

Accepted at the Extraordinary General Meeting of the AFUO 3.11.2022

Accepted Unanimously

**Australian Federation of Australian Ukrainian
Organisations Incorporated**

Rules

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RULES

AUSTRALIAN FEDERATION OF UKRAINIAN ORGANISATIONS INCORPORATED

Incorporated under the Associations Incorporation Reform ACT 2012 (Vic) **(the Act)**

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PART 1—PRELIMINARY

1 Name

The name of the incorporated Association is Australian Federation of Ukrainian Organisations Incorporated. (AFUO) Further in this constitution Association to be read to mean AFUO

2 Purposes

The purposes of the Association are:

- To promote a positive image of the Australian Ukrainian community, encouraging members to maintain religion, language, culture and heritage whilst being active members of the Australian community.
- Promote and develop social cohesion, that delivers the Ukrainian community as positive contributors to Australian society.
- Provide support to displaced person as a result of the Russian invasion of Ukraine
- To raise funds for the Ukraine Crisis Appeal for humanitarian aid in Ukraine and deliver relevant support
- To defend national and political freedoms, freedoms of religion, social justice and human rights in general, particularly in Ukraine.
- To counter persecution of national, political and religious persuasions and to draw attention of governments, of the society at large, the interested organisations and of individual persons to their responsibilities in these spheres of activity, to unmask despotic regimes and organisations which infringe upon or deny these freedoms.
- To acknowledge Christian values and that of other denominations

- To promote and support youth
- To promote Ukraine language, culture and share these with the broader Australian community
- To promote economic ties to assist in bilateral relations between Australia and Ukraine
- To establish a charitable fund
- To extend and support the establishment and maintenance of welfare organisations
- To represent the Ukrainian community in all spheres of political, public and social life fostering Ukrainian traditions and cultural heritage establishing friendly and harmonious connections with diverse groups of Australian society and supporting Ukrainian community schools in Australia with the aim of improving and raising the standard of education in the area of Ukrainian language.

3 Financial year

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

4 Definitions

In these Rules—

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

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

Committee means the Committee having management of the business of the Association;

committee meeting means a meeting of the Committee held in accordance with these Rules;

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

delegate Participant of Triennial Conference nominated by a members associations

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

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

disciplinary subcommittee means the subcommittee appointed under rule 20;

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

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

member means a member of the Association;

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

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

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

the Registrar means the Registrar of Incorporated Associations.

Triennial Conference: Conference to elect leadership

PART 2—POWERS OF ASSOCIATION

5 Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the Association may:
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (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.
- h) Create and maintain Charitable funds under appropriate tax laws
- (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 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

To join the Association, the prospective member must be:

- Any Ukrainian State Association (Hromada).
- Any National organisation of individual members or body which is active in at least three states and has a minimum of 100 members above the age of 18 years that share the objectives of the Association.
- National umbrella body that consists of organisations and have at least three affiliates that share the objectives of the Association.
- Any Ukrainian Christian church and other denominational church which is firmly established in Australia and is active in at least three states and the share the objectives of the Association.

9 Application for membership

(1) To apply to become a member of the Association, the organisation must submit a written application to the committee stating that the organisation :

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

(b) supports the purposes of the Association; and

(c) agrees to comply with these Rules.

(2) The application:

- (a) must be signed by the President and one another authorised member applicant;
and
- (b) may be accompanied by the joining fee.

10 Consideration of application

- (1) As soon as practicable after an application for membership is received, the Committee must decide by resolution whether to accept or reject the application.
- (2) The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) If the Committee rejects the application, it must return any money accompanying the application to the applicant.
- (4) No reason need be given for the rejection of an application.

11 New membership

- (1) If an application for membership is approved by the Committee:
 - (a) the resolution to accept the membership must be recorded in the minutes of the committee meeting; and
 - (b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (2) A organisation becomes a member of the Association and, subject to rule 13(2), is entitled to exercise their rights of membership from the date, whichever is the later, on which:
 - (a) the Committee approves the organisation's membership; or
 - (b) the organisation pays the joining fee.

12 Annual subscription and fee on joining

- (1) At each annual general meeting, the Association must determine:
 - (a) the amount of the annual subscription (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.

