

GREENWAY TENANTS' GROUP INCORPORATED

CHARITY CONSTITUTION

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OBJECTS

The proposed charity is to be known as the Greenway Tenants' Group Incorporated. It is to be registered under the Australian Charities & Not-For-Profits Commission Act, 2012 (C'th).

As a charity under this federal Act, it is to continue the work of the existing not for profit organisation that is known as the Greenway Tenants' Group Incorporated. The existing organisation began as an unincorporated association in July 2000. It became incorporated in July 2002 under the former Associations Incorporation Act, 1984 (NSW). It is now incorporated under the Associations Incorporation Act, 2009 (NSW).

Mission Statement

The Greenway Tenants' Group (ABN 88401966052) is a not for profit incorporated association established for the benefit of the residents of Greenway who wish to become members without discrimination.

Statement of Objects

The Charitable objects of Greenway Tenants Group Inc are to provide or facilitate the provision of advocacy, legal, medical, and community welfare services to residents of Greenway experiencing disadvantage within the community for reasons including physical disability, mental illness, or intellectual, disability, unemployment, financial disadvantage or language difficulties.

The Charity has limited resources and can only carry out such of its purposes in any particular year as is reasonably possible. At the end of each year, in its annual report, the Charity will set out details of what progress it has made in that year towards carrying out its purposes.

Amending These Objects

The Mission Statement and the Statement of Objects may be varied or amended by the members. They can do so by approving a special resolution in accordance with the governing rules either at an Annual General Meeting or at a Special General Meeting.

These Objects must be reviewed annually at the Annual General Meeting to ensure that they continue to be an accurate reflection of the Objects of the Charity.

GOVERNING RULES

Explanatory Notes

These governing rules are drafted -

- A. *To provide the Charity with appropriate governing rules;*
- B. *To satisfy the requirements of the Associations Incorporation Act, 2009 (NSW) and the Associations Incorporation Regulation, 2010 (NSW);*
- C. *To satisfy the requirements of the Australian Charities & Not-For-Profits Commission as prescribed in Part 3.1, Division 45 of the Australian Charities & Not-For-Profits Commission Act, 2012 (C'th) and in Part 2.2, Division 45 of the Australian Charities & Not-For-Profits Commission Regulation, 2013 (C'th);*
- D. *To satisfy the requirements of any relevant federal or state taxation legislation especially to secure any tax concessions that are available to charities; and*
- E. *To introduce appropriate further requirements that reflect best practice standards for charities and other not for profit community organisations including satisfying the 5 governance standards that are set out in the Australian Charities & Not-For-Profits Commission Regulation.*

They are based on the model constitution in Schedule 1 of the Associations Incorporation Regulation, 2010 (NSW) as it applies to small or Tier 2 associations (ie not for profit organisations whose gross annual income is less than \$250,000.00) or medium or Tier 1 associations (with gross annual income of more than \$250,000.00 but less than \$1,000,000.00) that are incorporated under the Associations Incorporation Act, 2009 (NSW).

They are suitable for charities that are classified under Section 205.25 of the Australian Charities & Not-For-Profits Commission Act as 'small' (with gross annual income of less than \$250,000.00) or 'medium' (with gross annual income of more than \$250,000.00 but less than \$1,000,000.00).

They may also be used by 'large' charities (with gross annual income of more than \$1,000,000.00). However, large charities should consider whether it is also appropriate to obtain legal and accounting advice. Any specific requirements in the legislation under which the charity is incorporated must be addressed. Such charities may also need to address complex issues regarding governance, management, holding of licenses and practising certificates, accounting, taxation, employment and industrial relations and any specific legislation that covers the industry in which they operate.

Part 1 – Preliminary

1. Definitions

1.1 In these governing rules:

“**Associations Incorporation Act**” means the Associations Incorporation Act, 2009 (NSW), the “**former Associations Incorporation Act**” means the repealed Associations Incorporation Act, 1984 (NSW) and the “**Associations Incorporation Regulation**” means the Associations Incorporation Regulation, 2010 (NSW).

“**Australian Accounting Standards**” means the accounting standards that are issued by the Australian Accounting Standards Board subject to any modifications that are prescribed by the Associations Incorporation Regulation.

“Australian Auditing Standards” means the auditing standards that are issued by the Auditing & Assurance Standards Board subject to any modifications that are prescribed by the Associations Incorporation Regulation.

“Australian Charities & Not-For-Profits Commission Act” means the Australian Charities & Not-For-Profits Commission Act, 2012 (C’th).

“Australian Charities & Not-For-Profits Commission Regulation” means the Australian Charities & Not-For-Profits Commission Regulation, 2013 (C’th).

“board members” means the 7 members of the board who hold office either as office bearers or as ordinary board members.

“Charitable Fundraising Act” means the Charitable Fundraising Act, 1991 (NSW) and the **“Charitable Fundraising Regulation”** means the Charitable Fundraising Regulation, 2008 (NSW).

“Charities Act” means the Charities Act, 2013 (C’th).

“Charity” means the Greenway Tenants’ Group Incorporated being the charity that is registered by the Commissioner under the Australian Charities & Not-For-Profits Commission Act.

“Commissioner” means the Commissioner of the Australian Charities & Not-For-Profits Commission.

“Director General” means the Director General of the NSW Office Of Fair Trading.

“general meeting” means a general meeting of the members that is either an annual general meeting or a special general meeting.

“Greenway” means the public housing estate that is located at Greenway Drive, Kirribilli in the state of New South Wales.

“large” charity means a charity whose revenue is \$1,000,000.00 or more per year.

“medium” charity means a charity whose revenue is \$250,000.00 or more but less than \$1,000,000.00 per year.

“North Sydney” or **“North Sydney area”** means the suburbs that are contained within the North Sydney Local Government Area.

“office bearer” means a person holding one of the offices of president, vice president, secretary or treasurer.

“ordinary board member” means a member of the board who is not an office bearer.

“ordinary member” means a member who is not a board member.

“proper officer” means the secretary.

“resolution” means an ordinary resolution unless it is stated that a special resolution is required.

“secretary” means the person holding office as the secretary or, if no such person holds that office, the president.

“small” charity means a charity whose revenue is less than \$250,000.00 per year.

“special general meeting” means a general meeting of the members other than an annual general meeting.

1.2 In these governing rules:

- (a) A reference to a function includes a reference to a power, authority or duty; and
- (b) A reference to the exercise of a function includes, if the function is a duty, a reference to the performance of that duty.

