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# Fitzroy Learning Network Inc.

*Associations Incorporation Act 1981*

## Statement of Purposes

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### 1 Purposes

The purposes of Fitzroy Learning Network Inc. (the **Association**) are to provide relief of poverty, helplessness, misfortune, suffering and distress to economically or socially disadvantaged people in the community, including:

- (a) providing basic skills required for living and working in Melbourne;
- (b) providing formal and informal counselling and support; and
- (c) providing or arranging accommodation, furnishing and other basic provisions.

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### 2 Powers

For the purpose of carrying out the Association's purposes, the Association may:

- (a) raise funds and invite and receive contributions, grants, distributions of income or capital, gifts (by will or otherwise), subscriptions, fees, loans and deposits from any person;
- (b) provide funds or other material benefits by way of grant or otherwise to further the Association's purposes;
- (c) accept and undertake full or partial trusteeship, administration and management of trusts and funds, whether as trustee or as agent for the trustee or otherwise, and charge and accept fees, commission or other remuneration in respect of the trusteeship, administration and management;
- (d) purchase, take on lease or in exchange, hire or otherwise acquire real or personal property, and any rights or privileges that are required for the purposes of, or capable of being conveniently used in connection with, the Association's purposes. However, if the Association takes or holds any property which is subject to a trust, the Association may only deal with that property in the manner allowed by law having regard to that trust;
- (e) control, manage, lease, exchange, mortgage, charge, sell, transfer, surrender, dispose of, develop, carry on business or otherwise deal with any real or personal property of any kind or any estate or interest in that property;
- (f) invest, deal with and lend money and otherwise provide financial accommodation to, and guarantee or otherwise secure loans to, charitable objects or purposes within the Association's purposes;
- (g) construct, improve, maintain, develop, work, manage and control real or personal property and enter into contracts and agreements;

- (h) appoint a person as the Association's attorney or agent with the powers (including the power to sub-delegate) and on the terms the Association thinks fit, and procure registration or recognition of the Association in any other country or place;
- (i) enter into any arrangement with any government or authority that seems conducive to the Association's purposes, obtain from any government or authority any right, privilege or concession that the Association thinks it desirable to obtain, and carry out, exercise and comply with any of those arrangements, rights, privileges and concessions;
- (j) engage, dismiss or suspend any employee, agent, contractor or professional person;
- (k) borrow, raise or secure the payment of money and secure the repayment or performance of any debt, liability, contract, guarantee or other engagement in any way and, in particular, by mortgage, charge or overdraft or by the issue of debentures or debenture stock (perpetual or otherwise) charged on all or any of the Association's property (both present and future) and purchase, redeem or pay off those securities;
- (l) spend money and do all other things that it considers desirable to promote the Association's purposes;
- (m) make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (n) print and publish newspapers, periodicals, books or leaflets or otherwise publish information in hard copy or by electronic means;
- (o) accept any gift of property, whether subject to any special trust or not, for the Association's purposes, but subject to the provisions in clause 2(d) relating to trusts (if applicable);
- (p) take any steps by personal or written appeals, public meetings or otherwise, that the Association considers expedient to procure contributions to the Association's funds, by way of donations, gifts (by will or otherwise), grants, sponsorships, subscriptions, fees or otherwise;
- (q) appoint patrons of the Association;
- (r) make donations for charitable purposes;
- (s) decline or otherwise refuse to accept any gift (by will or otherwise), donation, settlement or other disposition of money or property;
- (t) co-ordinate and arrange conferences, meetings, standing committees and commissions and other forums; and
- (u) do all other things that are incidental or conducive to attaining the Association's purposes.

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# Fitzroy Learning Network Inc.

*Associations Incorporation Act 1981*

## Rules

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### 1 Name

The name of the incorporated association is Fitzroy Learning Network Inc. (the **Association**).

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### 2 Definitions and interpretation

#### 2.1 Definitions

In these rules:

**Act** means the *Associations Incorporation Act 1981* (Vic.);

**Annual Subscription** is the fee payable under rule 4.2;

**Association Regulations** mean any regulations made by the Board under rule 22;

**Board** means the board of management of Association under rule 9;

**Body** means a Association, body corporate, trust, unincorporated association, unincorporated entity or partnership;

**Business Day** means any day excluding a Saturday, Sunday and public holiday in Victoria;

**Chair** means the chairperson of the relevant meeting;

**Entrance Fee** is the fee payable under rule 4.1;

**Financial Year** means the period of 12 months ending on 30 June in each year;

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

**Officer** has the meaning given in rule 9.2(d), but for the purposes of rule 24 only, means:

- (a) any member of the Board; and
- (b) any other person the Board determines from time to time;