13 General rights of members

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

- (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a general meeting; and
 - (c) to attend and be heard at general meetings; and
 - (d) to vote at a general meeting; and
 - (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 75; and
 - (f) to inspect the register of members.
- (2) A member is entitled to vote if:
- (a) more than 10 business days have passed since the organisation 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 organisation are not transferable and end when membership ceases.

16 Ceasing membership

- (1) The membership of a member ceases on resignation or expulsion
- (2) If an organisation ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the member organisation ceased to be a member in the register of members.

17 Resigning as a member

- (1) A member organisation may resign by notice in writing given to the Association.
- (2) A member organisation is taken to have resigned if:
 - (a) the member organisation'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 Secretary of the Member association to confirm that the organisation wishes to remain a member; and
 - (ii) the member organisation has not, within 3 months after receiving that request, confirmed in writing that it 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 organisation's name;

- (ii) the address for notice last given by the member organisation ;
 - (iii) the date of becoming a member;

 - (v) any other information determined by the Committee; and
 - (b) for each former member organisation , the date of ceasing to be a member.
- (2) Any member organisation may, at a reasonable time and free of charge, inspect the register of members.

Division 2—Disciplinary action

19 Grounds for taking disciplinary action

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

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association.

20 Disciplinary subcommittee

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

21 Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member organisation:
 - (a) stating that the Association proposes to take disciplinary action against the member organisation ; and
 - (b) stating the grounds for the proposed disciplinary action; and

- (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the ***disciplinary meeting***); and
 - (d) advising the member that the member association may do one or both of the following—
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (e) setting out the member's appeal rights under rule 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; or
 - (ii) suspend the membership rights of the member for a specified period; or
 - (iii) expel the member from the Association.
- (3) The disciplinary subcommittee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

23 Appeal rights

- (1) A member organisation whose membership rights have been suspended or who has been expelled from the Association under rule 22 may give notice to the effect that the member organisation 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 member organisation is taken; or
 - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a member organisation has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member organisation 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 member organisation against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and
 - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the member organisation 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; and
 - (b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (c) the members organisation 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 member organisation 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 Committee;
 - (c) a member and the Association.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

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 10 days:

- (a) notify the Committee of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be:
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (i) if the dispute is between a member and another member, a person appointed by the Committee; or
 - (ii) if the dispute is between a member and the Committee or the Association: a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Committee may be a member or former member of the Association but in any case, must not be a person who:
- (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.

28 Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must:
- (a) give each party every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

29 Failure to resolve dispute by mediation

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

PART 4—TRIENNIAL CONFERENCE AND GENERAL MEETINGS OF THE ASSOCIATION

30 Annual general meetings and Triennial Conference

- (1) The Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
 - (2) Despite subrule (1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
 - (3) The Committee may determine the date, time and place of the annual general meeting.
- 3 a) The Committee must call a Triennial Conference every three years . In extenuating circumstance Members may extend a term with defined timeline

- (4) The ordinary business of the annual general meeting is as follows:
- (a) to confirm the minutes of the previous annual general meeting and any special general meeting held since then;
 - (b) to receive and consider:
 - (i) the annual report of the Committee on the activities of the Association during the preceding financial year; and
 - (ii) the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

31 AFUO Conference

The Committee will convene an AFUO Conference every 3 years which is the supreme authority of the AFUO is its Conference which has the following rights:

- a) to approve the agenda of the Conference.
- b) to change and to introduce amendments to the statement of purpose and the constitution of the AFUO;
- c) to hear, to consider and to accept reports of the chairman and of other members of the Executive, *the* financial reports and the report of the Audit Commission.
- d) to propose approval of the activities of the retiring Executive.
- e) to review and verify the objects of the AFUO;
- f) to elect the Executive, the Audit Commission and the Arbitration Commission of the AFUO for a period of 3 years, and to elect chairman of each of these bodies by a separate vote;
- g) to approve the budget and to determine the annual fee;
- h) to hear members' appeals;
- i) to approve guidelines of the Executive of the AFUO;

31 (i) Written reports of the chairman, the members of the Executive, and the Audit Commission, together with the proposed budget and proposals of change of the value of the annual fee for members, shall be posted out to all members at least four (4) weeks prior to the date of the Conference.

31 ii) A member wishing to raise a matter at an ordinary congress, may submit it to the Presidium of the Conference before approval of the agenda.

31iii The Executive shall convene an extraordinary conference upon receipt of a written demand from at least a quarter of all the AFUO members.

