BUSINESS LEADERS IN STATE SCHOOLS

Registered No A0026933K

RULES

For Business Managers Victoria

Incorporated (A0026933K)

Associations Incorporation Reform Regulations 2012
(Updated October 2023)

Part 3

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Business Managers Victoria Inc

Note

The persons who from time to time are members of the Association are an incorporated association by the name given in rule 1 of these Rules.

Under section 46 of the **Associations Incorporation Reform Act 2012**, these Rules are taken to constitute the terms of a contract between the Association and its members.

PART 1—PRELIMINARY

1 Name

The name of the incorporated association is "Business Managers Victoria Inc" (BMV)

Note

Under section 23 of the Act, the name of the Association and its registration number must appear on all its business documents.

2 Purposes

The purposes of the association are to enhance and maintain professional standards through the ongoing provision of high-quality professional development. Strategically leading school business management practices, effective advocacy; communication and collaboration. Providing opportunities for members to collaborate with their colleagues: state-wide, nationally and internationally.

3 Financial year

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

4 Definitions

In these Rules—

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

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

Committee means the Committee having management of the business of the Association; ***committee meeting*** means a meeting of the Committee held in accordance with these Rules;

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

disciplinary appeal meeting means a meeting of the members of the Association convened under rule 23(3); ***disciplinary meeting*** means a meeting of the Committee convened for the purposes of rule 22;

disciplinary subcommittee means the subcommittee appointed under rule 20;

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

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

member means a member of the Association;

member entitled to vote means a member who under rule 13(2) is entitled to vote at a general meeting;

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

the Act means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

the Registrar means the Registrar of Incorporated Associations.

PART 2—POWERS OF ASSOCIATION

5 Powers of Association

(1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.

(2) Without limiting subrule (1), the Association may— (a) acquire, hold and dispose of real or personal property;

(b) open and operate accounts with financial institutions;

(c) invest its money in any security in which trust monies may lawfully be invested;

(d) raise money on any terms and in any manner as it thinks fit;

(e) secure the repayment of money raised, or the payment of a debt or liability;

(f) appoint agents to transact business on its behalf;

(g) enter into any other contract it considers necessary or desirable.

(3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not for profit organisation

(1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.

(2) Subrule (1) does not prevent the Association from paying a member—

(a) reimbursement for expenses properly incurred by the member; or

(b) for goods or services provided by the member—

if this is done in good faith on terms no more favourable than if the member was not a member.

Note

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members.

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

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7 Minimum number of members

The Association must have at least 5 members.

8 Who is eligible to be a member:

The Association shall grant membership to any person who:

(1) Holds an ongoing position and is responsible for the Business, Administration, Finance or Personnel Management in a Victorian Government School;

(2) Is relieving in a relief position and is responsible for the Business, Administration, Finance or Personnel Management in a Victorian Government School

(3) Is a member of a comparable international profession body;

(4) Is seconded to the Government education body, provided they are financial members at the time of their secondment

(5) Life Members:

(5.1) The Association may confer Life membership on a current or past member who has;

5.1.1 demonstrated exceptional service in contributing to the operation of the role of Business Managers; and

5.1.2 significantly contributed to the achievements of the Association and the Education Community via involvement at state level committees and working parties; and

5.1.3 demonstrated exemplary ethical and moral standing

(5.2) A Life Member nominee must have been a financial member of the Association for a minimum of ten (10) years continuously

(5.3) Such recommendations can only be made following the BMV Life Membership policy and must be made on the appropriate BMV Life Membership Nomination Form, signed by the proposer, seconder (who must be financial members of the Association) and nominee. These must be lodged with the BMV Secretary no later than six weeks prior to the Annual General Meeting.

(5.4) If the Committee of Management approves the nomination, such nomination shall be placed before the members at the Annual General Meeting and must be endorsed by a two-thirds majority of those present and entitled to vote. The formal announcement shall be made at the Annual General Meeting, and acceptance confirmed to the nominated Life Member in writing within one (1) month of that meeting.

(5.5) The Life Member will be formally invited to attend the next General Meeting and be officially presented with their BMV Life Membership Badge.

(5.7) Life Members are afforded full financial member voting rights.

(5.8) The number of Life Members with the Association at any one time shall not exceed 5% of the total membership.

(5.9) The number of Life Member nominations must not exceed more than 5 in any one calendar year.

