

ASSOCIATIONS INCORPORATION REFORM ACT 2012 (Vic)

PRESTON RESERVOIR ADULT COMMUNITY EDUCATION INCORPORATED RULES

#1 - NAME OF ASSOCIATION	
	The name of the Association is PRACE (Preston Reservoir Adult Community Education INC) (in this Constitution called "the Association").
#2 - STATEMENT OF PURPOSE	
2.1	<p>(a) The Association is established predominantly to provide relief of such human poverty, sickness, suffering, distress, misfortune, disability, destitution or helplessness as arouses compassion in the community unrestricted by age, gender, race, sectarian belief or political ideology for the betterment of the quality of life of the disadvantaged in the community.</p> <p>(b) In furtherance of the Purposes in (a), the Association shall have the power to do all other things that are permitted by the Act as well as the <i>Education and Training Reform Act (2006)</i> as may be incidental or ancillary to the attainment of these Purposes, which are consistent with the charitable and benevolent purposes of the Association.</p> <p>(c) The Association may only pursue charitable purposes associated with its Purposes (as set forth in (a)), and must do so predominantly in Australia.</p>
#3 - POWERS	
3.1	Subject to the Act, the Association may do all things that an incorporated association may do by law.
#4 - DEFINITIONS	
4.1	In these Rules, unless the contrary intention appears,
4.1 (a)	'Act' means the Victorian Associations Incorporation Reform Act 2012;
4.1 (b)	'Association' has the same meaning as in the Act;
4.1 (c)	'Ballot' means voting conducted in written form (as opposed to a show of hands)
4.1 (d)	'Business Day' means a day that is not a Saturday, Sunday or public holiday in Victoria;
4.1 (e)	'By-Laws' means the by-laws made pursuant to these Rules;
4.1 (f)	'Chair' means the Chair of the Board as appointed from time to time.
4.1 (g)	'Financial year' means each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 January and ending on the following 31 December;
4.1 (h)	'General Meeting' means a general meeting of members convened in accordance with these Rules, and includes a Special General Meeting and an Annual General Meeting;
4.1 (i)	'Board' means the Board of the Association;
4.1 (j)	'Member' means a member of the Association;
4.1 (k)	'Office' means the registered office for the time being of the Association.
4.1 (l)	'Office-bearer' means a person elected as an officer of the Association at an Annual General Meeting, or at a poll of members of the Committee of Management, or appointed as an officer of the Association under these Rules to fill a casual vacancy;
4.1 (m)	'Ordinary member of the Board' means a member of the Board who is not an office-bearer of the Association;
4.1 (n)	'Register' means the register of Members kept pursuant to the Associations Incorporation Act.
4.1 (o)	'Seal' means the common seal of the Association (if any).
4.1 (p)	'Special General Meeting' means a General Meeting of the Association, other than an Annual General Meeting;

4.1 (q)	'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
4.1 (r)	words and expressions defined in and for the purposes of the Act shall bear the meanings ascribed to them respectively therein: <ul style="list-style-type: none"> (i) subject to any other express provision contained in these Rules, all words and expressions shall be interpreted in accordance with the Interpretation Act 1987; (ii) expressions referring to writing shall be construed as including references to printing, lithography, email, facsimile and other means of representing or reproducing words in a visible form; (iii) words importing the singular shall include the plural and vice versa; (iv) words importing any gender shall include the other genders; (v) words importing persons include corporations; and (vi) a reference to an act, statute or statutory provision shall be deemed to include any act, statute or statutory provision which amends, extends, consolidates or replaces the same or which has been amended, extended, consolidated or replaced by the same.
4.1 (s)	'Eligible Entity' means a fund, authority or institution which is charitable at law; that is an exempt entity as defined in section 995-1(1) of the ITAA 1997; and gifts to which are deductible under item 1 of the table in section 30 – 15 of the ITAA 1997
4.1 (t)	'College' means PRACE College
#5 - ALTERATION OF THE RULES	
5.1	These Rules, including the statement of purpose of the Association, may only be altered by a special resolution carried at a General Meeting in accordance with the Act.
5.2	A copy of these Rules, including amendments from time to time, shall be posted on the Association's website.
#6 - MEMBERSHIP	
6.1	The members are: <ul style="list-style-type: none"> (a) the persons consenting to be the initial members (b) any other persons the Board admit to membership in accordance with this constitution and By-Laws (c) the association must have at least 8 members
6.2	Persons eligible to be Members of the Association under Rule 6.1 shall become Members of the Association when <ul style="list-style-type: none"> (a) they have completed the application form as specified in the By-Laws; and (b) they have had their application approved by the Board; and (c) they have paid the annual membership fee laid down in the By-Laws as applicable to that category of membership; and (d) their names have been entered in the Register of Members by the Secretary.
6.3	As soon as practicable after the receipt of an application from persons eligible to become Members under Rule 6.2, the Secretary must refer the application to the Board.
6.4	When an application under Rule 6.2 is referred to the Board, the Board must by majority vote determine at that meeting or the next whether to approve or reject the application.
6.5	If the Board takes a decision on an application for membership under the preceding section, the Secretary must, as soon as practicable- <ul style="list-style-type: none"> (a) notify the applicant in writing of the approval or rejection of the application for membership, whichever is applicable; and (b) if the Board approved the nomination, request payment within 28 days after receipt of the notification of the sum payable under the By-Laws as the entrance fee and the first year's annual subscription.