The Audit Commission has the right to convene an extraordinary conference of the AFUO if:

- a) the Executive ceases its activity;
- b) the Executive has neglected AFUO affairs;
- c) the Executive is responsible for illegal misappropriation of AFUO funds;
- d) the Executive has caused a serious harm to the character, interests and activity of the AFUO.

32. The extraordinary Conference is convened, as far as possible, in a manner similar to the ordinary Conference to decide on all matters relating to the aims and activities of the AFUO.

Delegates

32 The number of delegates to the Conference is determined by the following rules:

- a) State Associations (member category according to clauses) the number shall be:
 - fewer than one hundred (100) financial members - chairman or his deputy;
 - more than one hundred (100) financial members - chairman or his
- b) National organizations with a physical membership (member according to paragraph 8 b)
 - fewer than one hundred (100) members - chairman or his deputy;

II) more than one hundred (100) members - chairman or his deputy and one additional delegate from every two hundred (200) members;

- c) National Umbrella bodies (member category according to clause 8 c)
 - chairman or his deputy and one additional delegate from every organization, which is affiliated with that body.
- d) other organizations (member category in accordance with clause 8 d) each have the right to send one delegate to the AFUO conference.

PROCEDURES AT CONFERENCE

23. a) I) Quorum of an ordinary conference. Not less than fifty (50) percent of members, which are represented by duly elected or appointed members present at the Conference, shall form a quorum. If there is no quorum one hour after the appointed commencement time, the present delegates shall form the quorum.

II) The quorum of an extraordinary conference shall be represented by

at least one half (50%) of all AFUO members.

III) Casting of the vote of delegates is conducted by show of the mandate card. On demand of the majority of delegates, when moved *by* at least three (3) members, the vote shall be cast by secret ballot, by a method determined by chairman of the congress.

b) Casting vote

Where the votes are evenly divided the conference chairman shall have the casting vote.

c) Voting of members

In the event thirty (30) percent of the AFUO members present a conference demand a vote for members, the vote shall *be* cast after an interval no longer than sixty (60) days by correspondence and the results shall be made public by the Executive and be considered to *be* the resolution of the Conference at which the members' vote was demanded

25. A member who is elected by a simple majority of the delegates may be chairman of the Conference. If a conference fails to elect a chairman half an hour after its opening, the AFUO President shall assume the chairmanship of the Conference.

26. In accordance with the requirements of this constitution, every AFUO member shall send an appropriate number of its delegates to take part an AFUO conference.

27. Before every AFUO conference, the Executive shall convene a mandate committee which shall verify the number of delegates that each member of the AFUO is entitled to send to the Conference.

28. Each member is responsible for covering all costs associated with delegates' participation in the AFUO conference.

The retiring members of the Executive, the Audit Commission and the Arbitration Commission, together with former AFUO chairman, shall have the status of an honorary member at the Conference unless they have a delegate's mandate from an AFUO member.

30. Honorary delegates have the same rights as legally elected or appointed delegates except for the right to vote in matters concerning:

a) election of members of the Executive, the Audit Commission and the Arbitration

b) Commission;

c) budget and finances;

d) approval of special resolutions

31. if a duly elected delegate cannot be personally present at the Conference, the organisation which has elected him as its delegate may allocate his proxy to another delegate.

33. Every AFUO member shall provide the secretary of AFUO Executive, not later than twenty-one (21) days before the date of Conference, with a list of his delegates together with all relevant payments, including registration fees, which are from time to time determined by the Executive, to cover the cost of the Conference.

31 Special general meetings

- (1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Committee may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 33 may be conducted at the meeting.

32 Special general meeting held at request of members

- (1) The Committee must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 25 % of the total number of members.
- (2) A request for a special general meeting must:
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the members requesting the meeting; and
 - (d) be given to the Secretary.
- (3) If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under subrule (3):
 - (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

33 Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 32(3), the members convening the meeting) must give to each member of the Association—
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must:
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is to be proposed:
 - (i) state in full the proposed resolution; and

- (ii) state the intention to propose the resolution as a special resolution; and
 - (d) comply with rule 34(5).
- (3) This rule does not apply to a disciplinary appeal meeting.

34 Proxies

- (1) A member organisation may appoint another member as their 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 Committee 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) Notice of a general meeting given to a member under rule 33 must:
 - (a) state that the member may appoint another member as a proxy for the meeting; and
 - (b) include a copy of any form that the Committee has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) 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.
- (8) No member present at the general meeting can have more than two proxies.

