

Rules

The Young Men's Christian Association of Geelong
Incorporated (YMCA Geelong)

A0052485J

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1. PRELIMINARY

1.1 Name

The name of the incorporated association is “The Young Men’s Christian Association of Geelong Incorporated”, also referred to as “YMCA Geelong”.¹

1.2 Purposes

The Purposes for which the Association is established are:

- (a) To promote and further the work of The National Council of the Young Men’s Christian Association of Australia (“the National Council”) (or its successor) in accordance with the Mission Statement adopted by the National Council which is as follows:

“The YMCAs of Australia work together, from a base of Christian Values to provide opportunities for all people to grow in body, mind and spirit”.

This Mission statement is an interpretation of the declaration which was adopted at the 14th World Council of YMCAs, Frechen, Germany, 1998; known as “Challenge 21”:

Affirming the Paris Basis adopted in 1855, as the ongoing foundation statement of the mission of the YMCA, at the threshold of the third millennium, we declare that the YMCA is a world-wide Christian, ecumenical, voluntary movement for women and men with special emphasis on and the genuine involvement of young people and that it seeks to share the Christian ideal of building a human community of justice with love, peace and reconciliation for the fullness of life for all creation.

Each member YMCA is therefore called to focus on certain challenges which will be prioritised according to its own context.

These challenges which are an evolution of the Kampala Principles include:

- ✓ Sharing the good news of Jesus Christ and striving for spiritual, intellectual and physical well-being of individuals and wholeness of communities.
- ✓ Empowering all, especially young people and women to take increased responsibilities and assume leadership at all levels and working towards an equitable society.
- ✓ Advocating for and promoting the rights of women and upholding the rights of children.

¹ Note: under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

- ✓ Fostering dialogue and partnership between people of different faiths and ideologies and recognising the cultural identities of people and promoting cultural renewal.
- ✓ Committing to work in solidarity with the poor, dispossessed, uprooted people and oppressed racial, religious and ethnic minorities.
- ✓ Seeking to be mediators and reconcilers in situations of conflict and working for meaningful participation and advancement of people for their own self-determination.
- ✓ Defending God's creation against all that would destroy it and preserving and protecting the earth's resources for coming generations.

To face these challenges, the YMCA will develop patterns of co-operation at all levels that enable self-sustenance and self-determination.

"Challenge 21" is a current interpretation of the declaration which was adopted in Paris in 1855 and known as "The Paris Basis" and confirmed at the Intercolonial Conference of Young Men's Christian Associations in Melbourne in 1880 which is as follows:

"The Young Men's Christian Associations seek to unite those young men who, regarding Jesus Christ as their God and Saviour according to the Holy Scriptures, desires to be His Disciples in their faith and in their life, and to associate their efforts for the extension of His Kingdom amongst young men."

- (b) To promote in any way it shall deem desirable the interests of the Young Men's Christian Association.
- (c) To take whatever action it may deem expedient for the advancement of the welfare of the community generally.
- (d) To promote the spiritual, mental, moral, social, physical and material well-being of people generally.
- (e) To procure and provide better opportunities of education, recreation, and improvement for young persons.
- (f) To establish and conduct clubs, centres, branches, shelters and other refuges and generally promote the welfare of the community especially the poor, the needy, handicapped and disadvantaged.
- (g) To affiliate with anybody of persons for the purpose of furthering the objects of the Association, provided that such body has similar objects to those of the Association.
- (h) To become and remain a member of the corporation known as "The National Council of the Young Men's Christian Association of Australia".

1.3 Financial year

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

1.4 Definitions

In these Rules:

“absolute majority”, of the Board, means a majority of the board members currently holding office and entitled to vote at the time (as distinct from a majority of board members present at a board meeting).

“Association” means the association named in rule 1.1.

“President” of a general meeting or board meeting, means the person chairing the meeting as required under rule 5.5.

“Board” means the committee having management of the business of the Association.

“board meeting” means a meeting of the Board held in accordance with these Rules.

“board member” means a member of the Board elected or appointed under Division 3 of Part 5.

“disciplinary appeal meeting” means a meeting of the members of the Association convened under rule 3.17(c).

“disciplinary meeting” means a meeting of the Board convened for the purposes of rule 3.16.