1.3 The provisions of the Acts Interpretation Act, 1901 (C’th) apply to these governing rules in the same manner as those provisions would apply if these governing rules were an instrument made under that Act.

Part 2 – Membership

2. Membership Generally

2.1 A resident of Greenway is taken to be a member of the Charity if they were one of the individuals on whose behalf the application was made to the Commissioner for registration of Greenway Tenants' Group Incorporated as a charity under Section 30.10 of the Australian Charities & Not-For-Profits Commission Act.

2.2 A resident of Greenway is otherwise eligible to be a member of the Charity if:

- (a) They are a natural person; and
- (b) They have been nominated and approved for membership of the Charity in accordance with Rule 3.1.

3. Nomination For Membership

3.1 A nomination of a resident of Greenway for membership of the Charity:

- (a) Must be made by a member of the Charity in writing; and
- (b) Must be lodged with the secretary of the Charity.

3.2 As soon as is reasonably possible after receiving a nomination for membership, the secretary must refer the nomination to the board which is to determine whether to approve or to reject the nomination.

3.3 As soon as is reasonably possible after the board makes that determination, the secretary must:

- (a) Notify the nominee, in writing, that the board has approved or rejected the nomination; and
- (b) If the board has approved the nomination, request the nominee to pay any membership fee within 14 days.

3.4 The secretary must, on receipt of payment of any membership fee, enter the nominee's name in the register of members. The nominee becomes a member when their name has been entered.

4. Cessation Of Membership

A member ceases to be a member of the Charity if they:

- (a) Die; or
- (b) Resign their membership; or
- (c) Are expelled from the Charity; or
- (d) No longer reside at Greenway; or
- (e) Fail to pay any annual membership fee under Rule 8.2 within one month.

5. Membership Entitlements Not Transferable

A right, privilege or obligation which a member of the Charity has cannot be transferred to another person and terminates when their membership ceases under Rule 4.

6. Resignation Of Membership

6.1 A member may resign their membership at any time by giving to the secretary written notice of at least one month of their intention to resign. The resignation takes effect when that notice period expires.

6.2 If a member ceases to be a member under Rule 6.1, the secretary must make an appropriate entry in the register of members.

7. Register Of Members

- 7.1 The secretary must establish and maintain a register of members. The details must include the member's full name, postal and residential addresses, home and mobile telephone numbers and email address and the date on which they became a member.
- 7.2 The secretary is entitled to rely on the accuracy and completeness of the information that each member has provided. It is the obligation of each member to check the register of members to ensure that the information regarding their membership is accurate and complete and that it remains accurate and complete.
- 7.3 If a member ceases to be a member under Rule 4, the secretary must make an appropriate entry in the register of members.
- 7.4 The register of members must be kept at the official address for the Charity that is noted in the records of the Commissioner and, if a different address, also at the main premises of the Charity.
- 7.5 The register of members must be open for inspection by any member during the Charity's normal business hours without charge.
- 7.6 A member may obtain a photocopy of the register of members without charge.
- 7.7 A member must not use information about any person obtained from the register of members to contact that person or to send information to that person other than:
 - (a) To send to that person a newsletter or a notice regarding a meeting or other event relating to the Charity; or
 - (b) For any other purpose that is necessary to comply with a requirement of the Associations Incorporation Act, the Associations Incorporation Regulation, the Australian Charities & Not-For-Profits Commission Act or the Australian Charities & Not-For-Profits Commission Regulation.

8. Fees And Subscriptions

- 8.1 On being admitted to membership, a member must pay to the Charity an initial membership fee of \$1.00.
- 8.2 In addition to this initial membership fee, a member must pay an annual membership fee of \$1.00 on or before 1 July of each subsequent calendar year.

9. Liabilities Of Members

The liability of a member to contribute to the debts and liabilities of the Charity or the costs, charges and expenses of the winding up of the Charity if it is dissolved is limited to the amount of any unpaid membership fees that are required under Rule 8.

10. Resolution Of Disputes

- 10.1 Any dispute that may arise between members of the Charity or between members and the Charity must first be referred to a community justice centre for mediation under the Community Justice Centres Act, 1983 (NSW).
- 10.2 If that dispute cannot be resolved by mediation within 3 months, then the dispute must be referred to arbitration under the Commercial Arbitration Act, 1984 (NSW).

11. Disciplining Of Members

- 11.1 Any person may make a written complaint to the board, in writing and verified by statutory declaration, that a member of the Charity:
 - (a) Has refused or neglected to comply with a provision of these governing rules; or
 - (b) Has wilfully acted in a manner that is prejudicial to the interests of the Charity.
- 11.2 The board may refuse to deal with the complaint if it considers that the complaint is frivolous, vexatious, misconceived or otherwise lacking in substance.

- 11.3 If the board decides to deal with the complaint, then it must:
- (a) Give written notice of the complaint to the member, who is the subject of the complaint, in writing;
 - (b) Give that member 14 days in which to make any written submissions in response; and
 - (c) Take into account any such submissions in response.
- 11.4 If, after considering the complaint and any submissions in response, the board is satisfied that the facts alleged in the complaint have been proved and that the proposed penalty is appropriate in the circumstances, then the board may:
- (a) Expel the member from the Charity; or
 - (b) Suspend the member from membership of the Charity.
- 11.5 If the board expels or suspends a member, the secretary must, within 14 days, give to the member written notice of the action taken together with brief details of the board's reasons for taking that action together with notice of the member's right to appeal under Rule 12.
- 11.6 The expulsion or suspension does not take effect:
- (a) Until the expiry of the 28 days within which the member is entitled to appeal; or
 - (b) If, within that time the member has appealed, then not until the original decision of the board has been confirmed by the members under Rule 12.

12. Right Of Appeal Of Disciplined Member

- 12.1 Within 28 days of receiving written notice from the secretary under Rule 11 of a decision of the board to expel them or to suspend their membership, a member may appeal that decision to a special general meeting of the members.
- 12.2 They can do this by lodging a notice of appeal, in writing, with the secretary.
- 12.3 The notice of appeal must be accompanied by a brief statement of the grounds on which the member intends to rely.
- 12.4 On receipt of this notice of appeal, the secretary must notify the board as soon as is reasonably possible.
- 12.5 The board must then call a special general meeting within 28 days.
- 12.6 At that special general meeting:
- (a) The hearing of that appeal is the only item of business that may be dealt with;
 - (b) The board and the member must be given a reasonable opportunity to state their respective cases; and
 - (c) The members present are to vote, in a secret ballot, as to whether to confirm, revoke or amend the board's decision.
- 12.7 The appeal is to be determined by a simple majority of the votes that are cast at that secret ballot.
- 12.8 If the members vote to confirm the board's decision, then the secretary must within 14 days give to the member a written notice advising the member of this.