**Public Officer** means the person occupying the office of public officer of Association under the Act;

**Register of Members** means the register kept by the Secretary under rule 3.1

**Registered Office** means the registered office of the Association maintained in accordance with the Act;

**Regulations** means regulations made under the Act;

**Secretary** means the secretary of the Association from time to time;

**Statement of Purposes** means the statement of the purposes of Association under section 21(1) of the Act; and

**Subcommittee** means a subcommittee of the Board established under rule 11.

## 2.2 Interpretation

- (a) a word or expression in the singular includes the plural, and the plural includes the singular;
- (b) headings are for convenience only and do not affect the interpretation of these rules;
- (c) if a word or phrase is defined, other grammatical forms of that word or phrase have corresponding meanings;
- (d) a reference to one gender includes all genders;
- (e) a reference to legislation, a regulation or a standard includes:
  - (1) any subordinate legislation made under legislation; and
  - (2) any modification or replacement of the legislation, regulation or standard or of any subordinate legislation made under legislation;
- (f) a reference to these rules or the Statement of Purposes, or to a provision of these rules or the Statement of Purposes, includes any modification or replacement of them;
- (g) a Member is to be taken to be present in person at a general meeting if the member is present in person or by proxy;
- (h) a reference to a Body which is a Member includes a reference to any Body that:
  - (1) is the successor in title to; or
  - (2) takes over the majority of the functions and responsibilities of, that Member;
- (i) where the approval of the Board is required under these rules or an act matter or thing is subject to the approval or determination of the Board under these rules, then unless otherwise expressly stated in these rules, that approval or determination can be withheld or made by the Board as it sees fit in its absolute discretion, and the Board is entitled to make its approval or determination subject to any condition as it sees fit in its absolute discretion;
- (j) when introducing an item or a list of items, the use of the word ‘including’ or ‘includes’ does not limit the meaning of the words to which the list relates to those items, or to items of a similar kind; and
- (k) where a power is granted to a person or an office, unless express provision is made to the contrary in the Act, the Regulations, these rules or the Association Regulations, that power may be exercised by that person or the person occupying that office:
  - (1) at any time; and
  - (2) from time to time.

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## **3 Membership**

### **3.1 Application for membership**

- (a) Any person who applies and is approved for membership as provided in these rules is eligible to become a Member on payment of the Entrance Fee and Annual Subscription (if any) payable under these rules.
- (b) An application of a person for Membership:
  - (1) must be made in writing in the form set out in Appendix 1 or any other form approved by the Board; and
  - (2) must be lodged with the Secretary.
- (c) As soon as is practicable after the receipt of an application, the Secretary must refer the application to the Board or any Subcommittee formed to consider Membership applications.
- (d) The Board (or Subcommittee) must consider the application and advise the Secretary whether the application has been approved or rejected.
- (e) The Secretary must notify the applicant of the decision of the Board. The Board need not give any reason for rejecting an application.
- (f) The Secretary must, upon payment of the Entrance Fee and Annual Subscription (if any), enter the Member's name in the Register of Members.
- (g) A right, privilege, or obligation of a person by reason of that person's Membership:
  - (1) is not capable of being transferred or transmitted to another person;
  - (2) terminates upon the cessation of that person's Membership whether by death or resignation or otherwise.

### **3.2 Register of Members**

- (a) The Board must keep a Register of Members in which must be entered the full name, address and date of entry of the name of each Member.
- (b) The Register of Members must be available for inspection by Members at the Registered Office on giving reasonable notice to the Board.
- (c) The Register of Members may be kept in any manner or form the Board thinks fit, so long as it is readily convertible to written or printed form.
- (d) All persons may treat the Register of Members as complete and accurate. Nothing done in good faith based on the completeness and accuracy of the Register of Members will be rendered ineffective, void or voidable by any subsequently discovered omission from, or inaccuracy in, the Register of Members.

### **3.3 Termination of Membership**

A person immediately ceases to be a Member if the person:

- (a) dies;
- (b) resigns as a Member by giving written notice to the Secretary;
- (c) becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under a law relating to mental health;
- (d) becomes bankrupt or insolvent or makes any arrangement or composition with his or her creditors;
- (e) is expelled under rule 3.4; or
- (f) becomes, if the Board so decides in their absolute discretion, an untraceable Member because the person has ceased to reside at, attend or otherwise communicate with his or her address on the Register of Members.

### **3.4 Expulsion**

- (a) The Board may by resolution expel a Member from the Association if, in their absolute discretion, they decide it is not in the interests of the Association for the person to remain a Member.
- (b) If the Board intends to propose a resolution under rule 3.4(a), at least two weeks before the meeting at which the resolution is to be proposed, they must give the Member written notice:
  - (1) stating the date, place and time of the meeting;
  - (2) setting out the intended resolution and the grounds on which it is based; and
  - (3) informing the Member that he or she or a representative may attend the meeting and may give an oral or written explanation or submission before the resolution is put to the vote.