6.6	The Secretary must, within 28 days after receipt of the amounts referred to in Rule 6.2 and within the period mentioned in Rule 6.5, enter the applicant's name in the Register of Members.
6.7	An applicant for membership becomes a Member and is entitled to exercise the rights of membership of that category when the Member's name is entered in the Register of Members and ceases to be a Member of the Association when their name is removed from the Register of Members.
6.8	Every applicant for any class of Membership of the Association shall be proposed by one Member of the Association and seconded by another Member.
6.9	The Board may add categories of membership in accordance with the Membership By-Laws
#7 - TERMINATION OF MEMBERSHIP	
7.1	A person ceases to be a Member of the Association if the person – <ul style="list-style-type: none"> (a) dies; or (b) resigns from membership of the Association by giving one month's notice in writing to the Secretary of his or her intention to resign at which time any balance of fees paid for the annual membership shall not be refundable.; or (c) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with their creditors or makes an assignment of their estate for their creditors' benefit; or (d) becomes a represented person within the meaning of the Guardianship and Administration Act 1986; or (e) is expelled from the Association under Rule 13 (f) fails to pay the applicable annual membership fee within two months of its falling due; or (g) becomes, if the Board so decides at its absolute discretion, an untraceable Member, having been unable to be contacted at his or her registered address for a period of three months. (h) conducts himself or herself in a manner considered by the Board to be injurious or prejudicial to the character or best interests of the Association.
7.2	Once the Member ceases to be a Member, <ul style="list-style-type: none"> (a) the Secretary must record in the Register of Members the date on which the Member ceased to be a Member;
7.3	A Member terminated under this Rule7 shall not be eligible to claim the balance of any membership fees paid.
#8 - RIGHTS, PRIVILEGES, AND OBLIGATIONS OF MEMBERS	
8.1	A right, privilege, or obligation of a person by reason of membership of the Association – <ul style="list-style-type: none"> (a) is not capable of being transferred or transmitted to another person; and (b) terminates upon the cessation of membership, whether by death or resignation or otherwise. (c) the rights, privileges, and obligations of Members are detailed in the By-Laws of the association
8.2	<ul style="list-style-type: none"> (a) 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 regarding membership of the Association. (b) Notwithstanding sub-rule (a), a former Member is not liable to contribute to any liability of the Association incurred after the Member ceased to be a Member.
#9 – FEES AND SUBSCRIPTIONS	
9.1	The joining fee for each class of member is the relevant amount set out in the By-Laws.

9.2	The annual membership fee for each ordinary membership and for each other class of membership (if any) is the relevant amount set out in the By-Laws.
9.3	The annual membership fee is payable in advance on or before 1 January in each year or, if a person becomes a member on or after 1 January in any calendar year, before 1 January in each succeeding calendar year.
9.4	The Board may, at its discretion, waive all or part of the membership fee for any member who, in its opinion, is in disadvantaged or necessitous circumstances.
9.5	If a member fails to pay his or her membership fee after it has become due, the Secretary must give notice in writing to the member advising that: <ul style="list-style-type: none"> • the amount remains outstanding; and • failure to pay the outstanding amount within two months after the date of the notice will result in that Member being deemed to have resigned from the Association in accordance with sub-clause 7.1.
#10 - MEMBERS' VOTING RIGHTS	
10.1	Members under Rule 6.1 (a) are entitled to one vote in accordance with the By-Laws
10.2	Any Member whose fees remain outstanding is ineligible to vote at General Meetings and may not stand for membership of the Board.
#11 - REGISTER OF MEMBERS	
11.1	The Secretary must keep and maintain a Register of Members containing – <ul style="list-style-type: none"> (a) the full name of the Member; (b) the postal or residential address of the Member; (c) if applicable, the email address of the Member; (d) the date of admission as a Member; (e) the category of membership to which the Member belongs; (d) the date the person ceased to be a Member; (e) details of, and reasons for, any termination or reinstatement of membership; (f) any other particulars that the Board (or the members at a General Meeting) decide.
11.2	The Register of Members must be kept: <ul style="list-style-type: none"> (a) at the Office of the Association; or (b) at such other place as the Members at a General Meeting decide.
11.3	The Register must be available for inspection in business hours free of charge by any Member upon request to the Secretary, provided they have given a minimum of seven days notice.
11.4	A Member may make a copy of, or take an extract from, the Register, but shall have no right to remove the Register for that purpose, except by arrangement with the Secretary.
11.5	A Member may obtain from the Secretary a copy of any part of the Register on payment of a fee to cover printing and administrative costs, as set out in the By-Laws, for each page copied.
11.6	A Member may ask that any information contained on the Register about them (other than the Member's name) not be available for inspection by other Members, and if the Board has reasonable grounds for believing the disclosure of the information would put the Member at risk of harm, that information must not be made available for inspection.
11.7	A Member must not use information about a person obtained from the Register to contact or send material to the person, other than for: <ul style="list-style-type: none"> (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association, or other material relating to the Association; or (b) any other purpose necessary to comply with a requirement of the Act or the Regulations.

11.8	<p>A Member must not</p> <p>(a) use information obtained from the Register of Members to contact, or send material to another Member for the purposes of advertising for political, religious, charitable or commercial purposes</p> <p>(b) disclose any information obtained from the Register to someone else, knowing that the information is likely to be used to contact or send material to another Member for the purposes of advertising for political, religious, charitable or commercial purposes.</p>
#12 - DISPUTES AND MEDIATION	
12.1	<p>The grievance procedure set out in this rule applies to disputes between –</p> <p>(a) a Member and another Member (in their capacity as Members); or</p> <p>(b) a Member and the Association.</p>
12.2	The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
12.3	If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
12.4	<p>The mediator must be-</p> <p>(a) a person chosen by agreement between the parties; or</p> <p>(b) in the absence of agreement –</p> <p>(i) in the case of a dispute between a Member and another Member, a person appointed by the Board of the Association; or</p> <p>(ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).</p>
12.5	A Member of the Association can be a mediator.
12.6	The mediator cannot be a Member who is a party to the dispute.
12.7	The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
12.8	<p>The mediator, in conducting the mediation, must –</p> <p>(a) give the parties to the mediation process every opportunity to be heard; and</p> <p>(b) allow due consideration by all parties of any written statement submitted by any party; and</p> <p>(c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.</p>
12.9	The mediator must not determine the dispute.
12.10	The mediation must be confidential and without prejudice.
12.11	If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.
12.12	This rule does not affect the operation of Rule 13, Discipline.
#13 - DISCIPLINE	
13.1	<p>A complaint to the Board may be made by any person that is a member of the Association:</p> <p>(a) has refused or neglected to comply with a provision or provisions of this Constitution, or of the By-laws; or</p> <p>(b) has persistently and wilfully acted in a manner injurious or prejudicial to the interests of the Association; or</p> <p>(c) has been guilty of conduct unbecoming a member; or</p> <p>(d) has breached the Code of Conduct as detailed in the By-Laws</p> <p>(e) has been convicted of an indictable offence.</p>

