

# Rules for Edmund Rice Camps Incorporated

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# Rules for Edmund Rice Camps Incorporated

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## Part 1 — Preliminary

### 1. Name

The name of the incorporated association is 'Edmund Rice Camps Incorporated' (the **Association**).

#### Note

Under section 23 of the *Associations Incorporation Reform Act 2012* (Vic) (**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, in the spirit of Edmund Rice and in accordance with the vision of the Christian Brothers, to assist in the relief of poverty, suffering, distress, misfortune or helplessness of children and families, including by:

- (1) assisting disadvantaged and behaviourally-difficult children to advance their sense of self-worth, spiritual, emotional and material well-being through the provision of recreational holiday programs;
- (2) providing training, development and support to assist volunteers in the conduct of such holiday programs and other areas where leadership skills would assist them; and
- (3) encouraging interest by the volunteers in the emotional, spiritual and material welfare of the children and families.

### 3. Financial year

The financial year of the Association is each period of 12 months ending on 31 December.

### 4. Definitions

In these Rules,

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

**Appointed Board Member** means a board member appointed under Division 6 of Part 5;

**APRA** means Australian Prudential Regulation Authority;

**Authorised Person** means a person appointed under rule 91;

**Board** means the board having management of the business of the Association;

**Board Chair** means a board member appointed to fulfil the functions set out in rule 70;

**board meeting** means a meeting of the Board held in accordance with these Rules;

**board member** means a member of the Board elected or appointed under Division 5 or Division 6 of Part 5, and includes Elected Board Members and Appointed Board Members;

**Chairperson**, of a general meeting or board meeting, means the person chairing the meeting as required under rule 70;

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**Deputy Board Chair** means a board member appointed to fulfil the functions set out in rule 70(1);

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

**disciplinary meeting** means a meeting of the Board convened for the purposes of rule 22;

**disciplinary subcommittee** means the subcommittee appointed under rule 20;

**Elected Board Member** means a board member elected under Division 5 of Part 5;

**Executive Officer** means a person appointed under rule 44;

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

**Fund Raising Event** means a fund raising event as defined at section 40-165 of the *A New Tax System (Goods and Services) Tax Act 1999* (Cth).

**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;

**Gift Property** means:

- (1) gifts of money or property for the purposes of the Association; or
- (2) contributions of money or property received from a Fund Raising Event conducted for the purpose of raising funds; or
- (3) money received by the Association because of such gifts or contributions.

**member** means a member of the Association;

**member entitled to vote** means a member who under rule 14(2) is entitled to vote at a general meeting;

**Office Holder** means a board member appointed to the position of Board Chair, Deputy Board Chair, Secretary or Treasurer;

**Province Representative** means a board member who acts as a liaison between the Christian Brothers Oceania Province and the Board or Association;

**Secretary** means a board member appointed to fulfil the functions set out in rule 71;

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

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

**the Registrar** means the Registrar of Incorporated Associations;

**Treasurer** means a board member appointed to fulfil the functions set out in rule 72.

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## 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 APRA-regulated financial institutions;
  - (c) invest its money in any security in which trust monies may lawfully be invested;
  - (d) raise and borrow money in accordance with these rules;
  - (e) secure the repayment of money raised or borrowed, 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.

## 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

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

#### 9. Application for membership

- (1) To apply to become a member of the Association, a person must submit a written application in the form approved by the Board from time to time to the Secretary stating that the person:
  - (a) is nominated to be a member of the Association by two current members;
  - (b) wishes to become a member of the Association;

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- (c) supports the purposes of the Association; and
  - (d) agrees to comply with these Rules.
- (2) The application must be:
- (a) signed by the applicant; and
  - (b) accompanied by the joining fee.

**Note**

The joining fee is the fee (if any) determined by the Association under rule 13(2).

**10. Consideration of application**

- (1) Applications for membership must be referred to the next general meeting.
- (2) Each application must be submitted to members for approval by ordinary resolution at the next general meeting.
- (3) If the application is not approved by ordinary resolution, any money accompanying the application must be returned 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 Association:
  - (a) the resolution to accept the membership must be recorded in the minutes of the general meeting; and
  - (b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (2) A person becomes a member of the Association and, subject to rule 14(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which:
  - (a) the Association approves the person's membership; or
  - (b) the person pays the joining fee.