(5.10) Life Members who are retired and no longer financial members will be invited to attend BMV meetings and events at the cost of meals only. The Annual Subscription fee will not apply.

(5.11) Life Members who are still eligible to be financial members will be invited to attend BMV meetings and events at a 30% discount rate for the cost of the event. The Annual Subscription fee will not apply.

9 Application for membership

(1) To apply to become a member of the Association, a person must submit a written application as per Appendix 1 and lodge with the Association;

(a) expressing their wishes to become a member of the Association; and

(b) acknowledging their support for the purposes of the Association; and

(c) agreeing to comply with these Rules; and

(2) The application—

(a) must be signed by the applicant; and

(b) must be signed by a nominator (who is a financial member of the association)

(c) must be accompanied by the joining fee.

Note

The joining fee is the fee (if any) determined by the Association under rule 12(1).

10 Consideration of application

(1) As soon as practicable after an application for membership is received, the Committee must decide by resolution whether to accept or reject the application.

(2) The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.

(3) If the Committee rejects the application, it must return any money accompanying the application to the applicant.

(4) No reason need be given for the rejection of an application.

11 New membership

(1) If an application for membership is approved by the Committee:

(a) the resolution to accept the membership must be recorded in the minutes of the committee meeting; and

(b) the Secretary must, as soon as practicable, enter the name and address of the new member, their school (if payment is made by the school), and the date of becoming a member, in the register of members.

(2) An individual becomes a member of the Association and, subject to rule 13(2), is entitled to exercise their rights of membership from the date, whichever is the later, on which—

(a) the Committee approves the person's membership; or (b) the person pays the joining fee.

12 Annual subscription and fee on joining

(1) At each annual general meeting, the Association must determine:

(a) the amount of the annual subscription fee for the following year;

(b) the period for payment of the annual subscription covers the period from January 1st to December 31st each year unless otherwise stated

(2) The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to:

(a) the full annual subscription fee; or

(b) a fixed amount determined from time to time by the Association.

(3) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

(4) A school may pay a membership on behalf of an individual with the following understanding;

(a) the full annual subscription fee does not cover multiple members. Each eligible staff member at the school must be paid for separately.

(b) all school membership payments are due according to the same requirements as item 1 (b) above under the Annual Subscription fee

(c) once a person moves to another school their membership is cancelled, and they would have to arrange their payment by their new school or the individual pays their membership

(d) the school they have left can utilise the remainder of the annual Membership for whomever the school wishes to join BMV; with the appropriate approval processes as previously mentioned in section 8 under Membership.

(5) A Special General Meeting may empower the Committee of Management to impose, in addition to the Annual subscription fee, a compulsory levy on members should extraordinary circumstances arise which impose a substantial drain on the financial resources of the Association.

13 General rights of members

(1) A member of the Association who is entitled to vote has the right:

(a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and

(b) to submit items of business for consideration at a general meeting; and

(c) to attend and be heard at general meetings; and

(d) to vote at a general meeting; and

(e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 75; and

(f) to inspect the register of members.

(2) A member is entitled to vote if:

(a) the member is a financial member; and

(b) more than 10 business days have passed since he or she became a member of the Association; and

(c) the member's membership rights are not suspended for any reason.

14 Rights not transferable

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

15 Ceasing membership

(1) The membership of a person ceases on resignation, expulsion, when a member no longer meets the criteria for membership, or death.

(2) If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

16 Resigning as a member

(1) A member may resign by notice in writing given to the Association.

Note

Rule 73(3) sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the committee.

(2) A member is taken to have resigned if:

(a) the member's annual subscription is more than 12 months in arrears; or

(b) where no annual subscription is payable:

(i) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and

(ii) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

17 Register of members

(1) The Secretary must keep and maintain a register of members that includes:

(a) for each current member:

(i) the member's name;

(ii) the address and email address for notice last given by the member;

(iii) the date of becoming a member;

(iv) any other information determined by the Committee; and

(b) for each former member, the date of ceasing to be a member.

(2) Any member may, at a reasonable time and free of charge, inspect the register of members.

Note

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

Division 2—Disciplinary action

18 Grounds for taking disciplinary action

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

(a) has failed to comply with these Rules; or

(b) refuses to support the purposes of the Association; or

(c) has engaged in conduct prejudicial to the Association.

19 Disciplinary subcommittee

(1) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.

