

Associations Incorporation Reform Act 2012 (Vic)

Rules

of

Secretariat of National Aboriginal and Islander Child Care Incorporated

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ASSOCIATIONS INCORPORATION REFORM ACT 2012

RULES

OF

SECRETARIAT OF NATIONAL ABORIGINAL AND ISLANDER CHILD CARE INCORPORATED

1 Name

The name of the incorporated association is Secretariat of National Aboriginal and Islander Child Care Incorporated, otherwise known as “SNAICC” (in these Rules called “**the Association**”).

2 Purposes

2.1 Principal purpose

The principal purpose for which the Association is established is to engage in activities that promote and accommodate a strong voice for Aboriginal and Torres Strait Islander children and families through a national body which represents Aboriginal and Torres Strait Islander families and children’s services and provides direct aid to and promotes the rights, needs and aspirations of Aboriginal and Torres Strait Islander children and families.

2.2 Ancillary purposes

To achieve the principal purpose, the Association may, among other things:

- (a) undertake activities, programs and training towards the elimination of all forms of poverty and confront injustice which impacts upon the lives of Aboriginal and Torres Strait Islander children.
- (b) pursue Aboriginal and Torres Strait Islander community based and controlled responses to the welfare and support needs of Aboriginal and Torres Strait Islander children and families.
- (c) promote the early childhood development needs of Aboriginal and Torres Strait Islander children.
- (d) advocate for the cultural, emotional, social, spiritual, physical and economic needs of Aboriginal and Torres Strait Islander children and families.
- (e) support public awareness and understanding of the historical and contemporary practices whereby Aboriginal and Torres Strait Islander children have been forcibly removed from their families and the ongoing consequences of these practices.
- (f) assist in the provision of relief from poverty, sickness, suffering and distress for Aboriginal and Torres Strait Islander children and families, including (but without being limited to) the provision of:
 - (i) resources and training for Aboriginal and Torres Strait Islander communities to encourage, assist, promote and provide quality services

- for the care and wellbeing of Aboriginal and Torres Strait Islander children and families;
- (ii) resources, training and advice for member organisations, the wider community, government, and non government organisations to encourage, assist, promote and provide quality services for the care and wellbeing of Aboriginal and Torres Strait Islander children and families;
 - (iii) encouragement, support and assistance for Aboriginal and Torres Strait Islander communities to develop independent and sustainable responses to the needs of Aboriginal and Torres Strait Islander children and families; and
 - (iv) encouragement, support and assistance for member organisations to develop independent and sustainable responses to the needs of Aboriginal and Torres Strait Islander children and families.
- (g) undertake or promote research work relevant to Aboriginal and Torres Strait Islander children's health and wellbeing.
 - (h) collaborate with other Aboriginal and Torres Strait Islander people, governments, non government agencies, the corporate sector, international organisations and others in pursuing the rights of Aboriginal and Torres Strait Islander children and the means of achieving such rights.
 - (i) advocate for the right of all Aboriginal and Torres Strait Islander children to grow up in a community free from child abuse, child neglect and the harmful effects of violence through the alleviation of poverty.
 - (j) support the development of policy positions on issues affecting Aboriginal and Torres Strait Islander children and promote Aboriginal and Torres Strait Islander perspectives on such issues to governments, other relevant bodies and the broader community.
 - (k) highlight and seek recognition of the positive contribution Aboriginal and Torres Strait Islander children and families make to their communities and the nation.
 - (l) disseminate information relating to the programs and services provided by the Association and to produce, edit, publish, issue, sell, circulate and preserve such papers, periodicals, books, circulars and other literary matters as are conducive to the Association's principal purposes;
 - (m) establish and maintain relationships and close communications with other corporations, entities, associations, foundations, institutions, organisations and groups including Federal, State and Local Government instrumentalities, authorities and professionals that may have related interests to the Association and utilise their resources and facilities to provide and achieve the principal purposes of the Association;
 - (n) seek and co-ordinate funding from Federal, State and Local Government, the philanthropic and private sectors in the form of grants, gifts, donations and bequests committed to the principal purposes of the Association;
 - (o) encourage, promote and create greater community awareness in the knowledge and understanding of the principal purposes of the Association and the impact on communities as a whole;

- (p) provide or attract funds to facilitate the purposes of the Association, especially for the conduct of public awareness programs including education, relationship and community programs; and
 - (q) do all such other things as are incidental or conducive to the attainment of the principal purposes of the Association.
- 2.3 For the purposes of subrules 2.1 and 2.2, the Association will not be carried on for the purposes of profit or gain to its individual Members and the income and property of the Association, however and wherever derived, will be applied solely towards the promotion of the purposes of the Association. No portion of the income or property of the Association will be paid or transferred, directly or indirectly, to the Members of the Association but nothing contained in this Statement of Purposes will prevent the payment in good faith of remuneration to any officers or servants of the Association or to any Member of the Association in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual way of business.

3 Definitions and interpretation

3.1 Definitions

In these Rules, the following terms shall have the following meanings unless the subject or the context otherwise requires:

“**Act**” means the *Associations Incorporation Reform Act 2012* (Vic).

“**Affiliate**” means any Aboriginal or Torres Strait Islander community based or controlled agency, service or organisation, other than a Full Member Organisation, which has agreed to accept the objects of the Association.

“**Annual General Meeting**” means an annual general meeting of Members convened in accordance with Rule 12..

“**Associate**” means any service, organisation or individual, other than a Full Member, that has agreed to accept the purposes of the Association.