### **3.5 Grievance procedure**

- (a) Any dispute under these rules between a member and another member or between a member and the Association must, unless the parties otherwise agree, be dealt with by the procedure in this rule 3.5.
- (b) Any party to a dispute between Members, may refer the dispute to the Board for determination or mediation.
- (c) The Board may, subject to paragraph (e) below, act as a mediator or may appoint a third party as a mediator.
- (d) If there is a dispute between the Association and a Member, either party may require the dispute be referred to mediation.

- (e) The mediator must be:
  - (1) a person chosen by agreement between the parties to the dispute; or
  - (2) in the absence of agreement within 14 days of a party requiring mediation;
    - (A) in the case of a dispute between a Member and another Member, a person appointed by the Board; or
    - (B) in the case of a dispute between a Member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (f) A Member can be a mediator.
- (g) The mediator cannot be a party to the dispute.
- (h) Any party to a dispute may appoint any person to act on behalf of that party in the process of determination by the Board or mediation.
- (i) The Board, in determining the dispute (if requested under rule 3.5(b)) or a mediator, in conducting the mediation, must:
  - (1) give the parties to the dispute every reasonable opportunity to be heard; and
  - (2) allow due consideration by all parties of any written statement submitted by a party; and
  - (3) ensure that natural justice is accorded to the parties to the dispute throughout the process.
- (j) If the mediation process does not result in the dispute being resolved, within a reasonable time as decided by the mediator, or failing this decision, within two months of the party requiring mediation, any party to the dispute may seek to resolve the dispute in accordance with the Act or otherwise at law.
- (k) A determination made by the Board under this rule is final and binding on all parties to the dispute.

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## **4 Entrance Fee, Annual Subscription and financial Members**

### **4.1 Entrance Fee**

The Entrance Fee is the amount determined from time to time by the Board, but at the date of adoption of these rules is \$2.20 per Member or can be waived by the Board.

### **4.2 Annual Subscription**

The Annual Subscription is the amount determined from time to time by the Board, but at the date of adoption of these rules \$0 per Member.

### **4.3 Members**

The Board may determine different Entrance Fees and Annual Subscriptions for individual Members and Members who are organisations, body corporates or companies.

### **4.4 Financial Member**

- (a) A Member is a financial Member of Association if:
  - (1) all money due to Association at the relevant time is paid; or
  - (2) the Board in any specific case determines that a Member which owes money to the Association is to be regarded as a financial Member.
- (b) A Member who is not a financial Member of Association may not vote at a General Meeting.

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## **5 Annual General Meeting**

### **5.1 Generally**

- (a) The Association must in each calendar year convene an annual general meeting of the Members within 5 months of the end of the Financial Year.
- (b) The annual general meeting must be specified as such in the notice convening it.

### **5.2 Business of an annual general meeting**

- (a) The ordinary business of the annual general meeting is:
  - (1) to approve the minutes of the previous annual general meeting;
  - (2) to receive from the Board any reports on the transactions of the Association during the preceding Financial Year, prepared for this purpose; and
  - (3) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
- (b) The annual general meeting may transact special business of which notice is given in accordance with these rules.

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## **6 General Meetings**

### **6.1 Terminology**

All general meetings (other than the annual general meeting) may be called general meetings, or special or extraordinary general meetings, as the Board or the Members convening a meeting decide.

## 6.2 Board convening a general meeting

The Board may, whenever it thinks fit, convene a general meeting.

## 6.3 Members convening a general meeting

- (a) The Board must, on the written requisition of Members representing at least 15 percent of the total number of Members entitled to vote, convene a general meeting.
- (b) The requisition for a general meeting must:
  - (1) state the objects of the meeting;
  - (2) be signed by the Members making the requisition; and
  - (3) be sent to the Registered Office,
 and may consist of several documents in like form, each signed by 1 or more of the Members making the requisition.
- (c) If the Board does not cause a general meeting to be held within 1 month after the date on which the requisition is received at the Registered Office, the Members making the requisition, or any of them, may convene a general meeting to be held no later than 3 months after that date.
- (d) A general meeting convened by Members under this rule 6.3 must be convened in the same manner, as nearly as possible, as that in which general meetings are ordinarily convened by the Board. The Association must reimburse all reasonable expenses incurred by Members in convening the general meeting.

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## 7 Notice of general meetings

- (a) The Board must, at least 7 days (or, if a special resolution has been proposed, at least 21 days) before the date fixed for holding a general meeting, cause to be sent by prepaid post to:
  - (1) each Member; and
  - (2) the auditor of Association,
 at his, her or its address appearing in the Register of Members, a notice stating the place, date and time of the general meeting and the general nature of the business to be transacted at the general meeting.
- (b) No business except that set out in the notice convening the general meeting may be transacted at the general meeting.
- (c) A Member who wishes to bring any business before a general meeting may give written notice of that business to the Secretary, who must use reasonable endeavours to include that business in the notice calling the next general meeting after the receipt of the notice. If this is not practicable, the business must be included in the notice calling the following general meeting.

