



HERBERT
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23 November 2016

Rules

Keratoconus Australia Inc

ABN 80 683 325 208



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Rules

Keratoconus Australia Inc
ABN 80 683 325 208

An incorporated association

1 Name

The name of the incorporated association is Keratoconus Australia Inc (**Association**).

2 Purposes

The purposes of the Association are to prevent and control the eye disease, keratoconus, and visual impairment caused by keratoconus, by, without limitation:

- (a) raising the awareness and understanding in the medical, optometric and general community of keratoconus, its signs, symptoms and effects;
- (b) promoting research into the causes, prevention and control of keratoconus; and
- (c) as incidental activities, acting as a representative body on behalf of people with keratoconus and providing, where necessary, counselling, support and referrals to people with keratoconus and their families.

3 Powers

For the purpose of carrying out the Association's purposes, the Association may:

- (a) raise funds and invite and receive contributions, grants, distributions of income or capital, gifts (by will or otherwise), subscriptions, fees, loans and deposits from any person;
- (b) provide funds or other material benefits by way of grant or otherwise to further the Association's purposes;
- (c) accept and undertake full or partial trusteeship, administration and management of trusts and funds, whether as trustee or as agent for the trustee or otherwise, and charge and accept fees, commission or other remuneration in respect of the trusteeship, administration and management;
- (d) purchase, take on lease or in exchange, hire or otherwise acquire real or personal property, and any rights or privileges that are required for the purposes of, or capable of being conveniently used in connection with, the Association's purposes. However, if the Association takes or holds any property which is



- subject to a trust, the Association may only deal with that property in the manner allowed by law having regard to that trust;
- (e) control, manage, lease, exchange, mortgage, charge, sell, transfer, surrender, dispose of, develop, carry on business or otherwise deal with any real or personal property of any kind or any estate or interest in that property;
 - (f) invest, deal with and lend money and otherwise provide financial accommodation to, and guarantee or otherwise secure loans to, charitable objects or purposes within the Association's purposes;
 - (g) construct, improve, maintain, develop, work, manage and control real or personal property and enter into contracts and agreements;
 - (h) appoint a person as the Association's attorney or agent with the powers (including the power to sub-delegate) and on the terms the Association thinks fit, and procure registration or recognition of the Association in any other country or place;
 - (i) enter into any arrangement with any government or authority that seems conducive to the Association's purposes, obtain from any government or authority any right, privilege or concession that the Association thinks it desirable to obtain, and carry out, exercise and comply with any of those arrangements, rights, privileges and concessions;
 - (j) engage, dismiss or suspend any employee, agent, contractor or professional person;
 - (k) borrow, raise or secure the payment of money and secure the repayment or performance of any debt, liability, contract, guarantee or other engagement in any way and, in particular, by mortgage, charge or overdraft or by the issue of debentures or debenture stock (perpetual or otherwise) charged on all or any of the Association's property (both present and future) and purchase, redeem or pay off those securities;
 - (l) spend money and do all other things that it considers desirable to promote the Association's purposes;
 - (m) make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
 - (n) print and publish newspapers, periodicals, books or leaflets or otherwise publish information in hard copy or by electronic means;
 - (o) accept any gift of property, whether subject to any special trust or not, for the Association's purposes, but subject to the provisions in clause 2(d) relating to trusts (if applicable);
 - (p) take any steps by personal or written appeals, public meetings or otherwise, that the Association considers expedient to procure contributions to the Association's funds, by way of donations, gifts (by will or otherwise), grants, sponsorships, subscriptions, fees or otherwise;
 - (q) appoint patrons of the Association;
 - (r) make donations for charitable purposes;
 - (s) decline or otherwise refuse to accept any gift (by will or otherwise), donation, settlement or other disposition of money or property;
 - (t) co-ordinate and arrange conferences, meetings, standing committees and commissions and other forums; and



- (u) do all other things that are incidental or conducive to attaining the Association's purposes.

4 Not for profit status

4.1 Application of the Association's income and property

- (a) The Association's income and property must be applied solely towards promoting the Association's purposes.
- (b) No part of the income or property may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, or other profit distribution, to any of the members.
- (c) This rule 4 does not prohibit indemnification of, or payment of premiums on contracts of insurance for, any Committee member to the extent permitted by law and these Rules.

4.2 Payments to Committee members

All payments to Committee members must be approved by the Committee including, but not limited to:

- (a) out-of-pocket expenses incurred by a Committee member in performing a duty as a Committee member of the Association; or
- (b) a service rendered to the Association by a Committee member in a professional or technical capacity or as an employee, other than in the capacity as a Committee member of the Association, where:
 - (1) the provision of the service has the prior approval of the Committee; and
 - (2) the amount payable is not more than an amount which commercially would be reasonable payment for the service.

5 Membership

5.1 Members

- (a) The members are:
 - (1) the members under the existing Rules at the date of the adoption of these Rules; and
 - (2) the members who are admitted to membership in accordance with this rule 5.
- (b) The Committee may decide to create classes of membership with the same or differing rights or privileges.

5.2 Application for membership

- (a) Any person who:



- (1) has keratoconus; or
 - (2) is the parent or legal guardian of a person under 18 years with keratoconus,
- and who applies and is approved for membership as provided in these Rules, is eligible to become a member on payment of the Entrance Fee and Annual Subscription (if any) payable under these Rules.
- (b) An application of a person for membership:
 - (1) must be made in the form set out in Appendix 1 or any other form approved by the Committee; and
 - (2) may be:
 - (A) made in writing and lodged with the Secretary; or
 - (B) made using an online membership form available from the Association's website and lodged electronically.
 - (c) As soon as is practicable after the receipt of an application, the Secretary must refer the application to the Committee or any Subcommittee formed to consider membership applications.
 - (d) The Committee (or Subcommittee) must consider the application and advise the Secretary whether the application has been approved or rejected.
 - (e) The Secretary must notify the applicant of the decision of the Committee. The Committee need not give any reason for rejecting an application.
 - (f) The Secretary must, upon payment of the Entrance Fee and Annual Subscription (if any), enter the member's name in the register of members.
 - (g) A right, privilege, or obligation of a person by reason of that person's membership:
 - (1) is not capable of being transferred or transmitted to another person;
 - (2) terminates upon the cessation of that person's membership whether by death or resignation or otherwise.