13.2	The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
13.3	If the Board decides to deal with the complaint, the Board: (a) must cause notice of the complaint to be served on the member concerned; and (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint, and (c) must take into consideration any submissions made by the member in connection with the complaint.
13.4	The Board may, by resolution, suspend or expel the member from the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
13.5	If, at the meeting of the Board, the Board resolves to suspend or expel the member, the Member may, not later than 48 hours after being notified of that resolution, give the Secretary a notice to the effect that they wish to appeal to the Association in a General Meeting against the resolution.
13.6	If the Secretary receives a notice under subclause 13.5, they must notify the Board and the Board must convene a General Meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
13.7	Any member appealing to the Association must be given by the Secretary no fewer than seven days' notice of the date, place and time of the General Meeting convened under subclause 13.6.
13.8	At a General Meeting of the Association convened under subclause 13.6 – (a) no business other than the question of the appeal may be conducted; and (b) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and (c) the member, or his or her representative, must be given an opportunity to be heard; and (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
13.9	A resolution is confirmed if, at the General Meeting, a majority of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.
13.10	The Board's decision to suspend or expel a member takes effect 14 days after the day on which notice of the decision is given to the member, except that if the member appeals to the Association, the member is not suspended or does not cease to be a member until the decision of the Board to suspend or expel him or her is confirmed by a resolution of the Members.
13.11	If a person whose application for membership has been rejected does not appeal against the decision within one month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund the membership fee paid by the person.
13.12	A member of an incorporated association who is the subject of a disciplinary procedure must not initiate a grievance procedure in relation to the matter which is the subject of the disciplinary procedure until the disciplinary procedure has been completed.
#14 - NOTICE OF GENERAL MEETINGS	
14.1	The Secretary of the Association, at least 14 days, or, if a special resolution has been proposed, at least 21 days, before the date fixed for holding a General Meeting of the Association, must cause to be sent to each Member of the Association a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
14.2	No business other than that set out in the notice convening the meeting may be conducted at the General Meeting.

14.3	A Member intending to bring any business before a meeting may notify the Secretary of that business in writing, or by electronic transmission, and the Secretary must include that business in the next notice calling a General Meeting.
14.4	The accidental omission to give notice of a meeting to any Member, or the non-receipt of notice of meeting by any Member, shall not invalidate any proceedings or resolutions at any meeting of the Association or any Board thereof.
14.5	At least 14 days, or, if a special resolution has been proposed, at least 21 days, before the date fixed for holding a General Meeting, the Association shall publish on its website a notice specifying – (a) the place, day and time at which the meeting is to be held; and (b) the nature of the business that is to be transacted at the meeting.
#15 - ANNUAL GENERAL MEETINGS	
15.1	The Association must, at least once in each calendar year and within five months after the end of each Financial year of the Association, call an Annual General Meeting of its Members.
15.2	An Annual General Meeting is to be in addition to any other General Meeting that may be held in the same year.
15.3	Subject to Rules 15.1 and 15.2, the Board may determine the date, time and place of the Annual General Meeting of the Association.
15.4	The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.
15.5	The ordinary business of the Annual General Meeting shall be – (a) to confirm the minutes of the previous Annual General Meeting and of any General Meeting held since that meeting; (b) to receive from the Board, auditor and servants of the Association reports upon the transactions of the Association during the preceding financial year; (c) to elect the Board; and (d) to appoint an auditor and determine his or her remuneration
15.6	The Annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.
15.7	All Members of the Association are entitled to attend, or (in the case of a Member which is a corporation) to nominate a representative to attend, the Annual General Meeting. Any other person may be admitted to the meeting if the Chair so decides.
#16 - SPECIAL GENERAL MEETINGS	
16.1	In addition to the Annual General Meeting, other General Meetings may be held in the same year.
16.2	All General Meetings other than the Annual General Meeting are Special General Meetings.
16.3	The Board may, whenever it thinks fit, convene a Special General Meeting of the Association.
16.4	The Board must, on the request in writing of Members representing not less than ten per cent of the total number of Members of the Association convene a Special General Meeting of the Association.
16.5	The request for a Special General Meeting must – (a) state the objects of the meeting; and (b) be signed by the Members requesting the meeting; and (c) be sent to the address of the Secretary; and (d) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
16.6	If the Board does not cause a Special General Meeting to be held within one month after the date on which the request is sent to the address of the Secretary, any of the Members making the