(2) The members of the disciplinary subcommittee:

(a) may be Committee members, members of the Association or anyone else; but

(b) must not be biased against, or in favour of, the member concerned.

20 Notice to member

(1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member:

(a) stating that the Association proposes to take disciplinary action against the member; and

(b) stating the grounds for the proposed disciplinary action; and

(c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the ***disciplinary meeting***); and

(d) advising the member that he or she may do one or both of the following:

(i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;

(ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and

(e) setting out the member's appeal rights under rule 22.

(2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

21 Decision of subcommittee

(1) At the disciplinary meeting, the disciplinary subcommittee must: (a) give the member an opportunity to be heard; and

(b) consider any written statement submitted by the member.

(2) After complying with subrule (1), the disciplinary subcommittee may:

(a) take no further action against the member; or (b) subject to subrule (3):

(i) reprimand the member; or

(ii) suspend the membership rights of the member for a specified period;

or

(iii) expel the member from the Association.

(3) The disciplinary subcommittee may not fine the member.

(4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

22 Appeal rights

(1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 21 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.

(2) The notice must be in writing and given:

(a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or

(b) to the Secretary not later than 48 hours after the vote.

(3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.

(4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must:

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

(b) state:

(i) the name of the person against whom the disciplinary action has been taken; and

(ii) the grounds for taking that action; and

(iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

23 Conduct of disciplinary appeal meeting

(1) At a disciplinary appeal meeting:

(a) no business other than the question of the appeal may be conducted; and

(b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and

(c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.

(2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.

(3) A member may not vote by proxy at the meeting.

(4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

Division 3—Grievance procedure

24 Application

(1) The grievance procedure set out in this Division applies to disputes under these Rules between:

(a) a member and another member;

(b) a member and the Committee;

(c) a member and the Association.

(2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

25 Parties must attempt to resolve the dispute

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

26 Appointment of mediator

(1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 25, the parties must within 10 days:

(a) notify the Committee of the dispute; and

(b) agree to or request the appointment of a mediator; and (c) attempt in good faith to settle the dispute by mediation.

(2) The mediator must be:

(a) a person chosen by agreement between the parties; or (b) in the absence of agreement:

(i) if the dispute is between a member and another member, a person appointed by the Committee; or

(ii) if the dispute is between a member and the Committee or the Association; a person appointed or employed by the Dispute Settlement Centre of Victoria.

(3) A mediator appointed by the Committee may be a member or former member of the Association but in any case, must not be a person who:

(a) has a personal interest in the dispute; or

(b) is biased in favour of or against any party.

27 Mediation process

(1) The mediator to the dispute, in conducting the mediation, must:

(a) give each party every opportunity to be heard; and

(b) allow due consideration by all parties of any written statement submitted by any party; and

(c) ensure that natural justice is accorded to the parties throughout the mediation process.

(2) The mediator must not determine the dispute.

28 Failure to resolve dispute by mediation

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

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

29 General Meetings

(1) There shall be two General Meetings each year, one of which shall be the Annual General Meeting.

(1.1) The Annual General Meeting shall be held during the period August 1st to November 30th;

(1.2) The General Meeting shall be held during the period 1st March and June 30th

30 Annual general meetings

(1) The Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.

(2) The Committee may determine the date, time and place of the annual general meeting.

(3) The ordinary business of the annual general meeting is as follows:

(a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;

(b) to receive and consider:

(i) the annual report of the Committee on the activities of the Association during the preceding financial year; and

(ii) the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;

(c) to elect the members of the Committee;

(d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.

(4) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

31 Special general meetings

(1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.

(2) The Committee may convene a special general meeting whenever it thinks fit.

(3) No business other than that set out in the notice under rule 34 may be conducted at the meeting.

Note

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 34 and the majority of members at the meeting agree.

32 Special general meeting held at request of members

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

(2) A request for a special general meeting must:

(a) be in writing; and

(b) state the business to be considered at the meeting and any resolutions to be proposed; and

(c) include the names and signatures of the members requesting the meeting; and

(d) be given to the Secretary.

(3) If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.

(4) A special general meeting convened by members under subrule (3):

(a) must be held within 3 months after the date on which the original request was made; and

(b) may only consider the business stated in that request.

(5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

33 Notice of general meetings

(1) The Secretary (or, in the case of a special general meeting convened under rule 32(3), the members convening the meeting) must give to each member of the Association:

(a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or

(b) at least 14 days' notice of a general meeting in any other case.