“disciplinary subcommittee” means the subcommittee appointed under rule 3.14.

“financial year” means the 12 month period specified in rule 1.3.

“general meeting” means a general meeting of the 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 full member or staff member of the Association.

“member entitled to vote” means a member who under rule 3.8 is entitled to vote at a general meeting.

“Purposes” means the purposes set out in rule 1.2.

“related entities” means any entity of which the Association is the sole shareholder or member.

“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 the resolution.

“**the Act**” means the *Associations Incorporation Reform Act 2012* (Vic) and includes any regulations made under that Act.

“**the Registrar**” means the Registrar of Incorporated Associations.

2. POWERS OF ASSOCIATION

2.1 Powers of Association

- (a) Subject to the Act, the Association has the capacity and powers of an individual and may do all things incidental or conducive to achieve its purposes.

2.2 Not-for-profit organisation²

- (a) The income and property of the Association must be applied solely towards the Purposes of the Association.
- (b) No portion of the profits, income or property of the Association may be paid or transferred directly or indirectly to members by way of dividend, bonus or otherwise in their capacity as members.
- (c) This rule 2.2 does not prohibit indemnification of, or payment of premiums on contracts of insurance for, any board member to the extent permitted by law and these rules.
- (d) Despite sub rule 2.2(b), payment may be made in good faith to any member of the Association:
- (i) in return for any services actually rendered to the Association;
 - (ii) for goods supplied in the ordinary and usual way of business;
 - (iii) by way of interest on money borrowed from any member of the Association at a rate not exceeding the rate for the time being fixed by the Board; and
 - (iv) of reasonable and proper rent for premises demised or let by any member of the Association.

3. MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1 - Membership

3.1 Minimum number of members

The Association must have at least 5 members.

² 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.

3.2 Categories of membership

There are one category of members:

- (i) full member

3.3 Who is eligible to be a member

Any person who supports the purposes of the Association is eligible for membership provided:

- (i) in the case of full members, the person is not a paid employee of the Association or any of its related entities;

3.4 Application for membership

- (a) To apply to become a member of the Association, a person must submit a written application to the Secretary in the form set out in Appendix 1.
- (b) The application:
 - (i) must be signed by the applicant; and
 - (ii) may be accompanied by the joining fee.

3.5 Consideration of application

- (a) After an application for membership is received, the Secretary must refer the matter to the Board. The Board must decide by resolution whether to accept or reject the application.
- (b) The Board must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (c) If the Board rejects the application, it must return any money accompanying the application to the applicant.
- (d) No reason need be given for the rejection of an application. No appeal shall be available to the rejected applicant.

3.6 New membership

- (a) If an application for membership is approved by the Board:
 - (i) the resolution to accept the membership must be recorded in the minutes of the board meeting; and
 - (ii) the Secretary must, as soon as practicable, enter the applicable details into the register of members. Applicable details include: name, address, contact number and email of the new member, and the date of becoming a member.

- (b) A person becomes a member of the Association and, subject to rule 3.8, is entitled to exercise his or her rights of membership from the date, whichever is the later, on which:
 - (i) the Board approves the person's membership; or
 - (ii) the person pays the joining fee.

3.7 Annual subscription and fee on joining

- (a) The joining fee is the relevant amount determined by the Board from time to time (if any).
- (b) The annual subscription is the relevant amount determined by the Board from time to time, and is payable at such time as determined by the Board.
- (c) The Board 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:
 - (i) the full annual subscription; or
 - (ii) a pro rata annual subscription based on the remaining part of the financial year; or
 - (iii) a fixed amount determined from time to time by the Board.
- (d) 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.
- (e) The liability of a member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by sub rules 3.7(a) - 3.7(c).

3.8 General rights of members

- (a) A member of the Association has the right:
 - (i) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (ii) to submit items of business for consideration at a general meeting; and
 - (iii) to attend and be heard at general meetings; and
 - (iv) to have access to the minutes of general meetings and other documents of the Association as provided under rule 7.4; and
 - (v) to inspect the register of members as provided in rule 7.4.

- (b) In addition to the rights granted in sub rule 3.8(a), full members of the Association have the right to vote, provided the full member's membership rights are not suspended for any reason.

3.9 Rights not transferable

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

3.10 Ceasing membership or changing membership category

- (a) The membership of a person ceases on resignation, expulsion or death.
- (b) 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.