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 50% of the members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:

- (a) in the case of a meeting convened by, or at the request of, members under rule 32, the meeting must be dissolved;
 - (b) in any other case:
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

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.
- (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.
- (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; and
 - (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.

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; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost:and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (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 Committee must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include:
 - (a) the names of the members attending the meeting; and
 - (b) proxy forms given to the Chairperson of the meeting under rule 34(6); and
 - (c) the financial statements submitted to the members in accordance with rule 30(4)(b)(ii); and
 - (d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—COMMITTEE

Division 1—Powers of Committee

42 Role and powers

- (1) The business of the Association must be managed by or under the direction of a Committee.
- (2) The Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (3) The Committee may:
 - (a) appoint and remove staff;
 - (b) establish subcommittees consisting of members with terms of reference it considers appropriate.
- (4) Committee members cannot remove a committee member or auditor.

43 Delegation

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

Division 2—Composition of Committee and duties of members

44 Composition of Executive Committee

The Committee consists of—

- (a) a Chairperson and if the AFUO Conference agrees to appoint Co-chairs
- (b) a Deputy Chairperson; and
- (c) a Secretary; and
- (d) a Treasurer; and
- (e) ordinary members (if any) elected under rule (53).

RIGHTS AND RESPONSIBILITIES OF THE EXECUTIVE

36. The Executive manages all AFUO affairs, with the exception of those affairs which are the responsibility of the AFUO conference.
 - a) The Executive is responsible to ensure that minutes of its sittings contain:
 - b) all the matters considered;
 - c) names and surnames of all members present at each sitting;

d) all appointment of officials and employees.

43. Minutes shall be signed by the chairman of the sitting, at which given matters were considered, or by the chairman of the following sitting and shall be entered into a book kept for this purpose by the Executive.

44. The responsibilities of the Executive include the proper maintenance of financial records for all sums received and paid out by the AFUO, and of the circumstances relating to all incomes and expenditure and of all AFUO assets and liabilities;

EXECUTIVE PROCEDURES

45. The Executive shall meet at least every two (2) months and may interrupt and manage its sittings as it considers appropriate. At the request of three

(3) members of the Executive, the secretary shall call a sitting of the Executive.

46. In accordance with this constitution questions which arise at any sitting, shall be resolved *by the* majority vote and the decision of the majority of members shall be considered to be the decision of the Executive. Where the votes are evenly divided, *the* chairman of the sitting shall have the casting vote.

47. The quorum, necessary to conduct affairs of the Executive, constitutes the majority of its members, including AFUO chairman or his deputy,

48. The AFUO chairman, or in his absence his deputy, shall chair every sitting of the Executive.

EXECUTIVE GUIDELINES

49. a) The Executive has the right to publish from time to time EXECUTIVE Guidelines, for the purpose of achieving AFUO aims and responsibilities. The Guidelines shall not be *in* conflict with the requirements of this constitution.

b) Published guidelines shall be circulated to members not less than four (4) weeks prior to becoming legally binding.

c) Executive guidelines shall be approved *by* the next ordinary Conference

following there by the Executive. If the Executive does not submit the Guidelines for approval by the next Conference, or if the Conference rejects them, *the* Guidelines lose their legitimacy from the day of the next ordinary Conference following their proclamation or from the day of rejection by the Conference,

e) Executive Guidelines which have been approved by a conference may be amended or rejected only by another conference,

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54. Normal expenses of the Audit Commission shall be paid by the AFUO Executive.

45 General Duties

- (1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- (2) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.
- (3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Committee members must exercise their powers and discharge their duties:
 - (a) in good faith in the best interests of the Association; and
 - (b) for a proper purpose.
- (5) Committee members and former committee members must not make improper use of:
 - (a) their position; or
 - (b) information acquired by virtue of holding their position:so as to gain an advantage for themselves or any other person or to cause detriment to the Association.
- (6) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

46 Chairperson and Deputy -Chairperson

- (1) Subject to subrule (2), the Chairperson or, in the Chairperson's absence, the Deputy -Chairperson is the Chairperson for any general meetings and for any committee meetings.
- (2) If the Chairperson and the Deputy -Chairperson are both absent, or are unable to preside, the Chairperson of the meeting must be:
 - (a) in the case of a general meeting; a member elected by the other members present;
or
 - (b) in the case of a committee meeting; a committee member elected by the other committee members present.

