



Northern Rivers Social Development Council Inc

Association Rules

December 2007

Northern Rivers Social Development Council Rules

Northern Rivers Social Development Council Rules

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PART 1 - PRELIMINARY

1. *Definitions*

(1) In these rules:

Director-General means the Director General of the Office of Fair Trading

Board means the "Committee of Management" and is elected by the membership to govern the affairs of the Council, subject to the Act.

Member of the Council means an individual member, an organizational member or an affiliate member who fulfill the qualifications of Clause 6.

Ordinary member means a member of the Board who is not an office-bearer of the Council, as referred to in rule 18 (2);

Secretary means the CEO: The CEO is an ex-officio member of the Board and fulfills the role of secretary to the Board and has full voting rights.

Special general meeting means a general meeting of the Council other than an annual general meeting;

The Act means the Associations Incorporation Act 1984;

The Regulation means the Associations Incorporation Regulation 1999.

(2) In these rules:

(a) a reference to a function includes a reference to a power, authority and duty; and

(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the Interpretation Act 1987 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

2. *Name*

The organisation shall be known as the Northern Rivers Social Development Council Incorporated, referred to in these rules as the Council.

3. *Regional Coverage*

The region covered shall include, but not be limited to, the local government areas of:

Ballina, Byron, Clarence Valley, Kyogle, Lismore, Richmond Valley and Tweed

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4. Objectives

The objectives of the Council shall be:

- (a) to provide a sponsoring organisation to plan, establish, advocate for, manage, and deliver appropriate regional and local health and community welfare services to provide direct relief of poverty, sickness, destitution, suffering or misfortune for the benefit of the people in the NSW Northern Rivers region;
- (b) to develop and carry out policies and programs designed to contribute to the elimination of poverty and distress and to improve social conditions in the community, particularly in respect of disadvantaged and vulnerable individuals and groups;
- (c) to promote consultation and cooperation between government and non-government organisations in all fields of social welfare and, with this purpose, to act as a coordinating- body;
- (d) to promote and undertake research into social development and welfare needs and services either at the request of non-government or government authorities or on its own initiative;
- (e) to provide advice on social welfare matters either on request or on its own initiative;
- (f) to promote and carry out comprehensive social welfare planning and co-ordination to ensure that the maximum benefit is obtained from existing and projected services;
- (g) to advocate on behalf of, and in consultation with, community organisations and groups and to encourage community organisations and groups to advocate on behalf of their target communities;
- (h) to participate in developing regional strategies for dealing with significant social issues, especially those which have an impact on the provision of community/welfare services;
- (i) to convene regional forums and to assist the New South Wales and Australian Councils of Social Services in development of their work at State and National levels; and
- (j) to work towards a united Australia which values Aboriginal and Torres Strait Islander heritage and provides justice and equity for all.

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PART 2 MEMBERSHIP

5. *Type of Membership*

(1) There shall be four types of membership as follows:

- (a) Individual Member
- (b) Organisational Member
- (c) Affiliate Member
- (d) Honorary Life Member

(2) Honorary Life Membership is a significant and important award and is for the purpose of recognising distinguished service to NRSDC. Honorary Life Membership is not an automatic right of past members and the Executive of NRSDC, but is granted on the basis of long or exceptional service to NRSDC.

(a) Nominations for Honorary Life Membership are to be made in writing to the President of NRSDC

(b) Nominations will be considered "in confidence" by the Board. The Board will be asked to vote on the nomination to award Honorary Life Membership which must be passed unanimously by those present and voting.

(c) The Board will decide the most convenient meeting for the bestowal of Honorary Life Membership.

(d) The President of NRSDC shall write to the nominated member or members to

- Inform the member(s) that they have been nominated for Honorary Life Membership
- Ask the member(s) if they are prepared to accept the award
- Inform them when and where the bestowal of Honorary Life Membership will occur"
- Invite the member to attend whereby a certificate be granted to the Honorary Life Member that registers the honour bestowed by NRSDC.