5.3 Fees and subscriptions

- (a) The Entrance Fee is the amount determined from time to time by the Committee. At the date of adoption of these Rules, there is no Entrance Fee.
- (b) The Annual Subscription is the amount determined from time to time by the Committee. At the date of adoption of these Rules, there is no Annual Subscription.
- (c) The Committee may determine different Entrance Fees and Annual Subscriptions for different classes of members.
- (d) The Committee must notify all persons entered on the register of members of the amount and time for payment of any Entrance Fee or Annual Subscription and of any alteration to the Entrance Fee or Annual Subscription. Varying amounts may be applied as decided by the Committee and made available to the members in a notice or a membership policy.
- (e) Where the Entrance Fee or Annual Subscription is not received:
 - (1) after one month of the due date, the Committee may issue a written reminder notice to the member; and



- (2) after one month of the written reminder notice, the member's rights and privileges associated with that membership will be suspended, including the right to receive notices of general meetings and the right to attend and vote at general meetings.
- (f) If a member who was suspended pursuant to rule 5.3(e) has not paid an Entrance Fee or Annual Subscription (as applicable) for more than 2 months after the written reminder notice, the person ceases to be a member, unless the person is also a Committee member, in which case the suspension under rule 5.3(e) will continue.
- (g) A member is a financial member of Association if:
 - (1) all money due to the Association at the relevant time is paid; or
 - (2) the Committee in any specific case determines that a member which owes money to the Association is to be regarded as a financial member.
- (h) A member who is not a financial member of Association may not vote at a general meeting.

5.4 Register of members

- (a) The Committee must keep a register of members. The full name, address, class of membership (if applicable) and the date the membership commenced, of each member must be entered. A member may request in writing to the Secretary to restrict access to the member's personal information on the register.
- (b) The date on which a person ceases to be a member of the Association must be entered in the register of members, within 14 days of the cessation of membership.
- (c) Information about a person who is no longer a member, other than the name of the person and the date on which the person ceased to be a member, must be removed from the register of members, within 14 days of the cessation of membership.
- (d) The register of members (less any personal information the Secretary has agreed to restrict access to) must be available for inspection by members on the member providing reasons for the inspection and giving reasonable notice to the Association. The Committee members may require the member to confirm in writing they will only use information for a proper purpose as permitted by the Act. The Committee members may require a fee for any copy of the register provided.
- (e) The register of members may be kept in any manner or form the Committee thinks fit, so long as it is readily convertible to written or printed form.
- (f) All persons may treat the register of members as complete and accurate. Nothing done in good faith based on the completeness and accuracy of the register of members will be rendered ineffective, void or voidable by any subsequently discovered omission from, or inaccuracy in, the register of members.



5.5 Grievance procedure

- (a) Any dispute under these Rules between a member and another member or between a member and the Association must, unless the parties otherwise agree, be dealt with by the procedure in this rule 5.5.
- (b) Any party to a dispute between members, may refer the dispute to the Committee for determination or mediation.
- (c) The Committee may, subject to paragraph (e) below, act as a mediator or decision maker (provided they are unbiased) or may appoint a third party as a mediator or decision maker.
- (d) If there is a dispute between the Association and a member, either party may require the dispute be referred to mediation.
- (e) The mediator must be unbiased and:
 - (1) a person chosen by agreement between the parties to the dispute; or
 - (2) in the absence of agreement within 14 days of a party requiring mediation;
 - (A) in the case of a dispute between a member and another member, a person appointed by the Committee; or
 - (B) 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) or its successor in law.
- (f) A member can be a mediator, provided they are unbiased.
- (g) The mediator cannot be a party to the dispute.
- (h) Any party to a dispute may appoint any person to act on behalf of that party in the process of determination by the Committee or mediation.
- (i) In each dispute:
 - (1) the parties to the dispute must have every reasonable opportunity to be heard; and
 - (2) due consideration must be given to any written statement submitted by a party; and
 - (3) natural justice must be accorded to the parties to the dispute throughout the process.
- (j) If the mediation process does not result in the dispute being resolved, within a reasonable time as decided by the mediator, or failing this decision, within one month of the party requiring mediation, any party may refer the matter to an unbiased decision maker.
- (k) A determination made under this rule is final and binding on all parties to the dispute.

5.6 Rights, obligations and liabilities of members

- (a) The members have the rights set out in the Act and at law, as modified, deleted, varied or added to by these Rules.
- (b) The members are required to comply with these Rules and any by-rules, regulations, codes of conduct, policies or guidelines applicable to members



adopted by the Committee from time to time and made available to the members.

- (c) The liabilities of a member, as a member, are limited to the amount, if any, unpaid by the member in respect of any Entrance Fee or Annual Subscription.

6 When membership ceases

6.1 Death, resignation and other events

A person immediately ceases to be a member if the person:

- (a) dies;
- (b) resigns as a member by giving written notice to the Association;
- (c) is expelled under rule 6.2; or
- (d) ceases to be a member under rule 5.3(f).

6.2 Disciplinary action

- (a) The Committee members' may decide there are grounds to investigate if:
 - (1) a member has failed to comply with the Rules or any procedures or policies of the Association; or
 - (2) it is in the interests of the Association for a member to no longer remain a member; or
 - (3) the member is not supporting the purposes of the Association or by act or omission may cause detriment to the Association or its reputation.
- (b) The Committee may establish a sub-committee or consider the matter itself or refer the matter to a third party, provided the decision maker is unbiased.
- (c) At least two weeks before a meeting to consider the issues, the decision maker, must give the member written notice:
 - (1) stating the date, place and time of the meeting;
 - (2) setting out the grounds on which the investigation is based; and
 - (3) informing the member that he or she may attend the meeting and may give an oral or written explanation or submission.
- (d) The decision maker has 4 weeks to consider the issues and may call for further information and hearings. The decision maker may decide on the appropriate disciplinary action, if any, including a decision to expel the member. Any decision must be notified to the member within 6 weeks from the meeting referred to in rule 6.2(c).
- (e) A member who has received notice under rule 6.2(c) must not initiate a grievance procedure under rule 5.5, until the determination under rule 6.2(d).
- (f) A determination by the decision maker is final and binding on all parties.
- (g) A Committee member may only be expelled as a member once he or she has been removed as a Committee member under rule 8.5.

7 General Meetings

7.1 Holding and calling general meetings

- (a) The Association must in each calendar year convene an annual general meeting of the members within 5 months of the end of the Financial Year.
- (b) A general meeting (including an annual general meeting or a special general meeting) may only be called:
 - (1) by a resolution of the Committee; or
 - (2) by a Committee member under these Rules; or
 - (3) as otherwise provided in the Act.