47 Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (2) The Secretary must:
 - (a) maintain the register of members in accordance with rule 18; and
 - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 70(3), all books, documents and securities of the Association in accordance with rules 72 and 75; and
 - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and

- (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

48 Treasurer

- (1) The Treasurer must:
- (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
 - (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
 - (c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
 - (d) ensure cheques are signed by at least 2 committee members.
- (2) The Treasurer must:
- (a) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

Audit Committee

- The audit committee consisting of three members has the responsibility of undertaking six monthly / audits of the financial and other operations of the AFUO committee
- Report to the Annual General Meeting

50. The AFUO shall elect at its Conference an Audit Commission which consists of a Chairman, two (2) members and two (2) deputy-members.

51. Candidates for the Audit Commission shall *be* nominated *by* members at the Conference and shall be elected *by* the manner prescribed in this constitution for the election of the Executive members for a three (3) year term.

52. The Audit Commission has the following responsibilities:

- a) to perform the duties of an auditor in accordance with this constitution;
- b) oversee activities of the Executive and to examine the finances, assets and liabilities of the AFUO;
- c) to employ the services of an appropriate specialist where required;
- d) to convene an extraordinary conference of the AFUO as prescribed;
- e) to prepare reports for the Conference;
- f) to propose the approval of the activities of the retiring Executive;

- g) to report to the AFUO Arbitration Commission any abuse and/or exceeding authorizations entrusted the Executive or any of its members;
- h) to administer the judgement of the AFUO Arbitration Commission.

53, Members of the Audit Commission have the right to participate in the sittings of the Executive, but only in an advisory capacity.

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Division 3—Election of Committee members and tenure of office

49 Who is eligible to be a Committee member

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

- (a) is 18 years or over and is a member of an AFUO member ; and
- (b) is entitled to vote at a general meeting.

50 Positions to be declared vacant

- (1) This rule applies to:
 - (a) the first annual general meeting of the Association after its incorporation; or
 - (b) any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
- (2) The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 51 to 54.

51 Nominations

- (1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- (2) An eligible member of the Association may:
 - (a) nominate a member a; or
 - (b) with the member's consent, be nominated by another member.
- (3) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

52 Election of Chairperson etc.

- (1) At the Triennial Conference separate elections must be held for each of the following positions:
 - (a) Chairperson; or Co Chairpersons
 - (b) Deputy -Chairperson;
 - (c) Secretary;
 - (d) Treasurer.

- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with rule 54.
- (4) On his or her election, the new Chairperson may take over as Chairperson of the meeting.

53 Election of ordinary members

- (1) The Triennial meeting must by resolution decide the number of ordinary members of the Committee (if any) it wishes to hold office for the next period .
- (2) A single election may be held to fill all of those positions.
- (3) If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 54.

54 Ballot

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
 - (2) The returning officer must not be a member nominated for the position.
 - (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
 - (4) The delegates of the Conference will determine if it a secret ballot of show of hands process is to be used.
 - (5) If it is a secret ballot 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.
 - (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:
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- (a) conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected; or
- (b) with the agreement of those candidates, decide by lot which of them is to be elected.

55 Term of office

- (1) Subject to subrule (3) and rule 56, a committee member holds office until the positions of the Committee are declared vacant at the next Triennial Conference meeting.
- (2) A committee member may be re-elected.
- (3) A general meeting of the Association may:
 - (a) by special resolution remove a committee member from office; and
 - (b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (4) A member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary or Chairperson 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 Chairperson 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.

56 Vacation of office

- (1) A committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a committee member if he or she:
 - (a) ceases to be a member of the Association; or
 - (b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 67; or
 - (c) otherwise ceases to be a committee member by operation of section 78 of the Act.

57 Filling casual vacancies

- (1) The Committee may appoint an eligible member of the Association to fill a position on the Committee that:
 - (a) has become vacant under rule 56; or
 - (b) was not filled by election at the last Triennial Conference meeting.
- (2) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 55 applies to any committee member appointed by the Committee under subrule (1) or (2).
- (4) The Committee may continue to act despite any vacancy in its membership.

Division 4—Meetings of Committee

58 Meetings of Committee

- (1) The Committee must meet at least 6 times in each year at the dates, times and places determined by the Committee.
- (2) The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Association at which the members of the Committee were elected.
- (3) Special committee meetings may be convened by the Chairperson or by any 3 members of the Committee.