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## **12. Life membership**

- (1) The Board may receive nominations from members of the Association for a person to be appointed a life member of the Association.
- (2) Subject to any other provision in these Rules, a life member is entitled to all the privileges of membership for life without the payment of further fees unless he or she ceases to be a member pursuant to rule 17 or Division 2 of Part 3.
- (3) If the Board is satisfied that a person nominated under subrule (1) has rendered valuable services to the Association whether in the capacity of member, volunteer, consultant, employee or otherwise, the Board may appoint the nominee as a life member.
- (4) The members will be informed of any appointment made under subrule (3) at a subsequent general meeting.
- (5) For the purposes of determining whether a nominee has rendered valuable services to the Association under subrule (3), the Board must be satisfied that the nominee:
  - (a) has been involved with the Association for at least ten consecutive or non-consecutive years; and
  - (b) has:
    - (i) had direct involvement with specific initiatives at policy or program level that have affected the direction of ERC;
    - (ii) been involved in actions or initiatives that have directly contributed to the long term sustainability of ERC; or
    - (iii) demonstrated outstanding qualities of leadership and attendant actions that embody the charism and spirit of Edmund Rice.
- (6) The Board may not appoint more than two nominees as life members in any year.

## **13. Annual subscription and fee on joining**

- (1) At each annual general meeting, the Association may determine:
  - (a) the amount of the annual subscription (if any) for the following financial year; and
  - (b) the date for payment of the annual subscription.
- (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; or
  - (b) a pro rata annual subscription based on the remaining part of the financial year; or
  - (c) 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.

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## 14. 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;
  - (b) to submit items of business for consideration at a general meeting;
  - (c) to attend and be heard at general meetings;
  - (d) to vote at a general meeting;
  - (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 99; and
  - (f) to inspect the register of members.
- (2) A member is entitled to vote if:
  - (a) more than 10 business days have passed since he or she became a member of the Association; and
  - (b) the member's membership rights are not suspended for any reason.

## 15. Rights not transferable

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

## 16. Ceasing membership

- (1) The membership of a person ceases on resignation, expulsion 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.

## 17. Resigning as a member

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

### **Note**

Rule 98(3) sets out how notice may be given to the Association.

- (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.

## 18. 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;

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- (ii) the address for notice last given by the member;
    - (iii) the date of becoming a member;
    - (iv) any other information determined by the Board; 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**

### **19. 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;
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association.

### **20. Disciplinary subcommittee**

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

### **21. 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;
  - (b) stating the grounds for the proposed disciplinary action;
  - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting);
  - (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;

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- (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 23.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

## **22. 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;
    - (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.

## **23. Appeal rights**

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 22 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 Board 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;

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- (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.

## **24. Conduct of disciplinary appeal meeting**

- (1) At a disciplinary appeal meeting:
  - (a) no business other than the question of the appeal may be conducted;
  - (b) the Board 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**

### **25. 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 Board;
  - (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.

### **26. 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.

### **27. Appointment of mediator**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within ten days:
  - (a) notify the Board of the dispute;
  - (b) agree to or request the appointment of a mediator; and
  - (c) attempt in good faith to settle the dispute by mediation.

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- (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 Board; or
    - (ii) if the dispute is between a member and the Board or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Board may be a member or former member of the Association but in any case must not be a person who:
  - (a) has a personal interest in the dispute; or
  - (b) is biased in favour of or against any party.

## **28. Mediation process**

- (1) The mediator to the dispute, in conducting the mediation, must:
  - (a) give each party every opportunity to be heard;
  - (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.

## **29. 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**

### **30. Annual general meetings**

- (1) The Board must convene an annual general meeting of the Association to be held within five months after the end of each financial year.
- (2) Despite subrule (1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The Board may determine the date, time and place of the annual general meeting.
- (4) 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 Board on the activities of the Association during the preceding financial year; and

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- (ii) the financial statements of the Association for the preceding financial year submitted by the Board in accordance with Part 7 of the Act;
  - (c) to elect the Elected Board Members of the Board; and
  - (d) where applicable, to confirm or vary the amounts (if any) of the annual subscription and joining fee.
- (5) 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 Board may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 33 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 33 and the majority of members at the meeting agree.