3.11 Resigning as a member

- (a) A member may resign by notice in writing given to the Association.
- (b) A member is taken to have resigned if:
 - (i) the member's annual subscription is more than 12 months in arrears; or
 - (ii) where no annual subscription is payable:
 - (A) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
 - (B) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

3.12 Register of members

- (a) The Secretary must keep and maintain a register of members that includes:
 - (i) for each current member:
 - (A) the member's name;
 - (B) the address for notice last given by the member;
 - (C) the date of becoming a member;
 - (D) the category of membership to which the person belongs;
 - (E) any other information determined by the Board; and
 - (ii) for each former member, the date of ceasing to be a member.

- (b) Any member may, at a reasonable time and free of charge, inspect the register of members, subject to rule 7.4.³

Division 2 - Disciplinary action

3.13 Grounds for taking disciplinary action

The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member:

- (i) has failed to comply with these Rules; or
- (ii) refuses to support the purposes of the Association; or
- (iii) has engaged in conduct prejudicial to the Association.

3.14 Disciplinary subcommittee

- (a) If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- (b) The members of the disciplinary subcommittee:
 - (i) maybe Board members, members of the Association or anyone else; but
 - (ii) must not be biased against, or in favour of, the member concerned.

3.15 Notice to member

- (a) Before disciplinary action is taken against a member, the Secretary must give written notice to the member:
 - (i) stating that the Association proposes to take disciplinary action against the member; and
 - (ii) stating the grounds for the proposed disciplinary action; and
 - (iii) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (“the disciplinary meeting”); and
 - (iv) advising the member that he or she may do one or both of the following:
 - (A) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;

³ 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.

- (B) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
- (v) setting out the member's appeal rights under rule 3.17.
- (vi) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

3.16 Decision of subcommittee

- (a) At the disciplinary meeting, the disciplinary subcommittee must:
 - (i) give the member an opportunity to be heard; and
 - (ii) consider any written statement submitted by the member.
- (b) After complying with sub rule 3.16(a), the disciplinary subcommittee may:
 - (i) take no further action against the member; or
 - (ii) subject to sub rule 3.16(c):
 - (A) reprimand the member; or
 - (B) suspend the membership rights of the member for a specified period; or
 - (C) expel the member from the Association.
- (c) The disciplinary subcommittee may not fine the member.
- (d) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

3.17 Appeal rights

- (a) A person whose membership rights have been suspended or who has been expelled from the Association or reprimanded under rule 3.16 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion or reprimand.
- (b) The notice must be in writing and given:
 - (i) to the disciplinary subcommittee immediately after the vote to suspend or expel or reprimand the person is taken; or
 - (ii) to the Secretary not later than 48 hours after the vote.
- (c) If a person has given notice under sub rule 3.17(b), a disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days, after the notice is received.

- (d) 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:
 - (i) specify the date, time and place of the meeting; and
 - (ii) state:
 - (A) the name of the person against whom the disciplinary action has been taken; and
 - (B) the grounds for taking that action; and
 - (C) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend, expel or reprimand the person should be upheld or revoked.

3.18 Conduct of disciplinary appeal meeting

- (a) At a disciplinary appeal meeting:
 - (i) no business other than the question of the appeal may be conducted; and
 - (ii) the Board must state the grounds for suspending, expelling or reprimanding the member and the reasons for taking that action; and
 - (iii) the person whose membership has been suspended, expelled or reprimanded must be given an opportunity to be heard.
- (b) After complying with sub rule 3.18(a), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend, expel or reprimand the person should be upheld or revoked.
- (c) A member may not vote by proxy at the meeting.
- (d) 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

3.19 Application

- (a) The grievance procedure set out in this Division applies to disputes under these Rules between:
 - (i) a member and another member;
 - (ii) a member and the Board;
 - (iii) a member and the Association.

- (b) 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.

3.20 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.

3.21 Appointment of mediator

- (a) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 3.20, the parties must within 10 days:
 - (i) notify the Board of the dispute; and
 - (ii) agree to or request the appointment of a mediator; and
 - (iii) attempt in good faith to settle the dispute by mediation.
- (b) The mediator must be:
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement:
 - (A) if the dispute is between a member and another member - a person appointed by the Board; or
 - (B) if the dispute is between a member and the Board or the Association - a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (c) A mediator appointed by the Board may be a member or former member of the Association but in any case must not be a person who:
 - (i) has a personal interest in the dispute; or
 - (ii) is biased in favour of or against any party.