	request may convene a Special General Meeting to be held not later than three months after that date.
16.7	If a Special General Meeting is convened by Members in accordance with Rule 16.6, it must be convened in the same manner, as far as possible, as a meeting convened by the Board, and all reasonable expenses incurred in convening the Special General Meeting must be refunded by the Association to the persons incurring the expenses.
16.8	The Association may hold General Meetings, or may permit Members to take part in General Meetings, by using any technology that allows Members to clearly and simultaneously communicate with each other participating Member.
16.9	A Member of the Association who participates in a General Meeting in a manner permitted under Rule 16.8 is taken to be present at the meeting and, if the person votes at the meeting, is taken to have voted in person.
16.10	All Members of the Association are entitled to attend any Special General Meeting. Any other person may be admitted to the meeting if the Chair so decides.
#17 - SPECIAL BUSINESS	
17.1	All business that is conducted at a Special General Meeting and all business that is conducted at the Annual General Meeting, except for business conducted under the Rules as ordinary business of the Annual General Meeting, is deemed to be special business.
#18 - QUORUM AT GENERAL MEETINGS	
18.1	No item of business may be conducted at a General Meeting unless a quorum of Members, entitled under these Rules to vote, is present in person (including attendance by technology) at the time when the meeting is considering that item.
18.2	A Member may take part and vote in a General Meeting in person or by proxy.
18.3	A Member may take part and vote in a General Meeting by using any technology that reasonably allows the member to hear and take part in discussions as they happen if that technology is provided.
18.4	Five Members present in person (including attendance by technology) (who are themselves entitled under these Rules to vote at a General Meeting) shall constitute a quorum for the conduct of the business of a General Meeting.
18.5	If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, then <ul style="list-style-type: none"> (i) in the case of a meeting convened upon the request of Members, the meeting must be dissolved; and (ii) in any other case, the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chair at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place.
18.6	If, at the adjourned meeting, the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members personally present (including attendance by technology)(being not fewer than five) shall be a quorum.
#19 - PRESIDING AT GENERAL MEETINGS	
19.1	The Chair, or in the Chair's absence, the Deputy-Chair, shall preside as Chair at each General Meeting of the Association.
19.2	If the Chair and the Deputy-Chair are absent from a General Meeting, or are unable to preside, or decline to preside, the Members present must elect one of their number to preside as Chair.
#20 - ADJOURNMENT OF GENERAL MEETINGS	
20.1	The Chair may, with the consent of a majority of Members present at the meeting, adjourn the meeting from time to time and place to place.
20.2	No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

20.3	If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given to Members in accordance with Rule 14.
20.4	Except as provided in Rule 20.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.
#21 - VOTING AT GENERAL MEETINGS	
21.1	All votes must be given by Members attending in person (including attendance by technology) or by proxy.
21.2	Each Member who belongs to a category of membership carrying the right to vote and who is present at a General Meeting in person (including attendance by technology) or by proxy (including the person presiding at the meeting), is entitled to one vote, except that in the event of an equality of votes then the first option to end the tie shall be a second round of voting ("between the tied nominees only"). Should the tie remain after the second vote, the Chair shall cast the deciding vote.
21.3	A Member is not entitled to vote at a General Meeting unless any and all moneys due and payable by the Member to the Association have been paid.
21.4	The method of voting at General Meetings is to be decided by the Board and published in the By-Laws.
#22 - BALLOT AT GENERAL MEETINGS	
22.1	If at a General Meeting a ballot on any question is demanded by not less than three Members present in person (including attendance by technology) or by proxy, or by one-fifth of the Members present, whichever is the greater, it must be taken at that meeting in such manner as the Chair may direct, and the resolution of the ballot shall be deemed to be a resolution of the meeting on that question.
22.2	If a ballot is held, the Chair must appoint two Members to conduct the ballot in the way the Chair decides.
#23 - VOTING BY PROXY	
23.1	Each Member is entitled to appoint another Member as a proxy of the appointing Member to attend and vote on behalf of the appointing Member at any General Meeting by written notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
23.2	No Member can hold more than three proxies or proxies representing more than 5% of the membership, whichever is the lesser.
23.3	The notice appointing the proxy must be in the form set out in the By-Laws.
23.4	The form appointing a proxy must be signed by the Member appointing the proxy.
23.5	Proxies count in calculating the number required to call for a secret ballot, and the number required to pass a motion, but not in calculating the number required for a quorum.
23.6	Unless otherwise instructed by the person appointing the proxy, the proxy may vote as the proxy considers appropriate.
23.7	If a Member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the form set out in the By-laws.
#24 - POSTAL BALLOTS	
24.1	The Association may hold a postal ballot to determine any issue or proposal (other than an appeal under the disciplinary provisions or for a special resolution).
24.2	A postal ballot is to be conducted as the Board shall direct.
24.3	Ballot papers may be distributed to all Members, and Members may respond, <ul style="list-style-type: none"> • through the post; or • where applicable, by fax; or • where applicable, through scanning and emailing the document.

#25 - THE BOARD	
25.1	The affairs of the Association shall be managed and controlled by a Board which, in addition to any powers and authorities conferred by these Rules, may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by these Rules required to be done by the Association in a General Meeting.
25.2	Subject to the Act and the Regulations, the Board shall have authority to interpret the meaning of these Rules and any other matter relating to the affairs of the Association on which these Rules are silent.
25.3	The Board shall consist of the Office-bearers and a minimum of two and a maximum of seven ordinary members Board
25.4	A Board member must be <ul style="list-style-type: none"> i. an eligible member under subclause 6.1 to stand for election to the Board; ii. 18 years or over.
25.5	An act performed by the Board, a sub-committee, or a person acting as a member of the Board is taken to have been validly performed, even if the act was performed when – <ul style="list-style-type: none"> (a) there was a defect in the appointment of a member of the Board or sub-committee; or (b) a Board member or sub-committee member was disqualified from being a Member.
#26 - ELECTION OF BOARD	
26.1	Any Member over the age of 18 may nominate for election to the Board.
26.2	All nominations of candidates for election to the Board must be – <ul style="list-style-type: none"> (a) made in writing, signed by the Member and the Member's proposer and seconder and include a brief biography not longer than one page, (b) lodged with the secretary at least 21 days before the Annual General Meeting at which the election is to take place;
26.3	A list of the candidates' names in alphabetical order, with the names of the Members who nominated each candidate, must be posted on the Association's website for at least fourteen days immediately preceding the Annual General Meeting.
26.4	If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations may be received from the floor at the Annual General Meeting.
26.5	If the number of nominations received is equal to the number of vacancies to be filled at the Annual General Meeting, the persons nominated shall be deemed to be elected.
26.6	If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held at the Annual General Meeting.
26.7	Each Member of the Association present in person or by proxy and eligible to vote at the Annual General Meeting may vote for one candidate for each vacant position on the Board.
26.8	The ballot must be conducted in a manner determined from time to time by resolution at a General Meeting and recorded in the By-Laws.
26.9	If the nominations from the floor are less than the number of remaining vacancies, the unfilled vacancies are taken to be casual vacancies and may be filled by the new Board in accordance with these Rules.
26.10	The Members chosen by ballot must be declared by the Chair to be duly elected as members of the Board.
26.11	A person who is eligible for election or re-election under this clause may: <ul style="list-style-type: none"> (a) propose or second himself or herself for election or re-election; and (b) vote for himself or herself.
26.12	At the first General Meeting after the adoption of these Rules one half of the members of the Board shall retire (but may be re-elected) such that a staggered rotational system is established. Those members of the Board who are to retire shall be determined by drawing lots.