7.2 Notice of general meetings

- (a) At least 21 days' notice of every general meeting must be given in any manner authorised by rule 17 to each person who is at the date of the notice:
 - (1) a member;
 - (2) a Committee member; or
 - (3) the Auditor, if any.
- (b) A notice of a general meeting must:
 - (1) specify the date, time and place of the meeting;
 - (2) state the general nature of the business to be transacted at the meeting;
 - (3) state in full any proposed special resolution and state that the resolution is being proposed as a special resolution; and
 - (4) specify the manner and time for the receipt of proxies.
- (c) The non-receipt of notice of a general meeting or proxy form by any person entitled to receive notice of a general meeting does not invalidate any thing done or resolution passed at the general meeting if the non-receipt or failure occurred by accident or error.
- (d) A person's attendance at a general meeting waives any objection to a failure to give notice, or the giving of a defective notice, of the meeting.

7.3 Quorum

- (a) No item of business may be transacted at a general meeting (except the election of a chairperson of the meeting and the adjournment of the meeting) unless a quorum is present during the time when the meeting is considering that item.
- (b) Five members, present in person or by proxy, (being members entitled under these Rules to vote at a general meeting) constitute a quorum for transacting the business of a general meeting.
- (c) If, within 30 minutes after the appointed time for a general meeting to commence, a quorum is not present, the meeting:
 - (1) if convened on the requisition of members, is dissolved; and



- (2) in any other case, will 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 given to members before the day to which the meeting is adjourned) at the same place. If at the adjourned meeting the quorum is not present within 30 minutes after the time appointed for the meeting to commence, the adjourned general meeting, is dissolved.

7.4 General meetings by technology

- (a) The contemporaneous linking together by telephone or other electronic means of a sufficient number of the members in person, to constitute a quorum constitutes a meeting of the members, provided each member can clearly and simultaneously communicate with each other.
- (b) All the provisions in these Rules relating to meetings of the members apply, so far as they can and with any necessary changes, to meetings of the members by telephone or other electronic means.
- (c) A member who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (d) A meeting by telephone or other electronic means is taken as held at the place decided by the chairperson of the meeting, as long as at least one of the members involved was at that place for the duration of the meeting.

7.5 Chairperson

- (a) The Chair of the Committee must preside as chairperson at each general meeting if:
 - (1) present within 15 minutes after the time appointed for the meeting; and
 - (2) willing to act.
- (b) If there is no Chair of the Committee or both conditions in rule 7.5(a) have not been met, the members present in person and entitled to vote must elect another chairperson of the meeting.
- (c) A chairperson elected under rule 7.5(b) must be:
 - (1) another Committee member who is present and willing to act: or
 - (2) if no other Committee member present at the meeting is willing to act, a member who is present and willing to act.

7.6 Conducting and adjourning general meetings

- (a) A question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chairperson of the meeting, whose decision is final.
- (b) The chairperson of a general meeting may, and must if so directed by the meeting, adjourn the general meeting from time to time and place to place, but no business may be transacted at an adjourned general meeting except the business left unfinished at the general meeting at which the adjournment took place.
- (c) Where a general meeting is adjourned for 30 days or more, a notice of the adjourned meeting must be given as for the general meeting.



- (d) Except as provided in rule 7.6(c), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- (e) Where a meeting is adjourned, the Committee may change the venue of, or postpone or cancel, the adjourned meeting.

7.7 Decisions at general meetings

- (a) Except where by law a resolution requires a special majority, questions arising at a general meeting must be decided by a majority of votes cast by the members by direct votes (if permitted) or by those present (including by proxy, if permitted) at the meeting. Such a decision is for all purposes a decision of the members.
- (b) Where the votes on a proposed resolution are equal, the chairperson of the meeting may exercise a second or casting vote.
- (c) A resolution put to the vote of general meeting must be decided on a show of hands, unless before the vote is taken or before or immediately after the declaration of the result of the show of hands, a poll is demanded by:
 - (1) the chairperson of the meeting; or
 - (2) any member present and with the right to vote on the resolution.
- (d) A demand for a poll does not prevent a general meeting continuing for the transaction of any business except the question on which the poll has been demanded.
- (e) Unless a poll is demanded:
 - (1) a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost; and
 - (2) an entry to that effect in the minute book of the Association,is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- (f) If at a meeting a poll on any question is demanded:
 - (1) it must be taken at that meeting in the manner the chairperson directs; and
 - (2) the resolution of the poll must be treated as a resolution of the meeting on that question.
- (g) A poll that is demanded:
 - (1) on the election of the chairperson or on a question of an adjournment, must be taken immediately; and
 - (2) on any other question, must be taken before the close of the meeting at the time the chairperson directs.
- (h) The demand for a poll may be withdrawn.

7.8 Voting rights

- (a) Subject to these Rules, and to any rights or restrictions attached to any class of membership, every member entitled to vote has one vote.



- (b) Unless otherwise decided by the Committee, each member entitled to vote at a meeting of members may vote:
 - (1) in person; or
 - (2) by proxy
- (c) A proxy or representative is entitled to a separate vote for each member the person represents, in addition to any vote the person may have as a member in his or her own right.
- (d) An objection to the qualification of a person to vote at a general meeting must be referred to the chairperson of the meeting, whose decision is final.
- (e) A vote not disallowed by the chairperson of a meeting is valid for all purposes.
- (f) The Committee may decide to put resolutions (but not special resolutions) to the members for consideration and voting by ballot, without holding a general meeting, unless a meeting must be held under the Act. The Committee may decide the manner in which the ballot will be held and will ensure it is accountable to the members in respect of the conduct of the ballot.

7.9 Proxies and representatives

- (a) Each proxy and representative must be appointed by a member by notice in the form in Appendix 2 or in any other form determined by or accepted by the Committee, given to the Committee no later than 24 hours before the time of the general meeting for which the proxy or representative is appointed.
- (b) A proxy or representative may, but need not, be a member of the Association.
- (c) A proxy or representative may be appointed for all general meetings, or for any number of general meetings, or for a particular general meeting.
- (d) An instrument appointing a proxy or representative may direct the manner in which the proxy or representative is to vote in respect of a particular resolution and, where an instrument so provides, the proxy or representative is not entitled to vote on the proposed resolution except as directed in the instrument.
- (e) Even though the instrument appointing a proxy or representative may refer to specific resolutions and may direct the proxy or representative how to vote on those resolutions, unless otherwise provided, it is taken to also confer authority:
 - (1) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
 - (2) to vote on any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the meeting; and
 - (3) to act generally at the meeting.
- (f) The Committee may waive all or any of the requirements for proxies or representatives, and in particular may, waive the time in which the proxy or instrument appointing a representative must be received, the form the instrument appointing a proxy or representative is in and, on the production of such other evidence as the Committee requires to prove the validity of the appointment of a proxy or representative, accept:
 - (1) an oral appointment of a proxy or representative; or
 - (2) a copy (including a copy sent by fax) of an instrument appointing a proxy or representative or of the power of attorney or other authority under which the instrument is signed.