3.22 Mediation process

- (a) The mediator to the dispute, in conducting the mediation, must:
 - (i) give each party every opportunity to be heard; and
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties throughout the mediation process.

- (b) The mediator must not determine the dispute.

3.23 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.

4. GENERAL MEETINGS OF THE ASSOCIATION

4.1 Annual general meetings

- (a) The Board must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (b) The Board may determine the date, time and place of the annual general meeting.
- (c) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (d) The ordinary business of the annual general meeting is as follows:
 - (i) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (ii) to receive and consider:
 - (A) the annual report of the Board on the activities of the Association during the preceding financial year; and
 - (B) the financial statements of the Association for the preceding financial year submitted by the Board in accordance with Part 7 of the Act; and
 - (iii) to elect members of the Board in accordance with Part 5.
- (e) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

4.2 Special general meetings

- (a) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (b) The Board may convene a special general meeting whenever it thinks fit.
- (c) No business other than that set out in the notice under rule 4.4 may be conducted at the meeting.

4.3 Special general meeting held at request of members

- (a) The Board must convene a special general meeting if a request to do so is made in accordance with sub rule 4.3(b) by at least five per cent of the total number of members.
- (b) A request for a special general meeting must:
 - (i) be in writing; and
 - (ii) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (iii) include the names and signatures of the members requesting the meeting; and
 - (iv) be given to the Secretary.
- (c) If the Board does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (d) A special general meeting convened by members under sub rule 4.3(c):
 - (i) must be held within 3 months after the date on which the original request was made; and
 - (ii) may only consider the business stated in that request.
- (e) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under sub rule 4.3(c).

4.4 Notice of general meetings

- (a) The Secretary (or, in the case of a special general meeting convened under rule 4.3(c), the members convening the meeting) must give to each member of the Association:
 - (i) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (ii) at least 14 days' notice of a general meeting in any other case.
- (b) The notice must:
 - (i) specify the date, time and place of the meeting; and
 - (ii) indicate the general nature of each item of business to be considered at the meeting; and
 - (iii) if a special resolution is to be proposed:
 - (A) state in full the proposed resolution; and

- (B) state the intention to propose the resolution as a special resolution; and
- (iv) comply with rule 4.5(e).
- (c) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting, provided that the Secretary receives the notification in time to include it with the notice of meeting without the Association incurring additional expense.
- (d) This rule does not apply to a disciplinary appeal meeting.

4.5 Proxies

- (a) 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.
- (b) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (c) 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.
- (d) If the Board 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.
- (e) Notice of a general meeting given to a member under rule 4.4 must:
 - (i) state that the member may appoint another member as a proxy for the meeting; and
 - (ii) include a copy of any form that the Board has approved for the appointment of a proxy.
- (f) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (g) 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.

4.6 Use of technology

- (a) 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.

- (b) For the purposes of this Part, a member participating in a general meeting as permitted under sub rule 4.6(a) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

4.7 Quorum at general meetings

- (a) No business may be conducted at a general meeting unless a quorum of members is present.
- (b) The quorum for a general meeting is the presence (in person) of 10% members entitled to vote.
- (c) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
 - (i) in the case of a meeting convened by, or at the request of, members under rule 4.3 - the meeting must be dissolved;
 - (ii) in any other case:
 - (A) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (B) 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.
- (d) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under sub rule 4.7(c)(ii), 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.

4.8 Adjournment of general meeting

- (a) 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.
- (b) Without limiting sub rule 4.8(a), a meeting may be adjourned:
 - (i) if there is insufficient time to deal with the business at hand; or
 - (ii) to give the members more time to consider an item of business.
- (c) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (d) Notice of the adjournment 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 4.4.

4.9 Voting at general meeting

- (a) On any question arising at a general meeting:
 - (i) subject to sub rule 4.9(c), each member who is entitled to vote has one vote; and
 - (ii) members may vote personally or by proxy; and
 - (iii) except in the case of a special resolution, the question must be decided on a majority of votes.
- (b) If votes are divided equally on a question, the Chair of the meeting has a second or casting vote.
- (c) 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.
- (d) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 3.18.