Part 3 – The Board

13. Powers Of The Board

Subject to the Associations Incorporation Act, the Associations Incorporation Regulation, the Australian Charities & Not-For-Profits Commission Act, the Australian Charities & Not-For-Profits Commission Regulation, these governing rules and any ordinary or special resolution that may be passed by the Charity in a general meeting, the board:

- 13.1 Is to control and manage the affairs of the Charity;
- 13.2 May exercise all such functions that may be exercised by the Charity other than those functions that are required by these governing rules to be exercised by a general meeting of the members; and

- 13.3 Has the power to perform all such acts and to do all such things as appear to the board to be necessary or desirable for the proper management of the affairs of the Charity.

14. Legal Duties Of Board Members

- 14.1 Board members must, at all times, ensure that they satisfy the fiduciary duties that the general law, either at common law or in equity, imposes on company directors. These fiduciary duties include:
- (a) A duty to carry out their functions and duties with reasonable care and diligence;
 - (b) A duty to act in good faith and in the best interests of the Charity;
 - (c) A duty not to use their position dishonestly with the intention of, directly or indirectly –
 - (i) Gaining an advantage for themselves or for others, or
 - (ii) To cause harm to the Charity;
 - (d) A duty not to use information, which they obtained in their position as a board member, dishonestly with the intention of, directly or indirectly –
 - (i) Gaining an advantage for themselves or for others, or
 - (ii) To cause harm to the Charity; and
 - (e) A duty to disclose all actual or perceived conflicts of interest.
- 14.2 Board members must also ensure that the Charity's financial affairs are managed in a responsible manner. This duty includes exercising reasonable care and diligence to ensure that:
- (a) The Charity is, at all times, able to pay its debts as and when they fall due;
 - (b) The Charity does not continue to operate if it becomes insolvent;
 - (c) If applicable, adequate provision is made in the accounts for any taxation liability; and
 - (d) If applicable, adequate provision is made in the accounts for significant employee liabilities for long service leave, taxation and superannuation.
- 14.3 Board members must also exercise reasonable care and diligence to ensure that:
- (a) The Charity has an appropriate risk management plan under Rule 45 to protect the Charity from fraud; and
 - (b) The Charity does not do any act, including entering into any contract or transaction, with the intent of defrauding any person or for any other fraudulent purpose.
- 14.4 When carrying out their functions and duties, board members must also take into consideration any guidelines that have been issued by the Commissioner including the guide, 'Governance For Good: The ACNC's Guide For Charity Board Members' issued in 2013.

15. Composition And Membership Of The Board

- 15.1 The board consists of:
- (a) The office bearers; and
 - (b) At least 3 ordinary board members.
- 15.2 The number of board members must be 7.
- 15.3 The office bearers are:
- (a) The president;
 - (b) The vice president;
 - (c) The secretary; and
 - (d) The treasurer.
- 15.4 A board member may hold two offices at the same time other than the offices of president and vice president.
- 15.5 The board members must be elected at an annual general meeting in accordance with Rule 16.

- 15.6 The board members are to hold office for 12 months or until the conclusion of the annual general meeting in the year after the year in which they were elected.
- 15.7 Board members may be re-elected for further terms. If the members wish to place a limit on the number of years that a board member may serve continuously, they may do so by a special resolution to amend this rule.

16. Election Of Board Members

- 16.1 Nomination of candidates for election as board members:
 - (a) Must be made in writing and signed by at least 3 members of the Charity; and
 - (b) Must be delivered to the secretary at least 28 days before the day fixed for the holding of the annual general meeting.
- 16.2 Only current members of the Charity may be nominated.
- 16.3 If there are not sufficient nominations to fill all the vacancies on the board, then the candidates nominated are taken to be elected and further nominations may be received at the annual general meeting.
- 16.4 If sufficient further nominations are not received, then any positions that remain vacant are taken to be casual vacancies and dealt with under Rule 19.
- 16.5 If the number of nominations received is equal to the number of vacancies to be filled, then the candidates nominated are taken to be elected.
- 16.6 If the number of nominations received is more than the number of vacancies to be filled, then a ballot is to be held.
- 16.7 The ballot for the election of board members is to be conducted at the annual general meeting in such usual and proper manner as the board may direct. If the members wish to make it a requirement that such elections are to be conducted by written ballot or by secret ballot, they may do so by a special resolution to amend this rule.

17. The Secretary

- 17.1 The secretary must keep accurate minutes of:
 - (a) All elections of office bearers and ordinary board members;
 - (b) The names of the board members present at a board meeting or at a general meeting; and
 - (c) All proceedings at board meetings and general meetings.
- 17.2 Minutes of proceedings at a meeting must be signed by the chairman of that meeting.
- 17.3 The minutes must be kept at the official address of the Charity. They must be available for inspection by any member during the Charity's normal business hours. Photocopies must be made available without charge.

18. The Treasurer

- 18.1 The treasurer must ensure that:
 - (a) All money that is due to the Charity is promptly collected;
 - (b) Accurate books and accounts are kept showing the financial affairs of the Charity; and
 - (c) The funds of the Charity are properly managed and the requirements of Rule 42, Rule 43 and Rule 44 are complied with.
- 18.2 The treasurer must also promptly implement any requirements that the board under Rule 44 may see fit regarding the management of the Charity's funds to protect the Charity from fraud.
- 18.3 The treasurer must prepare annual financial statements in the form that is required under Rule 46.
- 18.4 If applicable, the annual financial statements must contain a schedule of outstanding secured loans and secured interests and outstanding unsecured loans as required under Rule 47.

- 18.5 If applicable, the annual financial statements must contain a schedule of current grants as required under Rule 48.
- 18.6 If the Charity is a medium or large charity, the annual financial statements must be audited as required under Rule 49.