## **32. Special general meeting held at request of members**

- (1) The Board must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least ten members.
- (2) A request for a special general meeting must:
  - (a) be in writing;
  - (b) state the business to be considered at the meeting and any resolutions to be proposed;
  - (c) include the names and signatures of the members requesting the meeting; and
  - (d) be given to the Secretary.
- (3) If the Board does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (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).

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## **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;
  - (b) indicate the general nature of each item of business to be considered at the meeting;
  - (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;
  - (d) comply with rule 34(5); and
  - (e) in the case of an annual general meeting:
    - (i) state how many Elected Board Member positions will be vacant, and required to be filled, at the annual general meeting; and
    - (ii) state that nominations are to be made in writing and delivered to the Secretary of the Association at least one day prior to the annual general meeting.
- (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. Proxies**

- (1) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) If the Board has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.



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- (6) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

## **35. Use of technology**

- (1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a member participating in a general 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.

## **36. 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 (physically, by proxy or as allowed under rule 35) of ten 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 three) may proceed with the business of the meeting as if a quorum were present.

## **37. 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.

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- (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 Board 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 33.

## **38. 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;
  - (b) members may vote personally or by proxy; 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.

## **39. 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 board member from office (see rule 61(3)(a)); and
- (b) to alter these Rules, including changing the name or any of the purposes of the Association (see rule 100).

## **40. 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;
  - (b) carried unanimously;
  - (c) carried by a particular majority; or

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- (d) lost,  
and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) 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.

## **41. Minutes of general meeting**

- (1) The Board 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;
  - (b) any proxy forms given to the Chairperson of the meeting under rule 34(5);
  - (c) the financial statements submitted to the members in accordance with rule 30(4)(b)(ii);
  - (d) the certificate signed by two board members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
  - (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 — Board**

### **Division 1 — Powers and functions of the Board**

#### **42. Role and powers**

- (1) The business of the Association must be managed by or under the direction of a Board.
- (2) The Board may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (3) The Board may:
  - (a) appoint and remove staff;

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- (b) appoint Appointed Board Members in accordance with Division 6 of Part 5; and
  - (c) establish committees in accordance with Division 3 of Part 5.
- (4) The Board's functions include:
- (a) having overall responsibility for governance, management and control of the business and affairs of the Association;
  - (b) strategy formulation, including articulating the visions and goals of the Association;
  - (c) establishing policies and procedures;
  - (d) being accountable to members;
  - (e) monitoring and approving the operational and financial decisions of the Executive Officer and other employees; and
  - (f) supporting the role of the Executive Officer and other employees.

## **43. Delegation**

- (1) The Board may delegate to a member of the Board, a committee or staff, any of its powers and functions other than:
- (a) this power of delegation; or
  - (b) a duty imposed on the Board by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- (3) The Board may, in writing, revoke a delegation wholly or in part.

## **Division 2 — Employment of staff**

### **44. Executive Officer**

- (1) The Board may appoint an Executive Officer of the Association on the terms decided by the Board.
- (2) The Executive Officer:
- (a) must attend board meetings and provide a report to the Board regarding any matters deemed relevant by the Board;
  - (b) is not to be considered a board member; and
  - (c) does not have voting rights at board meetings.

### **45. Other staff**

The Board may appoint other staff as, and on such terms as, it considers appropriate.

## **Division 3 — Committees of management**

### **46. Establishing committees**

- (1) The Board may establish committees with terms of reference it considers appropriate.

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- (2) The Board may dissolve any committee.

## **47. Committee chair**

- (1) On establishment of a committee, the Board must appoint a committee chair. The committee chair is not required to be a member of the Association.
- (2) At the first board meeting following the annual general meeting in each year, the Chairperson of the meeting must declare all committee chair positions vacant, and the Board must appoint persons to such positions by resolution.
- (3) Committee chairs may be reappointed.
- (4) The Board may remove a committee chair at any time.