4.10 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.

4.11 Determining whether resolution carried

- (a) Subject to sub rule 4.11(b), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been:
 - (i) carried; or
 - (ii) carried unanimously; or
 - (iii) carried by a particular majority; or
 - (iv) lost and

an entry to that effect in the minutes of the meeting is proof of that fact.
- (b) If a poll (where votes are cast in writing) is demanded by three or more members on any question:
 - (i) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (ii) the Chairperson must declare the result of the resolution on the basis of the poll.
- (c) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.

- (d) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

4.12 Minutes of general meeting

- (a) The Board must ensure that minutes are taken and kept of each general meeting.
- (b) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (c) In addition, the minutes of each annual general meeting must include:
 - (i) the financial statements submitted to the members in accordance with rule 4.1(d)(ii)(B); and
 - (ii) the certificate signed by two board members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (iii) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

5. BOARD

Division 1-Powers of Board

5.1 Role and powers

- (a) The business of the Association must be managed by or under the direction of the Board.
- (b) The Board may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (c) The Board may:
 - (i) establish subcommittees consisting of such persons and with terms of reference it considers appropriate; and
 - (ii) do all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.

5.2 Delegation

- (a) The Board may delegate any of its powers and functions other than:
 - (i) this power of delegation; or
 - (ii) a duty imposed on the Board by the Act or any other law.

- (b) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- (c) The Board may, in writing, revoke a delegation wholly or in part.

Division 2-Composition of Board and duties of members

5.3 Composition of Board

The Board shall consist of not less than five and not more than ten persons. These shall be:

- (i) Up to eight board members elected at the annual general meeting of the Association in accordance with Division 3 of Part 5; and
- (ii) Up to two members may be appointed by the Board from time to time.

5.4 General Duties⁴

- (a) As soon as practicable after being elected or appointed to the Board, each board member must become familiar with these Rules and the Act.
- (b) The Board is responsible for ensuring that the Association complies with the Act and that individual members of the Board comply with these Rules.
- (c) Board members must exercise their powers and discharge their duties with reasonable care and diligence.
- (d) Board members must exercise their powers and discharge their duties:
 - (i) in good faith in the best interests of the Association; and
 - (ii) for a proper purpose.
- (e) Board members and former board members must not make improper use of:
 - (i) their position; or
 - (ii) information acquired by virtue of holding their position:

so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

5.5 Office-bearers

- (a) The office-bearers of the Association shall be:
 - (i) a President;

⁴ 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.

- (ii) up to two Vice- Presidents; and
 - (iii) a Treasurer.
- (b) Persons shall be elected to the office-bearer positions described in sub rule 5.5(a) by the Board from among the Board by a simple majority for an annual term of office.
- (c) An office-bearer may be elected for more than one successive term, but may not be elected for more than three consecutive terms.

5.6 President and Vice-President

- (a) Subject to sub rule 5.6(b), the President or, in the President's absence, the Vice- President is the Chair for any general meetings and for any board meetings.
- (b) If the President and the Vice- President are both absent, or are unable to preside, the Chair of the meeting must be:
- (i) in the case of a general meeting - a member elected by the other members present; or
 - (ii) in the case of a board meeting- a board member elected by the other board members present.

5.7 Secretary

- (a) The Board shall appoint a person to the position of Secretary from time to time and on such conditions as it sees fit. A person shall not become a board member by virtue of his or her appointment to the position of Secretary.
- (b) The Secretary must ensure that any duty or function required under the Act to be performed by the secretary of an incorporated association is performed.
- (c) The Secretary must:
- (i) ensure that the register of members is maintained in accordance with rule 3.12; and
 - (ii) make arrangements for the custody of the common seal (if any) of the Association and all books, documents and securities of the Association in accordance with rules 7.1 and 7.4; and
 - (iii) subject to the Act and these Rules, ensure that members are provided with access to the register of members, the minutes of general meetings and other books and documents in accordance with rule 7.4; and
 - (iv) perform any other duty or function imposed on the Secretary by these Rules or by the Board.