- (g) The appointment of a proxy is not revoked by the appointer attending and taking part in the general meeting but, if the appointer votes on a resolution in person or by direct vote, the person acting as proxy for the appointer is not entitled to vote, and must not vote, as the appointer's proxy on the resolution.

8 The Committee

8.1 Power to manage the Association

- (a) The Committee members have the duties set out in the Act and in the regulations of the *Australian Charities and Not-for-profits Commission Act 2012*.
- (b) The Committee members are responsible for managing the Association's affairs and carrying out the purposes of the Association in good faith and subject to the Act, *Australian Charities and Not-for-profits Commission Act 2012* and these Rules. The Committee members may exercise, to the exclusion of the Association in general meeting, all the Association's powers which are not required, by the Act or by these Rules, to be exercised by the Association in general meeting.
- (c) The Committee members may:
 - (1) appoint or employ any person and delegate the powers, discretions and duties vested in or exercisable by the Committee members, on the terms the Committee members decide;
 - (2) subject to any contract between the Association and the relevant person, remove or dismiss the person at any time, with or without cause.

8.2 Composition of Committee

- (a) The Committee members will be those persons who were Committee members immediately before the adoption of these Rules.
- (b) The minimum number of Committee members is 3. The maximum number of Committee members is to be fixed by the Committee members, but may not be more than 12. The Committee members must not determine a maximum which is less than the number of Committee members in office at the time the determination takes effect.
- (c) Members of the Committee must be members of the Association.
- (d) The Committee members may appoint any individual as a Committee member, either to fill a casual vacancy or as an addition to the existing Committee members, provided the number of Committee members does not exceed the maximum number fixed under rule 8.2(b). To be eligible to be a Committee member the person must not be disqualified managing a corporation under the *Corporations Act (Cth)* nor from managing a charitable entity.
- (d) The Committee members hold office until they cease to be a Committee member under rule 8.6.
- (e) The Committee may appoint any of its members as an Officer of the Association.
- (f) The Officers of the Association are, unless otherwise decided by the Committee:



- (1) a President;
- (2) a Vice President;
- (3) a Treasurer; and
- (4) a Secretary, subject to rule 11.

8.3 Retirement of Committee members

- (a) A Committee member appointed by the Committee members under rule 8.2(d) holds office only until the conclusion of the next annual general meeting following his or her appointment.
- (b) At every annual general meeting if the number of Committee members (after excluding any Committee members appointed by the Committee members under rule 8.2(d) and standing for election):
 - (1) is 5 or less, then at least 2 of the remaining Committee members must retire from office; or
 - (2) if the number is more than 5, at least one third of those Committee members (to the nearest whole number) must retire from office.
- (c) No Committee member may hold office without re-election beyond the third annual general meeting following the meeting at which the Committee member was last elected or re-elected.
- (d) The Committee members to retire under rule 8.3(b) are those Committee members who wish to retire and not offer themselves for re-election, those Committee members required to retire under rule 8.3(c) and, so far as is necessary to obtain the number required, those who have been longest in office since their last election or appointment. As between Committee members who were last elected or appointed on the same day, those to retire must, unless they can agree among themselves, be decided by lot.
- (e) The Committee members to retire under rule 8.3(b) (both as to number and identity) is decided having regard to the composition of the Committee members at the date of the notice calling the annual general meeting. A Committee member is not required to retire and is not relieved from retiring because of a change in the number or identity of the Committee members after the date of the notice but before the meeting closes.
- (f) A Committee member retiring from office is eligible for re-election subject to a maximum term of 20 years, unless the maximum term is varied for a particular Committee member by the Committee members.
- (g) The retirement of a Committee member from office and the re-election of the Committee member or the election of another person to that office (as the case may be) takes effect at the conclusion of the meeting at which the retirement and re-election or election occur.

8.4 Nomination of Committee members

- (a) Nominations of candidates for election as Committee members will be called for at least 21 days prior to the annual general meeting of the Association at which elections will be held. The notice calling for nominations must list those Committee members ceasing to be Committee members at the annual general meeting and whether they are standing for re-election, and the date the nominations must be received by the Secretary.
- (b) The nominations must be:



- (1) made in writing, signed by one member other than the candidate;
- (2) accompanied by a short biographical statement and the written consent of the candidate (which may be endorsed on the form of nomination);
- (3) delivered to the Secretary before the date notified.

8.5 Removal of Committee member

- (a) Subject to this rule, the members may, by special resolution, remove any member of the Committee.
- (b) Any request by the members for a general meeting to consider a special resolution to remove a Committee member must be made in writing by members representing at least 10% of all members to the Secretary and must outline the reasons for the request. A contact member must be nominated in the request together with contact details.
- (c) The Committee must hold a general meeting to consider the special resolution within 4 months of the receipt of the request.
- (d) A Committee member who is the subject of a proposed resolution referred to in rule 8.5(a) may make representations in writing to the President or Secretary and may request that the representations be provided to the members.
- (e) The President or Secretary may give a copy of the representations to each member or, if they are not so given the Committee member may require that they be read out at the meeting.

8.6 Vacancy of office on Committee

- (a) The position of a member of the Committee, including an Officer, becomes vacant if the person:
 - (1) becomes an insolvent under administration within the meaning of the Corporations Act;
 - (2) becomes of unsound mind, or a person whose person or estate is liable to be dealt with under the law relating to mental health;
 - (3) is convicted of an indictable offence punishable by imprisonment;
 - (4) resigns as an Officer or as a member of the Committee by written notice to the Committee;
 - (5) is disqualified from managing a corporation, within the meaning of the *Corporations Act*;
 - (6) is disqualified from managing a charitable entity;
 - (7) is removed from office by special resolution of the members in accordance with rule 8.5;
 - (8) fails to attend 3 consecutive meetings of the Committee without leave of the Committee (whether given before or after that absence) and is removed from office by resolution of the Committee; or
 - (9) resigns by written notice to the Association.
- (b) All Committee members cease to be in office if a statutory manager is appointed under the Act to conduct the affairs of the Association.



8.7 Use of information or position

- (a) A member of the Committee must not:
- (1) while a member of the Committee; and
 - (2) after ceasing to be a member of the Committee,
knowingly or recklessly make improper use of information acquired by virtue of his or her position in the Association so as to:
 - (3) gain, directly or indirectly, any pecuniary benefit or material advantage for himself or herself or any other person; or
 - (4) cause a detriment to the Association.
- (b) A member of the Committee must not knowingly or recklessly make improper use of his or her position in the incorporated association so as to:
- (1) gain, directly or indirectly, any pecuniary benefit or material advantage for himself or herself or any other person; or
 - (2) cause detriment to the Association.