“**Children**” means children and young people between 0 and 24 years of age.

“**Commissioner**” means the Commissioner of Taxation, a second Commissioner of Taxation or a Deputy Commissioner of Taxation or other delegate of the Commissioner of Taxation for the purposes of the Tax Act.

“**Eligible Charities**” means a fund, authority or institution:

- (a) which is charitable at law;
- (b) gifts or contributions to which are deductible under item 1 of the table in section 30-15 of the Tax Act; and
- (c) if required under the Tax Act, has purposes similar to the purposes of the Association.

“**Financial Year**” means each period of twelve months ending on 30th June provided that the first Financial Year shall be the period commencing on the date of incorporation of the Association and terminating on the next ensuing 30th June.

“Full Member” includes:

- (a) State and Territory Members;
- (b) Local Aboriginal and Torres Strait Islander Childcare Services;
- (c) Local Aboriginal and Torres Strait Islander Early Learning and Preschool Services; and
- (d) Local Aboriginal and Torres Strait Islander Child and Family Welfare Services.

“General Meeting” means an Annual General Meeting or a Special General Meeting.

“Gift Fund” means the SNAICC Gift Fund established in accordance with clause 4.

“Local Aboriginal and Torres Strait Islander Child and Family Welfare Services” means any local Aboriginal and/or Torres Strait Islander community based and controlled services a main purpose of which is to provide child and family welfare services for their local community such as alternative care services, support for children leaving care, recruitment and training of foster carers, placement and support for children in need of out-of-home care, family crisis and support, advocacy in relation to child welfare, family reunification and link up, parenting information and programs, early intervention, family counselling and family support.

“Local Aboriginal and Torres Strait Islander Childcare Services” means any Commonwealth funded local Aboriginal and/or Torres Strait Islander community based and controlled services; involved in the provision of childcare and the day-to-day care, development and education of Aboriginal or Torres Strait Islander children or, the provision of support, training, assistance or resources to such services.

“Local Aboriginal and Torres Strait Islander Early Learning and Preschool Services” means any State or Territory funded Aboriginal and/or Torres Strait Islander community based and controlled services, involved in the provision of preschool education, early learning or kindergarten programs for Aboriginal or Torres Strait Islander children, or the provision of support, training, assistance or resources to such services.

“Member” means each person who is recorded as a Member in the Register.

“Membership” means the contractual right of a person to membership of the Association.

“Member of the National Executive” means a person who is elected from time to time as a representative to the National Executive elected in accordance with Rule 16 and 17.

“National Executive” means the national executive of management of the Association established under Rule 17.

“Officer of the Association” means the person appointed by the National Executive to perform the duties of an Officer of the Association in accordance with Rule 17 and 18.

“Register” means the register created in accordance with Rule 7.

“Regulations” means regulations under the Act.

“Relevant Documents” has the same meaning as in the Act.

“Responsible Person” means an individual who:

- (a) performs a significant public function;

- (b) is a member of a professional body having a code of ethics or rules of conduct;
- (c) is officially charged with spiritual functions by a religious institution;
- (d) is a director of a company whose shares are listed on ASX Limited;
- (e) has received formal recognition from government for services to the community;
or
- (f) is approved as a Responsible Person by the Commissioner.

“**Rules**” means these Rules of the Association as supplemented, substituted or amended from time to time.

“**Secretariat**” means the body created in accordance with Rule 24.

“**Secretary**” means the person elected from time to time in accordance with Rule 17 and 18 to perform the duties of a secretary of the Association.

“**Special General Meeting**” means any general meeting, other than the Annual General Meeting, convened in accordance with Rule 13.

“**Special Resolution**” means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution.

“**State and Territory Members**” means any Aboriginal and Torres Strait Islander community based and controlled organisation which operates as the state or territory wide peak body for Aboriginal and Torres Strait Islander child and family welfare services in their particular state or territory; or as a recognised lead agency for child and family welfare service provision in their particular state or territory.

“**Tax Act**” means the *Income Tax Assessment Act 1997* (Cth).

“**Treasurer**” means the person elected from time to time in accordance with Rule 17 and 18 to perform the duties of a treasurer of the Association.

3.2 Interpretation

In these Rules:

- (a) a reference to these Rules includes any amendment, variation or replacement thereof and any reference to any provision of these Rules is a reference to that provision as so amended, varied or replaced (as the case may be) and includes rules, regulations and by-laws made thereunder;
- (b) a reference in these Rules to any statutory enactment or law shall mean and be construed as references to that enactment or law as amended or modified or re-enacted from time to time and to the corresponding provisions of any similar enactment or law of any other relevant jurisdiction and includes regulations and statutory instruments thereunder;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender shall mean and include all other genders;
- (e) words importing persons include companies, corporations, partnerships, associations, institutions, bodies and entities (whether incorporated or not) and vice versa;
- (f) the headings to Rules or groups of Rules shall not affect the construction of these Rules; and

- (g) words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the *Acts Interpretation Act 1958* and the Act as in force from time to time.

4 Alteration of Rules and statement of purposes

- 4.1 The Rules and the statement of purposes may be repealed or amended by a resolution of the General Meeting if:
 - (a) the resolution is circulated to all Full Members at least 30 days prior to the General Meeting;
 - (b) 75% of the Full Members present at a General Meeting vote in favour of the resolution; and
 - (c) any other requirement of the Act from time to time is complied with.