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## 8 Proceedings at general meetings

### 8.1 Quorum

- (a) No item of business may be transacted at a general meeting (except the election of a chairperson of the meeting and the adjournment of the meeting) unless a quorum is present during the time when the meeting is considering that item.
- (b) Five Members, present in person or by proxy, (being Members entitled under these rules to vote at a general meeting) constitute a quorum for transacting the business of a general meeting.
- (c) If, within 30 minutes after the appointed time for a general meeting to commence, a quorum is not present, the meeting:
  - (1) if convened on the requisition of Members under rule 6.3, is dissolved; and
  - (2) in any other case, will stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chair at the time of the adjournment or by written notice given to Members before the day to which the meeting is adjourned) at the same place. If at the adjourned meeting the quorum is not present within 30 minutes after the time appointed for the meeting to commence, the adjourned general meeting, is dissolved.

### 8.2 Chair

- (a) Subject to rule 8.2(b), the Chair of the Board must preside at each general meeting.
- (b) If the Chair of the Board is absent from a general meeting or unwilling to act, the Members present in person and entitled to vote must elect another member of the Board present to act as Chair for that meeting.

### 8.3 Adjournment

- (a) The Chair of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the general meeting from time to time and place to place.
- (b) No business may be transacted at an adjourned general meeting except the business left unfinished at the general meeting at which the adjournment took place.
- (c) Where a general meeting is adjourned for 14 days or more, a notice of the adjourned meeting must be given as for the general meeting.
- (d) Except as provided in rule 8.3(c), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

## 8.4 Voting

- (a) A resolution put to the vote of general meeting must be decided on a show of hands, unless before the vote is taken or before or immediately after the declaration of the result of the show of hands, a poll is demanded by:
  - (1) the Chair; or
  - (2) at least 5 Members present and with the right to vote on the resolution.
- (b) Unless a poll is demanded:
  - (1) a declaration by the Chair that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost; and
  - (2) an entry to that effect in the minute book of the Association,  
is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- (c) Upon any question arising at a general meeting, each Member present in person or by proxy and entitled to vote has one vote.
- (d) All votes must be given personally or by proxy.
- (e) Where the votes on a question are equal, the Chair of the meeting may exercise a second or casting vote.

## 8.5 Poll

- (a) If at a meeting a poll on any question is demanded:
  - (1) it must be taken at that meeting in the manner the Chair directs; and
  - (2) the resolution of the poll must be treated as a resolution of the meeting on that question.
- (b) A poll that is demanded:
  - (1) on the election of the Chair or on a question of an adjournment, must be taken immediately; and
  - (2) on any other question, must be taken before the close of the meeting at the time the Chair directs.

## 8.6 Proxies

- (a) Each Member may appoint any individual as its proxy by notice given to the Board no later than 24 hours before the time of the general meeting for which the proxy is appointed.
- (b) The notice appointing the proxy must be in the form in Appendix 2 or any other form approved by the Board.

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## 9 The Board

### 9.1 Power to manage the Association

- (a) The affairs of the Association shall be managed by a board of management known as the Board.
- (b) The Board:
  - (1) will control and manage the business and affairs of the Association;
  - (2) may exercise, to the exclusion of the Members at general meeting, all the powers of the Association which are not required by these rules, the Regulations or the Act, to be exercised by the Members at general meetings.

### 9.2 Composition of Board

- (a) The Board shall consist of the Officers of the Association and any other members appointed by the Board or by the Members by resolution.
- (b) The Members may by resolution appoint to or remove from the Board an Officer or other member of the Board.
- (c) The Board may appoint any person as an Officer or a member of the Board, either to fill a vacancy or as an addition to the existing members of the Board.
- (d) The Officers of the Association are, unless otherwise decided by the Board:
  - (1) a President;
  - (2) a Treasurer; and
  - (3) a Secretary.
- (e) Subject to rule 9.3 and to the terms of any agreement entered into with the Association, a member of the Board or an Officer continues to be a member of the Board or an Officer until he or she dies or is removed under rule 9.2(b).

### 9.3 Vacancy of office on Board

The position of a member of the Board, including an Officer, becomes vacant if the person:

- (a) becomes an insolvent under administration within the meaning of the *Corporations Law*;
- (b) becomes of unsound mind, or a person whose person or estate is liable to be dealt with under the law relating to mental health;
- (c) is convicted of an indictable offence punishable by imprisonment;
- (d) resigns as an Officer or as a member of the Board by written notice to the Board; or

- (e) fails to attend 3 consecutive meetings of the Board without leave of the Board (whether given before or after that absence) and is removed from office by resolution of the Board.

#### **9.4 Use of information or position**

- (a) A member of the Board must not:
  - (1) while a member of the Board; and
  - (2) after ceasing to be a member of the Board, knowingly or recklessly make improper use of information acquired by virtue of his or her position in the Association so as to:
    - (3) gain, directly or indirectly, any pecuniary benefit or material advantage for himself or herself or any other person; or
    - (4) cause a detriment to the Association.
- (b) A member of the Board must not knowingly or recklessly make improper use of his or her position in the incorporated association so as to:
  - (1) gain, directly or indirectly, any pecuniary benefit or material advantage for himself or herself or any other person; or
  - (2) cause detriment to the Association.