6. *Membership qualifications*

(1) A person is qualified to be an Individual Member of the Council if, but only if -

- (a) the person is a person referred to in section 15(1)(a),(b) or (c) of the Act and has not ceased to be a member of the Council at any time after incorporation of the Council under the Act; or
- (b) the person is a natural person who-
 - (i) has been approved for membership of the Council by the Board of the Council
 - (ii) Subscribes to the Objectives of the Council.

(2) Organisational Membership shall be open to organisations which are not run for

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profit, that subscribe to the objectives of the Council, in the following categories:

- (a) Agencies, being organisations actively engaged in social welfare within the region defined in rule 3 - Regional Coverage.
- (b) Regional, sub-regional and local area bodies, being organisations operating to co-ordinate social welfare in the State of New South Wales.

(3) Any

- (a) Department or agency of the Government of the State of New South Wales or the Commonwealth of Australia or any government instrumentality in each case involved in social welfare which lacks the power or authority to apply for membership, or
- (b) Local Government Council or instrumentality of a local government council, or
- (c) Societies, being organisations which are not run for profit, and interested in social welfare, but not actively engaged in social welfare, or
- (d) Organisations run for profit and actively engaged in social welfare in the State of New South Wales, or
- (e) Organisations run for profit, which are interested in social welfare, but not actively engaged in social welfare

May seek appointment as an affiliate of the Council.

7. Admission to membership

(1) Applications for membership of the Council

- (a) must be made in writing in such a form as the Board shall from time to time prescribe (an example of a suitable application form appears in Appendix 1); and
- (b) must be lodged with the secretary of the Council.

(2) As soon as practicable after receiving an application for membership, the secretary must refer the application to the Board, which is to determine whether to approve or to reject the application.

(3) If the Board determines to approve or reject an application for membership, the secretary must:

a. notify the nominee, in writing, that the Board approved or rejected the nomination (whichever is applicable), and

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b. if the Board approved the nomination, request that nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under these rules by a member as entrance fee and annual subscription.

(4) The secretary must, on payment by the applicant of the amounts referred to in clause (3) (b) within the period referred to in that provision, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Council.

8. Cessation of membership

(1) A person ceases to be a member of the Council if the person:

- (a) dies; or
- (b) resigns membership; or
- (c) is expelled from the Council.

(2) If any member's fees are in arrears for three (3) months, the Secretary shall send the member notice, with a request for immediate payment. If the subscription is not paid within two (2) months of the date of sending the notice, the Board may remove the member's name for the register of members and thereupon cease to be a member. Provided that the Board may at any time in its discretion restore the member to membership upon payment of all arrears of membership fees then due.

9. Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being an individual member of the Council:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates on cessation of the person's membership.

10. Resignation of membership

(1) A member of the Council is not entitled to resign that membership except in accordance with this rule.

(2) A member of the Council who has paid all amounts payable by the member to the Council in respect of the member's membership may resign from membership of the Council by first giving to the secretary written notice of at least one month (or such other period as the Board may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

(3) If a member of the Council ceases to be a member under clause (2), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

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11. Register of members

(1) The public officer of the Council must establish and maintain a register of members of the Council specifying the name and address of each person and organisation who is a member of the Council together with the date on which the person or organisation became a member.

(2) The register of members must be kept at the principal place of administration of the Council and must be open for inspection, free of charge, by any member of the Council at any reasonable hour.

(3) A member of the Council may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied, or if some other amount is determined by the Board, that other amount.

12. Fees and subscriptions

(1) A member of the Council must, on admission to membership, pay to the Council a minimum fee of \$1 or, if some other amount is determined by the Board, that other amount.

(2) In addition to any amount payable by the member under clause (1), a member of the Council must pay to the Council an annual membership fee of \$2 or, if some other amount is determined by the Board, that other amount:

(a) except as provided by paragraph (b), before 1 July in each calendar year;

or

(b) if the member becomes a member on or after 1 July in any calendar year on becoming a member and before 1 July in each succeeding calendar year.