5 Gift Fund

- (a) The Association will, if required under the Tax Act, establish and maintain, for the purposes set out in the statement of purposes of the Association, a separate Gift Fund:
 - (i) to which gifts of money, property or other contributions for those purposes are to be made;
 - (ii) to which any money or other contributions received by the Association because of those gifts is to be credited; and
 - (iii) that does not receive any other money, property or contributions.
- (b) If a Gift Fund is established, it will not be used for the purposes of profit or gain to the Members of the Association and the gifts made to the Gift Fund and any money or other contributions received because of those gifts will be applied solely towards the promotion of the purposes of the Association and no portion of the Gift Fund shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to the Members of the Association.
- (c) The Association will maintain a separate bank account for the Gift Fund and will comply with subdivision 30-BA of the Tax Act with respect to the administration of the Gift Fund.
- (d) The Gift Fund will be administered by a committee of not less than three persons appointed by the National Executive, at least two of whom must be Responsible Persons.
- (e) The Gift Fund committee referred to in subrule 5(d) will have the sole responsibility for decisions regarding the use and application of all gifts and contributions made to the Gift Fund and any money or other contributions received because of those gifts for the purposes set out in the statement of purposes of the Association.
- (f) In accordance with the Tax Act, receipts issued for gifts or other contributions must state:
 - (i) the name of the Association and Gift Fund;
 - (ii) the ABN of the Association and Gift Fund; and
 - (iii) the fact that the receipt is for a gift or contribution.

6 Membership

- 6.1 The Association must have at least 5 members.
- 6.2 A person who applies for and is approved for Membership as provided in these Rules is eligible to be a Member of the Association on payment of the entrance fee (if any) and annual subscription (if any) payable under these Rules.
- 6.3 Classes of Membership
- (a) Membership of the Association shall comprise:
 - (i) Full Members;
 - (ii) Affiliates;
 - (iii) Associates; and
 - (iv) such other classification of Membership as may be established by the National Executive, from time to time.
- 6.4 There shall be no limit on the total number of Full Members and Full Members shall be entitled to vote at all general meetings of the Association.
- 6.5 Organisations may only be a Full Member under one category of Full Member at any particular time.
- 6.6 The National Executive, by vote approved by 75 per cent of all its members, may agree to admit, or allow to continue, as a Full Member Organisation in one of the categories of that Membership category, a non-government service which does not satisfy the criteria set out on the previous paragraphs provided that:
- (i) it is engaged predominantly in the delivery of services to Aboriginal or Torres Strait Islander children or families; and
 - (ii) its endorsed representative is a person engaged in the delivery of the service.
- 6.7 Where the National Executive admits a Full Member under subrule 6.6, the decision must be notified at the next Annual General Meeting of the Association.
- 6.8 Affiliates have the right to receive notice of meetings, to attend and to speak, but do not have the right to vote or to nominate persons for election to the National Executive.
- 6.9 Associates have the right to receive notice of meetings and to attend meetings but do not have the right to speak, and do not have the right to vote or to nominate persons for election to the National Executive.
- 6.10 A person who is not a Member of the Association at the time of the incorporation of the Association (or who was such a Member at that time but has ceased to be a Member) shall not be admitted to Membership unless:
- (a) the person applies for Membership in accordance with subrule 6.11; and
 - (b) the person falls within the definition of one of the membership classes, set out in rule 6.3; and
 - (c) his/her admission as a Member is approved by the National Executive.
- 6.11 An application of a person for Membership of the Association must:
- (a) be made in writing in the form set out in Appendix 1; and
 - (b) shall be lodged with the Secretary of the Association.
- 6.12 As soon as practicable after the receipt of an application, the Secretary must refer the application to the National Executive.

- 6.13 Upon an application being referred to the National Executive, the National Executive shall determine, in its absolute discretion, whether to approve or to reject the application.
- 6.14 Upon an application being approved by the National Executive, the Secretary must, as soon as practicable :
- (a) notify the applicant in writing that he/she has been approved for Membership; and
 - (b) request payment within the period of 28 days after receipt of the notification of the sum payable under these Rules as the entrance fee (if any) and the first year's annual subscription.
- 6.15 The Secretary must, within 28 days after receipt of the amounts referred to in subrule 6.14, enter the applicant's name in the Register.
- 6.16 An applicant for Membership becomes a Member and is entitled to exercise the rights of Membership under a particular class of Membership when his/her name is entered into the Register.
- 6.17 Upon an application being rejected by the National Executive, the Secretary must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- 6.18 A right, privilege, or obligation of a person by reason of his/her Membership or class of Membership:
- (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of his/her Membership whether by death or resignation or otherwise.

7 Entrance fee and annual subscription

- 7.1 There shall be no entrance fee payable for Membership of the Association unless otherwise determined from time to time by the National Executive.
- 7.2 The annual subscription may be fixed at the Annual General Meeting in each year.
- 7.3 The National Executive is entitled to determine that different fees or subscriptions are payable in respect of any Membership and as between Members or that no fees or subscriptions are payable by one or more Members.

8 Register

- 8.1 The Secretary must keep and maintain a Register containing:
- (a) the name and address of each Member (including any electronic form of address);
 - (b) the date on which each Member's name was entered in the register; and
 - (c) any other information which the National Executive considers necessary.
- 8.2 The register shall be available for inspection, at any reasonable time, free of charge, by any Member upon request.
- 8.3 A Member may make a copy of entries in the register.