26.13	At each subsequent General Meeting the members of the Board shall be elected and shall, unless otherwise disqualified, hold office for two years, but shall be eligible to stand for re-election.
26.14	In the event of a casual vacancy occurring in the Board, the Board may appoint any Member of the Association to fill the vacancy and the Member appointed shall hold office, unless otherwise disqualified, until the conclusion of the Annual General Meeting next following the date of the appointment.
26.15	(a) Retiring Office-bearers may stand for re-election, but must not serve in the same office for more than three consecutive terms. (b) Such persons disqualified from holding office under 25.6 must serve one year off the Board before being eligible to nominate
#27 - OFFICE-BEARERS	
27.1	The Office-bearers of the Association shall be- (a) Chair; (b) Deputy-Chair; (c) Treasurer; and (d) Secretary.
#28 - ELECTION OF OFFICE-BEARERS	
28.1	All members of the Board shall be elected as ordinary members. The Board will elect office-bearers from among its number.
28.2	At the first meeting after election of the Board all office bearer positions will be open for nominations.
28.3	The Board may determine the manner in which nominations and voting for office bearer positions are made.
#29 - VACANCIES ON THE BOARD	
29.1	An Office-bearer's position, or that of an ordinary member of the Board, becomes vacant if the Office-bearer or ordinary member – (a) ceases to be a Member of the Association or (b) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his or her creditors or makes an assignment of his or her estate for their benefit; or (c) resigns from office by notice in writing to the Secretary; or (d) is removed from office under Rule 37; or (e) becomes a represented person within the meaning of the Guardianship and Administration Act 1995; or (f) is disqualified from office under the Act; or (g) is absent without the consent of the Board from all meetings of the Board held during a period of three months without the consent of the Board; or (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three months; or (i) ceases to reside in Australia.
29.2	A member of the Board may resign from the Board by giving written notice of resignation to the Secretary.
29.3	The resignation takes effect at – (a) the time the notice is received by the Secretary; or (b) if a later time is stated in the notice, the later time.
29.4	The continuing members of the Board may act despite a casual vacancy on the Board.

29.5	<p>However, if the number of Board members is less than the number fixed under Rule 32.1 as a quorum of the Board, the continuing members may act only to –</p> <p>(a) increase the number of Board members to the number required for a quorum; or</p> <p>(b) call a General Meeting of the Association.</p>
#30 - MEETINGS OF THE BOARD	
30.1	Subject to the other provisions of these Rules, the Board may meet and conduct its proceedings in accordance with standing orders laid down in the By-Laws.
30.2	The Board may hold meetings, or permit members of the Board to participate in its meetings, by using any technology that allows members to clearly and simultaneously communicate with each other participating member.
30.3	The Board must meet at least four times in each year at such place and such times as the Board may determine.
30.4	Additional meetings of the Board may be convened by the Chair or by at least one-third of the members of the Board.
30.5	If the Secretary receives a written request signed by at least one-third of the members of the Board, the Secretary must call a meeting of the Board by giving each member of the Board notice of the meeting within seven days after the Secretary receives the request.
30.6	If the Secretary is unable or unwilling to call the meeting, the Chair must call the meeting.
30.7	<p>A request for a Board meeting under Rule 30.5 must state –</p> <p>(a) why the meeting is to be called; and</p> <p>(b) the business to be conducted at the meeting.</p>
30.8	<p>A notice of a Board meeting called under Rule 30.5 must state –</p> <p>(a) the date, time and place of the meeting; and</p> <p>(b) the business to be conducted at the meeting.</p>
30.9	A meeting of the Board must be held within 14 days after notice of the meeting is given to the members of the Board.
30.10	<p>Members of the Association, or members of the public, may attend meetings of the Board to the extent specified in the By-laws. The Board may at any time by majority vote</p> <p>(a) invite a person not a member of the Board to attend a Board meeting or any part of a meeting, or</p> <p>(b) exclude a person not a member of the Board from a Board meeting or any part of a meeting</p>
#31 - NOTICE OF BOARD MEETINGS	
31.1	Notice of each Board meeting must be given to each member of the Board at least five business days before the date of the meeting except in the case of a meeting called under clause 30.5
31.2	<p>Written notice of each Board meeting is to be served on each member of the Board by –</p> <p>(a) giving it to the member at least five business days before the day on which the meeting is to be held; or</p> <p>(b) leaving it at least five business days before the day on which the meeting is to be held, at the member's postal or residential address, or place or address of business or employment last known to the server of the notice; or</p> <p>(c) sending it by post to the person's postal or residential address or address of business or employment last known to the server of the notice in sufficient time for it to be delivered to that address in the ordinary course of post at least five business days before the day on which the meeting is to be held; or</p> <p>(d) faxing it to the member's fax number at least five business days before the day on which the meeting is to be held; or</p>