8.8 Disclosure of interests

- (a) Subject to rule 8.8(b), a Committee member who has a perceived or actual material conflict of interest (including a material personal interest) in a matter being considered by the Committee must:
- (1) as soon as he or she becomes aware of his or her interest, disclose to the Committee members the nature and extent of his or her interest and the relation of the interest to the activities of the Association; and
 - (2) where it is a material personal interest, disclose the nature and extent of the interest to the members at the next general meeting.
- (b) Rule 8.8(a)(2) does not apply in respect of an interest that exists only by virtue of the fact that the Committee member:
- (1) is an employee of the Association;
 - (2) is a member of a class of persons for whose benefit the Association is established; or
 - (3) has the interest in common with all or a substantial proportion of the members.
- (c) A Committee member who has a perceived or actual material conflict of interest in a contract, or proposed contract, with the Association, or who has a perceived or actual material conflict of interest in a matter being considered by the Committee members, must not, unless Rule 8.8(b)(2) and 8.8(b)(3) applies:
- (1) be present while the matter is being considered; or
 - (2) vote on the matter.
- (d) A disclosure under rule 8.8(a)(1) and 8.8(a)(2) must be recorded in the minutes of the meetings at which the disclosure was made. This may be a standing notice of disclosure.
- (e) A contract is not liable to be avoided by the Association on any ground arising from the fiduciary relationship between the Committee member and the Association and the Committee member is not liable to account for profits



derived from the contract, provided rules 8.8(a) and 8.8(c) have been complied with (if applicable) by the Committee member.

- (f) If there are not enough Committee members to form a quorum to consider a matter due to rule 8.8(c), any Committee member (including a Committee member with a perceived or actual material conflict of interest) may call a general meeting to consider the matter.
- (g) The Committee members may make regulations or adopt a policy dealing with a conflict of interest, including requiring the disclosure of interests that a Committee member, and any person considered by the Committee members as related to or associated with the Committee member, may have, or may be perceived to have, in any matter concerning or which may affect the Association, in any way.

8.9 Implied validity

Despite any other provision in these Rules, all decisions and actions at a meeting of the Committee, and all actions taken by the Committee or a person acting as a Committee member, are as valid as if every person acting as a Committee member had:

- (a) been duly appointed;
- (b) duly continued in office; and
- (c) at all material times been fully entitled to do all things which he or she did or purported to do as a Committee member,

even though it is later discovered that there was a defect in the person's appointment or continuance in office, or that the person had vacated office or was not entitled to do a particular thing.

9 Proceedings of the Committee

9.1 Committee meetings

The Committee may meet together and adjourn and otherwise regulate their meetings as they think fit.

9.2 Convening meetings

- (a) A member of the Committee may convene a meeting whenever he or she thinks fit.
- (b) The Secretary must, on requisition of a member of the Committee, convene a meeting of the Committee.

9.3 Quorum

- (a) Any 3 members of the Committee constitute a quorum for transacting the business of a meeting of the Committee.
- (b) No business may be transacted at a meeting of the Committee unless a quorum is present. If within 15 minutes of the time appointed for the meeting a quorum is not present, the Chair may adjourn the meeting to the same place and at the same hour of the same day in the following week.



- (c) If the number of members of the Committee at any time is not sufficient to constitute a quorum of a Committee meeting or is less than the minimum number of members of the Committee fixed under these Rules, the remaining members of the Committee must act as soon as possible to:
- (1) increase the number of members of the Committee to a number sufficient to constitute a quorum and to satisfy the minimum number required under these Rules; or
 - (2) convene a general meeting of the company for that purpose,
- and, until that has happened, may only act if and to the extent that there is an emergency requiring them to act.

9.4 Chair

- (a) The Chair of the Committee shall be the President.
- (b) Subject to rule 9.4(c), the Chair of the Committee must preside at each meeting of the Committee.
- (c) If the Chair is absent or unwilling to act at any particular meeting of the Committee, then the members of the Committee present must elect one of their number to act as Chair for that meeting.

9.5 Voting

- (a) Questions arising at a meeting of the Committee are to be decided on a show of hands.
- (b) Each member of the Committee present at a meeting of the Committee (including the Chair) is entitled to one vote. If the votes are equal on any question, the Chair has a second or casting vote.
- (c) A resolution concerning any question arising at a meeting of the Committee will only be considered as passed if an ordinary majority of votes cast at the meeting in respect of that resolution are cast in favour of it.

9.6 Usual business at meetings of the Committee

The usual business at a meeting of the Committee is:

- (a) to confirm the minutes of the last meeting;
- (b) to deal with any items retained on the agenda from the last meeting;
- (c) to receive reports on the activities of any Subcommittee;
- (d) to receive reports from Committee members charged with the responsibility for agenda items;
- (e) to discuss correspondence received and correspondence to be sent;
- (f) to organise general meetings and other functions; and
- (g) any other business that is notified to Committee members.

9.7 Observers at meetings of Committee

Members and other persons, when invited by the Committee, may attend meetings of the Committee, but do not have voting rights and may not speak at the meeting unless permitted by the Chair.



9.8 Notice

The Secretary must use best endeavours to give notice of each meeting of the Committee (together with a proposed agenda and minutes of the previous meeting of the Committee) to each Committee member at least 7 days before the meeting.

9.9 Meetings convened by telephone or other electronic means

- (a) The contemporaneous linking together by telephone or other electronic means of a number of the members of the Committee sufficient to constitute a quorum, constitutes a meeting of the Committee and all the provisions in these Rules relating to meetings of the members of the Committee apply, so far as they can and with such changes as are necessary, to meetings of the members of the Committee by telephone or other electronic means.
- (b) A meeting by telephone or other electronic means is to be taken to be held at the place determined by the Chair of the meeting of the Committee provided that at least one of the members of the Committee involved was at that place for the duration of the meeting.

9.10 Written resolutions of the Committee

- (a) If:
 - (1) all of the members of the Committee (other than any Committee member who disqualifies himself or herself from considering the act, matter, thing or resolution in question on the grounds that he or she is not entitled at law to do so or has a conflict of interest), assent to a document containing a statement to the effect that an act, matter or thing has been done or resolution has been passed; and
 - (2) the members of the Committee who assent would have constituted a quorum at a meeting of the Committee held to consider that act, matter, thing or resolution,that act, matter, thing or resolution is to be taken as having been done at or passed by a meeting of the Committee.
- (b) For the purposes of rule 9.10:
 - (1) the meeting is to be taken to have been held on the day on which, and at the time at which, the document was last assented to by a member of the Committee;
 - (2) 2 or more separate documents in identical terms each of which is assented to by one or more members of the Committee are to be taken as constituting one document; and
 - (3) a member of the Committee may signify assent to a document by signing the document or by notifying the Association of the member's assent in person or by post, facsimile transmission, telephone or other method of written, audio or audio visual communication.
- (c) Where a Committee member signifies assent to a document otherwise than by signing the document, the Committee member must by way of confirmation sign the document at the next meeting of the Committee attended by that Committee member, but failure to do so does not invalidate the act, matter, thing or resolution to which the document relates.