9 Ceasing Membership

- 9.1 **Members cease to be Members on resignation, expulsion or ceasing to exist.**
- 9.2 A Member who has paid all moneys due and payable by him/her to the Association may, by notice in writing to the Secretary, resign from the Association.
- 9.3 **If a person ceases to be a Member, the Secretary must:**
- (a) Enter the date on which that person ceases to be a Member in the Register, within 14 days;
 - (b) Remove information about that person, other than their name and the date on which they ceased to be a Member, from the Register, within 14 days; and
 - (c) Notify the Full Members and Affiliates of the person ceasing to be a Member, within 14 days.

10 Discipline, suspension and expulsion of Members

- 10.1 Subject to these Rules, if the National Executive is of the opinion that a Member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Association, the National Executive may by resolution:
- (a) suspend that Member from Membership of the Association for a specified period; or
 - (b) expel that Member from the Association.
- 10.2 A resolution of the National Executive under subule 10.1 does not take effect unless:
- (a) at a meeting held in accordance with subule 10.3, the National Executive confirms the resolution; and
 - (b) if the Member exercises a right of appeal to the Association under this Rule, the Association confirms the resolution in accordance with this Rule.
- 10.3 A meeting of the National Executive to confirm or revoke a resolution passed under subule 10.1 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the Member in accordance with subrule 10.4.
- 10.4 For the purposes of giving notice in accordance with subrule 10.3, the Secretary must, as soon as practicable, cause to be given to the Member a written notice:
- (a) setting out the resolution of the National Executive and the grounds on which it is based; and
 - (b) stating that the Member, or his/her representative, may address the National Executive at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that Member; and
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the Member that he/she may do one or more of the following:
 - (i) attend that meeting;
 - (ii) give to the National Executive before the date of that meeting a written statement seeking the revocation of the resolution;
 - (iii) notify the Secretary not less than 24 hours before the meeting of the National Executive that he/she wishes to appeal to the Association in General Meeting against the resolution.

- 10.5 At a meeting of the National Executive to confirm or revoke a resolution passed under subrule 10.1, the National Executive must:
- (a) give the Member, or his/her representative, an opportunity to be heard; and
 - (b) give due consideration to any written statement submitted by the Member;
 - (c) determine whether to confirm or to revoke the resolution and;
 - (d) not be biased against, or in favour of the Member concerned.
- 10.6 If at the meeting of the National Executive, the National Executive confirms the resolution and the Member has notified the Secretary in accordance with subrule 10.4 (d) (iii) that he/she wishes to appeal the confirmation of the resolution by the National Executive, the National Executive must convene a general meeting of the Association to be held within 3 months after the date on which the resolution was confirmed.
- 10.7 At a General Meeting of the Association convened under subrule 10.6:
- (a) the National Executive may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - (b) the Member, or his/her representative, must be given an opportunity to be heard; and
 - (c) the Full Members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 10.8 If at the general meeting:
- (a) 75% of the Full Members vote in person, or by proxy, in favour of the resolution - the resolution is confirmed; and
 - (b) in any other case - the resolution is revoked.

11 Disputes and mediation

- 11.1 The grievance procedure set out in this Rule 11 applies to disputes under these Rules between:
- (a) a Member and another Member; or
 - (b) a Member and the Association.
- 11.2 The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 28 days after the dispute comes to the attention of all of the parties.
- 11.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 28 days thereafter, hold a meeting in the presence of a mediator.
- 11.4 The mediator must be:
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (i) in the case of a dispute between a Member and another Member – a person appointed by the National Executive; or
 - (ii) in the case of a dispute between a Member and the Association – a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
 - (c) The mediator must not be a person who:

- (i) has a personal interest in the dispute; or
- (ii) is biased in favour of or against any party.

- 11.5 A Member of the Association can be a mediator.
- 11.6 The mediator cannot be a Member who is a party to the dispute.
- 11.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 11.8 The mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties by any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 11.9 The mediator must not determine the dispute.
- 11.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.
- 11.11 For the purpose of this Rule, the simultaneous linking together by telephone or by such other method of audio or audio visual communication system of all parties concerned constitutes a meeting as described in subrule 11.2 and 11.3 providing that the parties concerned all agree to the usage of this method.

12 Annual General Meeting

- 12.1 The Annual General Meeting must be held at least once a year.
- 12.2 The National Executive may determine the date, time and place of the Annual General Meeting of the Association.
- 12.3 The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.
- 12.4 The ordinary business of the annual General Meeting shall be:
- (a) to confirm the minutes of the last preceding annual General Meeting;; and
 - (b) to receive from the Treasurer reports upon the transactions of the Association during the last preceding Financial Year;
 - (c) to confirm the Members of the National Executive; and
 - (d) to receive and consider the statement submitted by the Association in accordance with Section 101 of the Act.
- 12.5 The Annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.

13 Special General Meeting

- 13.1 In addition to the Annual General Meeting, any other general meetings may be held in the same year.
- 13.2 All general meetings other than the Annual General Meeting are Special General Meetings.