13. Members' liabilities

The liability of a member of the Council to contribute towards the payment of the debts and liabilities of the Council or the costs, charges and expenses of the winding up of the Council is limited to the amount, if any, unpaid by the member in respect of membership of the Council as required by rule 12.

14. Resolution of internal disputes

(1) Disputes between members (in their capacity as members) of the association, and disputes between members and the association, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.

(2) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

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15. *Disciplining of members*

(1) A complaint may be made to the Board by any person that a member of the association:

- (a) has persistently refused or neglected to comply with a provision or provisions of these rules; or
- (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Council.

(2) On receiving such a complaint, the Board:

- (a) must cause notice of the complaint to be served on the member concerned; and
- (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint; and
- (c) must take into consideration any submissions made by the member in connection with the complaint.

(3) The Board may, by resolution, expel the member from the Council or suspend the member from membership of the Council if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.

(4) If the Board expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Board for having taken that action and of the member's right of appeal under rule 16.

(5) The expulsion or suspension does not take effect:

- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
- (b) if within that period the member exercises the right of appeal, unless and until the Council confirms the resolution under rule 16 (4), whichever is the later.

16. *Right of appeal of disciplined member*

(1) A member may appeal to the Council in general meeting against a resolution of the Board under rule 15, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

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- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under clause (1), the secretary must notify the Board which is to convene a general meeting of the Council to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the Council convened under clause (3):
- (a) no business other than the question of the appeal is to be transacted; and
 - (b) the Board and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) If at the general meeting the Council passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

PART 3 - THE BOARD (Committee of Management)

17. Powers of the Board

The Committee of Management is to be called the Board, and is to be subject to the Act, the Regulation and these rules and to any resolution passed by the Council in general meeting:

- (a) is to control and manage the affairs of the Council and will be made up of Office Bearers and other members and;
- (b) may exercise all such functions as may be exercised by the Council, other than those functions that are required by these rules to be exercised by a general meeting of members of the Council; and
- (c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Council.

18. Constitution and membership

(1) Subject in the case of the first members of the Board to section 21 of the Act, the Board is to consist of:

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- (a) the office-bearers of the Council; and
 - (b) 3 ordinary members, each of whom shall be elected at the annual general meeting of the Council pursuant to rule 19.
- (2) The office-bearers of the Council shall be:
- (a) the president;
 - (b) the vice-president;
 - (a) the treasurer;
 - (b) the secretary;
- (3) Each member of the Board shall, subject to these rules, hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (4) In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a member of the Council to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.
- (5) Any paid employee of the Northern Rivers Social Development Council shall not be eligible for membership of the Board except the CEO, who shall fill the role of Secretary of the Board with voting rights.

19. Election of Office Bearers and Board Members

- (1) Nominations of candidates for election as office-bearers of the Council or as ordinary members of the Board:
- (a) must be made in writing, signed by 2 members of the Council and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
 - (b) must be delivered to the secretary of the Council at least 7 days before the date fixed for the holding of the annual general meeting at which the election will be declared.
- (2) If insufficient nominations are received to fill the vacancies on the Board, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

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(5) If the number of nominations received exceeds the number of vacancies to be filled, election is by a majority vote in accordance with the procedure outlined in Rule 36 and Rule 38.

(6) The Board shall appoint a Returning Officer who shall not be a member of the Board. Such Returning Officer shall conduct and supervise all ballots under these rules and for this purpose shall have the power to require the assistance of the Secretary.

20. Secretary

(1) The secretary of the Council must, as soon as practicable after being appointed as secretary, lodge notice with the Council of their address.

(2) It is the duty of the secretary to keep minutes of:

- (a) all appointments of office-bearers and members of the Board;
- (b) the names of members of the Board present at a Board meeting or a general meeting; and
- (c) all proceedings at Board meetings and general meetings.