- (d) Where a document is assented to in accordance with rule 9.10, the document is to be taken as a minute of a meeting of the Committee.

10 Subcommittees

10.1 Delegation to Subcommittees

The Committee may delegate any of the Committee powers to a Subcommittee or Subcommittees established by the Committee, comprising the Committee members and any other people (whether members or not) that the Committee decides.

10.2 Control of Subcommittees

- (a) The Committee may name, dissolve and vary the powers and composition of a Subcommittee as the Committee thinks fit.
- (b) Each member of a Subcommittee holds office on terms decided by the Committee.
- (c) A Subcommittee must exercise its powers, and generally conduct itself, in accordance with any directions given by the Committee including, but not limited to, any directions concerning keeping minutes and reporting to the Committee.

10.3 Rules apply to Subcommittees

Subject to any directions by the Committee, the provisions of these Rules applying to meetings and resolutions of the Committee apply, so far as they reasonably can and with any modifications reasonably necessary, to meetings of a Subcommittee.

11 Secretary

11.1 Appointment

- (a) The Committee members must appoint a Secretary to hold the position subject to the Act and carry out the duties provided in the Act and any additional duties as decided by the Committee members.
- (b) Before being appointed, the Secretary must:
- (1) consent to the appointment;
 - (2) be at least 18 years old; and
 - (3) be a resident of Australia.
- (c) The Secretary may hold any other position or office in the Association but is not required to be a Committee member.
- (d) Rule 8.7 relating to use of information or position applies to the Secretary as though he or she is a Committee member.



11.2 Vacation in office

- (a) The office of a Secretary becomes vacant if the Secretary:
 - (1) becomes an insolvent under administration within the meaning of the *Corporations Act 2001*;
 - (2) is found guilty of or convicted of an indictable offence punishable by imprisonment, whether or not a term of imprisonment is imposed;
 - (3) becomes a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;
 - (4) is removed from office by resolution of the Committee members;
 - (5) resigns by written notice to the Association; or
 - (6) ceases to be a resident of Australia.
- (b) The Committee members must appoint a new Secretary within 14 days of the office becoming vacant and provide notice as required under the Act.

12 Delegates

12.1 Delegates

- (a) The Committee may from time to time appoint delegates of the Association, who may or may not be members of the Committee.
- (b) The Committee may delegate any of its powers or responsibilities to a delegate appointed under rule 12.1(a).
- (c) Notwithstanding rule 12.1(b), the Committee remains responsible for the:
 - (1) exercise of Committee powers; and
 - (2) discharge of Committee responsibilities,by a delegate appointed under rule 12.1(a).
- (d) A delegate to whom any powers have been so delegated must exercise the powers delegated in accordance with any directions of the Committee.

13 Financial records

13.1 Keep financial records

- (a) The Committee members must keep financial records that:
 - (1) correctly record and explain the Association's transactions and financial position and performance; and
 - (2) enable true and fair financial statements to be prepared as required by the Act or any other law.
- (b) The records must be retained for at least 7 years.



13.2 Tier one, tier two or tier three association

- (a) Each year the Committee must determine whether the Association is a tier one, tier two or tier three association in accordance with the Act and comply with the requirements of reporting, review and audit applicable to that tier as set out in the Act.
- (b) At the time of adoption of these Rules:
 - (1) Tier one has total revenue less than \$250,000 during the previous Financial Year;
 - (2) Tier two has total revenue of more than \$250,000 but less than \$1,000,000 during the previous Financial Year;
 - (3) Tier three has total revenue of more than \$1,000,000 during the previous Financial Year.

14 Cheques

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed:

- (a) as the Committee decides; or
- (b) failing a decision under rule 14(a), by any 2 Committee members.

15 Custody and inspection of records

15.1 Custody of records

The Committee or its delegate for this purpose must keep in its custody or under its control, all books, documents and securities of the Association.

15.2 Minutes of meetings and minutes of resolutions

- (a) The Committee members must ensure accurate minutes are recorded in books kept for the purpose of:
 - (1) proceedings of general meetings, of Committee meetings and of committees of the Committee; and
 - (2) resolutions put to members, Committee members and committee members.
- (b) The minutes of a meeting must be signed within a reasonable time by the chairperson of the meeting or the chairperson of the next meeting as an accurate record, after the Committee concurs the minutes are an accurate record.

15.3 Inspection of records

- (a) The documents associated with incorporation, these Rules, the trust deed of any trust of which the Association is a trustee, and the minutes of general meetings, including accounting records and financial statements submitted to



that general meeting, must be made available for inspection by any member who gives the chairperson, the secretary or delegate for this purpose, reasonable notice that the member wishes to inspect them.

- (b) The Committee must give a member a copy of anything referred to in rule 15.3(a) within 14 days of a written request from a member and payment of any reasonable fee set by the Committee members.
- (c) A member (other than a Committee member) may apply in writing to the Committee to have access to:
 - (1) minutes of Committee meetings or meetings of committees;
 - (2) any resolutions of the Committee or any committee;
 - (3) records, books, relevant documents or securities of the Association.
- (d) The application must state the member's purpose of the access and specify how the member will use the information.
- (e) The Committee must review the application at the Committee meeting following the receipt of the application, or if that is not practicable, at the next following Committee meeting. The Committee may request further information or written undertakings from the member as to the use of the information. The Committee may:
 - (1) agree to the application, subject to the Association's legal and other duties (including privacy, commercial confidentiality, governance) on such terms and conditions as it considers necessary, including setting access and time limits to control any disruption or inconvenience to management or volunteer time, and may require the member to enter a confidentiality deed or deed restricting the use and disclosure, and any other conditions the Committee considers necessary or desirable; or
 - (2) refuse the application in its absolute discretion without the need to provide reasons, if it considers it may not be in the interests of the Association, or any of the other entities referred to in the relevant documents, to allow the member access.

15.4 Returning documents of the Association

Any person who has possession or control of documents that belong to the Association are required to return the documents to the secretary within 28 days after the person ceases to be a member, or ceases to hold the position or role by virtue of which he or she had possession or control of the documents.