- 13.3 The National Executive may, whenever it thinks fit, convene a Special General Meeting of the Association.
- 13.4 If, but for this Rule, more than 15 months would elapse between Annual General Meetings, the National Executive must convene a Special General Meeting before the expiration of that period.
- 13.5 The National Executive must, on the request in writing of Full Members representing not less than 75% of the total number of Full Members, convene a Special General Meeting of the Association.
- 13.6 The request for a Special General Meeting must:
- (a) state the objects of it; and
 - (b) be signed by the Full Members requesting it; and
 - (c) be sent to the address of the Secretary.
- 13.7 If the National Executive does not cause a Special General Meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the Full Members making the request, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.
- 13.8 If a Special General Meeting is convened by Full Members in accordance with this Rule 13, it must be convened in the same manner as far as possible as a meeting convened by the National Executive and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

14 Special business

All business that is conducted at a Special General Meeting and all business that is conducted at the Annual General Meeting, except for business conducted under these Rules as ordinary business of the Annual General Meeting, is deemed to be special business.

15 Notice of meeting

- 15.1 The Secretary of the Association, at least 30 days before the date fixed for holding a General Meeting of the Association, must cause to be sent to each Full Member of the Association, notice of the meeting.
- 15.2 Notice must: specify the date, time and place of the meeting;
- (a) indicate the general nature of each item of business to be considered at the meeting;
 - (b) state that the Full Member may appoint another Full Member as proxy for the meeting; and
 - (c) include a copy of any form that the National executive has approved for the appointment of a proxy.
- 15.3 Notice may be sent:
- (a) by prepaid post to the address appearing in the Register; or
 - (b) if the Full Member requests, by facsimile transmission or electronic transmission.

- 15.4 If a special resolution is to be proposed at the general meeting, the notice must also:
- (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution.
- 15.5 A Member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next General Meeting.

16 Proceedings at meetings

- 16.1 No item of business shall be conducted at a General Meeting unless a quorum of Full Members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- 16.2 Fifteen Full Members or 50% plus one, whichever is the lesser amount, constitute a quorum for the conduct of the business of a General Meeting.
- 16.3 The Chairperson, or in his/her absence, one of the Deputy Chairpersons, shall preside as Chairperson at each General Meeting of the Association.
- 16.4 If the Chairperson and the Deputy Chairpersons are absent from a General Meeting, or are unable to preside, a majority of Full Members present can elect one of their number to preside as Chairperson at the General Meeting.
- 16.5 Even if the Chairperson and/or the Deputy Chairpersons are present at a General Meeting, a majority of Full Members can elect another person to preside that General Meeting.
- 16.6 The Chairperson of a general meeting at which a quorum is present may adjourn the meeting to another time at the same place or another place.
- 16.7 Without limiting subrule 16.6, a general meeting may be adjourned:
- (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give members more time to consider an item of business.
- 16.8 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 16.9 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 15.
- 16.10 Upon any question arising at a general meeting of the Association, a Full Member has one vote only.
- 16.11 All votes must be given personally, by the authorised representative of a Full Member, by proxy, or by electronic means as may be approved by the National Executive from time to time.
- 16.12 In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a casting vote.
- 16.13 A Full Member is not entitled to vote at any General Meeting unless all moneys due and payable by that Full Member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current Financial Year.

- 16.14 If at a meeting a poll on any question is demanded by not less than 3 Full Members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 16.15 A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.
- 16.16 If a question arising at a General Meeting of the Association is determined on a show of hands:
- (a) a declaration by the Chairperson that a resolution has been:
 - (i) carried; or
 - (ii) carried unanimously; or
 - (iii) carried by a particular majority; or
 - (iv) lost; and
 - (b) an entry to that effect in the minute book of the Association,
- is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- 16.17 Each Full Member is entitled to appoint another Full Member as his/her proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 16.18 The notice appointing the proxy must be:
- (a) for a meeting of the Association convened under subrule 10.6, in the form set out in Appendix 2; or
 - (b) in any other case, in the form set out in Appendix 3.

17 National Executive

- 17.1 The affairs of the Association shall be managed by the National Executive.
- 17.2 **The National Executive:**
- (a) shall control and manage the business and affairs of the Association;
 - (b) shall appoint the Chief Executive Officer of the Association;
 - (c) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members of the Association;
 - (d) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the National Executive to be essential for the proper management of the business and affairs of the Association; and
 - (e) may:
 - (i) establish such committees, including the Secretariat, as it considers necessary for the purposes of the Association;
 - (ii) delegate its powers and or functions as it considers appropriate;

- (iii) determine the procedure of each committee, including the Secretariat, and the appointment or election of its officers;
 - (iv) change any of the powers, duties and functions of a committee, including the Secretariat; and
 - (v) remove any member of a committee, including the Secretariat, or dissolve a committee.
- 17.3 Any committee and/or the Secretariat, established by the National Executive in accordance with subrule 17.2, shall in the exercise of the powers delegated to that committee conform to any regulations that are imposed on it by the National Executive.
- 17.4 The National Executive may appoint one or more advisory boards consisting of such persons as the National Executive thinks fit. Any such advisory boards shall act in an advisory capacity only and in the exercise of the powers so delegated, conform to any regulations that are imposed on them by the National Executive.
- 17.5 Subject to section 77 of the Act, the National Executive shall consist of:
- (a) one representative from each State and Territory of Australia, elected by and from among the Local Aboriginal and Torres Strait Islander Childcare Services based in that State or Territory.
 - (b) one representative from each State and Territory of Australia, elected by and from among the Local Aboriginal and Torres Strait Islander Child and Family Welfare Services based in that State or Territory.
 - (c) two representatives elected by and from among the Local Aboriginal and Torres Strait Islander Early Learning and Preschool Services.
 - (d) two representatives elected by and from among the Local Aboriginal and Torres Strait Islander Child and Family Welfare Services.
- 17.6 **The Officers of the Association, shall include:**
- (i) a Chairperson;
 - (ii) a Deputy Chairperson elected from an Aboriginal and Torres Strait Islander Child and Family Welfare Service;
 - (iii) a Deputy Chairperson elected from an Aboriginal and Torres Strait Islander Childcare Service;
 - (iv) a Treasurer; and
 - (v) a Secretary,
- 17.7 The provisions of Rule 18, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in subrule 17.6.
- 17.8 Subject to Rule 18, the National Executive shall determine, from time to time, the procedures by which the representatives referred to in subrule 17.5 are to be elected.
- 17.9 The representatives on the National Executive referred to in subrule 17.5 shall hold office until the second Annual General Meeting held after their election, but are eligible for re-election.