19. Casual Vacancies

- 19.1 A casual vacancy may occur:
- (a) In the circumstances set out in Rule 16.4; or
 - (b) If an existing board member –
 - (i) Dies,
 - (ii) Ceases to be a member of the Charity,
 - (iii) Resigns from office by giving a written notice to the secretary,
 - (iv) Is removed from office under Rule 20,
 - (v) Fails, without the consent of the board, to attend 3 consecutive board meetings,
 - (vi) Becomes mentally incapacitated,
 - (vii) Becomes bankrupt under the Bankruptcy Act, 1966 (C'th),
 - (viii) Is convicted of a criminal offence or a professional conduct offence involving significant fraud or dishonesty, or
 - (ix) Is prohibited from being a director of a company under Part 2D.6 of the Corporations Act, 2001 (C'th).
- 19.2 If a casual vacancy occurs, the board must fill that vacancy as soon as is reasonably possible.
- 19.3 The board must fill that casual vacancy by nominating an ordinary member of the Charity who is, in the opinion of the majority of the board, suitable for appointment and who is willing to serve.
- 19.4 Once so appointed, the new board member will hold office for the remainder of the term specified in Rule 15.6.

20. Removal Of Board Members

- 20.1 The members of the Charity may, by resolution, in a general meeting remove from office any board member, and may, by resolution, appoint another member of the Charity to hold office during the remainder of the term.
- 20.2 The secretary must, at least 28 days before the general meeting, notify the board member, who is the subject of the proposed resolution, of the proposed resolution by giving to that board member:
- (a) A copy of the proposed resolution;
 - (b) Written particulars of the grounds upon which the members propose making the resolution together with particulars of any complaint that has been made; and
 - (c) An opportunity to make written submissions in response within 14 days.
- 20.3 If the board member opposes the proposed resolution and makes written submissions in response, then the secretary must provide copies of those submissions in response to every member who attends the general meeting.
- 20.4 At that general meeting, the vote must be conducted by secret ballot.
- 20.5 If the board member consents to the proposed resolution, then the requirements in Rule 20.2 may be dispensed with.

21. Board Meetings & Quorum

- 21.1 The board must meet at least 5 times each calendar year.
- 21.2 Additional meetings of the board may be convened by the president or other board member.

- 21.3 Written notice of a board meeting must be given by the secretary to each of the board members at least 7 days before the date appointed for the meeting.
- 21.4 The notice period in Rule 21.3 may be reduced to 3 days in exceptional circumstances.
- 21.5 The notice of the board meeting must specify the general nature of the business to be transacted at that board meeting.
- 21.6 No business may be transacted at that board meeting other than the business that is specified in the notice unless a board member presents additional business that the board members who are present unanimously agree should be treated as urgent business.
- 21.7 Any 3 board members constitute a quorum for the transaction of the business of a board meeting.
- 21.8 No business is to be transacted by the board unless a quorum is present.
- 21.9 If, within 30 minutes of the time appointed for the board meeting, a quorum is not present, then the board meeting is to be adjourned to a suitable time within the next 7 days.
- 21.10 The secretary must notify all board members, in writing, of the place, date and time for the adjourned meeting.
- 21.11 If, at the adjourned board meeting, a quorum is still not present within 30 minutes of the time appointed for the meeting, then the meeting is to be dissolved.
- 21.12 At a meeting of the board:
 - (a) The president is to preside; or
 - (b) If the president is absent, then the vice president is to preside; or
 - (c) If both are absent, then the board members who are present may choose one of their number to preside.

22. Voting And Decisions

- 22.1 Questions arising at a board meeting are to be determined by a majority of the votes of the board members present.
- 22.2 Board members must be present to vote. No proxy voting will be allowed.
- 22.3 If there is a tied vote, then the president, or other board member who is presiding at that board meeting, may exercise a casting vote.
- 22.4 Provided that a quorum is present, the board may act even if there is any vacancy on the board.
- 22.5 Provided that the board acts in good faith, any act or thing done or suffered will be valid and effectual notwithstanding that a defect may subsequently be discovered in the appointment or qualifications of any board member.

Part 4 – Committees

23. Delegation By The Board To Committees

- 23.1 The board may, in writing, delegate to one or more committees the exercise of such functions of the board as are set out in that written delegation.
- 23.2 A delegation may be subject to such conditions or limitations as to the exercise of any function or as to time or circumstances as may be specified in that written delegation.
- 23.3 In that written delegation, the board may not delegate:
 - (a) This power of delegation; or
 - (b) Any function which is a duty that is imposed on the board by the Associations Incorporation Act, the Associations Incorporation Regulation, the Australian Charities & Not-For-Profits Commission Act, the Australian Charities & Not-For-Profits Commission Regulation, the Charities Act, any applicable tax law or by any other applicable law.

24. Powers Of Committees

A function, the exercise of which has been delegated to a committee by the board, may be exercised by that committee in accordance with the terms of the delegation unless and until the board revokes that delegation.

25. Composition Of Committees

25.1 The committee may comprise such persons as the board sees fit.

25.2 The committee must consist of:

- (a) At least one office holder;
- (b) At least two ordinary board members or ordinary members; and
- (c) Such other persons, who are not members, as the board sees fit to represent outside organisations which are involved with the affairs of the Charity.

25.3 The positions on the committee must include:

- (a) A chairman; and
- (b) A deputy chairman.

25.4 The number of members of a committee must be no more than 5.

25.5 Committee members are to hold office for 12 months or until the conclusion of the annual general meeting in the year after the year in which they were elected.

25.6 Committee members may be re-elected for such further terms as the board sees fit.

26. Consultation With Members

A list of the proposed committees and the composition of those committees for the following year may be provided to the members at each annual general meeting.

27. Meetings And Quorum

27.1 Any 3 members constitute a quorum for the transaction of the business of a committee meeting.

27.2 A committee may meet and adjourn as it sees fit.

28. Voting And Decisions

28.1 Questions arising at a committee meeting are to be determined by a majority of the vote of the committee members who are present.

28.2 If there is a tied vote, then the chairman or, in their absence, the deputy chairman may exercise a casting vote.

28.3 Committee members who are members of the Charity must be present to vote. Proxy voting is not permitted.

28.4 Committee members who are not members of the Charity, but are members of the committee as the representative of an outside organisation, may vote by proxy.

29. Revocation Of Delegation By The Board To A Committee

The board may revoke a delegation to a committee at any time in writing.

Part 5 – General Meetings

30. Annual General Meetings

30.1 Unless the Charity has previously been incorporated under the Associations Incorporation Act or the former Associations Incorporation Act and has already held its

first annual general meeting, it must hold its first annual general meeting as soon as is reasonably possible after registration under the Australian Charities & Not-For-Profits Commission Act and no later than one month.