- (d) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

5.8 Treasurer

- (a) The Treasurer must
 - arrange for the collection and receipt of all monies due to the Association and the making of payments authorised by the Association; and
- (b) The Treasurer must:
 - (i) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (ii) Ensure the preparation of the financial statements of the Association and their certification by the Board prior to their submission to the annual general meeting of the Association.
- (c) The Treasurer must ensure that at least one other board member has access to the accounts and financial records of the Association.

Division 3 - Election of Board members and tenure of office

5.9 Who is eligible to be a Board member

- (a) A member is eligible to be elected or appointed as a board member if the member:
 - (i) is 18 years or over;
 - (ii) is entitled to vote at a general meeting; and
 - (iii) and is not a person employed by the Association or any of its related entities

5.10 Positions to be declared vacant

- (a) This rule applies to any annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
- (b) The Chairperson of the meeting must declare which Board positions are vacant pursuant to these Rules (if any) and hold elections for those positions in accordance with these Rules (where necessary).

5.11 Nominations

- (a) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.

- (b) An eligible member of the Association may:
 - (i) nominate himself or herself; or
 - (ii) with the member's consent, be nominated by another member.
- (c) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

5.12 Election of board members

- (a) The annual general meeting must by resolution decide the number of ordinary members of the Board (if any) it wishes to hold office for the next year.
- (b) A single election may be held to fill all of those positions.
- (c) If the number of members nominated for the position of ordinary board 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.
- (d) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 5.13.

5.13 Ballot

- (a) 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.
- (b) The returning officer must not be a member nominated for the position.
- (c) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (d) The election must be by secret ballot.
- (e) The returning officer must give a blank piece of paper to:
 - (i) each member present in person; and
 - (ii) each proxy appointed by a member.
- (f) 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.
- (g) If the ballot is for more than one position:
 - (i) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;

- (ii) the voter must not write the names of more candidates than the number to be elected.
- (h) Ballot papers that do not comply with sub rule 5.13(g)(ii) are not to be counted.
- (i) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (j) 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.
- (k) If the returning officer is unable to declare the result of an election under sub rule 5.13(j) because 2 or more candidates received the same number of votes, the returning officer must:
 - (i) conduct a further election for the position in accordance with sub rules 5.13(d) to 5.13(j) to decide which of those candidates is to be elected; or
 - (ii) with the agreement of those candidates, decide by lot which of them is to be elected.

5.14 Term of office

- (a) Subject to sub rule 5.14(c) and rule 5.15, a board member holds office for a period of three years.
- (b) A board member may be re-elected or re-appointed. A board member may not be elected or appointed for more than three consecutive terms.
- (c) A general meeting of the Association may:
 - (i) by special resolution remove a board member from office; and
 - (ii) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (d) A member who is the subject of a proposed special resolution under sub rule 5.14(c)(i) may make representations in writing to the Secretary or Chair of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (e) The Secretary or the Chair 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.

5.15 Vacation of office⁵

- (a) A board member may resign from the Board by written notice addressed to the Board.
- (b) A person ceases to be a board member if he or she:
 - (i) resigns;
 - (ii) is removed from office by special resolution;
 - (iii) ceases to be a member of the Association;
 - (iv) is absent without the consent of the Board (given in accordance with rule 5.26) from all meetings of the Board held during a period of 6 months;
 - (v) is convicted of an indictable offence; or
 - (vi) otherwise ceases to be a board member by operation of section 78 of the Act.

5.16 Filling casual vacancies

- (a) In addition to the appointments that the Board may make under sub rule 5.3(ii), the Board may appoint an eligible member of the Association to fill a position on the Board that:
 - (i) has become vacant under rule 5.15; or
 - (ii) was not filled by election at the last annual general meeting.
- (b) If the position of Secretary becomes vacant, the Board must appoint a member to the position within 14 days after the vacancy arises.
- (c) A person appointed by the Board under this rule shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.
- (d) The Board may continue to act despite any vacancy in its membership.

Division 4 - Meetings of Board**5.17 Meetings of Board**

The minimum number of board meetings per annum will not be less than four.

- (a) Dates, times and places determined by the Board.
- (b) The date, time and place of the first board meeting must be determined by the members of the Board as soon as practicable after the annual general

⁵ Note: a Committee member may not hold the office of secretary if they do not reside in Australia.

meeting of the Association at which the members of the Board were elected.