(3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

21. Treasurer

It is the duty of the treasurer of the Council to ensure:

- (a) that all money due to the Council is collected and received and that all payments authorised by the Council are made; and
- (b) that correct books and accounts are kept showing the financial affairs of the Council, including full details of all receipts and expenditure connected with the activities of the Council.

22. Public Officer

(a) The Board shall ensure that a person is appointed as Public Officer.

(b) The Board may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is 18 years of age or older and a resident of New South Wales.

(c) The Public Officer shall be deemed to have vacated their position in the following circumstances:

- (i) death
- (ii) resignation
- (iii) removal by the Board or at a general meeting

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- (iv) bankruptcy or financial insolvency
 - (v) mental illness
 - (vi) residency outside New South Wales.
- (e) When a vacancy occurs in the position of Public Officer the Board shall within 14 days notify the Office of Fair Trading by the prescribed form and appoint a new Public Officer.
- (f) The Public Officer is required to notify the Office of Fair Trading by the prescribed form in the following circumstances:
- (i) appointment (within 14 days)
 - (ii) a change of residential address (within 14 days)
 - (iii) a change in the Association's objects or rules (within one month)
 - (iv) a change in the membership of the Board (within 14 days)
 - (v) of the Association's financial affairs (within one month after the Annual General Meeting)
 - (vi) a change in the Association's name (within one month)
- (g) The Public Officer may be an office bearer or any other person regarded as suitable for the position by the Board.
- (h) The Public Officer shall keep a register of members of the Board, which must:
- (i) contain the name and residential address of each Board member and the date on which they became a member of the Board;
 - (ii) be updated within one month of any change taking place; and
 - (iii) be made available for inspection by any person, at all reasonable hours and free of charge

23. Role and Responsibilities of the Board

Roles and responsibilities of the Board are detailed in the NRSDC Governance Policy.

24. *Casual vacancies*

For the purposes of these rules, a casual vacancy in the office of a member of the Board occurs if the member:

- (a) dies; or
- (b) ceases to be a member of the Council; or
- (c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
- (d) resigns office by notice in writing given to the secretary; or

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- (e) is removed from office under rule 25; or
- (f) becomes a mentally incapacitated person; or
- (g) is absent without the consent of the Board from all meetings of the Board held during a period of 6 months.

25. Removal of member

(1) The Council in general meeting may by resolution remove any member of the Board from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

(2) If a member of the Board to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Council, the secretary or the president may send a copy of the representations to each member of the Council or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

26. Meetings and quorum

(1) The Board must meet at least 3 times in each period of 12 months at such place and time as the Board may determine.

(2) Additional meetings of the Board may be convened by the president or by any member of the Board.

(3) Oral or written notice of a meeting of the Board must be given by the secretary to each member of the Board at least 48 hours (or such other period as may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.

(4) Notice of a meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as urgent business.

(5) Any 3 members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.

(6) No business is to be transacted by the Board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.

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(7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

(8) At a meeting of the Board:

(a) the President or, in the President's absence, the vice-President is to preside; or

(b) if the President and the vice-President are absent or unwilling to act, such one of the remaining members of the Board as may be chosen by the members present at the meeting is to preside.

27. Delegation by Board to sub-committees

(1) The Board may, by instrument in writing, delegate to one or more sub-committees, reference groups or Project Advisory Groups (consisting of persons or members of the Council as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:

(a) this power of delegation; and

(b) a function which is a duty imposed on the Board by the Act or by any other law.

(2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

(3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

(4) Despite any delegation under this rule, the Board may continue to exercise any function delegated.

(5) The Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.

(6) A sub-committee, reference group or Project Advisory Group may meet and adjourn as it thinks proper.

28. Voting and decisions

(1) Questions arising at a meeting of the Board or of any sub-committee, reference group or policy advisory group appointed by the Board are to be determined by a majority of the votes of members of the Board or sub-committee present at the meeting.

(2) Each member present at a meeting of the Board or of any sub-committee, reference group or policy advisory group appointed by the Board (including the person presiding

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at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

(3) Subject to rule 26 (5), the Board may act despite any vacancy on the Board.