- 30.2 Thereafter, the Charity must hold its annual general meeting:
- (a) As soon after the end of the financial year as is reasonably possible and no later than 30 September; or
 - (b) Within such further time as may be prescribed by the Australian Charities & Not-For-Profits Commission Regulation or as may be authorised in writing by the Commissioner.
- 30.3 To call an annual general meeting, the secretary must notify the members in writing.
- 30.4 This notice must be given to the members at least 14 days prior to the day appointed for the holding of the meeting.
- 30.5 Where the business that is proposed to be transacted requires a special resolution, this notice period must be at least 21 days.
- 30.6 The notice must be in writing and must give to the members:
- (a) Details of the place, date and time of the meeting; and
 - (b) Details of the nature of the business proposed to be transacted at that meeting.
- 30.7 The notice must also include:
- (a) A draft of any ordinary resolution that it is proposed be approved at that meeting;
 - (b) A draft of any special resolution that it is proposed be approved at that meeting;
 - (c) The minutes of the last annual general meeting that are to be confirmed;
 - (d) The minutes of any special general meeting held since the last annual general meeting that are to be confirmed;
 - (e) The annual financial statements; and
 - (f) All other reports that it is proposed be received at that meeting or, if they are lengthy, a statement advising that copies of these other reports are available at the main premises of the Charity during normal business hours and without charge.
- 30.8 The notice must also specifically state that the meeting is an annual general meeting.
- 30.9 The only business that may be transacted at an annual general meeting is:
- (a) To confirm the minutes of the last annual general meeting;
 - (b) To confirm the minutes of any special general meeting that may have been held in the intervening period;
 - (c) To receive from the board any reports on the affairs of the Charity during the last financial year;
 - (d) To elect the office bearers for the new financial year;
 - (e) To elect the ordinary board members for the new financial year;
 - (f) To receive and to consider the annual financial statements;
 - (g) To consider and to vote on any ordinary resolution that is specified in the notice calling the meeting;
 - (h) To consider and to vote on any special resolution that is specified in that notice; and
 - (i) Any other business that is specified in that notice.
- 30.10 No other business may be transacted except in exceptional circumstances and only if:
- (a) Written notice is given to the secretary at least 3 working days before the day appointed for the meeting; and
 - (b) All of the board members that are present unanimously agree that it should be treated as urgent business.
- 30.11 If a member wishes to have other business transacted at the annual general meeting but is unable to have it dealt with as urgent business under Rule 30.10, then the member may approach the secretary at another time during ordinary business hours to request the secretary to convene a special general meeting under Rule 31 or to requisition it under Rule 32.

31. Special General Meetings Instigated By The Board

- 31.1 The board may, at any time and in any circumstances that it sees fit, convene a special general meeting of the Charity.
- 31.2 It must do so by notifying the members in writing, at least 7 days before the day appointed for that meeting.
- 31.3 The notice must give the members:
 - (a) Details of the place, date and time of the meeting;
 - (b) Details of the nature of the business proposed to be transacted;
 - (c) A draft of any ordinary resolution that it is proposed be dealt with;
 - (d) A draft of any special resolution that it is proposed be dealt with;
 - (e) All reports that it is proposed be received at that meeting or, if they are lengthy, a statement advising that copies of these other reports are available at the main premises of the Charity during normal business hours and without charge; and
 - (f) A brief explanation as to why the proposed business cannot wait until the next annual general meeting.
- 31.4 The notice must also specifically state that the meeting is a special general meeting.

32. Special General Meetings Requisitioned By The Members

- 32.1 The board must convene a special general meeting if it receives a written requisition from the members to do so that is:
 - (a) In writing;
 - (b) Is signed by at least 10% of the members; and
 - (c) Satisfies the requirements that are set out in Rule 32.2.
- 32.2 A requisition from the members:
 - (a) Must state the purpose of the meeting;
 - (b) Must provide sufficient particulars to allow the secretary to draft, or to arrange for the drafting of, any proposed ordinary resolution or any proposed special resolution;
 - (c) Must provide any documents or reports that are to be received at the meeting or, if they are lengthy, a statement advising that copies are available at the main premises of the Charity during normal business hours and without charge;
 - (d) Be signed by the members making the requisition; and
 - (e) Must be lodged with the secretary at least 7 days before the day on which it is proposed to hold that meeting.
- 32.3 On receipt of a requisition from the members, the secretary must:
 - (a) As soon as is reasonably possible, inform each of the board members;
 - (b) Convene a special general meeting within 14 days; and
 - (c) Follow the same procedures for the convening of a special general meeting that are set out in Rule 31.2 and Rule 31.3 for special general meetings that are convened at the instigation of the board.
- 32.4 If the secretary fails to convene the special general meeting within 14 days, then a special general meeting may be convened by any one or more of the members who made the requisition.
- 32.5 If a special general meeting is convened by one or more of the members under Rule 32.4, then they must follow the same procedures that are set out in Rule 31.2 and Rule 31.3.

33. Quorum For General Meetings

- 33.1 Any 10 members, whether office holders, ordinary board members or ordinary members, constitute a quorum for the transaction of the business of a general meeting.
- 33.2 No business may be transacted at a general meeting unless a quorum is present.
- 33.3 If, within 30 minutes of the time appointed for the meeting, a quorum is not present, then the meeting is to be adjourned to a suitable time within the next 14 days.

- 33.4 If, at the adjourned meeting, a quorum is still not present within 30 minutes of the time appointed for the meeting, then the meeting is to be dissolved.
- 33.5 Notwithstanding Rule 33.3, if the meeting is a special general meeting that has been requisitioned by the members under Rule 32 and a quorum is not present within 30 minutes of the time appointed for the meeting, then the meeting is to be dissolved.

34. Presiding Member

At a general meeting:

- (a) The president is to preside as the chairman;
- (b) If the president is absent, then the vice president is to preside; or
- (c) If both are absent, then the members who are present may choose one of the ordinary board members to preside.

35. Adjournments

- 35.1 At a general meeting where a quorum is present, the presiding member may, with the consent of the majority of the members who are present, adjourn the meeting to a suitable time within the next 14 days.
- 35.2 The secretary must notify the members in writing, of the place, date and time for the adjourned meeting.
- 35.3 The secretary is only required to notify those members who were present at that meeting.
- 35.4 The other requirements in Rule 31.3 may be dispensed with.