(2) The notice must:

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

(b) indicate the general nature of each item of business to be considered at the meeting; and

(c) if a special resolution is to be proposed:

(i) state in full the proposed resolution; and

(ii) state the intention to propose the resolution as a special resolution; and

(d) comply with rule 32(5).

(3) This rule does not apply to a disciplinary appeal meeting.

Note

Rule 23(4) sets out the requirements for notice of a disciplinary appeal meeting.

34 Quorum at general meetings

(1) No business may be conducted at a general meeting unless a quorum of members is present.

(2) The quorum for a general meeting is the presence of 10% of the members entitled to vote.

(3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—

(a) in the case of a meeting convened by, or at the request of, members under rule 32—the meeting must be dissolved;

Note

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

(b) in any other case:

(i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and

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

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

35 Adjournment of general meeting

(1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.

(2) Without limiting subrule (1), a meeting may be adjourned:

(a) if there is insufficient time to deal with the business at hand; or

(b) to give the members more time to consider an item of business.

Example

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

(3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

(4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 34.

36 Voting at general meeting

(1) On any question arising at a general meeting:

(a) subject to subrule (3), each member who is entitled to vote has one vote; and

(b) members must vote personally; and

(c) except in the case of a special resolution, the question must be decided on a majority of votes.

(2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

(3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

(4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

37 Special resolutions

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

Note

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

(a) to remove a committee member from office;

(b) to alter these Rules, including changing the name or any of the purposes of the Association.

38 Determining whether resolution carried

(1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been:

(a) carried; or

(b) carried unanimously; or

(c) carried by a particular majority; or

(d) lost;

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

(2) If a poll is demanded by three or more members on any question:

(a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and

(b) the Chairperson must declare the result of the resolution on the basis of the poll.

(3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.

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

39 Minutes of general meeting

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

(2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

(3) In addition, the minutes of each annual general meeting must include:

(a) the names of the members attending the meeting; and

(b) the financial statements submitted to the members in accordance with rule 30(4)(b)(ii); and

(d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and

(e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—COMMITTEE

Division 1—Powers of Committee

40 Role and powers

(1) The business of the Association must be managed by or under the direction of a Committee.

(2) The Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.

(3) The Committee may:

(a) appoint and remove staff;

(b) establish subcommittees consisting of members with terms of reference it considers appropriate.

(4) The Committee may

(a) grant leave of absence to any member on receipt of a written request.

(b) Where such absence exceeds twelve months, the Committee may excuse the payment of the Annual Subscription fee, in whole or in part, for that year, at its discretion.

41 Delegation

(1) The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than:

(a) this power of delegation; or

(b) a duty imposed on the Committee by the Act or any other law.

(2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.

(3) The Committee may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of Committee and duties of members

42 Composition of Committee

The Association shall be governed by a Committee of Management of a maximum of twenty-one people consisting of:
1. The Office Bearers comprising of:

(a) a President; and

(b) a Vice-President (from a Government Secondary school/college); and

(c) a Vice-President (from a Government Primary school); and

(d) a Secretary; and

(e) a Treasurer; and

(f) non office bearer members elected under rule 54

(g) up to a maximum of five coopted members, including the immediate Past President whose expertise shall benefit the Association.

43 General Duties

(1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.

(2) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.

(3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.

(4) Committee members must exercise their powers and discharge their duties:

(a) in good faith in the best interests of the Association; and

(b) (b) for a proper purpose.

(5) Committee members and former committee members must not make improper use of:

(a) their position; or

(b) information acquired by virtue of holding their position;

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

Note

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

(6) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

44 President and Vice-Presidents

(1) Subject to subrule (2), the President or, in the President's absence, one of the two Vice-President(s) is the Chairperson for any general meetings and for any committee meetings.

(2) If the President and both the Vice-President(s) are both absent, or are unable to preside, the Chairperson of the meeting must be:

(a) in the case of a general meeting—a member elected by the other members present; or

(b) in the case of a committee meeting—a committee member elected by the other committee members present.

45 Secretary

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

Example

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

(2) The Secretary must:

(a) maintain the register of members in accordance with rule 17; and

(b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 69(3), all books, documents and securities of the Association in accordance with rules 74 and 76; and

(c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and

(d) perform any other duty or function imposed on the Secretary by these Rules.