- 17.10 The Officers of the Association referred to in subrule 17.6 shall hold office until the annual general meeting next after the date of his/her election but are eligible for re-election.
- 17.11 The position of Officer of the Association is personal and cannot be transferred to another person.
- 17.12 In the event of a casual vacancy in any office referred to in subrule 17.5 and 17.6, the National Executive shall determine, from time to time, the procedures by which that vacancy shall be filled and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.
- 17.13 The National Executive may co-opt up to three additional representatives from Full Members to the National Executive who shall have the same rights and responsibilities as other National Executive members.
- 17.14 Co-opted members of the National Executive shall hold office until the next Annual General Meeting but may be co-opted for subsequent terms.
- 17.15 In selecting co-opted representatives the National Executive may consider the need to ensure the interests of Torres Strait Islander communities, remote Aboriginal communities and Aboriginal and Torres Strait Islander young people are represented.

18 Election of Officers and National Executive members

- 18.1 To determine the members of the National Executive, nominations shall be called for from among the Full Members and, if necessary, a ballot shall be conducted by postal vote in accordance with procedures approved from time to time by the National Executive.
- 18.2 The National Executive, in accordance with a procedure approved from time to time by the National Executive, shall elect the Officers of the Association.
- 18.3 The office of a Member of the National Executive or the office of an Officer of the Association, becomes vacant if:
- (a) The organisation the Member of the National Executive, or Officer of the Association represents ceases to be a Full Member of the Association; or
 - (b) For Officers of the Association, the Officer fails to attend 3 consecutive meetings of the Officers of the Association, without leave of absence under Rule 20;
 - (c) The Member of the National Executive or the Officer of the Association fails to attend a meeting of the National Executive without leave of absence under Rule 20;
 - (d) The organisation the Member of the National Executive or the Officer of the Association represents becomes insolvent under administration within the meaning of the *Corporations Act 2001*; or
 - (e) The Member of the National Executive or the Officer of the Association resigns from office by notice in writing given to the Secretariat; or
 - (f) The Member of the National Executive or the Officer of the Association is dismissed by a resolution, at a meeting or telephone conference, carried by the majority of the class of Full Members in a State or Territory the Full Member was from.
 - (g) Otherwise ceases to be a Member of the National Executive by operation of section 78 of the Act.

- 18.4 A resolution to dismiss a Member of the National Executive or the Officer of the Association is not carried unless:
- (a) The Member of the National Executive or the Officer of the Association subject to the dismissal motion has had an opportunity to submit not more than 5 pages of material for circulation by the Secretary to all Full Members eligible to vote; and
 - (b) The Member of the National Executive or the Officer of the Association was present and was able to speak at the meeting or telephone conference.

19 Proceedings of National Executive

- 19.1 The National Executive must meet at least once in each year and not more than five months after the end of the Financial Year at such place and such times as the National Executive may determine.
- 19.2 Special meetings of the National Executive may be convened by the Chairperson or by any ten members of the National Executive.
- 19.3 Written notice of each National Executive meeting must be given to each Member of the National Executive at least 7 days before the date of the meeting.
- 19.4 Written notice must be given to members of the National Executive of any special meeting specifying the general nature of the business to be conducted and no other business shall be conducted at such a meeting.
- 19.5 50% plus one of the current members of the National Executive constitute a quorum for the conduct of the business of a meeting of the National Executive.
- 19.6 The procedure to be followed at a meeting of the National Executive must be determined from time to time by the National Executive.
- 19.7 The order of business may be determined by the Members of the National Executive present at the meeting.
- 19.8 No business shall be conducted unless a quorum is present.
- 19.9 At meetings of the National Executive:
- (a) the Chairperson or, in the Chairperson's absence, one of the Deputy Chairpersons presides; or
 - (b) if the Chairperson and the Deputy Chairpersons are absent, or are unable to preside, the members present must choose one of their number to preside.
 - (c) Even if the Chairperson and/or the Deputy Chairpersons are present at the meeting, a majority of members of the National Executive can elect another person to preside that meeting.
- 19.10 Questions arising at a meeting of the National Executive, or of any meeting of any sub-committee appointed by the National Executive, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at the meeting may determine.
- 19.11 Each member present at a meeting of the National Executive, or at a meeting of any sub-National Executive appointed by the National Executive (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a casting vote.

19.12 Conflict of interest

- (a) A Member of the National Executive who has a material personal interest in a matter being considered at a meeting of the National Executive must disclose the nature and extent of that interest to the National Executive.
- (b) The Member of the National Executive:
 - (i) must not be present while the matter is being considered at the meeting; and
 - (ii) must not vote on the matter.
- (c) This Rule does not apply to a material personal interest:
 - (i) that exists only because the Member of the National Executive belongs to a class of persons for whose benefit the Association is established; or
 - (ii) that the Member of the National Executive has in common with all, or a substantial proportion of, the Members of the Association.