36. Voting And Decisions

- 36.1 All questions that arise at a general meeting which require an ordinary resolution are to be determined by a show of hands.
- 36.2 All questions that arise at a general meeting which require a special resolution are to be determined by a written ballot.
- 36.3 A written ballot under Rule 36.2 is to be conducted in such manner as the chairman sees fit.
- 36.4 A secret ballot is required in the following circumstances:
- (a) To confirm, revoke or amend a decision of the board to expel or to suspend a member under Rule 12; and
- (b) To remove a board member under Rule 20.
- 36.5 If the members wish to make it a requirement that a secret ballot be conducted in other circumstances, they may do so by approving an ordinary resolution under Rule 69 to vary or amend these governing rules.
- 36.6 Members must be present at the general meeting to vote. Voting by proxy is not permitted. Postal voting is not permitted.
- 36.7 Each member has one vote and all votes are of equal value.
- 36.8 If there is a tied vote, then the chairman may exercise a casting vote.
- 36.9 A member is not entitled to vote if they are:
- (a) Under 18 years of age; or
- (b) Not of sound mind.

37. Special Resolutions

- 37.1 A special resolution is required:
- (a) To amend the Charity's Mission Statement; or
- (b) To amend the Statement Of Purposes; or
- (c) To voluntarily dissolve the Charity.

- 37.2 If the members wish to make it a requirement that a special resolution must be approved in other circumstances, they may do so by approving an ordinary resolution under Rule 69 to vary or amend these governing rules.
- 37.3 The notice of a general meeting at which it is proposed that a special resolution be approved must comply with the requirements of Section 39 of the Associations Incorporation Act.

Part 6 – Raising Funds

38. Sources Of Funds

- 38.1 The Charity may raise funds from any source that the board sees fit including, but not limited to:
- (a) Membership fees;
 - (b) Grants;
 - (c) Donations;
 - (d) Public fundraising;
 - (e) Community partnerships with federal and state government agencies;
 - (f) Community partnerships with local councils;
 - (g) Community partnerships with charities and not for profit organisations;
 - (h) Community partnerships with commercial enterprises that are interested in community development; and
 - (i) Commercial and trading activities in the circumstances permitted in Rule 39.
- 38.2 To assist the Charity with raising funds, the treasurer must do all things that are required by Rule 50.1 to obtain any taxation concessions that are available to charities especially exemption from income tax and an endorsement allowing for tax deductibility on gifts and donations to the Charity.

39. Commercial And Trading Activities

As part of its fund raising strategy, the Charity may engage in commercial or trading activities whether or not they are connected to the purposes of the Charity as set out in its Statement Of Purposes.

40. Public Fundraising

If the Charity conducts public fundraising appeals, the secretary or treasurer must ensure that the Charity:

- (a) Holds any licences, permits or authorities that are required by the Charitable Fundraising Act, 1991 (NSW) or the Charitable Fundraising Regulation, 2008 (NSW); and
- (b) Complies with any requirements of that Act or Regulation including, but not limited to, limits on the amounts that may be deducted from the proceeds of a fundraising appeal for lawful and proper expenses.

41. Grants

The secretary or treasurer must ensure that the Charity complies with the terms of any current grants that the Charity has received.

Part 7 – Management Of Funds

42. Receipt Of Funds

- 42.1 As soon as is reasonably possible after receiving funds from any source, the treasurer must issue a written receipt.
- 42.2 The treasurer must then promptly deposit those funds into the Charity's bank account.
- 42.3 Apart from a general bank account, the Charity may have such other special purpose bank accounts as the board sees fit to authorise.
- 42.4 Any authorisation under Rule 42.3 must be recorded by the secretary in the minutes of that board meeting.

43. Payments

- 43.1 Subject to Rule 43.2, all payments from the Charity's bank account must be made by cheque.
- 43.2 No withdrawals may be made from the Charity's bank account by any other means except for:
 - (a) Bank fees;
 - (b) Government taxes and charges that may, by law, be deducted from bank accounts; and
 - (c) Any direct debits or periodical payments that the board sees fit to authorise.
- 43.3 Any authorisation by the board under Rule 43.2 permitting direct debits or periodical payments must be recorded by the secretary in the minutes of that board meeting.
- 43.4 All cheques must:
 - (a) Where the amount is less than \$100.00, be signed by two board members one of whom is the secretary or treasurer; and
 - (b) Where the amount is \$100.00 or more, be signed by 3 board members one of whom is the secretary or treasurer.

44. Bank Statements

- 44.1 The treasurer must keep secure all bank records including, but not limited to, electronic account access or key cards, deposit books, cheque books, any authorities for direct debits or periodical payments and bank statements.
- 44.2 These bank records must be available for inspection by any board member at any time during normal business hours.
- 44.3 The treasurer must ensure that:
 - (a) The Charity's bank issues official bank statements, that are in paper form and are individually numbered, for each calendar month for its general bank account and for any special purpose bank account that the board has authorised under Rule 42.3; and
 - (b) That these bank statements are kept for at least 7 years.
- 44.4 At each board meeting, the treasurer must:
 - (a) Check all bank statements that have been issued since the last board meeting;
 - (b) Prepare monthly bank account reconciliations;
 - (c) Make those statements and reconciliations available for inspection at the board meeting; and
 - (d) Draw to the attention of the board any irregularities in the statements regardless of the amount involved.
- 44.5 If there are any irregularities, then the treasurer must:
 - (a) Take all reasonable steps to rectify them within 14 days regardless of the amount involved; and
 - (b) Report to the next board meeting, in writing, that all irregularities have been rectified.

44.6 If any irregularities have not been rectified, then, unless it is satisfied that the remaining irregularities are minor, the board must authorise the secretary or treasurer to, as soon as is reasonably possible, seek advice from the Commissioner as to what, if any, further action is appropriate.

45. Prevention Of Fraud

45.1 At the first board meeting of each financial year, the board must:

- (a) Review any incidents of fraud or possible fraud that have occurred in the previous financial year;
- (b) Develop or amend the risk management plan to protect the Charity from fraud; and
- (c) Issue appropriate instructions to the secretary or treasurer to implement that risk management plan.

45.2 The secretary or treasurer must carry out any instructions that the board may issue under Rule 45.1 within 14 days.

45.3 When carrying out the review under Rule 45.1, the board must also take into consideration any guidelines that have been issued by the Commissioner including the guide, 'Protect Your Charity From Fraud: The ACNC's Guide To Fraud Prevention' issued in 2013.