- (c) Special board meetings may be convened by the Chair or by any 2 members of the Board.

5.18 Notice of meetings

- (a) Notice of each board meeting must be given to each board member no later than 48 hours before the start of the meeting.
- (b) Notice may be given of more than one board meeting at the same time.
- (c) The notice may be given in writing or verbally and must state the date, time and place of the meeting.
- (d) If a special board meeting is convened, the notice must include the general nature of the business to be conducted.
- (e) The only business that may be conducted at the meeting is the business for which the meeting is convened except business which the board members present at the meeting unanimously agree to treat as urgent business.

5.19 Urgent meetings

- (a) In cases of urgency, a meeting can be held without notice being given in accordance with rule 5.18 provided that as much notice as practicable is given to each board member by the quickest means practicable.
- (b) Any resolution made at the meeting must be passed by an absolute majority of the Board.
- (c) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

5.20 Procedure and order of business

- (a) The procedure to be followed at a meeting of a Board must be determined from time to time by the Board.
- (b) The order of business may be determined by the members present at the meeting.

5.21 Use of technology

- (a) A board member who is not physically present at a board meeting may participate in the meeting by the use of technology that allows that board member and the board members present at the meeting to clearly and simultaneously communicate with each other.
- (b) For the purposes of this Part, a board member participating in a board meeting as permitted under sub rule 5.21(a) is taken to be present at the

meeting and, if the member votes at the meeting, is taken to have voted in person.

5.22 Quorum

- (a) No business may be conducted at a Board meeting unless a quorum is present.
- (b) The quorum for a board meeting is the presence (in person or as allowed under rule 5.21) of a majority of the board members holding office.
- (c) If a quorum is not present within 30 minutes after the notified commencement time of a board meeting:
 - (i) in the case of a special meeting - the meeting lapses;
 - (ii) in any other case - the meeting must be adjourned to a date no 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 5.18.

5.23 Voting

- (a) On any question arising at a board meeting, each board member present at the meeting has one vote.
- (b) A motion is carried if a majority of board members present at the meeting vote in favour of the motion.
- (c) Sub rule 5.23(b) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Board.
- (d) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (e) Voting by proxy is not permitted.

5.24 Conflict of interest

- (a) A board member who has a material personal interest in a matter being considered at a board meeting must disclose the nature and extent of that interest to the Board.
- (b) The member:
 - (i) must not be present while the matter is being considered at the meeting; and
 - (ii) must not vote on the matter.⁶

⁶ Note: under section 81(3) of the Act, if there are insufficient board 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.

- (c) This rule does not apply to a material personal interest:
 - (i) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
 - (ii) that the member has in common with all, or a substantial proportion of, the members of the Association.

5.25 Minutes of meeting

- (a) The Board must ensure that minutes are taken and kept of each board meeting.
- (b) The minutes must record the following:
 - (i) the names of the members in attendance at the meeting;
 - (ii) the business considered at the meeting;
 - (iii) any resolution on which a vote is taken and the result of the vote;
 - (iv) any material personal interest disclosed under rule 5.24.
- (c) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.

5.26 Leave of absence

- (a) The Board may grant a board member leave of absence from board meetings for a period not exceeding 6 months.
- (b) The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the board member to seek the leave in advance.

5.27 Resolutions without a meeting

- (a) The Board may pass a resolution without a meeting if a majority of board members consent to the resolution in writing. Such a resolution is valid and effectual as if it had been passed at a board meeting that was properly convened and held.
- (b) A resolution mentioned in sub rule 5.27(a) may consist of several documents in like form, each evidencing the written consent of one or more board members.

6. FINANCIAL MATTERS

6.1 Source of funds

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fundraising activities, grants, interest and any other sources approved by the Board.

6.2 Management of funds

- (a) The Board may approve expenditure on behalf of the Association.
- (b) The Board may authorise the expenditure of funds on behalf of the Association (including by electronic funds transfer) without requiring approval from the Board for each item on which the funds are expended.
- (c) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two board members or must be otherwise authorised in accordance with any means determined by the Board.