	(e) emailing it to the member's email address at least five business days before the day on which the meeting is to be held.
#32 - QUORUM FOR BOARD MEETINGS	
32.1	One-half of the number of Board members plus one (rounded up to the nearest whole number) constitutes a quorum for the conduct of the business of a meeting of the Board.
32.2	A Board member who participates in the meeting as described in Rule 30.2 is taken to be present at the meeting.
32.3	No business may be conducted unless a quorum is present.
32.4	If, within half an hour of the time appointed for the Board meeting, a quorum is not present, the meeting shall stand adjourned to the same place and the same time and day in the following week.
#33 - PRESIDING AT BOARD MEETINGS	
33.1	At meetings of the Board – (a) the Chair or, in the Chair's absence, the Deputy Chair presides as chair; or (b) if the Chair and the Deputy Chair are absent, or are unable to, or decline to, preside, the members present must choose one of their number to preside.
#34 - VOTING AT BOARD MEETINGS	
34.1	Questions arising at a meeting of the Board, or at a meeting of any sub-committee appointed by the Board, shall be determined by a majority of votes on a show of hands or, if a member requests, by a ballot taken in such manner as the person presiding at that meeting may determine.
34.2	Each member present at a meeting of the Board, or at a meeting of any sub-committee appointed by the Board (including the person presiding at the meeting), is entitled to one vote, except that the Chair of the meeting shall have a deliberative vote and a casting vote in the event of an equality of votes.
34.3	Any act done, or purporting to have been done, 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.
#35 - CIRCULATING RESOLUTIONS	
35.1	The Board may pass a valid resolution without a Board meeting being held if a majority of the Board members entitled to vote on the resolution cast their vote either in favour of or against that motion. Voting intention must be provided in writing (this may include a facsimile transmission or an email from the email account registered for that Board member with the Secretary). If no majority decision is possible, the resolution lapses.
35.2	Board members who do not support the resolution must indicate this on the document and sign as above. Separate copies of a document may be used for signing by Board members if the wording of the resolution and statement is identical in each copy. Hard copies showing the voting intentions of every Board member who has voted on the resolution must be kept with the Association's minutes.
35.3	A circulating resolution is deemed to have passed on the day and time when the document was signed by the member whose signature achieves a majority. Every resolution passed must be entered in the minutes of the next meeting of the Board as soon as practicable.
#36 - DISCLOSURE OF INTEREST	
36.1	A member of the Board who has a material personal interest in a contract, or proposed contract, made by, or in the contemplation of, the Association must disclose the nature and extent of the interest to the Board.

36.2	A member of the Board having a material personal interest in a matter that is being considered at a Board meeting must not be present for any deliberations and must not vote on any motion of the Board with respect to that matter.
36.3	S. 36.1 and 36.2 do not apply where (a) that material personal interest exists only by virtue of the fact that the member of the Board is a member of a category of persons for whose benefit the Association is established; or (b) that material personal interest exists only by virtue of the fact that the member of the Board is an employee of the Association; or (c) the member of the Board has that material personal interest in common with all or a substantial proportion of the Members of the Association.
36.4	If there are not enough members of the Board to form a quorum to consider a matter because of Rule 36.2, one or more member of the Board (including those who have a material personal interest in the matter) may call a Special General Meeting and the Special General Meeting may pass a resolution to deal with the matter.
36.5	The Secretary must record the disclosure in the minutes of the meeting of the Board at which it is made.
36.6	The Chair must ensure a member of the Board who has a direct or indirect material personal interest in a contract, or proposed contract, complies with the Act.
36.7	If, at a meeting of the Board or a sub-committee, a member of the Board or sub-committee votes in respect of any matter in which the member has a material personal interest, that vote is not to be counted.
#37 - REMOVAL OF BOARD MEMBER	
37.1	The Association in a General Meeting may as it sees fit, by special resolution, remove any member of the Board before the expiration of the member's term of office and appoint another Member of the Association in his or her place to hold office until the expiration of the term of the first-mentioned member.
37.2	A Board member has no right of appeal against the member's removal from office under this rule.
37.3	A member who is the subject of a proposed special resolution referred to in Rule 37.1 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.
37.4	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 is entitled to require that they be read out at the meeting.
#38 - MINUTES OF MEETINGS	
38.1	The Secretary of the Association must keep proper minutes of the resolutions and proceedings of each General Meeting, and each Board meeting, and a record of the names of persons present at Board meetings, and must enter these within one month after the relevant meeting in minute books kept for the purpose.
38.2	The minutes kept pursuant to this rule must be confirmed by a resolution passed by the Members of the Association or the Members of the Board (as applicable) at a subsequent meeting.
38.3	The Chair must ensure that the minutes taken of a General Meeting or Board meeting under Rule 38 are checked and signed as correct by the Chair of the meeting to which those minutes relate, or by the Chair of the next succeeding General Meeting or Board meeting, as the case requires.
38.4	When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that – (a) the General Meeting or Board meeting to which they relate was duly convened and held; (b) all proceedings recorded as having taken place at the meeting did in fact take place at that meeting; and

	(c) all appointments or elections purporting to have been made at that meeting have been validly made.
38.5	If asked by a Member of the Association, the Secretary must, within 14 days after the request is made – (a) make the minute book for a particular General Meeting available for inspection by the Member at a mutually agreed time and place; and (b) give the Member copies of the minutes of the meeting.
38.6	The Association may require the Member to pay the reasonable costs of providing copies of the minutes.
#39 - SUB-COMMITTEES	
#39A - SUB-COMMITTEES - GENERAL	
39A.1	The Board may, in writing, delegate to one or more sub-committees the exercise of specified functions of the Board, other than – (a) this power of delegation; and (b) any function imposed on the Board by the Act, by any other applicable law, or by resolution of the Association in General Meeting.
39A.2	The Board may co-opt any person as a member of a sub-committee, whether or not the person is a Member of the Association. That person shall have no vote either on the Board or at any General Meeting unless that member is able to under Rule 6.1
39A.3	A delegation under this section may be made subject to any conditions or limitations that the Board imposes.
39A.4	Despite any delegation under this section, the Board may continue to exercise any function delegated.
39A.5	Any act done by a sub-committee acting in the exercise of a delegation under this section has the same effect as it would have if it had been done by the Board.
39A.6	The Board may, in writing, revoke wholly or in part any delegation under this section.
39A.7	Subject to any directions from the Board, any sub-committee may meet and adjourn as it considers appropriate.
39A.8	Subject to any directions from the Board, a sub-committee may elect a Chair of its meetings.
39A.9	A question arising at a sub-committee meeting is to be decided by a majority vote of the members present at the meeting, except that in the event of an equality of votes the Chair of the meeting shall have both a deliberative vote and a casting vote.
#39B - SUB-COMMITTEES – PRACE COLLEGE SCHOOL	
39B.1	The Board will, in writing, delegate to the PRACE College sub-committee the exercise of specified functions of the Board, other than – (a) this power of delegation; and (b) any function imposed on the Board by the Act, by any other applicable law, or by resolution of the Association in General Meeting. These functions delegated to the PRACE College sub-committee must include – (a) Informing and monitoring the strategic directions of the College; (b) Appraisal and review of the annual College budget including overseeing expenditure against budget.
39B.2	The PRACE College sub-committee may co-opt any person as a member of this sub-committee, whether or not the person is a Member of the Association. That person shall have no vote either on the Sub-Committee or at any General Meeting unless that member is able to under Rule 6.1
39B.3	No more than 2 members of the PRACE Board of Management may be members of the PRACE College sub-committee at any one time.