#### **9.5 Disclosure of interests**

- (a) A member of the Board who has any direct or indirect pecuniary interest in a contract, or proposed contract, with the Association must:
  - (1) as soon as he or she becomes aware of his or her interest, disclose the nature and extent of his or her interest to the Board; and
  - (2) disclose the nature and extent of his or her interest in the contract, or proposed contract, in the statement submitted under section 30(3) of the Act by the Association to the Members at the next annual general meeting.
- (b) Rule 9.5(a) does not apply in respect of a pecuniary interest that exists only by virtue of the fact that the member of the Board:
  - (1) is an employee of the Association;
  - (2) is a member of a class of persons for whose benefit the Association is established; or
  - (3) has the pecuniary interest in common with all or a substantial proportion of the Members.
- (c) Subject to rule 9.5(d), if a member of the Board discloses a pecuniary interest in a contract, or proposed contract, in accordance with rule 9.5(a), or his or her interest is not such as need be disclosed under rule 9.5(a):
  - (1) the contract is not liable to be avoided by the Association on any ground arising from the fiduciary relationship between the member of the Board and the Association; and

- (2) the member of the Board is not liable to account for profits derived from the contract.
- (d) Notwithstanding anything to the contrary in these rules, a member of the Board may not act as auditor of the Association.

## **9.6 Voting on contract in which member of the Board has interest**

- (a) A member of the Board who has any direct or indirect pecuniary interest in a contract, or proposed contract, with the Association must not take part in any decision of the Board with respect to that contract but may, subject to these rules, take part in any deliberations with respect to that contract or proposed contract.
- (b) Rule 9.5(a) does not apply in respect of a pecuniary interest:
  - (1) that exists only by virtue of the fact that the member of the Board is a member of a class of persons for whose benefit the Association is established; or
  - (2) that the member of the Board has in common with all or a substantial proportion of the Members.

## **9.7 Implied validity**

Despite any other provision in these rules, all decisions and actions at a meeting of the Board, and all actions taken by the Board or a person acting as a Board member, are as valid as if every person acting as a Board member had:

- (a) been duly appointed;
- (b) duly continued in office; and
- (c) at all material times been fully entitled to do all things which he or she did or purported to do as a Board member,

even though it is later discovered that there was a defect in the person's appointment or continuance in office, or that the person had vacated office or was not entitled to do a particular thing.

# **10 Proceedings of the Board**

## **10.1 Board meetings**

The Board may meet together and adjourn and otherwise regulate their meetings as they think fit.

## **10.2 Convening meetings**

- (a) A member of the Board may convene a meeting whenever he or she thinks fit.
- (b) The Secretary must, on requisition of a member of the Board, convene a meeting of the Board.

### 10.3 Quorum

- (a) Any 4 members of the Board constitute a quorum for transacting the business of a meeting of the Board.
- (b) No business may be transacted at a meeting of the Board unless a quorum is present. If within 15 minutes of the time appointed for the meeting a quorum is not present, the Chair may adjourn the meeting to the same place and at the same hour of the same day in the following week.
- (c) If the number of members of the Board at any time is not sufficient to constitute a quorum of a Board meeting or is less than the minimum number of members of the Board fixed under these rules, the remaining members of the Board must act as soon as possible to:
  - (1) increase the number of members of the Board to a number sufficient to constitute a quorum and to satisfy the minimum number required under these rules; or
  - (2) convene a general meeting of the company for that purpose,and, until that has happened, may only act if and to the extent that there is an emergency requiring them to act.

### 10.4 Chair

- (a) The Chair of the Board shall be the President.
- (b) Subject to rule 10.4(c), the Chair of the Board must preside at each meeting of the Board.
- (c) If the Chair is absent or unwilling to act at any particular meeting of the Board, then the members of the Board present must elect one of their number to act as Chair for that meeting.

### 10.5 Voting

- (a) Questions arising at a meeting of the Board are to be decided on a show of hands.
- (b) Each member of the Board present at a meeting of the Board (including the Chair) is entitled to one vote. If the votes are equal on any question, the Chair has a second or casting vote.
- (c) A resolution concerning any question arising at a meeting of the Board will only be considered as passed if an ordinary majority of votes cast at the meeting in respect of that resolution are cast in favour of it.

### 10.6 Usual business at meetings of the Board

The usual business at a meeting of the Board is:

- (a) to confirm the minutes of the last meeting;
- (b) to deal with any items retained on the agenda from the last meeting;
- (c) to receive reports on the activities of any Subcommittee;
- (d) to receive reports from Board members charged with the responsibility for agenda items;

- (e) to discuss correspondence received and correspondence to be sent;
- (f) to organise general meetings and other functions; and
- (g) any other business that is notified to Board members.
- (h) financial report.

