place of the meeting.

### 73. Voting at general meetings

(1) Each member of the Association:

(a) has 1 vote on each question arising at a general meeting; and

(b) may vote:

(i) personally; or

(ii) by proxy, if the member has appointed a proxy in accordance with rule 70.

(2) A motion is carried (except in the case of a special resolution) if a majority of the votes cast on the motion are in favour.

*Note: A special resolution needs at least ¾ of the votes to pass (see Act, section 70).*

(3) However, if the votes on a question are equal, the chair has a second or deciding vote.

(4) The members at a general meeting may vote on a question at the meeting orally, in writing or by a show of hands.

(5) However, a vote on a question at a general meeting must be by ballot conducted at the meeting if:

(a) the chair decides the vote is to be by ballot; or

(b) at least 3 members request the vote be by ballot.

(6) For this rule, voting personally includes voting while taking part in a general meeting conducted using a method of communication that allows a member taking part to hear or otherwise know what each other member taking part says without the members being in each other's presence.

### 74. Minutes of general meetings

(1) The Secretary, or another person authorised by the Executive Committee, must take and keep minutes of each general meeting.

(2) The following must be recorded in the minutes:

(a) the names of the members present at the meeting;

(b) any authorisation of a proxy accepted under rule 70;

(c) a description of the business conducted at the meeting;

(d) if a vote is taken at the meeting:

(i) the motion on which the vote is taken;

(ii) the outcome of the vote;

(iii) whether the vote was taken orally, in writing, by a show of hands or by ballot; and

(iv) the number of votes by proxy.

(3) The chair must review the minutes and sign them if they are correct.

(4) The outcome of a vote on a matter at a general meeting is taken to be the resolution of the general meeting of the members of the Association on the matter.

### 75. Adjournment of general meetings

(1) The chair of a general meeting may, at any time, adjourn the meeting if:

(a) there is a quorum; and

(b) a majority of the members present vote to adjourn.

(2) The only business that may be conducted on resumption of an adjourned meeting is the business that remained unfinished when the meeting was adjourned.

# PART 6 — FINANCE

## 76. Source of funds

(1) The Association's funds may only be made up of:

(a) joining fees for the Association determined under rule 9(1);

(b) annual membership fees of members determined under rule 9(1);

(c) fees for associate status under rule 16;

(d) grants, sponsorships, donations and bequests;

(e) interest and other income from investments; and

(f) any other lawful source approved by the Executive Committee, provided that the approval is consistent with the Act, section 114 (investment with associations).

(2) The Association may, by resolution passed at a general meeting, prohibit, limit or give directions about the source of funds under subrule (1)(f), and the Executive Committee must comply with any such resolution.

(3) The Executive Committee must:

(a) ensure that all money received by the Association is deposited into the Association's account with an authorised deposit-taking institution as soon as practicable after the money is received; and

(b) issue a receipt for any money received by the Association as soon as practicable after the money is received, unless it is impracticable to do so.

*Examples—when impracticable to issue receipt: a gold coin donation; an anonymous donation.*

## 77. Use and management of funds

(1) The Association must:

(a) open and maintain an account with an authorised deposit-taking institution;

(b) pay all money received by the Association into the account; and

(c) pay all amounts spent by the Association out of the account.

(2) The Association's income and property must be applied solely towards furthering its objects, and no portion may be distributed, directly or indirectly, to the members of the Association, except as genuine compensation for services rendered or expenses properly incurred on behalf of the Association.

(3) The Executive Committee may make payments on the Association's behalf.

(4) The Executive Committee may delegate its functions under subrule (3) to:

(a) an Executive Committee member; or

(b) a person employed or engaged by the Association.

*Note: For laws about delegations, see the Legislation Act, part 19.4.*

# PART 7 — MISCELLANEOUS

## 78. Records and other documents

(1) The Secretary must keep all the Association's records and other documents, other than accounting records, in their custody or under their control.

(2) The Treasurer must keep the Association's accounting records in their custody or under their control.

(3) The Secretary must ensure that all the Association's records and other documents (other than the register of members and the record of former members) are available for inspection by a member free of charge at a place in the ACT at a reasonable time.

*Note 1: The Executive Committee may refuse to allow a member to inspect a record or other document if satisfied that allowing access would be prejudicial to the Association's interests (see Act, section 35A).*
*Note 2: A copy of certain documents (including these rules) must also be provided to members on request (see Act, section 35) unless the Executive Committee is satisfied that allowing access would be prejudicial to the Association's interests (see Act, section 35A).*
*Note 3: The Act provides for inspection of the register of members (see Act, section 67A). A member may apply to restrict access to personal information of the member recorded on the register of members (see Act, section 67B).*

## 79. Public officer

(1) The Association must have a public officer, as required by the Act.

(2) The public officer holds office until:

(a) the person resigns;

(b) the person is removed from office in accordance with the Act;

(c) the person ceases to be eligible to hold the office under the Act; or

(d) another person is appointed to the office in accordance with the Act.

(3) The Executive Committee may appoint and remove the public officer by resolution. If a vacancy occurs in the office of public officer, the Executive Committee must, within 14 days after the vacancy occurs, appoint by resolution an eligible person to fill the vacancy, as required by the Act, section 64(3).

(4) The public officer must carry out the functions required of a public officer under the Act.

## 80. Common seal

(1) If the Association has a common seal, the Secretary must keep the common seal in their custody.

(2) The common seal may only be attached to a document if its attachment is:

(a) authorised by the Executive Committee; and

(b) witnessed by 2 Executive Committee members.

## 81. Alteration of rules or objects

(1) These rules and the Association's objects may only be altered by special resolution at a general meeting, in accordance with the Act.