39B.4	A delegation under this section may be made subject to any conditions or limitations that the Board imposes other than those in 39B.1 (a) or (b).
39B.5	Despite any delegation under this section, the Board may continue to exercise any function delegated other than those in 39B.1 (a) or (b).
39B.6	Any act done by a sub-committee acting in the exercise of a delegation under this section has the same effect as it would have if it had been done by the Board.
39B.7	The Board may, in writing, revoke wholly or in part any delegation under this section except functions 39B.1 (a) or (b).
38B.8	The sub-committee will meet a minimum of four times per year and adjourn as it considers appropriate.
39B.9	This sub-committee will elect a Chair, Secretary and Treasurer of its sub-committee. These positions may not be held by executive members of the PRACE Board of Management.
39B.10	A question arising at a sub-committee meeting is to be decided by a majority vote of the members of the sub-committee, except that in the event of an equality of votes the Chair of the meeting shall have both a deliberative vote and a casting vote.
#40 - EXECUTIVE COMMITTEE	
40.1	The Chair, the Deputy Chair and the Treasurer constitute the Executive Committee.
40.2	During the period between meetings of the Board, the Executive Committee may issue instructions to the Secretary and servants of the Association in matters of urgency connected with the management of the affairs of the Association.
40.3	The Executive Committee is to report on any instructions issued under Rule 40.2 to the next meeting of the Board.
#41 - INCOME AND PROPERTY OF THE ASSOCIATION	
41.1	No portion of the income or property of the Association is to be paid or transferred to any Member of the Association unless the payment or transfer is made in accordance with this rule in subject to the Act.
41.2	The Association may – (a) pay a servant or Member of the Association – (i) remuneration in return for services rendered to the Association, or for goods supplied to the Association, in the ordinary course of business of the servant or Member; or (ii) remuneration that constitutes a reimbursement for out-of-pocket expenses incurred by the servant or Member for any of the objects or purposes of the Association; or (iii) interest at a reasonable rate on money lent to the Association by the servant or Member; or (iv) a reasonable amount by way of rent for premises, or a part of premises, let to the Association by the servant or Member; and (b) pay a member of the Board remuneration in return for carrying out the functions of a member of the Board; and (c) pay a member of a sub-committee remuneration in return for carrying out the functions of a member of the sub-committee; and
41.3	Despite Rules 41.2 (a), (b) and (c), the Association is not to pay a person any amount under that clause unless the Association or Board has first approved that payment.
41.4	The Board from time to time may determine fees and charges for each class of membership at its discretion.

#42 - FUNDS	
42.1A	Where the Association is functioning in its capacity as an operator of any primary or secondary school, any revenue derived by the Association from the State or Commonwealth for the school must only be used for the purpose of the school.
42.1B	The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
42.2	The Treasurer of the Association must – (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association. The Treasurer may delegate the execution of these duties to any suitable person but must retain responsibility for their performance.
42.3	All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's financial institution account.
42.4	The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.
42.5	A payment is not to be drawn on the Association's account except for the purpose of making a payment that has been authorised by the Board.
42.6	Except with the authority of the Board, a payment of an amount exceeding that laid down in the By-Laws is not to be made from the funds of the Association otherwise than by cheque drawn on the Association's account or by electronic funds transfer from the Association's account.
42.7	Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed 'not negotiable'.
42.8	All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of an amount exceeding that laid down in the By-Laws must be signed by two people authorised by the By-Laws . All electronic banking procedures must also be approved as detailed in the By Laws.
42.9	With the approval of the Board, the Treasurer may maintain a petty cash account system provided that all money paid from or into the petty cash account is accurately recorded at the time of the transaction, subject to any conditions the Board may impose.
42.10	The funds of the Association shall be derived from joining fees, annual subscriptions, donations and, subject to any resolution passed by the Association in General Meeting and subject to the Act, such other sources as the Board determines.
42.11	All expenditure must be approved by or ratified by the Board.
#43 - AUDITOR	
43.1	At each Annual General Meeting, the Members of the Association present at the meeting are to appoint a person meeting the requirements of the Act as the auditor of the Association.
43.2	If an auditor is not appointed at an Annual General Meeting under Rule 43.1, the Board is to appoint a person as the auditor of the Association as soon as practicable after that Annual General Meeting.
43.3	The auditor is to hold office until the next Annual General Meeting and is eligible for re-appointment.
43.4	The auditor, once appointed, may only be removed from office by a special resolution at a General Meeting.
43.5	If a casual vacancy occurs in the office of auditor, the Board is to appoint a person to fill the vacancy until the next Annual General Meeting.