## **48. Committee members**

- (1) The Board may appoint committee members at any time. Committee members are not required to be members of the Association.
- (2) At the first board meeting following the annual general meeting in each year, the Chairperson of the meeting must declare all committee member positions vacant.
- (3) Committee members may be reappointed.
- (4) The Board may remove a committee member at any time.

## **49. Board liaison**

- (1) The Board must appoint to each committee a board member to act as a board liaison between the committee and the Board. The board liaison is not required to attend each meeting of the committee.
- (2) Each committee must report to the board liaison concerning its activities.
- (3) The board liaison must regularly report to the Board regarding the activities of the committee.

## **50. Audit committee**

- (1) The Board must establish an audit committee.
- (2) The audit committee must
  - (a) assist the Treasurer in preparing for the annual audit of the financial operations of the Association; and
  - (b) oversee the efficiency and transparency of such operations.

## **Division 4 — Composition of Board and duties of members**

### **51. Composition of the Board**

- (1) The Board consists of:
  - (a) six Elected Board Members; and
  - (b) up to four Appointed Board Members.

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## **52. Diversity target**

- (1) At the first Board meeting following the 2013 financial year annual general meeting, the Board will set a three-year diversity target for the composition of the Board. The diversity target will be reconsidered by the Board at least every three years.
- (2) The diversity target may relate to gender, ethnicity, age, physical abilities, sexual orientation, religious beliefs and camp experience.
- (3) The Board must include in its annual report to members a statement regarding the progress to achieving the diversity target. If the diversity target has not been met at the end of the three-year period, the Board must provide reasons for the failure to meet the diversity target.

## **53. General Duties**

- (1) As soon as practicable after being elected or appointed to the Board, each board member must become familiar with these Rules and the Act.
- (2) The Board is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Board comply with these Rules, and all policies and procedures of the Association.
- (3) Board members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Board members must exercise their powers and discharge their duties:
  - (a) in good faith in the best interests of the Association; and
  - (b) for a proper purpose.
- (5) Board members and former board 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. This includes board members, secretaries, people who participate in making decisions that affect the operations of the association, people who have the capacity to significantly affect the association's financial standing, and people in accordance with whose instructions or wishes the board is accustomed to act.

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

## **54. Remuneration**

- (1) A board member is not entitled to be paid any remuneration for services as a board member.
- (2) Subrule (1) does not prevent the Association from paying a board member reimbursement for expenses properly incurred by the board member if this is done

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

## **55. Indemnity and insurance**

- (1) The Association will pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is, or has been, a board member, against liability incurred by the person in that capacity, including a liability for legal costs, unless:
  - (a) the Association is forbidden by statute to pay or agree to pay the premium; or
  - (b) the contract would, if the Association paid the premium, be made void by statute.
- (2) The Association will indemnify any current or former board member out of the property of the Association against:
  - (a) every liability incurred by the person in his or her capacity as a board member (except a liability for legal costs); and
  - (b) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of his or her capacity as a board member,except to the extent that:
  - (c) the Association is forbidden by statute to indemnify the person against the liability or legal costs; or
  - (d) an indemnity by the Association of the person against the liability or legal costs would, if given, be made void by statute.

## **Division 5 — Election and tenure of Elected Board Members**

### **56. Who is eligible to be an Elected Board Member**

Any member of the Association nominated in writing in the form approved by the Board from time to time is eligible to be an Elected Board Member.

### **57. Positions to be declared vacant**

Prior to an annual general meeting, the Board must advertise to the members the number of vacant Elected Board Member positions, and make available any nomination form approved by the Board.

### **58. Nominations**

- (1) Subject to subrule (2), all nominations must be received by the Secretary in writing in the form approved by the Board at least five days before the date fixed for the holding of the annual general meeting.
- (2) 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.

# Rules for Edmund Rice Camps Incorporated

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## **59. Election of Elected Board Members**

- (1) If the number of members nominated for the position of Elected Board Member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (2) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 60.

## **60. Ballot**

- (1) If a ballot is required for the election for the position/s of Elected Board Member/s, 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:
  - (a) each member present in person; and
  - (b) each proxy appointed by a member.