19.13 Telephone and audio visual communications

- (a) For the purpose of these Rules the simultaneous linking together by telephone or by such other method of audio or audio visual communication system of a number of the members of the National Executive, not less than the quorum specified in subrule 19.5 (whether or not any one or more of those members is out of Australia) shall constitute a meeting of the National Executive and all the provisions in these Rules as to meetings of the National Executive shall apply to such meetings subject to the following conditions namely:
 - (i) all the members of the National Executive for the time being entitled to receive notice of a meeting, shall be entitled to notice of a meeting by telephone or by such other method of audio or audio visual communication system and to be linked by telephone or such other audio or audio visual communication system;
 - (ii) each of the members of the National Executive taking part in the meeting by telephone or such other audio or audio visual communication system must be able to hear each of the other members taking part at the commencement of the meeting; and
 - (iii) at the commencement of the meeting each such Member of the National Executive must acknowledge his/her presence for the purpose of a meeting of the National Executive to all other members taking part.
- (b) A notice of a meeting of the National Executive may be given by telephone or by such other method of audio or audio visual communication system as the Members of the National Executive may, from time to time, determine or as provided in clause 24.
- (c) For the purposes of subrule 19.13(a) a Member of the National Executive may not leave the meeting by disconnecting his/her telephone or such other audio or audio visual communication system unless he/she has previously obtained the express consent of the Chairperson of the meeting and a Member of the National Executive shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by telephone unless he/she has previously obtained the express consent of the Chairperson to leave the meeting.

- 19.14 A minute of the proceedings at such meeting by telephone by such other method of audio or audio visual communication system shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified to be a correct minute by the Chairperson of the meeting.

20 Leave of absence

- 20.1 The National Executive may by resolution grant Members of the National Executive leave of absence from one meeting of the National Executive.
- 20.2 The National Executive may by resolution grant the Officers of the Association leave of absence from meetings of the Officers of the National Executive for up to 3 months.
- 20.3 The National Executive may not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Member of the National Executive or the Officer of the Association concerned to seek leave of absence in advance.

21 Chairperson

- 21.1 **The Chairperson shall exercise the rights and perform the tasks described in Rule: 16.3, 16.12, 16.14, 16.15, 16.16, 19.2, 19.9, 19.11, 19.13, 19.14, 21.2, 21.3 and 21.4.**
- 21.2 The Chairperson together with the Secretary shall prepare the agenda for the National Executive and General Meetings.
- 21.3 The Chairperson of a meeting shall encourage participation at General Meetings by all Members and shall decide on matters of order.
- 21.4 The Chairperson shall act as a spokesperson for the Association unless the National Executive has appointed an alternative spokesperson. The spokesperson shall make statements in accordance with previously agreed policy or, in an emergency, determined in accordance with principles determined from time to time by the National Executive, following consultation with at least two Members of the National Executive.
- 21.5 The Chairperson can delegate his/her tasks and/or powers to the Secretariat and/or any committee.

22 Secretary

- 22.1 **The Secretary shall exercise the rights and perform the tasks described in Rule: 6.11, 6.12, 6.14, 6.15, 6.16, 8.1, , 9.3, 10.4, 13.6, 15.1, 15.5, 16.17, 18.4, 21.2, 22.2, 26 and 32.1.**
- 22.2 Furthermore, the Secretary shall keep in custody the Constitution, a record of the policies, a file of correspondence and records of submissions or reports made by or on behalf of the Association.
- 22.3 The Secretary can delegate his/her tasks and/or to the Secretariat and/or any committee.

23 Treasurer

- 23.1 **The Treasurer shall exercise the rights and perform the tasks described in Rule: 12.4 and 27.1.**
- 23.2 Furthermore, the Treasurer shall ensure that:
 - (a) records are kept by the Secretariat of all receipts and payments and other financial transactions;

- (b) a budget is prepared for each financial year and this it is presented to the National Executive for approval;
- (c) financial reports including a statement of performance against budget is presented to each meeting of the National Executive;
- (d) all financial statements required by the Act and funding bodies are prepared and submitted.

23.3 The Treasurer can delegate his/her tasks and/or powers to the Secretariat and/or any committee.

24 Secretariat

24.1 There shall be a Secretariat.

24.2 The Secretariat shall:

- (a) support the National Executive and the Officers of the Association in the performance of their tasks; and
- (b) perform all the tasks delegated to the Secretariat by the National Executive.

24.3 The Secretariat shall report directly to the National Executive.

25 Committees

25.1 **Any committee appointed by the National Executive according to subrule 17.2 (e) must include at least one Member of the National Executive and may include other persons.**

25.2 All committees must report to the National Executive.

26 Minutes of meetings

The Secretary of the Association must keep minutes of the resolutions and proceedings of each General Meeting, and each National Executive meeting, together with a record of the names of persons present at National Executive meetings.

27 Funds

27.1 The Treasurer of the Association must:

- (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
- (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

27.2 The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the National Executive determines.

28 Cheques

- 28.1 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two persons from five authorized by the National Executive for that purpose and must be in accordance with a budget approved, from time to time, by the National Executive.
- 28.2 Payments not made in accordance with a budget approved from time to time by the National Executive, must first be approved by the National Executive.