#44 - AUDIT OF ACCOUNTS	
44.1	The auditor is to audit the financial affairs of the Association at least once in each financial year of the Association.
44.2	The auditor, after auditing the financial affairs of the Association for a particular financial year of the Association, is to – (a) certify as to the correctness of the accounts of the Association; and (b) at the next Annual General Meeting, provide a written report to the Members of the Association present at that meeting.
44.3	In the report and in certifying to the accounts, the auditor is to – (a) specify the information, if any, that he or she has required and obtained under Rule 44.5; and (b) state whether, in his or her opinion, the accounts exhibit a true and correct view of the financial position of the Association according to the information at his or her disposal; and (c) state whether the rules relating to the administration of the funds of the Association have been observed.
44.4	The Treasurer of the Association is to deliver to the auditor a list of all the accounting records, books and accounts of the Association.
44.5	The auditor may – (a) have access to the accounting records, books and accounts of the Association; and (b) require from any servant of the Association any information the auditor considers necessary for the performance of his or her duties; and (c) employ any person to assist in auditing the financial affairs of the Association; and (d) examine any member of the Board, or any servant of the Association, in relation to the accounting records, books and accounts of the Association.
#45 - GENERAL MANAGER	
45.1	The Board may appoint a general manager to the Association from time to time in its absolute discretion and upon terms and conditions so determined by the Board.
45.2	The general manager will be responsible for the management and administration of the Association on a day to day basis.
45.3	The general manager will be directed by the Board and shall not act without authority from the Board.
45.4	The general manager may attend meetings of the Board but has no voting rights in respect of such meetings.
45.5	The general manager may also be the Secretary of the Association.
#46 - BY-LAWS	
46.1	The Board may make, amend or repeal By-Laws, not inconsistent with these Rules, for the internal management of the Association.
46.2	By-Laws must be made available in writing to Members on request, and must be posted on the Association's website.
46.3	Any By-Law may be set aside by a vote of Members at a General Meeting of the Association.
#47 - COMMON SEAL	
47.1	The Common Seal of the Association (if any) is to be in the form of a rubber stamp inscribed in legible characters with the name of the Association encircling the word 'Seal'.
47.2	The Common Seal of the Association must be kept in the custody of the Secretary or of such other person as the Board from time to time decides.

47.3	The Common Seal must not be affixed to any instrument except by the authority of the Board and the affixing of the Common Seal must be attested by the signatures of two members of the Board.
47.4	If a sealed instrument has been attested under Rule 47.3, it is presumed, unless the contrary is shown, that the seal was affixed to that instrument by the authority of the Board.
47.5	Every use of the Common Seal shall be recorded in the minute book of the Association.
#48 - EXECUTION OF CONTRACT OR OTHER DOCUMENT BY SIGNATURE	
48.1	The Association may execute a contract or other document if the contract or document is signed as required under the By-Laws.
#49 - NOTICE TO MEMBERS	
49.1	<p>Any notice that is required to be given to a Member, by or on behalf of the Association, under these Rules may be given by –</p> <ul style="list-style-type: none"> • delivering the notice to the Member personally; or • sending it by pre-paid post addressed to the Member at that Member's address shown in the Register of Members; or • facsimile transmission; or • electronic transmission. <p>The Board shall decide in which of the methods above the notice must be given.</p> <p>However, notice of the following meetings must be given in writing –</p> <p>(a) a meeting called to hear and decide the appeal against the Board's decision</p> <p style="padding-left: 40px;">(i) to reject an application for membership of the Association; or</p> <p style="padding-left: 40px;">(ii) to terminate a Member's membership of the Association;</p> <p>(b) a meeting called to hear and decide a proposed special resolution of the Association.</p>
#50 - CUSTODY AND INSPECTION OF BOOKS AND RECORDS	
50.1	<p>Except as otherwise provided in these Rules, the Secretary must keep in their custody or under their control</p> <p>(a) records and other documents of the Association; and</p> <p>(b) these Rules; and</p> <p>(c) minutes of all Board meetings and General Meetings of the Association.</p>
50.2	<p>If requested to do so by a Member, the Association must permit the Member or their representative at a reasonable time to inspect –</p> <p>(a) the Rules and By-Laws of the Association;</p> <p>(b) minutes of General Meetings of the Association</p> <p style="padding-left: 40px;">(i) at the main premises of the Association, or</p> <p style="padding-left: 40px;">(ii) if the Association has no premises, at the Association's official address.</p>
50.3	<p>The Association must give a Member of the Association a copy of anything referred to in Rule 50.2 within seven days if –</p> <p>(a) the Member asks for the copy; and</p> <p>(b) pays the fee (if any) prescribed in the By-laws.</p>
50.4	<p>The Secretary must post on the Association's website</p> <p>(a) the Rules and By-Laws of the Association;</p> <p>(b) minutes of general meetings of the Association</p>
50.5	Any Office-bearer vacating their office must return to the premises of the Association within 14 days any records held by the Office-bearer other than on those premises.

#51 - CALCULATION OF TIME	
	<p>Where a specified period of notice is required to be given under these Rules:</p> <p>(a) the day of service or deemed service of the notice shall be excluded from, and</p> <p>(b) the day upon which such notice expires shall be included in, such period unless otherwise provided by these Rules or by statute.</p>
#52 - WINDING UP	
52	<p>(a) At the first occurrence of:</p> <p style="padding-left: 40px;">(i) the winding up of the Association; or</p> <p style="padding-left: 40px;">(ii) the Association ceasing to be endorsed as an exempt entity as defined in section 995-1(1) of ITAA 1997 there remains, after satisfaction of all debts and liabilities, any property whatsoever, excluding surplus gift assets, the same shall not be paid or distributed amongst the Members or members of the Board, but shall be given or transferred by the Board to another charity which has similar objects to those of the Association and which is an exempt entity as defined in section 995-1(1) of the ITAA 1997.</p> <p>(b) Where the Association has been endorsed as a Deductible Gift Recipient, at the first occurrence of:</p> <p style="padding-left: 40px;">(i) the winding up of the Association; or</p> <p style="padding-left: 40px;">(ii) the Association ceasing to be endorsed as a deductible gift recipient under Division 30 of the ITAA 1997, the Directors must transfer any surplus gift assets remaining after the payment of all liabilities to a fund, authority or institution, which is an Eligible Charity.</p> <p>(c) Where gifts to an Eligible Charity are deductible only if, among other things, the conditions set out in the relevant table item in Subdivision 30-B of the ITAA 1997 are satisfied, a transfer under this Article must be made in accordance with those conditions.</p>

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