### **Example**

If a member has been appointed the proxy of 5 other members, the member must be given 6 ballot papers—one for the member and one each for the other members.

- (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



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- (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.

## **61. Term**

- (1) Subject to subrule (3) and rule 76, an Elected Board Member holds office until her or his position is declared vacant at the third annual general meeting after the annual general meeting at which he or she was elected.
- (2) An Elected Board Member may be re-elected twice.
- (3) A general meeting of the Association may:
  - (a) by special resolution remove an Elected Board Member from office; and
  - (b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (4) An Elected Board Member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary or Board Chair 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 Board Chair may give a copy of the representations to each member of the Association or, if they are not so given, the Elected Board Member may require that they be read out at the meeting at which the special resolution is to be proposed.

## **Division 6 — Appointment and tenure of Appointed Board Members**

### **62. Who is eligible to be an Appointed Board Member**

Any person is eligible to be an Appointed Board Member.

### **63. Board to consider whether to appoint**

- (1) The Board must, at the first Board meeting held after the annual general meeting, consider whether to appoint any Appointed Board Members and, if so, how many.
- (2) The Board may, at any other time, consider whether to appoint any Appointed Board Members and, if so, how many.
- (3) When considering whether to appoint one or more Appointed Board Members, the Board must take into consideration:
  - (a) the skills and behaviours required by the Board to meet the needs of the Association; and
  - (b) whether the Board requires a suitable board member to be appointed as Province Representative.

## **Note**

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Rule 75(1) requires the board to use its best endeavours to ensure that, at all times, a board member is appointed to the position of Province Representative. Rule 75(2) provides that the Christian Brothers Oceania Province must agree to such appointment.

## 64. Appointment

- (1) The Board may appoint up to four Appointed Board Members. Appointed Board Members are to be appointed by resolution at any Board meeting.
- (2) Upon appointment, the Appointed Board Member is deemed to be a member of the Association.

## 65. Term

- (1) Subject to subrule (3) and rule 76, an Appointed Board Member holds office for a term determined by the Board, such term not being longer than three years.
- (2) An Appointed Board Member may be re-appointed twice.
- (3) A general meeting of the Association may by special resolution remove an Appointed Board Member from office.
- (4) A member who is the subject of a proposed special resolution under subrule (3) may make representations in writing to the Secretary or Board Chair 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 Board Chair may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

## Division 7 — Office Holders

### 66. Who is eligible to be an Office Holder

- (1) Elected Board Members are eligible to hold the position of Board Chair, Deputy Board Chair, Secretary and Treasurer (collectively, **Office Holders**).
- (2) If no Elected Board Members nominate or are nominated for an Office Holder position, Appointed Board Members are eligible to be Office Holders.

### 67. Nominations

- (1) After the annual general meeting and prior to the first board meeting held after the annual general meeting, the Board Chair must call for nominations to fill the Office Holder positions.
- (2) An Elected Board Member may:
  - (a) nominate herself or himself; or
  - (b) with the Elected Board Member's consent, be nominated by another board member.

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## **68. Position to be declared vacant**

At the first Board meeting held after the annual general meeting, the Chairperson of the meeting must declare all Office Holder positions vacant.

## **69. Appointment of Office Holders**

- (1) From the nominees for each position, the Board must elect, by majority vote on a show of hands, a person to fill each Office Holder position.
- (2) If there are no nominees for one or more Office Holder positions, board members may nominate and elect, by majority vote on a show of hands, an Appointed Board Member to fill any unfilled positions.
- (3) If, despite subrule (2), any Office Holder position remains unfilled, the Board may elect, by majority vote on a show of hands, a board member to act in such position until that position is filled.

## **70. Board Chair and Deputy Chair**

- (1) Subject to subrule (3), the Board Chair or, in the Board Chair's absence, the Deputy Board Chair is the Chairperson for any general meetings and for any board meetings.
- (2) At the first Board meeting following the annual general meeting, the Chairperson of the meeting must be a board member chosen by the other board members present in accordance with rule 84.
- (3) If the Board Chair and the Deputy Board Chair 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 board meeting—a board member elected by the other board members present.