(4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee, reference group or policy advisory group appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee, reference group or policy advisory group.

PART 4 - GENERAL MEETINGS

29. Annual general meetings holding of

(1) With the exception of the first annual general meeting of the Council, the Council must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Council, convene an annual general meeting of its members.

(2) The Council must hold its first annual general meeting:

- (a) within the period of 18 months after its incorporation under the Act; and
- (b) within the period of 6 months after the expiration of the first financial year of the Council.

(3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Director-General under section 26 (3) of the Act.

30. Annual general meetings calling of and business at

(1) The annual general meeting of the Council is, subject to the Act and to rule 29, to be convened on such date and at such place and time as the Board thinks fit. (21 days notice for notification of special resolutions, 14 days notice for general business)

(2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:

- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
- (b) to receive from the Board reports on the activities of the Council during the last preceding financial year;

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- (c) to elect office-bearers of the Council and ordinary members of the Board;
 - (d) to receive and consider the statement which is required to be submitted to members under section 26 (6) of the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

31. Special general meetings calling of

- (1) The Board may, whenever it thinks fit, convene a special general meeting of the Council.
- (2) The Board must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the Council.
- (3) A requisition of members for a special general meeting:
- (a) must state the purpose or purposes of the meeting; and
 - (b) must be signed by the members making the requisition; and
 - (c) must be lodged with the secretary; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Board fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board and any member who consequently incurs expense is entitled to be reimbursed by the Council for any expense so incurred.

32. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Council, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Council, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.

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(3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 30 (2).

(4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

33. Procedure

(1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

(2) Five members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

(3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

(a) if convened on the requisition of members, is to be dissolved; and

(b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

(4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) is to constitute a quorum.

34. Presiding member

(1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the Council.

(2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

35. Adjournment

(1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

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(2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Council stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

(3) Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

36. Making of decisions

(1) A question arising at a general meeting of the Council is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Council, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

(2) At a general meeting of the Council, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.

(3) If a poll is demanded at a general meeting, the poll must be taken:

- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
- (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

37. Special resolution

A resolution of the Council is a special resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such members of the Council as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
- (b) where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Director-General.

38. Voting

(1) On any question arising at a general meeting of the Council a member has one vote only.

Northern Rivers Social Development Council Rules

- (2) All votes must be given personally or by proxy but no member may hold more than 5 proxies.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any general meeting of the Council unless all money due and payable by the member or proxy to the Council has been paid, other than the amount of the annual subscription payable in respect of the then current year.
- (5) Each Organisational Member shall in writing appoint one of its members as delegate to the Council to attend, speak and vote at General Meetings. Such appointment shall be signed on behalf of an Organisational Member by its Secretary, President or principle executive officer.
- (6) Affiliate Members can not vote at General or Special Meetings of the Council.
- (7) Voting by proxy in not permitted in the election of Board Members.

Appointment of proxies

- (1) Each organisational member in the absence of a delegate may, in writing, appoint a proxy, a member of its own organisation to attend, speak and vote, at general meetings. Such appointment shall be signed on behalf of a organisational member by its Secretary, President, or principal executive officer.
- (2) Each individual or organizational member is to be entitled to appoint another member as a proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (3) A proxy vote may not be given to a person who is not a member of the Council.
- (4) The notice appointing the proxy shall be in the form set in Appendix 2 to these rules.

PART 5 MISCELLANEOUS

39. Insurance

- (1) The Council shall effect and maintain appropriate insurance and is to include: Professional Indemnity, Public Liability, Fully Comprehensive Vehicle, Property, Theft and Fire, Volunteer, Workers Compensation and Building insurances.

Northern Rivers Social Development Council Rules

40. Funds source

(1) The funds of the Council are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Council in general meeting, such other sources as the Board determines.

(2) All money received by the Council must be deposited as soon as practicable and without deduction to the credit of the Council's bank account.