16 Common seal

- (a) The common seal of the Association must be kept in the custody of the Committee or its delegate for this purpose.
- (b) The common seal may only be affixed to a document if:
 - (1) the Committee authorises it, which it may do before or after the common seal is used; and
 - (2) the document to which the common seal is affixed is signed by any 2 members of the Committee.



17 Notices

- (a) A notice may be given by the Association to a member by:
 - (1) delivering it to the member personally;
 - (2) posting it by prepaid post to the member's registered address; or
 - (3) sending it to the member's facsimile number or electronic address, if the member has nominated one to the Association for receipt of notices.
- (b) A notice is taken as given by the Association and received by the member:
 - (1) if delivered, at the time of delivery;
 - (2) if faxed, when the Association receives a confirmation report that all pages of the facsimile have been transmitted to the member's facsimile number, but if transmission or receipt is after 5:00pm, it is taken as received on the next business day;
 - (3) if sent electronically, on the next business day; and
 - (4) if posted, on the second business day after it was posted.
- (c) No:
 - (1) general meeting, annual general meeting or meeting of the Committee; or
 - (2) act, proceeding or business of any such meeting,is or will be rendered voidable or invalid merely because of:
 - (3) the failure of any person to receive notice of the meeting; or
 - (4) any other procedural irregularity.

18 Source and management of funds

- (a) The funds of the Association are to be derived from fees, subscriptions, gifts, sponsorships, donations, government grants, fundraising activities and such other sources as the Committee determines.
- (b) The funds must be managed as decided by the Committee members.
- (c) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed:
 - (1) as the Committee members decide; or
 - (2) failing a decision, by any 2 Committee members.



19 Association Regulations

19.1 Association Regulations made by Committee

- (a) The Committee may make, amend, add to, rescind and replace Association Regulations concerning any aspect of the membership, governance, management, operation and activities of the Association.
- (b) To the extent of any conflict between these Rules and the Association Regulations, these Rules will prevail.

19.2 Effectiveness and promulgation of Association Regulations

Any Association Regulation made, and any amendment, addition, rescission and replacement:

- (a) has effect on and from the date it is made, unless otherwise stated in the relevant document; and
- (b) must be notified to those affected, but failure to bring it to the attention of any person will not render it or anything done in accordance with it void, voidable or ineffective.

20 Alteration of Statement of Purposes and Rules

- (a) These Rules and the Statement of Purposes of the Association may only be altered, deleted or added to, in accordance with the Act.
- (b) The Association must not pass a special resolution altering these Rules, if, as a result, the Association will cease to be a charity.

21 Indemnity and insurance

21.1 Indemnity

To the extent permitted by law, the Association may indemnify a person who is or has been an Officer of the Association against a liability incurred by that person in his or her capacity as an Officer of the Association:

- (a) to any other person; and
- (b) for costs and expenses in defending proceedings, whether civil or criminal, in which judgment is given in favour of that person or in which that person is acquitted or in connection with an application, in relation to those proceedings, in which the Court grants relief to that person,

so far as the liability is not covered by a contract of insurance taken out by any person for the benefit of that Officer.

21.2 Insurance

The Association may pay, agree to pay, or reimburse another person who has paid, a premium in respect of a contract insuring a person who is or has been an Officer of the



Association against a liability incurred by that person as an Officer of the Association, except in circumstances prohibited by law.

22 Income and property

The Association's income and property must be applied solely towards promoting the Association's purposes and exercising its powers as set out in these Rules. No part of the income or property may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, fee or otherwise, to any of the members. However, this rule does not prohibit making a payment in good faith for:

- (a) out-of-pocket expenses incurred by a member; or
- (b) a service rendered to the Association by a member in a professional or technical capacity where:
 - (1) the provision of the service has the prior approval of the committee; and
 - (2) the amount payable is not more than an amount which commercially would be reasonable payment for the service,or prohibit payment:
- (c) in good faith to any member for goods supplied in the ordinary and usual course of business;
- (d) of reasonable and proper interest on money borrowed from a member; or
- (e) of reasonable and proper rent for premises let by any member to the Association.

23 Deductible Gift Recipient Status

23.1 Application of this rule

This rule only applies if the Association is a deductible gift recipient under ITAA97.

23.2 Maintaining a Gift Account

The Association must maintain a management account (**Gift Account**):

- (a) to identify and record Gifts and Deductible Contributions;
- (b) to identify and record any money received by the Association because of those Gifts and Deductible Contributions; and
- (c) that does not record any other money or property.

23.3 Limits on use of Gift Account

The Association must use the Gift Account only for its principal purposes.

23.4 Winding up or revocation of deductible gift recipient

- (a) Upon:



- (1) the winding up of the Association; or
- (2) the Association ceasing to be deductible gift recipient under the ITAA 97,

whichever is earlier, any surplus Gifts and Deductible Contributions and money received by the Association because of those Gifts and Deductible Contributions must be transferred to a fund, authority or institution:

- (3) which is charitable at law;
 - (4) whose constitution prohibits distributions or payments to its members to an extent at least as great as is outlined in rule 4; and
 - (5) Gifts to which are deductible under Division 30 of the ITAA 97.
- (b) The identity of the institution referred to in rule 23.4(a) must be decided by the Committee, or if the Committee does not wish to decide or does not decide, it must be decided by the members by ordinary resolution at or before the time of winding up of the Association and, if the members do not decide, by the Supreme Court of the state or territory in which the Association is registered.

23.5 Receipts

Receipts for Gifts or Deductible Contributions must state the;

- (a) name and ABN of the Association;
- (b) the date and amount (or value, if property) of the Gift or Deductible Contribution;
- (c) the name of the donor or contributors;
- (d) the fact that it was a Gift or Deductible Contribution (and if it was a Deductible Contribution, the relevant fundraising event and GST inclusive market value of the event or goods or services purchased).

24 Winding up

- (a) If, on the winding up or dissolution of the Association, any property remains after satisfaction of all its debts and liabilities, this property must only be given or transferred to a fund, authority or institution:
 - (1) which is charitable at law; and
 - (2) whose constitution prohibits distributions or payments to its members and directors (if any) to an extent at least as great as is outlined in rule 4; and
 - (3) gifts which can be deducted under Division 30 of the ITAA 97.
- (b) The identity of the fund, authority or institution referred to in rule 35(1) must be decided by the Committee at or before the time of winding up or dissolution of the Association and, if the Committee cannot decide, by the Supreme Court of Victoria.
- (c) Where gifts to a fund, authority or institution are deductible only if, among other things, the conditions set out in the relevant table item in Subdivision 30-B are satisfied, a gift or transfer under rule 25(1) to that fund, authority or institution must be made in accordance with or subject to those conditions.