## **71. 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 18;
  - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 94(3), all books, documents and securities of the Association in accordance with rules 96 and 99;
  - (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

# Rules for Edmund Rice Camps Incorporated

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(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.

**Note**

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

## **72. 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 five working days after receipt.

(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 Board prior to their submission to the annual general meeting of the Association.

(3) The Treasurer must ensure that at least one other board member has access to the accounts and financial records of the Association.

## **73. Term**

(1) Subject to subrule (3) and rule 76, an Office Holder holds office until the first Board meeting following the next annual general meeting after their appointment.

(2) An Office Holder may be re-appointed.

(3) The members of the Association may at a general meeting by special resolution, or the Board may at any time by majority vote on a show of hands, remove an Office Holder from their position.

**Note**

An Office Holder may hold an Office Holder position until the first Board meeting following an annual general meeting even if her or his position as board member was declared vacant at that annual general meeting.

## **Division 8 — Appointment of Province Representative**

### **74. Who is eligible to be a Province Representative**

Any board member is eligible to be a Province Representative.

### **75. Appointment**

(1) The Board must use its best endeavours to ensure that, at all times, a board member is appointed to the position of Province Representative.

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- (2) The Board must have the express consent of the Christian Brothers Oceania Province prior to appointing a board member as Province Representative.

## **Division 9 — Vacation of office**

### **76. Vacation of office**

- (1) A person ceases to be a board member if:
  - (a) his or her term expires pursuant to rules 61(1) or 65(1);
  - (b) he or she provides written notice of resignation addressed to the Board;
  - (c) he or she ceases to be a member of the Association; or
  - (d) he or she otherwise ceases to be a board member by operation of section 78 of the Act.
- (2) An Office Holder ceases to be an Office Holder if:
  - (a) her or his term expires pursuant to rule 73(1);
  - (b) she or he provides written notice of resignation addressed to the Board;
  - (c) she or he ceases to be a board member, except where an Office Holder ceases to be a board member by virtue of rules 61(1) or 65(1); or
  - (d) she or he otherwise ceases to be a board member by operation of section 78 of the Act.

### **77. Filling casual vacancies**

- (1) The Board may appoint an eligible member of the Association to fill a board member position that:
  - (a) was not filled by election at the last annual general meeting; or
  - (b) has become vacant under rule 76(1).
- (2) Any board member appointed by the Board under subrule (1) will hold office until the next annual general meeting and will be eligible for election at that meeting.
- (3) Rule 65 applies to any board member appointed by the Board under subrule (1)(b) to fill the vacancy of an Appointed Board Member.
- (4) If the position of Board Chair, Deputy Board Chair or Treasurer becomes vacant, the Board must appoint a board member to the position at the first Board meeting after the vacancy arises.
- (5) If the position of Secretary becomes vacant, the Board must appoint a board member to the position within 14 days after the vacancy arises.
- (6) Rule 73 applies to any Office Holder appointed by the Board under subrules (4) and (5).
- (7) The Board may continue to act despite any vacancy in its membership.

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## **Division 10 — Meetings of Board**

### **78. Meetings of Board**

- (1) The Board must meet at least six times in each year at the dates, times and places determined by the Board.
- (2) Special board meetings may be convened by the Board Chair or by any four members of the Board.

### **79. Notice of meetings**

- (1) Notice of each board meeting must be given to each board member no later than seven days before the date of the meeting.
- (2) Notice may be given of more than one board meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a board 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.

### **80. Urgent meetings**

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 79 provided that as much notice as practicable is given to each board member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Board.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

### **81. Procedure and order of business**

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

### **82. Use of technology**

- (1) A board member who is not physically present at a board meeting may participate in the meeting by the use of technology that allows that board member and the board members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a board member participating in a board 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.

### **83. Quorum**

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

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- (2) The quorum for a board meeting is the presence (in person or as allowed under rule 82) of a majority of the board members.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a board 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 79.