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

46 Treasurer

(1) The Treasurer must:

(a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and

(b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and

(c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and

(d) ensure cheques (or internet banking) payments are signed by at least 2 committee members.

(2) The Treasurer must:

(a) ensure that the financial records of the Association are kept in accordance with the Act; and

(b) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.

(3) The Treasurer must ensure that at least (three) other Office bearers have access to the accounts and financial records of the Association.

Division 3—Election of Committee members and tenure of office

47 Who is eligible to be a Committee member

A member is eligible to be elected or appointed as a committee member if the member—

(a) is 18 years or over; and

(b) is entitled to vote at a general meeting.

48 Positions to be declared vacant:

(1) This rule applies to—

(a) the annual general meeting of the Association, after the annual report and financial statements of the Association have been received.

(2) The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 48 to 52.

49 Nominations

(1) Prior to the annual general meeting, nominations from eligible candidates for election of Office Bearer or non-office bearer positions of the Committee of Management:

(a) Shall be made in writing, signed by two financial members of the Association and accompanied by the written consent of the candidates (and endorsed on the form of nomination);

(b) Shall be delivered to the Secretary of the Association not less than four weeks before the date fixed for the holding of the Annual General Meeting;

(2) An eligible member of the Association may:

(a) nominate himself or herself; or

(b) with the member's consent, be nominated by another member.

(3) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

50 Elections of Office Bearers

(1) Prior to the annual general meeting, an election must be called for each of the following positions and in line with rule 49:

(a) On election, President shall hold office for a period of four years, whilst members of the Committee of Management shall hold office for two years. Half of the Committee of Management, including Office Bearer positions shall be declared vacant each year.

(b) President;

(c) Vice-President (x 2 positions – one from different types of schools);

(d) Secretary;

(e) Treasurer.

(2) If only one member is nominated by the due date for the position, the Chairperson of the meeting must declare the member elected to the position.

(3) If more than one member is nominated by the due date, a ballot must be held in accordance with rule 52.

(4) If insufficient nominations are received to fill all vacancies on the Committee of Management, the candidates nominated shall be deemed to be elected, and further nominations shall be received at the Annual General Meeting

(5) On his or her election, the new President may take over as Chairperson of the meeting.

51 Election of ordinary members

(1) Prior to the annual general meeting, an election must be called for each of the following positions in line with rule 49:

A single election may be held to fill all of those positions.

(2) If the number of members nominated for the position of non-office bearer committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.

(3) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 52.

52 Ballot

(1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.

(2) The returning officer must not be a member nominated for the position.

(3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.

(4) The election must be by secret ballot.

(5) The returning officer must give a blank piece of paper to each member present

(6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.

(7) If the ballot is for more than one position:

(a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;

(b) the voter must not write the names of more candidates than the number to be elected.

(8) Ballot papers that do not comply with subrule (7)(b) are not to be counted.

(9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.

(10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.

(11) If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must:

(a) conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected; or

(b) with the agreement of those candidates, decide by lot which of them is to be elected.

Examples

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

53 Term of office

(1) Subject to subrule (3) and rule 53, a committee member holds office for two years until the position of the Committee member is declared vacant at an annual general meeting.

(2) A committee member may be re-elected.

(3) A general meeting of the Association may:

(a) by special resolution remove a committee member from office; and

(b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.

(4) A member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.

(5) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

54 Vacation of office

(1) A committee member may resign from the Committee by written notice addressed to the Committee.

(2) A person ceases to be a committee member if he or she:

(a) ceases to be a member of the Association; or

(b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 66; or

(c) otherwise ceases to be a committee member by operation of section 78 of the Act.

Note

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

55 Filling casual vacancies

(1) The Committee may appoint an eligible member of the Association to fill a position on the Committee that:

(a) has become vacant under rule 54; or

(b) was not filled by election at the last annual general meeting.

(2) In the event of a casual vacancy in any position, the Committee of Management may appoint one of its members to the vacant office and the member so appointed may continue in office for the term of office of the vacancy. If Secretary becomes vacant, the Committee must appoint a

member to the position within 14 days after the vacancy arises.

(3) Rule 55 applies to any committee member appointed by the Committee under subrule (1) or (2).

(4) The Committee may continue to act despite any vacancy in its membership.

Division 4—Meetings of Committee

56 Meetings of Committee

(1) The Committee must meet at least 4 times in each year at the dates, times and places determined by the Committee.

(2) The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Association at which the members of the Committee were elected.