### **10.7 Observers at meetings of Board**

Members and other persons, when invited by the Board, may attend meetings of the Board, but do not have voting rights and may not speak at the meeting unless permitted by the Chair.

### **10.8 Notice**

The Secretary must use best endeavours to give notice of each meeting of the Board (together with a proposed agenda and minutes of the previous meeting of the Board) to each Board member at least 7 days before the meeting.

### **10.9 Meetings convened by telephone or other electronic means**

- (a) The contemporaneous linking together by telephone or other electronic means of a number of the members of the Board sufficient to constitute a quorum, constitutes a meeting of the Board and all the provisions in these rules relating to meetings of the members of the Board apply, so far as they can and with such changes as are necessary, to meetings of the members of the Board by telephone or other electronic means.
- (b) A meeting by telephone or other electronic means is to be taken to be held at the place determined by the Chair of the meeting of the Board provided that at least 1 of the members of the Board involved was at that place for the duration of the meeting.

### **10.10 Written resolutions of the Board**

- (a) If:
  - (1) all of the members of the Board (other than any Board member who disqualifies himself or herself from considering the act, matter, thing or resolution in question on the grounds that he or she is not entitled at law to do so or has a conflict of interest), assent to a document containing a statement to the effect that an act, matter or thing has been done or resolution has been passed; and
  - (2) the members of the Board who assent would have constituted a quorum at a meeting of the Board held to consider that act, matter, thing or resolution,
 that act, matter, thing or resolution is to be taken as having been done at or passed by a meeting of the Board.
- (b) For the purposes of rule 10.10(a):
  - (1) the meeting is to be taken to have been held on the day on which, and at the time at which, the document was last assented to by a member of the Board;

- (2) 2 or more separate documents in identical terms each of which is assented to by 1 or more members of the Board are to be taken as constituting 1 document; and
  - (3) a member of the Board may signify assent to a document by signing the document or by notifying the Association of the member's assent in person or by post, facsimile transmission, telephone or other method of written, audio or audio visual communication.
- (c) Where a Board member signifies assent to a document otherwise than by signing the document, the Board member must by way of confirmation sign the document at the next meeting of the Board attended by that Board member, but failure to do so does not invalidate the act, matter, thing or resolution to which the document relates.
- (d) Where a document is assented to in accordance with rule 10.10(a), the document is to be taken as a minute of a meeting of the Board.
- 

## **11 Subcommittees**

### **11.1 Delegation to Subcommittees**

The Board may delegate any of the Board powers to a Subcommittee or Subcommittees established by the Board, comprising the Board members and any other people (whether Members or not) that the Board decides.

### **11.2 Control of Subcommittees**

- (a) The Board may name, dissolve and vary the powers and composition of a Subcommittee as the Board thinks fit.
- (b) Each member of a Subcommittee holds office on terms decided by the Board.
- (c) A Subcommittee must exercise its powers, and generally conduct itself, in accordance with any directions given by the Board including, but not limited to, any directions concerning keeping minutes and reporting to the Board.

### **11.3 Rules apply to Subcommittees**

Subject to any directions by the Board, the provisions of these rules applying to meetings and resolutions of the Board apply, so far as they reasonably can and with any modifications reasonably necessary, to meetings of a Subcommittee.

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## **12 Delegates and the Public Officer**

### **12.1 Delegates**

- (a) The Board may from time to time appoint delegates of the Association, who may or may not be members of the Board.

- (b) The Board may delegate any of its powers or responsibilities to a delegate appointed under rule 12.1(a).
- (c) Notwithstanding rule 12.1(b), the Board remains responsible for the:
  - (1) exercise of Board powers; and
  - (2) discharge of Board responsibilities,
 by a delegate appointed under rule 12.1(a).
- (d) A delegate to whom any powers have been so delegated must exercise the powers delegated in accordance with any directions of the Board.

## 12.2 The Public Officer

The Board must appoint at least one Public Officer who will hold the position subject to, and have the powers provided for under, the Act and who must carry out any additional duties decided by the Board from time to time.

# 13 Audit

## 13.1 Appointment of auditor

The Board must appoint an auditor.

## 13.2 Remuneration of auditor

The Board may fix the remuneration of the auditor from time to time.

## 13.3 Qualifications of auditor

The auditor must be:

- (a) a member of the Institute of Chartered Accountants in Australia or the Australian Society of Certified Practising Accountants or any body described in section 1280 of the *Corporations Law*, and
- (b) registered as a Association auditor under section 1280 of the *Corporations Law*.

## 13.4 Role of auditor

- (a) The auditor must:
  - (1) examine the accounts and records of Association at least once in each Financial Year; and
  - (2) meet with relevant Board members for these purposes at times arranged with the Board and Board members.
- (b) The auditor must draw up the audit program. In preparing the program the auditor must have regard to:
  - (1) current practice;
  - (2) the auditing standards issued from time to time by recognised Australian Accounting bodies; and

- (3) any advisory notes for auditors which the Board issues from time to time.