(2) The Secretary, or a person authorised by the Secretary, must ensure that:

(a) notice of the alteration is lodged with the registrar-general within 1 month after the special resolution is passed, in accordance with the Act; and

(b) the Australian Charities and Not-for-profits Commission is notified of the alteration within the period required by applicable law.

### 82. Winding up or dissolution

(1) In the event the Association is wound up or dissolved, any surplus property must vest in an eligible recipient nominated by special resolution of the Association and must not be distributed to members.

(2) An eligible recipient under subrule (1) must:

(a) have objects substantially similar to the Association's objects in rule 2;

(b) be a registered charity under the *Australian Charities and Not-for-profits Commission Act 2012* (Cth); and

(c) have rules prohibiting the distribution of its assets and income to its members.

*Note 1: If the Association does not nominate another association, fund, authority or institution, the surplus property will vest in the registrar-general (see Act, section 92(1)(c)).*
*Note 2: A recipient may be nominated only if it complies with the Act, section 92(2) and with the Australian Charities and Not-for-profits Commission Governance Standards.*
*Note 3: In accordance with the Act, section 92(6), **surplus property** means property remaining after payment of the Association's debts and liabilities and the costs, charges and expenses of winding up the Association, subject to any trust affecting the property.*

## PART 8 — TRANSITIONAL PROVISIONS

### 83. Transitional—2026 Amendments to Rules

(1) Part 8 sets out transitional provisions for the amendments to the rules of the Association made by special resolution in 2026.

(2) In this Part:

***1-year term*** means the term of office of an Executive Committee member that begins at the end of the 2027 AGM and ends at the conclusion of the 2028 AGM.

***2026 amendments*** means the amendments of these rules made by special resolution passed at the special general meeting of the Association held in 2026.

***2027 AGM*** means the annual general meeting of the Association conducted in 2027.

***2028 AGM*** means the annual general meeting of the Association conducted in 2028.

***2029 AGM*** means the annual general meeting of the Association conducted in 2029.

***commencement*** means the day the 2026 amendments take effect under the Act.

### 84. Transitional—existing members

(1) A person or organisation who was a member of the Association immediately before commencement continues to be a member of the Association on and from commencement, until the person's or organisation's membership is classified, renewed or otherwise dealt with in accordance with these rules.

(2) The Executive Committee must, as soon as practicable, determine the class of membership that applies to each existing member having regard to:

(a) the nature of the member; and

(b) the membership arrangements applying to the member immediately before commencement.

(3) On the determination of the applicable membership class under subrule (2), the member's membership is governed by the provisions of these rules applying to that class.

### 85. Transitional—Executive Committee until 2027 AGM

(1) Despite rule 51(2), a person who held office as an Executive Committee member immediately before the commencement continues to hold office until the end of the 2027 AGM, unless the person's office ends earlier under these rules.

(2) Rule 42(1) does not apply until the end of the 2027 AGM. Until then, the Executive Committee consists of the persons holding office under subrule (1), or appointed or co-opted under rule 53 or rule 54.

(3) A person appointed under rule 53 to fill a casual vacancy after the commencement and before the 2027 AGM holds office until the end of the 2027 AGM, unless the person's office ends earlier under these rules.

(4) A person who held office as Chair, Deputy Chair, Secretary, or Treasurer immediately before the commencement continues in that office until the conclusion of the first meeting of the Executive Committee held after the 2027 AGM, unless the person ceases to hold office earlier in accordance with these rules.

### 86. Transitional—election of Executive Committee at 2027 AGM

(1) The Executive Committee must appoint a Returning Officer for the 2027 AGM.

(2) The Returning Officer must conduct the election of the Executive Committee at the 2027 AGM in accordance with rule 50, subject to this rule.

(3) Despite rule 42(1) and rule 51(2)(a), at the 2027 AGM an election must be held to fill all 7 elected positions on the Executive Committee, as follows:

(a) 4 elected members must hold office until the conclusion of the 2029 AGM; and

(b) 3 elected members must hold office for a 1-year term, ending at the conclusion of the 2028 AGM.

(4) If fewer than 7 members are elected at the 2027 AGM:

(a) the number of elected members allocated a 1-year term is the number of members elected in excess of 4, up to a maximum of 3;

(b) all other elected members hold a 2-year term; and

(c) vacant positions are allocated 1-year terms until there are 3 1-year positions in total, with any remaining vacant positions allocated 2-year terms.

(5) After the confirmation of the election of members of the Executive Committee at the 2027 AGM, the Returning Officer must determine which of the elected members hold a 1-year term, by the following process:

(a) first, the Returning Officer must give the members elected to the Executive Committee an opportunity to choose to hold a 1-year term; and

(b) if, after the exercise of this choice, an uncertainty continues in the allocation of 1-year terms of office, the Returning Officer must resolve this uncertainty by lot:

(i) if more elected members choose to hold a 1-year term than the required number, the Returning Officer must decide by lot which of those members hold a 1-year position; and

(ii) if fewer elected members choose to hold a 1-year term than the required number, those members hold a 1-year position, and the Returning Officer must decide by lot which of the remaining elected members hold a 1-year term until the required number is reached.

(6) For the purpose of calculating the limit on consecutive terms under rule 55, a period of service on the Executive Committee that began before the commencement of the 2026 amendments to these rules must not be counted as a term, even if that period ends on or after that commencement.

(7) Despite subrule 55(5), a 1-year term served under rule 86 counts as 1 term for the purpose of calculating the limit on consecutive terms under rule 55.

### 87. Repeal of Part 8

Part 8 is repealed on 31 December 2029.