59 Notice of meetings

- (1) Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one committee meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

60 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

61 Procedure and order of business

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

62 Use of technology

- (1) A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a committee member participating in a committee meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

63 Quorum

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence (in person or as allowed under rule 62) of a majority of the committee members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting:
 - (a) in the case of a special meeting: the meeting lapses;
 - (b) in any other case: the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 59.

64 Voting

- (1) On any resolution arising at a committee meeting, each committee member present at the meeting has one vote.
- (2) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or resolution which is required by these Rules to be passed by an absolute majority of the Committee.
- (4) If votes are divided equally on a resolution, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.
- (6) Circular resolutions of committee members
 - (a) The committee members may pass a circular resolution without a committee meeting being held.
 - (b) A circular resolution is passed if all the committee members entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause (c) or clause (d).
 - (c) Each committee member may sign:
 - (d) a single document setting out the resolution and containing a statement that they agree to the resolution, or
 - (e) separate copies of that document, as long as the wording of the resolution is the same in each copy.
 - (f) The Association may send a circular resolution by email to the committee members and the committee members may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
 - (g) A circular resolution is passed when the committee member signs or otherwise agrees to the resolution in the manner set out in clause (c) or clause (d).

65 Conflict of interest

- (1) A committee member who has a material personal interest in a matter being considered at a committee meeting or circular resolution must disclose the nature and extent of that interest to the Committee.
- (2) The disclosure of a conflict of interest by a committee member must be recorded in the minutes of the meeting.

- (3) The member:
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.
- (4) This rule does not apply to a material personal interest:
 - (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the Association.
 - (c) that the interest relates to an insurance contract that insures, or would insure, the committee member against liabilities that the committee member incurs as a committee member of the Association (See rule (77)).
 - (d) that the interest relates to a payment by the Association under rule (76) (indemnity), or contract relating to an indemnity that is allowed under the Act.

66 Minutes of meeting

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following:
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under rule 65.

67 Leave of absence

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.
- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

PART 6—FINANCIAL MATTERS

68 Source of funds

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

69 Management of funds

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- (6) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

70 Financial records

- (1) The Association must keep financial records that:
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control:
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Committee.

71 Financial statements

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting subrule (1), those requirements include:
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Committee;
 - (d) the submission of the financial statements to the annual general meeting of the Association;
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

72 Common seal

- (1) The Association may have a common seal.
- (2) If the Association has a common seal:
 - (a) the name of the Association must appear in legible characters on the common seal;
 - (b) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two committee members;
 - (c) the common seal must be kept in the custody of the Secretary.

73 Registered address

The registered address of the Association is 3-11 Russell Street, Essendon, Victoria, 3040

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

74 Notice requirements

- (1) Any notice required to be given to a member or a committee member under these Rules may be given:
 - (a) by handing the notice to the member personally; or
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) by email or facsimile transmission.
- (2) Subrule (1) does not apply to notice given under rule 60.
- (3) Any notice required to be given to the Association or the Committee may be given:
 - (a) by handing the notice to a member of the Committee; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) if the Committee determines that it is appropriate in the circumstances:
 - (i) by email to the email address of the Association or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of the Association.

75 Custody and inspection of books and records

- (1) Members may on request inspect free of charge:
 - (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.

- (2) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule:

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

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of the Association.

76 Indemnity

(1) The Association indemnifies each officer of the Association out of the assets of the Association, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the Association.

(2) In this clause, 'officer' means a Committee Member and includes a Committee Member after they have ceased to hold that office.

(3) In this clause, 'to the relevant extent' means:

(a) to the extent that the Association is not precluded by law (including the Act) from doing so, and

(b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).

(4) The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the Association.

77 Insurance

To the extent permitted by law (including the Act), and if the Committee consider it appropriate, the Association may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the Association against any liability incurred by the person as an officer of the company.

78 Committee's access to documents

(1) A director has a right of access to the financial records of the Association at all reasonable times.

(2) If the directors agree, the Association must give a Committee Member or former Committee Member access to:

- i. certain documents, including documents provided for or available to the Committee Members, and
- ii. any other documents referred to in those documents.

79 Winding up and cancellation

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

80 Alteration of Rules

These Rules may only be altered by special resolution of the Triennial of the Association.