25 Definitions and interpretation

25.1 Definitions

The meanings of the terms used in these Rules are set out below.

Term	Meaning
Act	the Associations Incorporation Act Reform 2012 (Vic)
Annual Subscription	is the fee payable under rule 5.3.
Association Regulations	any regulations made by the Committee under rule 19.
Auditor	the auditor of the Association for the purposes of audit or review under the Act.
Body	a company, body corporate, trust, unincorporated association, unincorporated entity or partnership.
Business Day	any day excluding a Saturday, Sunday and public holiday in Victoria.
Chair	the chairperson of the relevant meeting.
Commissioner	the Commissioner of Taxation, a Second Commissioner of Taxation or a Deputy Commissioner of Taxation for the purposes of ITAA 97.
Committee	the committee of management of Association under rule 8.
Deductible Contribution	a contribution of money or property as described in item 7 or item 8 of the table in section 30-15 of the ITAA 97 in relation to a fundraising event held for the principal purpose of the Association.
Entrance Fee	is the fee payable under rule 5.3.
Financial Year	the period of 12 months ending on 30 June in each year.

Term	Meaning
Gift	a contribution of money or property as described in item 1 of the table in section 30-15 of the ITAA 97.
Gift Fund	the fund established by the Association pursuant to rule 23.
ITAA 97	the <i>Income Tax Assessment Act 1997</i> .
Officer	has the meaning given in rule 8.2(f), but for the purposes of rule 21 only, means: <ol style="list-style-type: none"> 1 any member of the Committee; and 2 any other person the Committee determines from time to time.
Registered Office	the registered office of the Association maintained in accordance with the Act.
Regulations	regulations made under the Act.
Secretary	the secretary of the Association from time to time.
Statement of Purposes	the statement of the purposes of Association.
Subcommittee	a subcommittee of the Committee established under rule 10.

25.2 Interpretation

- (a) a word or expression in the singular includes the plural, and the plural includes the singular;
- (b) headings are for convenience only and do not affect the interpretation of these Rules;
- (c) if a word or phrase is defined, other grammatical forms of that word or phrase have corresponding meanings;
- (d) a reference to one gender includes all genders;
- (e) a reference to legislation, a regulation or a standard includes:
 - (1) any subordinate legislation made under legislation; and
 - (2) any modification or replacement of the legislation, regulation or standard or of any subordinate legislation made under legislation;



- (f) a reference to these Rules or the Statement of Purposes, or to a provision of these Rules or the Statement of Purposes, includes any modification or replacement of them;
- (g) a member is to be taken to be present in person at a general meeting if the member is present in person or by proxy;
- (h) a reference to a Body which is a member includes a reference to any Body that:
 - (1) is the successor in title to; or
 - (2) takes over the majority of the functions and responsibilities of, that member;
- (i) where the approval of the Committee is required under these Rules or an act matter or thing is subject to the approval or determination of the Committee under these Rules, then unless otherwise expressly stated in these Rules, that approval or determination can be withheld or made by the Committee as it sees fit in its absolute discretion, and the Committee is entitled to make its approval or determination subject to any condition as it sees fit in its absolute discretion;
- (j) when introducing an item or a list of items, the use of the word 'including' or 'includes' does not limit the meaning of the words to which the list relates to those items, or to items of a similar kind; and
- (k) where a power is granted to a person or an office, unless express provision is made to the contrary in the Act, the Regulations, these Rules or the Association Regulations, that power may be exercised by that person or the person occupying that office:
 - (1) at any time; and
 - (2) from time to time.

26 Transitional provisions

These Rules must be read and construed so that:

- (a) any Committee member in office immediately before the adoption of these Rules will be considered to have been appointed under, and to hold office in accordance with these Rules;
- (b) any member or person acknowledged by the Committee to be a member immediately before the adoption of these Rules will be considered to have obtained and to retain, membership in accordance with these Rules;
- (c) any register maintained by the Association immediately before the adoption of these Rules will be considered to be a register maintained under these Rules;
- (d) any regulations or by-laws made, adopted or passed before the adoption of these Rules will be considered to have been made as Association Regulations under these Rules;
- (e) any seal adopted by Association before the adoption of these Rules as the common seal of Association will be considered to be the common seal which Association has adopted under these Rules;
- (f) all subcommittees established by the Committee and maintained immediately before the adoption of these Rules will be considered to be Subcommittees established under rule 10, and will be regulated as if established under rule 10; and



- (g) unless the contrary intention appears in these Rules, all persons, things and circumstances appointed or created by or under the constituent documentation of the Association in force before the adoption of these Rules will continue to have the same status, operation and effect after the adoption of these Rules.

27 Application of the Act

27.1 What parts of the Act apply?

Unless the contrary intention appears:

- (a) an expression used in a rule that deals with a matter dealt with by a provision of the Act has the same meaning as in that provision; and
- (b) subject to rule 27.1(a), an expression in a rule that has a defined meaning for the purposes of the Act has the same meaning as in the Act.

27.2 Model Rules

The provisions of these Rules displace each provision of the Model Rules, except to the extent required by the Act.



Appendix 1

Application for membership

Keratoconus Australia Inc

Membership form

To become a member or supporter of the Association, please fill out the form and send it to:

Keratoconus Australia Inc., PO Box 1109, Hawksburn, Vic 3142

(Note: only members have voting rights in the Association and they must either have keratoconus or be the parent or legal guardian of a person under 18 years with keratoconus.)

I (name) of (address) wish to become a **member/supporter*** of Keratoconus Australia Inc (Association).

If applying for membership, I certify that:

I have keratoconus; or

I am the parent or legal guardian of a person under 18 years with keratoconus and my relationship to the person with keratoconus is _____ (e.g. mother, father or guardian)*.

My date of birth is ___/___/_____.

In the event of my admission as a member, I agree to be bound by the rules of the Association for the time being in force.

Signature

Date

* delete as appropriate

Keratoconus Australia Inc, PO Box 1109, Hawksburn Victoria 3142

www.keratoconus.asn.au

A0039546H, ABN 80 683 325 208



Appendix 2

Form of appointment of proxy

Keratoconus Australia Inc.

I, _____

of _____

being a member of Keratoconus Australia Inc., hereby appoint

of _____

as my proxy to vote for me on my behalf at the **Annual General Meeting/General Meeting*** to be held on _____ and at any adjournment of that meeting.

My proxy is authorised to vote **at her/his discretion/in favour of/against*** the resolution (insert details).

*delete as appropriate

Signed

Date _____