### **13.5 Access by auditor**

The auditor:

- (a) must be given access to the books and accounts of Association at all times; and
- (b) may make reports to the Board as the auditor considers necessary.

### **13.6 Report by auditor**

The auditor must:

- (a) make a report to the members at each Annual General Meeting on every balance sheet and statement of income and expenditure tabled before each Annual General Meeting during the auditor's term of office; and
- (b) state in the report whether in his or her opinion:
  - (1) the balance sheet (with notes to it) and statement of income and expenditure are properly drawn up so as to give a true and fair view of the state of Association's financial affairs for the relevant Financial Year (or other date appropriate to the period covered by that balance sheet and statement);
  - (2) the accounting and other records examined by the auditor have been properly maintained; and
  - (3) the financial statements are in accordance with the accounting standards issued from time to time by recognised Australian Accounting bodies.

### **13.7 Attendance at general meetings**

The auditor may attend a general meeting and make a report direct to the members of any matter within the scope of the auditor's duties.

## **14 Cheques**

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed:

- (a) as the Board decides; or
- (b) failing a decision under rule 14(a), by any 2 Board members.

## **15 Custody and inspection of records**

### **15.1 Custody of records**

The Board or its delegate for this purpose must keep in its custody or under its control, all books, documents and securities of the Association.

## 15.2 Inspection of records

All books and documents of the Association must be made available for inspection by any Member who gives the Board or its delegate for this purpose reasonable notice that he, she or it wishes to inspect them.

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## 16 Common seal

- (a) The common seal of the Association must be kept in the custody of the Board or its delegate for this purpose.
- (b) The common seal may only be affixed to a document if:
  - (1) the Board authorises it, which it may do before or after the common seal is used; and
  - (2) the document to which the common seal is affixed is signed by any 2 members of the Board.

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## 17 Notices

- (a) A notice may be served by or on behalf of Association on a Member by:
  - (1) delivering it personally;
  - (2) posting it by prepaid post; or
  - (3) facsimile,
  - (4) email,to the Member at his or her address shown in the Register of Members or the address or facsimile number supplied by the member for giving notices.
- (b) Where a document is posted, it is regarded as given to the person at the time at which it would have been delivered in the ordinary course of post.
- (c) No:
  - (1) general meeting, annual general meeting or meeting of the Board; or
  - (2) act, proceeding or business of any such meeting,is or will be rendered voidable or invalid merely because of:
  - (3) the failure of any person to receive notice of the meeting; or
  - (4) any other procedural irregularity.

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## 18 Establishment and operation of Gift Fund

### 18.1 Maintaining Gift Fund

The Association must maintain for its principal purposes a gift fund (**Gift Fund**):

- (a) to which gifts of money or property for those purposes are to be made;
- (b) to which any money received by the Association because of such gifts is to be credited;
- (c) that does not receive any other money or property; and
- (d) which is maintained in a separate bank account known as Fitzroy Learning Network Gift Fund or other name as decided by the Board.

### 18.2 Limits on use of Gift Fund

The Association must use the following only for its principal purposes:

- (a) gifts made to the Gift Fund; and
- (b) any money received because of such gifts.

### 18.3 Winding up

- (a) At the first occurrence of:
  - (1) the winding up of the Gift Fund; or
  - (2) the Association ceasing to be endorsed as a deductible gift recipient under Subdivision 30-BA of the ITAA 97;any surplus assets of the Gift Fund must be transferred to funds, authorities or institutions:
  - (3) which are charitable at law; and
  - (4) gifts to which can be deducted under Subdivision 30-B of ITAA 97.
- (b) The identity of the funds, authorities or institutions must be decided by the Board.
- (c) Where in respect of a fund, authority or institution gifts to it are deductible only if, among other things, the conditions set out in the relevant table item in Subdivision 30-B are satisfied, a transfer under this clause to that fund, authority or institution must be made in accordance with a subject to those conditions.

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## 19 Use of income and property and disposal of assets

### 19.1 Use of income and property

- (a) Subject to rules 18 and 19.1(b), the income and property of the Association must be used and applied solely in promoting its purposes and exercising its powers as set out in these rules. No part of the income or property of the Association may be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or among the Members.
- (b) Rule 19.1(a) does not prevent the payment in good faith of:
  - (1) reasonable and proper interest to a Member on money advanced by the member to the Association or otherwise owing by the Association to the Member;
  - (2) reasonable and proper charges for goods hired by the Association from a Member;
  - (3) remuneration of an amount not more than commercially reasonable payment to any officer or employee of the Association or to a Member or other person in return for any services actually rendered to the Association; or
  - (4) money representing reimbursement to any officer or employee of the Association or a Member of out of pocket expenses incurred in performing a duty for the Association.