(3) The Council must, as soon as practicable after receiving any money, issue an appropriate receipt.

40. Funds management

(1) Subject to any resolution passed by the Council in general meeting, the funds of the Council are to be used in pursuance of the objects of the Council in such manner as the Board determines.

(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Board or employees of the Council, being members or employees authorised to do so by the Board.

41. Alteration of objects and rules

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Council.

42. Common seal

(1) The common seal of the Council must be kept in the custody of the public officer.

(2) The common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures either of 2 members of the Board or of 1 member of the Board and of the public officer or secretary.

43. Custody of books

Except as otherwise provided by these rules, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Council.

44. Inspection of books

The records, books and other documents of the Council must be open to inspection, free of charge, by a member of the Council at any reasonable hour.

Northern Rivers Social Development Council Rules

45. Service of notices

- (1) For the purpose of these rules, a notice may be served on or given to a person: (1)
- (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) for the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

46. Dissolution of the Council

If the event of the organisation being wound up, any surplus assets remaining after the payment of the organisation's liabilities shall be transferred to another organisation in Australia which is a public benevolent institution for the purposes of any Commonwealth taxation Act.

47. Assets of Organisation to be applied

The assets and income of the organization shall be applied solely in furtherance of its above mentioned objects and no portion shall be distributed directly or indirectly to the members of the organization except as bona fide compensation for services rendered or expenses incurred on behalf of the organization.

Northern Rivers Social Development Council Rules

APPENDIX 1

APPLICATION FOR MEMBERSHIP OF THE NORTHERN RIVERS SOCIAL DEVELOPMENT COUNCIL INCORPORATED

I, (full name of applicant)

of (address)

..... (occupation/position)

On behalf of the (full name of the organisation the applicant is representing - Not applicable for individual membership)

hereby apply to become a member of the Northern Rivers Social Development Council Incorporated.

I wish to apply for:

- Individual Membership
Organisational Membership
Affiliate Membership

In the event of my admission as a member. I subscribe to the Objectives of the Council and I agree to be bound by the rules of the Council for the time being in force.

*Signature of applicant: Date: ___/___/___

* If Organisational or Affiliate Membership applicant must be the Organisation's Secretary, President or principle Executive Officer

Office Use

Approval granted: Yes/No President/Secretary Date

Northern Rivers Social Development Council Rules

APPENDIX 2

FORM OF APPOINTMENT OF PROXY

Each organisational member in the absence of a delegate may, in writing, appoint a proxy, a member of its own organisation to attend, speak and vote, at general meetings. Such appointment shall be signed on behalf of an organisational member by its Secretary, President, or principal executive officer.

Each individual member may in writing, appoint a proxy to attend and vote at general meetings.

Any instrument appointing a proxy must be given to the Secretary no later than 24 hours before the time of meeting in respect of which the proxy is appointed.

The notice appointing the proxy shall be in the form set out below.

Voting by proxy in not permitted in the election of Board Members.

Individual Members

I _____ of _____ (address)
being an individual member of the Northern Rivers Social Development Council, hereby appoint

_____ of _____ (address)
(or, failing her/him, the Chairperson of the Meeting) to be proxy in my absence to attend and vote in my name and on my behalf upon any matter, except the election of Board Members, proposed at the General Meeting of the Council to be held on _____ and at any adjournment thereof, in such manner as such proxy shall think proper.
(date)

(signature)

Organisational Members

_____ of _____ (address)
being a organisational member of the Northern Rivers Social Development Council, hereby appoint
_____ of _____ (address)

to be proxy in the absence of _____ one of its delegates to
(name of delegate)

attend and vote on its behalf upon any matter , except the election of Board Members, proposed at the General Meeting of the Council to be held on _____, and at any adjournment thereof, in such manner as such proxy shall think proper.
(date)

(signature)

Proxies shall be entitled to vote on a show of hands as well as on a poll.

VOTING POWERS AT GENERAL MEETINGS

A proxy vote may not be given to a person who is not a member of the Council.