## **84. Voting**

- (1) On any question arising at a board meeting, each board member present at the meeting has one vote.
- (2) A motion is carried if a majority of board 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 Board.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

## **85. Circulating resolutions**

The Board may pass a written resolution without a board meeting being held if all board members entitled to vote on the resolution state in writing that they are in favour of the resolution.

## **86. Conflict of interest**

- (1) A board member who has a material personal interest in a matter being considered at a board meeting must disclose the nature and extent of that interest to the Board.
- (2) The board 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 board members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (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

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

## **87. Minutes of meeting**

- (1) The Board must ensure that minutes are taken and kept of each board 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 86.

## **88. Leave of absence**

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

## **Part 6 — Financial Matters**

### **89. 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 Board.

### **90. Borrowing money**

The Association may borrow money only if it has:

- (1) approval from the Christian Brothers Oceania Province; and
- (2) the unanimous consent of all board members.

### **91. Gift fund**

- (1) A gift fund is to be established and maintained for the purposes set out in rule 2.
- (2) All gifts of money or property made for the purposes set out in rule 2 must be made or credited to the gift fund.
- (3) No other money or property is to be credited to the gift fund.
- (4) The proceeds of the gift fund must be used only for the purposes set out rule 2.

### **92. 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, including the surplus Gift Property, of the Association must not be distributed to any members or former members of the Association.
- (3) Where:



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- (a) the Association is wound up; and
- (b) after all debts and liabilities have been taken care of, and costs of winding up have been paid, surplus assets of the Association exist,

the members must pass a special resolution relating to the distribution of the surplus assets, excluding Gift Property, of the Association to another legal entity that has the same purposes as set out in rule 2 and which is not carried on for the profit or gain of its individual members.

- (4) Where:
  - (a) the Association is wound up or the endorsement (if any) of the Association as a deductible gift recipient is revoked; and
  - (b) after all debts and liabilities have been taken care of, and costs of winding up have been paid, surplus Gift Property of the Association exists,the members must pass a special resolution relating to the distribution of the surplus Gift Property of the Association to a fund, authority, or institution, gifts to which can be deducted under Division 30 of the *Income Tax Assessment Act 1997*.

## 93. Management of funds

- (1) The Association must open one or more accounts with one or more APRA-regulated financial institutions 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 Board may approve expenditure on behalf of the Association.
- (3) The Board may appoint a person (**Authorised Person**) to undertake the expenditure activities outlined in subrules (4) and (5) below.
- (4) An Authorised Person may make a payment on behalf of the Association (including by electronic funds transfer):
  - (a) with the express or implied authority of the Board relating to the payment; or
  - (b) in the absence of express or implied authority of the Board relating to the payment, up to an amount to be specified by the Board from time to time.
- (5) Except where an Authorised Person makes a payment in accordance with subrule (3), all:
  - (a) cheques, drafts, bills of exchange, promissory notes and other negotiable instruments; and
  - (b) transfers between the accounts of the Association, must be approved by two Authorised Persons.
- (6) All funds of the Association must be deposited into the financial accounts of the Association no later than five working days after receipt.

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- (7) With the approval of the Board, the Treasurer may maintain one or more cash floats provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

## **94. 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 seven 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 Board.

## **95. Financial statements**

- (1) For each financial year, the Board 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 financial statements;
  - (b) if required, the review or auditing of the financial statements;
  - (c) the certification of the financial statements by the Board;
  - (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**

### **96. 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 Board and the sealing must be witnessed by the signatures of two board members;
  - (c) the common seal must be kept in the custody of the Secretary.

### **97. Registered address**

The registered address of the Association is:

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

## **98. Notice requirements**

- (1) Any notice required to be given to a member or a board member under these Rules may be given:
  - (a) by handing the notice to the member personally;
  - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
  - (c) by email or facsimile transmission.
- (2) Subrule (1) does not apply to notice given under rule 80.
- (3) Any notice required to be given to the Association or the Board may be given:
  - (a) by handing the notice to the Board Chair or Secretary;
  - (b) by sending the notice by post to the registered address;
  - (c) by leaving the notice at the registered address; or
  - (d) if the Board 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.

## **99. 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 Board meetings.

### **Note**

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

- (2) The Board 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 Board 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.

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(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.

## **100. 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 rules.