(3) Special committee meetings may be convened by the President or by any 4 members of the Committee.

57 Executive

(1) The Committee of Management shall have the power to appoint an Executive who shall have the power to act in an emergency or as directed by the Committee of Management

(2) The Executive shall consist of the Office Bearers, plus two ordinary members of the Committee of Management, one from a government primary school and one from a government secondary school.

(3) The Executive shall have the power to make any regulation, rule or by-law, which shall be binding on all members of the Association and have full effect but shall not be contrary to these rules.

58 Notice of meetings

(1) Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting.

(2) Notice may be given of more than one committee meeting at the same time.

(3) The notice must state the date, time and place of the meeting.

(4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.

(5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

59 Urgent meetings

(1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 provided that as much notice as practicable is given to each committee member by the quickest means practicable.

(2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.

(3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

60 Procedure and order of business

(1) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.

(2) The order of business may be determined by the members present at the meeting.

61 Use of technology

(1) A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.

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

62 Quorum

(1) No business may be conducted at a Committee meeting unless a quorum is present.

(2) The quorum for a committee meeting is the presence (in person or as allowed under rule 62) of a majority of the committee members holding office.

(3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting:

(a) in the case of a special meeting—the meeting lapses;

(b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 60.

63 Voting

(1) On any question arising at a committee meeting, each committee member present at the meeting has one vote.

(2) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.

(3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.

(4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

64 Conflict of interest

(1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.

(2) The member—

(a) must not be present while the matter is being considered at the meeting; and

(b) must not vote on the matter.

Note

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

(3) This rule does not apply to a material personal interest:

(a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or

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

65 Minutes of meeting

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

(2) The minutes must record the following:

(a) the names of the members in attendance at the meeting;

(b) the business considered at the meeting;

(c) any resolution on which a vote is taken and the result of the vote; (d) any material personal interest disclosed under rule 64.

66 Leave of absence

(1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.

(2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

PART 6—FINANCIAL MATTERS 67 Source of funds

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

68 Management of funds

(1) The Association must open all accounts with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.

(2) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.

(3) The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.

(4) All cheques, internet banking payments, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two authorised Office Bearer members.

(5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.

(6) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

69 Financial records

(1) The Association must keep financial records that:

(a) correctly record and explain its transactions, financial position and performance; and

(b) enable financial statements to be prepared as required by the Act.

(2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.

(3) The Treasurer must keep in his or her custody, or under his or her control:

(a) the financial records for the current financial year; and

(b) any other financial records as authorised by the Committee.

70 Financial statements

(1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.

(2) Without limiting subrule (1), those requirements include:

(a) the preparation of the annual budget and financial statements of the association;

(b) if required, the review or auditing of the financial statements;

(c) the certification of the financial statements by the Committee;

(d) the submission of the financial statements to the annual general meeting of the Association;

(e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS 71 Common seal

(1) The Association may have a common seal.

(2) If the Association has a common seal:

(a) the name of the Association must appear in legible characters on the common seal;

(b) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two committee members;

(c) the common seal must be kept in the custody of the Secretary.

72 Registered address

The registered address of the Association is:

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

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

73 Notice requirements

(1) Any notice required to be given to a member or a committee member under these Rules may be given:

(a) by handing the notice to the member personally; or

(b) by sending it by post to the member at the address recorded for the member on the register of members; or

(c) (c) by email or facsimile transmission.

(2) Subrule (1) does not apply to notice given under rule 60.

(3) Any notice required to be given to the Association, or the Committee may be given:

(a) by handing the notice to a member of the Committee; or

(b) by sending the notice by post to the registered address; or

(c) by leaving the notice at the registered address; or

(d) if the Committee determines that it is appropriate in the circumstances:

(i) by email to the email address of the Association or the Secretary; or

(ii) by facsimile transmission to the facsimile number of the Association.\

74 Custody and inspection of books and records

(1) Members may on request inspect free of charge:

(a) the register of members;

(b) the minutes of general meetings;

(c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.

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

(2) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

(3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.

(4) Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.

(5) For purposes of this rule:

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

(a) its membership records;

(b) its financial statements;

(c) its financial records;

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

75 Winding up and cancellation

(1) The Association may be wound up voluntarily by special resolution.

(2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.

(3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.

(4) The body to which the surplus assets are to be given must be decided by special resolution.

76 Alteration of Rules

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

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