



# **North Central Local Learning and Employment Network Incorporated**

**Association Number A0042334Y**

## **Association Rules**

**May 2018**

## Table of Contents

### Contents

1. NAME .....	1
2. PURPOSE .....	1
3. FINANCIAL YEAR .....	1
4. DEFINITIONS .....	1
5. ALTERATION OF THE RULES .....	3
6. MEMBERSHIP .....	3
7. REGISTER OF MEMBERS .....	3
8. CEASING MEMBERSHIP .....	4
9. DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS .....	4
10. DISPUTES AND MEDIATION .....	5
11. ANNUAL GENERAL MEETING .....	6
12. ELECTION OF ORDINARY MEMBERS .....	6
13. BALLOT .....	6
14. OTHER GENERAL MEETINGS .....	7
15. AMENDMENT OF RULES .....	7
16. NOTICE OF GENERAL MEETINGS .....	8
17. QUORUM AT GENERAL MEETINGS .....	8
18. PRESIDING AT GENERAL MEETINGS .....	8
19. ADJOURNMENT OF MEETINGS .....	9
20. VOTING AT GENERAL MEETINGS .....	9
21. POLL AT GENERAL MEETINGS .....	9
22. SPECIAL RESOLUTIONS .....	9
23. MANNER OF DETERMINING WHETHER RESOLUTION CARRIED .....	10
24. PROXIES AND REPRESENTATIVES .....	10
25. BOARD OF MANAGEMENT .....	10
26. ELECTION OF BOARD MEMBERS .....	11
27. GENERAL DUTIES OF THE BOARD .....	11
28. CHAIR AND DEPUTY CHAIR .....	11
29. THE TREASURER .....	12
30. OFFICE BEARERS .....	12
31. VACANCIES .....	12
32. MEETINGS OF THE BOARD .....	12
33. NOTICE OF BOARD MEETINGS .....	13
34. QUORUM FOR BOARD MEETINGS .....	13
35. SUB COMMITTEES .....	13
36. PRESIDING AT BOARD MEETINGS .....	13
37. VOTING AT BOARD MEETINGS .....	13
38. CONFLICT OF INTEREST .....	14
39. REMOVAL OF BOARD MEMBER .....	14
40. MINUTES OF MEETINGS .....	14
41. MANAGEMENT OF FUNDS .....	15
42. FINANCIAL RECORDS .....	15
43. SEAL .....	15
44. NOTICE TO MEMBERS .....	16
45. WINDING UP .....	16
46. CUSTODY AND INSPECTION OF BOOKS AND RECORDS .....	16
47. NOT FOR PROFIT .....	16
APPENDIX 1 .....	17
APPENDIX 2 .....	18
APPENDIX 3 .....	19
APPENDIX 4 .....	20

**ASSOCIATIONS INCORPORATIONS ACT 2012 (VIC)**  
**RULES FOR THE NORTH CENTRAL LOCAL LEARNING & EMPLOYMENT**  
**NETWORK INCORPORATED**

**1. NAME**

North Central Local Learning & Employment Network (in these Rules called "the Association").

**2. PURPOSE**

**Our Purpose** is to support children and young people to actively participate in education, training, employment and the community.

We will achieve **Our Purpose** through the facilitation and coordination of partnerships that deliver support to children, young people, their families and carers experiencing poverty, distress or disadvantage in the Shires of Loddon, Buloke and community of St Arnaud in the Northern Grampians Shire. Our priority is to support children and young people experiencing rural disadvantage, social isolation and from low socio-economic backgrounds

**WE VALUE**

Integrity, Access, Equity & Community Connection

**OUR VISION**

Young people are confident and capable on their way to success in life and work

**3. FINANCIAL YEAR**

The financial year of the Association is each period of 12 months ending on 31<sup>st</sup> December

**4. DEFINITIONS**

**4.1** In these Rules, unless the contrary intention appears:

"**Act**" means the Associations Incorporation Reform Act 2012;

"**Area**" means the geographical area comprised of Buloke, Loddon and St. Arnaud in the Northern Grampians Shire Council areas

"**Category Number**" means any of the category numbers set out in Appendix 3

"**Board**" means the Board of Management of the Association;

"**Board Member**" means a person appointed to the Board;

"**Community Member**" means a Member who is an individual person as distinct from an Organisational Member.