29 Seal and execution of documents

- 29.1 **The common seal of the Association shall be kept in the custody of the Secretariat.**
- 29.2 The common seal must not be affixed to any instrument except by the authority of the National Executive and the affixing of the common seal shall be attested by the signatures either of two members of the National Executive or of one member of the National Executive and of the Chief Executive Officer of the Association.
- 29.3 If a document is not required at law to be executed under the common seal, it will be binding on the Association if signed by -
- (a) two members of the National Executive; or
 - (b) by one Member of the National Executive and the Chief Executive Officer; or
 - (c) by some other person or persons appointed by the National Executive for that purpose.

30 Notices

- 30.1 Except as required in Rule 15, any notice that is required to be given to a Member, by or on behalf of the Association, under these Rules may be given by:
- (a) delivering the notice to the Member personally; or
 - (b) sending it by prepaid post addressed to the Member at that Member's address shown in the register of Members; or
 - (c) facsimile transmission, if the Member has requested that the notice be given to him in that manner; or
 - (d) electronic transmission, if the Member has requested that the notice be given to him in that manner.
- 30.2 Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected, in the case of a notice of a meeting, on the date after the date of its posting and, in any other case, at the time which the letter would be delivered in the ordinary course of post. A notice of meeting sent by facsimile transmission or other electronic transmission, is taken to be given on the business day after it is sent.

31 Winding up or cancellation

- 31.1 The Association can be dissolved by a resolution adopted by the General Meeting if:
- (a) the resolution is adopted by at least 75% of the Full Members present; and

- (b) the General Meeting is solely dedicated to this resolution; and
 - (c) the resolution is circulated to all Full Members at least three months in advance of the General Meeting.
- 31.2 If at the first occurrence of:
- (a) the winding up or cancellation of the Association; or
 - (b) the Association ceasing to be a fund under item 1 of the table contained in section 30-15 of the Tax Act,
- there remains, after satisfaction of all debts and liabilities of the Association any surplus assets of the Association, the remaining surplus assets shall not be paid to or distributed among the Members of the Association but shall be transferred to:
- (c) institutions having objects similar to the purposes of the Association and which prohibit the distribution of the assets to an extent at least as great as that imposed on the Association; or
 - (d) Eligible Charities; or
 - (e) funds, charitable at law, which comply with the requirements of item 2 of the table in section 30-15 of the Tax Act.
- 31.3 If on the winding up or dissolution of the Gift Fund or the revocation of the endorsement of the Association as a deductible gift recipient under subdivision 30-BA of the Tax Act (whichever is the earlier) there remains any money or property in the Gift Fund, the remaining money or property shall be transferred to one or more Eligible Charities.
- 31.4 Where gifts to an Eligible Charity are deductible only if, among other things, the conditions set out in the relevant table item in subdivision 30-B of the Tax Act are satisfied, a transfer under this Rule 31 must be made in accordance with those conditions.
- 31.5 The identity of an Eligible Charity for the purposes of this Rule 31 will be determined by the National Executive at or before the time of winding up or cancellation of the Association, the Association ceasing to be a fund under item 1 of the table contained in section 30-15 of the Tax Act, winding up or dissolution of the Gift Fund or revocation of the endorsement of the Association as a deductible gift recipient and (where applicable) approved by a Commissioner and, in default, will be determined by the Supreme Court of Victoria.

32 Custody and inspection of books and records

- 32.1 Except as otherwise provided in these Rules, the Secretary must keep in his/her custody or under his/her control all books, documents and securities of the Association.
- 32.2 Members may on request inspect free of charge:
- (a) the minutes of general meetings;
 - (b) subject to subrule 32.4, all accounts, books, securities and any other Relevant Documents of the Association.

- 32.3 Members have no right of access to the minutes of National Executive meetings and any access will be at the discretion of the National Executive.
- 32.4 The National Executive may refuse to permit a Members 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.
- 32.5 A Member may make a copy of the minutes of general meetings, any accounts, books, securities and any other Relevant Documents of the Association.

33 LIABILITY

- 33.1 Persons who by authority accept or incur any pecuniary liability on behalf of the Association shall be held indemnified against any personal loss in respect of such liability.

34 Trading as a charity

APPENDIX 1

APPLICATION FOR MEMBERSHIP OF SECRETARIAT OF NATIONAL ABORIGINAL AND ISLANDER CHILD CARE INCORPORATED

I,.....
(name and occupation of applicant)

of.....
(address)

.....desire to become a Member of

.....
(name of the Association)

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 of the Applicant

Date.....

I,....., a Member of the
(name)
Association, nominate the applicant, who is personally known to me, for Membership of the Association.

.....
Signature of Proposer

Date.....

I,....., a Member of the
(name)
Association, second the nomination of the applicant, who is personally known to me, for Membership of the Association.

.....
Signature of Seconder

Date.....

APPENDIX 2

FORM OF APPOINTMENT OF PROXY FOR MEETING OF ASSOCIATION CONVENED UNDER RULE 10.6

I.....

of.....

being a member of.....
(name of Incorporated Association)

appoint.....

of.....

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the appeal to the general meeting of the Association convened under Rule 10.6 to be held on theday of 20 and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution (insert details of resolution passed under Rule 10.6)

Signed

Date

APPENDIX 3

FORM OF APPOINTMENT OF PROXY

I.....

of.....

being a member of.....
(name of Incorporated Association)

appoint.....

of.....

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the general meeting of the Association (annual general meeting or special general meeting, as the case may be) to be held on theday of 20..... and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

Signed

Date