6.3 Financial records

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

6.4 Financial statements

- (a) For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (b) Without limiting sub rule 6.4(a), those requirements include:
 - (i) the preparation of the financial statements;
 - (ii) if required, the review or auditing of the financial statements;
 - (iii) the certification of the financial statements by the Board;
 - (iv) the submission of the financial statements to the annual general meeting of the Association;
 - (v) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

7. GENERAL MATTERS

7.1 Common seal

- (a) The Association may have a common seal.
- (b) If the Association has a common seal:
 - (i) the name of the Association must appear in legible characters on the common seal;

- (ii) a document may only be sealed with the common seal by the authority of the Board and the sealing must be witnessed by the signatures of two board members;
- (iii) the common seal must be kept in the custody of the Secretary.

7.2 Registered address

The registered address of the Association is:

- (i) the address determined from time to time by resolution of the Board; or
- (ii) if the Board has not determined an address to be the registered address - the postal address of the Secretary.

7.3 Notice requirements

- (a) Any notice required to be given to a member or a board member under these Rules may be given:
 - (i) by handing the notice to the member personally; or
 - (ii) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (iii) by electronic transmission.
- (b) Sub rule 7.3(a) does not apply to notice given under rule 5.19.
- (c) Any notice required to be given to the Association or the Board may be given:
 - (i) by handing the notice to a member of the Board; or
 - (ii) by sending the notice by post to the registered address; or
 - (iii) by leaving the notice at the registered address; or
 - (iv) if the Board determines that it is appropriate in the circumstances

by email to the email address of the Association or the Secretary.

7.4 Custody and inspection of books and records

- (a) Members may not have access to the financial records, books, securities and any other document of the Association, including minutes of Board meetings, unless otherwise permitted by these Rules, the Act or the Board.
- (b) Members may on request inspect:
 - (i) the register of members;
 - (ii) the minutes of general meetings;
 - (iii) these Rules

subject to sub rules 7.4(c), 7.4(d) and 7.4(f).
- (c) The Secretary may refuse to allow a member to inspect the register of members if permitted by the Act.
- (d) Members must not:
 - (i) use information obtained about another person from the register of members to contact or send materials to the other person; or

- (ii) disclose information obtained about a person from the register of members knowing that the information is likely to be used to contact or send materials to the other person; unless

the purpose for which the information is used or disclosed is otherwise expressly permitted by these Rules or by law.

- (e) A member must be given a copy of these Rules and minutes of general meetings within 14 days of the Association receiving a request by the member and the member paying any fee prescribed by the Board.
- (f) If the Association provides access to these Rules on the Association's website, the Board shall be deemed to have allowed a member to inspect and copy these Rules, unless the member informs the Association that he or she is unable to access the Rules on the website.

7.5 Winding up and cancellation⁷

- (a) The Association may be wound up voluntarily by special resolution.
- (b) Where on the winding up or cancellation of the incorporation of the Association, there is a surplus of assets after satisfying all the Association's liabilities and expenses, the surplus:
 - (i) must not be paid or distributed to the members; and
 - (ii) will be given or transferred to such other fund, authority, institution or company which:
 - (A) has similar objects to those of the Association as described in these rules; and
 - (B) is affiliated with The National Council of the Young Men's Christian Associations of Australia (ACN 004 076 297); and
 - (C) prohibits the distribution of profit or gain to its individual members in their capacity as members.
- (c) The body to which the surplus assets are to be given must be decided by special resolution. If the members fail to decide, the fund, authority, institution or company shall be determined by application to the Supreme Court in Victoria.
- (d) If there is no organisation in Australia that is affiliated with The National Council of the Young Men's Christian Associations of Australia (ACN 004 076 297) and that also meets the other requirements of sub rule 7.5(b)(ii), then sub rule 7.5(b)(ii)(B) will be deemed not to apply.

⁷ Note s 133 of the Act.

7.6 Alteration of Rules

- (a) these rules and the statement of purposes of the association must not be altered except in accordance with the act.

- (b) no addition, alteration or amendment to the objects or rules of the association shall be made unless the same has been previously submitted to and affirmed in writing by the national council.

7.7 By-laws

- (a) The Board may make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the Association.

- (b) A by-law may be set aside by a vote of the members at a general meeting of the Association.

APPENDIX 1

BY LAWS

- A. “That the Board considers nominations for Life Membership of the Association annually and that it be empowered to appoint Life Members as it deems appropriate”.