"**General Meeting**" means a General Meeting of Members convened in accordance with Rule 9

"**Member**" means member of the Association who may either be a Community Member or an Organisational Member;

"**Membership Category**" means any of the categories set out in Appendix 3;

"**Organisational Member**" means a Member which is an organisation as distinct from an individual person;

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

"**Relevant Documents**" has the same meaning as in the Act;

**"Representative"** means a person appointed under Rule 25

**"Special Resolution"** means a resolution passed at a General Meeting by not less than three quarters of the Members present and entitled to vote either personally or by proxy.

- 4.2** In these Rules, a reference to the Secretary is a reference:
- (a) if a person holds office under these Rules as Secretary of the Association - to that person

## **5. ALTERATION OF THE RULES**

These Rules and the Statement of Purposes of the Association must not be altered except in accordance with the Act and these Rules.

## **6. MEMBERSHIP**

**6.1** An individual or an organisation in the Area who meets the membership criteria set out in the Membership Categories Appendix (Appendix 3) is eligible to apply to be a Member of the Association.

**6.2** An application of a person for membership of the Association must:  
(a) be made in writing in the form set out in Appendix 2; and  
(b) be lodged with the Secretary of the Association.

**6.3** As soon as practicable after the receipt of an application, the Secretary must refer the application to the Board.

**6.4** The Board must determine whether to approve or reject the application.

**6.5** If the Board approves an application for membership, the Secretary must, as soon as practicable notify the applicant in writing of the approval for membership.

**6.6** The Secretary must enter the applicant's name in the register of Members.

**6.7** An applicant for membership becomes a Member and is entitled to exercise the rights of membership when the name of the applicant is entered in the register of Members.

**6.8** If the Board rejects an application, the Board must, as soon as practicable, notify the applicant in writing that the application has been rejected.

**6.9** A right, privilege, or obligation of a person by reason of membership of the Association:  
(a) is not capable of being transferred or transmitted to another person; and  
(b) terminates upon the cessation of membership whether by death or resignation or otherwise.

**6.10** There will not be any entrance fees or annual subscriptions.

## **7. REGISTER OF MEMBERS**

**7.1** The Secretary must keep and maintain a register of Members containing:  
(a) the name, address, mobile number, email address, date of admission of member and membership category;  
(b) the class of Member to which each Member belongs (i.e. Community Member or Organisational Member);  
(c) if an Organisational Member:  
(i) the Membership Category to which that Organisational Member belongs; and  
(ii) the name of its Representative.

- 7.2 A Member may belong to only one Membership Category.
- 7.3 The register is available for inspection free of charge by any Member upon request.
- 7.4 A Member may make a copy of entries in the register.

## **8. CEASING MEMBERSHIP**

- 8.1 A Member of the Association may resign from the Association by giving one month's notice in writing to the Secretary of the Member's intention to resign.
- 8.2 After the expiry of the period referred to in Rule 8.1:
- (a) the Member ceases to be a Member; and
  - (b) the Secretary must record in the register of Members the date on which the Member ceased to be a Member.
  - (c) A member is taken to have resigned if the secretary has made a written request to the member to confirm that he or she wishes to remain a member and the member has not within three months of receiving the request, confirmed in writing that he or she wishes to remain a member.