45.4 The board must have particular regard to the possibility of the Charity being affected by the following types of fraud that the Commissioner has identified as likely to occur in charities:

- (a) Internal fraud including –
 - (i) Stealing goods or money from the charity's commercial and trading activities,
 - (ii) Stealing cash donations,
 - (iii) Misusing the charity's bank account for personal expenditure,
 - (iv) Claiming for excessive or inappropriate expenses or claiming for false expenses,
 - (v) Creating inflated invoices or purchase orders or creating false invoices or purchase orders, and
 - (vi) Submitting false grant applications.
- (b) External fraud including –
 - (i) Submitting inflated or false invoices,
 - (ii) Committing identity fraud involving the charity's bank account, and
 - (iii) Conducting unauthorised fundraising in the charity's name.

45.5 The board must also have particular regard to factors which the Commissioner has identified as making charities particularly vulnerable to fraud including:

- (a) High levels of public trust and confidence which can provide a cover of respectability for those committing fraud;
- (b) A culture of trust within the Charity, built on volunteering and the pursuit of common goals, which can enable those committing fraud to operate with less suspicion;
- (c) A failure to clearly segregate duties and an over dependence on a few key members which can result in controls for the management of funds and assets being inadequate; and
- (d) Large amounts of cash combined with unpredictable income flows which can make it difficult to detect fraud.

45.6 The board must determine a risk management strategy that is appropriate for the Charity. It must do this by:

- (a) Weighing up the seriousness of the anticipated risks against the likelihood of those risks occurring; and
- (b) Weighing this against the expense, difficulty and inconvenience of taking the steps that would be required to protect the Charity from those risks.

Part 8 – Accounting And Auditing

46. Annual Financial Statements

- 46.1 As soon as is reasonably possible after the end of the financial year and by no later than 31 August so that the annual general meeting can be held by no later than 30 September, the treasurer must prepare a set of annual financial statements that:
- (a) Give a true and fair view of the Charity's affairs;
 - (b) Contain a balance sheet and a profit and loss statement;
 - (c) Are in a form that can be submitted to the members at the annual general meeting;
 - (d) Are in a form that is reasonably clear to the members;
 - (e) Comply with any other accounting requirements that are prescribed in the Associations Incorporation Act or the Associations Incorporation Regulation; and
 - (f) Comply with any other accounting requirements that are prescribed in the Australian Charities & Not-For-Profits Commission Act or the Australian Charities & Not-For-Profits Commission Regulation.
- 46.2 If the Charity is a medium or large charity, then the annual financial statements must also comply with the requirements that are prescribed in the Australian Accounting Standards.
- 46.3 The treasurer must submit the annual financial statements to the members at the annual general meeting.

47. Schedule Of Loans And Secured Interests

If applicable, the annual financial statements must also contain a schedule setting out:

- (a) Details of any outstanding secured loans that have been made to the Charity including details of any mortgages, charges or other secured interests that affect real or personal property owned by the Charity; and
- (b) Details of any outstanding unsecured loans that have been made to the Charity.

48. Schedule Of Grants

If applicable, the annual financial statements must also contain a schedule setting out details of any current grants that have been made to the Charity including copies of the terms for those grants.

49. Auditing

- 49.1 If the Charity is a medium or large charity, then the annual financial statements must also be audited.
- 49.2 The auditor's report must accompany the annual financial statements when they are submitted to the annual general meeting.
- 49.3 The auditor's report must:
- (a) Comply with the requirements that are prescribed in the Australian Auditing Standards; and
 - (b) Contain a statement that the Charity has kept the financial records that are necessary to enable the auditor to audit the annual financial statements in compliance with the requirements that are prescribed in the Australian Auditing Standards.

Part 9 – Taxation

50. Statutory Taxation Compliance

- 50.1 The treasurer must do all things that are reasonably necessary to ensure that the Charity is eligible for and continues to be eligible for all taxation concessions that are available to charities including, but not limited to:
- (a) Exemption from taxation on income;
 - (b) Exemption from taxation on capital gains;
 - (c) Exemption from taxation on fringe benefits;
 - (d) Exemption from taxation on the purchase of goods and services;
 - (e) An endorsement allowing for tax deductibility on gifts and donations to the Charity;
 - (f) Exemption from stamp duty or other duties on transactions; and
 - (g) Exemption from stamp duty or other duties on insurance policies.
- 50.2 The treasurer must do all things that are reasonably necessary to ensure that the Charity:
- (a) Lodges any taxation returns that it is required to lodge and that it does so by the due date; and
 - (b) Pays any taxation for which it is liable promptly.

51. Distribution of Surplus On Winding Up Or On Dissolution

If the charity is wound up or otherwise dissolved or, if applicable, the Charity's endorsement as a deductible gift recipient under Division 30 of the Income Tax Assessment Act 1997 (Cth) is revoked (whichever occurs first), any surplus assets or funds remaining after the payment of the Charity's debts must not be paid to or distributed among the members, but must be transferred to another charity or not for profit organisation which:

- (a) Carries on the same or similar charitable or community service objects as the charity.
 - (b) Whose constitution prohibits the distribution of its income or property to no lesser extent than that imposed on the Charity under Rule 60
- and
- (c) Has an endorsement allowing for tax deductibility on gifts and donations under Division 30 of the Income Tax Assessment Act 1997 (Cth)

52. Conducting Commercial Or Trading Activities

If the Charity engages in commercial or trading activities as permitted under Rule 39, all profits must be retained by the Charity and used for its purposes.

Part 10 – Records

53. Records To Be Kept

- 53.1 The secretary must ensure that the Charity, at all times, keeps proper records:
- (a) To satisfy the requirements of the Associations Incorporation Act and the Associations Incorporation Regulation;

- (b) To satisfy the requirements of the Australian Charities & Not-For-Profits Commission Act, the Australian Charities & Not-For-Profits Commission Regulation and the Charities Act;
 - (c) To satisfy the requirements of the Commissioner Of Taxation;
 - (d) If applicable, to satisfy the requirements of the Charitable Fundraising Act and the Charitable Fundraising Regulation;
 - (e) If applicable, to satisfy the requirements of any other law; and
 - (f) To meet the standards of best practice for charities and other not for profit community organisations including satisfying the 5 governance standards that are set out in the Australian Charities & Not-For-Profits Commission Regulation.
- 53.2 The records that must be kept under Rule 53.1 include, but are not limited to:
- (a) The certificate of incorporation of the Charity under the former Associations Incorporation Act;
 - (b) The certificate of the registration of the Charity as a charity under the Australian Charities & Not-For-Profits Commission Act;
 - (c) If applicable, any licences, permits or authorities that are required under the Charitable Fundraising Act or the Charitable Fundraising Regulation;
 - (d) Exemptions granted by the Commissioner Of Taxation especially regarding exemption from taxation on income, fringe benefits or the purchase of goods and services and any endorsement allowing for tax deductibility on gifts and donations to the Charity;
 - (e) The Register Of Members;
 - (f) If applicable, the Conflicts Of Interests Register;
 - (g) Any policy to protect the Charity from fraud;
 - (h) Any risk management policy;
 - (i) All insurance policies especially regarding public liability and directors' liability;
 - (j) If applicable, schedules of liabilities for employees for long service leave, taxation and superannuation;
 - (k) Annual reports;
 - (l) Annual financial statements including, if applicable, schedules of loans and secured interests and schedules of grants;
 - (m) Minutes of all meetings, both annual general meetings and special general meetings, and board meetings: and
 - (n) Forms to be used by the secretary to implement these governing rules.