### 19.2 Disposal of assets

- (a) If on the dissolution of the Association and satisfaction of all its debts and liabilities any money or property remains, that money or property must not be paid to or distributed among the Members, but must be given or transferred to institutions:
  - (1) which are charitable at law; and
  - (2) which prohibit the distribution of income and property among its members to an extent at least as great as is outlined in rule 19.1; and
  - (3) which are public benevolent institutions under item 4.1.1 of section 30-45 of ITAA 97.
- (b) The institutions referred to in rule 19.2(a) are to be decided by the Board.
- (c) Where in respect of a fund, authority or institution gifts to it are deductible only if, among other things, the conditions set out in the relevant table item in Subdivision 30-B are satisfied, a transfer under this clause to that fund, authority or institution must be made in accordance with a subject to those conditions.

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## 20 Trading

The Association is authorised to trade in accordance with section 51 of the Act.

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## 21 Source of funds

The funds of Association are to be derived from subscriptions, gifts, sponsorships, grants, ticket sales and such other sources as the Board determines.

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## 22 Association Regulations

### 22.1 Association Regulations made by Board

- (a) The Board may make, amend, add to, rescind and replace Association Regulations concerning any aspect of the membership, governance, management, operation and activities of the Association.
- (b) To the extent of any conflict between these rules and the Association Regulations, these rules will prevail.

### 22.2 Effectiveness and promulgation of Association Regulations

Any Association Regulation made, and any amendment, addition, rescission and replacement:

- (a) has effect on and from the date it is made, unless otherwise stated in the relevant document; and
- (b) must be notified to those affected, but failure to bring it to the attention of any person will not render it or anything done in accordance with it void, voidable or ineffective.

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## 23 Alteration of Statement of Purposes and rules

- (a) These rules and the Statement of Purposes of Association may only be altered in accordance with the Act.
- (b) The consent of the Minister is required before any material change is made to:
  - (1) rule 20;
  - (2) this rule 23; or
  - (3) rule 19, where the change would permit a distribution on winding up to non-charitable purposes.
- (c) A resolution making a material alteration to the Statement of Purposes or to rules 18, 19 or 23 has no effect unless approved in writing by a Deputy Commissioner of Taxation.

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## 24 Indemnity and insurance

### 24.1 Indemnity

To the extent permitted by law, the Association may indemnify a person who is or has been an Officer of the Association against a liability incurred by that person in his or her capacity as an Officer of the Association:

- (a) to any other person; and
- (b) for costs and expenses in defending proceedings, whether civil or criminal, in which judgment is given in favour of that person or in which that person is acquitted or in connection with an application, in relation to those proceedings, in which the Court grants relief to that person,

so far as the liability is not covered by a contract of insurance taken out by any person for the benefit of that Officer.

### 24.2 Insurance

The Association may pay, agree to pay, or reimburse another person who has paid, a premium in respect of a contract insuring a person who is or has been an Officer of the Association against a liability incurred by that person as an Officer of the Association, except in circumstances prohibited by law.

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## 25 Transitional provisions

These rules must be read and construed so that:

- (a) any Board member in office immediately before the adoption of these rules will be considered to have been appointed under, and to hold office in accordance with these rules;
- (b) any Member immediately before the adoption of these rules will be considered to have obtained and to retain, Membership in accordance with these rules;
- (c) any register maintained by the Association immediately before the adoption of these rules will be considered to be a register maintained under these rules;
- (d) any regulations or by-laws made, adopted or passed before the adoption of these rules will be considered to have been made as Association Regulations under these rules;
- (e) any seal adopted by Association before the adoption of these rules as the common seal of Association will be considered to be the common seal which Association has adopted under these rules;
- (f) all subcommittees established by the Board and maintained immediately before the adoption of these rules will be considered to be Subcommittees established under rule 11, and will be regulated as if established under rule 11; and

- (g) unless the contrary intention appears in these rules, all persons, things and circumstances appointed or created by or under the constituent documentation of the Association in force before the adoption of these rules will continue to have the same status, operation and effect after the adoption of these rules.

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**Appendix 1 - Application for Membership**  
**Fitzroy Learning Network Inc.**

I, \_\_\_\_\_,

(occupation) \_\_\_\_\_,

of \_\_\_\_\_

desire to become a Member of Fitzroy Learning Network Inc. (the **Association**).

In the event of my admission as a Member, I agree to be bound by the Rules of the Association for the time being in force.

\_\_\_\_\_  
Signed

Date \_\_\_\_\_

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## Appendix 2 - Form of appointment of proxy

### Fitzroy Learning Network Inc.

I, \_\_\_\_\_

of \_\_\_\_\_

being a Member of Fitzroy Learning Network Inc., hereby appoint

\_\_\_\_\_

of \_\_\_\_\_

as my proxy to vote for me on my behalf at the Annual General Meeting/General Meeting\* to be held on \_\_\_\_\_ and at any adjournment of that meeting.

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

\_\_\_\_\_  
Signed

Date \_\_\_\_\_