54. Inspection Of Records

54.1 These records must be kept in good order and made available for inspection by any board member, ordinary member or relevant statutory authority at any time during normal business hours without charge.

54.2 Photocopies of these records must be made available without charge.

55. Time For Keeping Records

These records must be kept for at least 7 years.

Part 11 – Insurance

56. Types Of Insurance

56.1 The secretary or treasurer must ensure that the Charity, at all times, has appropriate insurance cover.

56.2 The Charity must, at all times, be insured for:

- (a) Public liability;

- (b) If applicable, products liability;
 - (c) If applicable, professional negligence or malpractice liability;
 - (d) Directors' liability;
 - (e) Liability for injuries to volunteers;
 - (f) If applicable, workers' compensation including for casuals, outworkers or contractors;
 - (g) If applicable, motor vehicle compulsory liability to third parties for personal injury; and
 - (h) If applicable, motor vehicle liability to third parties for property damage.
- 56.3 The board must also consider whether the Charity should be insured for:
- (a) Loss or damage to contents;
 - (b) Loss or theft of cash or for fraud; and
 - (c) If applicable, property damage to the Charity's own vehicles.

57. Inspection Of Insurance records

- 57.1 All insurance records must be kept in good order and made available for inspection by any board member, ordinary board or relevant statutory authority during normal business hours and without charge.
- 57.2 Photocopies of these records must be made available without charge.

58. Annual Review Of Insurance

- 58.1 The secretary or treasurer must maintain a schedule of all insurance.
- 58.2 The board must review the adequacy of its insurance cover annually.

Part 12 – Dissolution

59. Voluntary Dissolution

- 59.1 The members may, at any time and for any reason, dissolve the Charity.
- 59.2 They must do so by approving a special resolution at a general meeting.
- 59.3 The special resolution must also be approved by the Director General of the NSW Office Of Fair Trading.

60. Distribution Of Surplus Assets Or Funds

Any surplus assets or funds must not be distributed to the members. They must be transferred to another charity or not for profit community organisation as required by Rule 51.

61. Liability Of Members For Debts Or Other Liabilities

The members will not be liable for any debts or other liabilities except to the limited extent that is provided for in Rule 9.

62. Resolution Of Disputes

If any disputes arise, they must be dealt with in the following manner:

- (a) The secretary or treasurer must consider whether it is appropriate to seek informal advice from the Commissioner;
- (b) The dispute resolution procedure in Rule 10 must be followed; and
- (c) If the dispute is still not resolved, then the secretary must refer it to the Commissioner, in writing, and comply with any directions or advice that the Commissioner may give.

63. Final Reporting Requirements

The secretary must take all reasonable steps to finalise the affairs of the Charity including:

- (a) Where appropriate, seeking directions and advice from the Commissioner;
- (b) Completing all statutory reporting requirements to the Commissioner;
- (c) Completing all statutory reporting requirements to the Director General;
- (d) Where applicable, completing all statutory reporting requirements to the Commissioner Of Taxation;
- (e) Where applicable, completing all statutory reporting requirements regarding employees;
- (f) Notifying all insurers;
- (g) If applicable, notifying the Director General of the NSW Office Of Charities regarding any fundraising licences, permits or authorities;
- (h) If applicable, notifying any grant providers and completing all requirements under the terms of those grants; and
- (i) Providing Australia Post with a forwarding address for any future mail.

Part 13 – Miscellaneous

64. Forms

64.1 The forms in Appendix A are provided for the convenience of the secretary taking into account that, in most cases, the secretary will not have legal qualifications, may not be paid and has limited time and other resources with which to carry out their functions and duties.

64.2 As provided for in Rule 74, the secretary may amend the forms as they see fit. A resolution is not required.

65. Dispensing With The Governing Rules

These governing rules may be dispensed with only in exceptional circumstances.

66. Service Of Notices

66.1 For the purposes of these governing rules, notices may be served:

- (a) By personal service; or
- (b) By prepaid post to the address that is listed in the Register Of Members kept by the secretary under Rule 7.

66.2 A notice is taken to be served:

- (a) In the case of personal service, on the same day; and
- (b) In the case of service by prepaid post, on the day when it would have been delivered in the ordinary course of post.

67. Applicable Law And Forum

67.1 Any dispute regarding these governing rules must be determined according to the law of the state of New South Wales.

67.2 Any legal proceedings regarding these governing rules must be determined in a court or judicial tribunal of competent jurisdiction in the state of New South Wales.

Part 14 – Amendments

68. Amendment By Special Resolution

The Charity's Mission Statement and Statement Of Purposes may only be amended or varied by a special resolution approved at a general meeting.

69. Amendment By Ordinary Resolution

These governing rules may only be amended or varied by an ordinary resolution approved at a general meeting.

70. Review At Annual General Meetings

70.1 The Mission Statement, Statement Of Purposes and these governing rules must be reviewed annually at each annual general meeting so as to ensure that:

- (a) The Mission Statement and the Statement Of Purposes continue to be an accurate reflection of the purposes of the Charity; and
- (b) These governing rules continue to be appropriate rules for the Charity.

70.2 At each annual general meeting, the members must approve either:

- (a) An ordinary resolution to confirm the Mission Statement, Statement Of Purposes and these governing rules; or
- (b) A special resolution to amend or vary the Mission Statement and the Statement Of Purposes; and
- (c) An ordinary resolution to confirm these governing rules or to amend or vary them.

70.3 The annual general meeting may be adjourned under Rule 35.1 if further time is required for considering and preparing any appropriate special resolution.

71. Amendment Of The Forms

The forms may be amended at any time and in such manner as the secretary sees fit.