## **9. DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS**

- 9.1 Subject to these Rules, if the Board is of the opinion that a Member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Association, the Board may by resolution:
- (a) suspend that Member from membership of the Association for a specified period; or
  - (b) expel that Member from the Association.
- 9.2 A resolution of the Board under Rule 9.1 does not take effect unless:
- (a) at a meeting held in accordance with Rule 9.3, the Board confirms the resolution; and
  - (b) if the Member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- 9.3 A meeting of the Board to confirm or revoke a resolution passed under Rule 10.1 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the Member in accordance with Rule 9.4.
- 9.4 For the purposes of giving notice in accordance with Rule 9.3, the Secretary must, as soon as practicable, cause to be given to the Member a written notice:
- (a) setting out the resolution of the Board and the grounds on which it is based; and
  - (b) stating that the Member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that Member; and
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the Member that the Member may do one or both of the following:
    - (i) attend that meeting;
    - (ii) give to the Board before the date of that meeting a written statement seeking the revocation of the resolution;
  - (e) informing the Member that, if at that meeting, the Board confirms the resolution, the Member may, not later than 48 hours after that meeting, give the Secretary a

notice to the effect that the Member wishes to appeal to the Association in General Meeting against the resolution.

- 9.5** At a meeting of the Board to confirm or revoke a resolution passed under Rule 9.1, the Board must:
- (a) give the Member an opportunity to be heard; and
  - (b) give due consideration to any written statement submitted by the Member; and
  - (c) determine by resolution whether to confirm or to revoke the resolution.
- 9.6** If at the meeting of the Board, the Board confirms the resolution, the Member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that the Member wishes to appeal to the Association in General Meeting against the resolution.
- 9.7** If the Secretary receives a notice under Rule 9.6, he or she must notify the Board and the Board must convene a General Meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- 9.8** At a General Meeting of the Association convened under Rule 9.7:
- (a) no business other than the question of the appeal may be conducted; and
  - (b) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
  - (c) the Member must be given opportunity to be heard; and
  - (d) the Members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 9.9** A resolution is confirmed if, at the General Meeting, not less than two-thirds of the Members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

## **10. DISPUTES AND MEDIATION**

- 10.1** The grievance procedure set out in this rule applies to disputes under these Rules between:
- (a) a Member and another Member; or
  - (b) a Member and the Association.
- 10.2** The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 10.3** If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 10.4** The mediator must be:
- (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement:
    - (i) in the case of a dispute between a Member and another Member, a person appointed by the Board of the Association; or
    - (ii) 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).

- 10.5** A Member of the Association can be a mediator.
- 10.6** The mediator cannot be a Member who is a party to the dispute.
- 10.7** The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 10.8** The mediator, in conducting the mediation must:
- (a) give the parties to the mediation process every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 10.9** The mediator must not determine the dispute.
- 10.10** If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **11. ANNUAL GENERAL MEETING**

- 11.1** The Board must convene An Annual General Meeting of the Association to be held within 5 months after the end of the financial year
- 11.2** The Board may determine the date, time and place of the Annual General Meeting of the Association.
- 11.3** The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.
- 11.4** The ordinary business of the Annual General Meeting shall be to:
- (a) confirm the minutes of the previous Annual General Meeting and of any General Meeting held since that meeting; and
  - (b) receive from the Board reports upon the transactions of the Association during the last preceding Financial Year;
  - (c) elect officers of the Association; and
  - (d) receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
- 11.5** The Annual General Meeting may also deal with any Special Resolution of which notice has been given in accordance with these Rules.

## **12. ELECTION OF ORDINARY MEMBERS**

- 12.1** A single election may be held to fill all of those positions.
- 12.2** If the number of members nominated for the position of ordinary Board member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- 12.3** If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 13.



### **13. BALLOT**

- 13.1** If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- 13.2** The returning officer must not be a member nominated for the position.
- 13.3** The election must be by show of hands
- 13.4** The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- 13.5** If the returning officer is unable to declare the result of an election under rule 13.4 because 2 or more candidates received the same number of votes, the returning officer must—
- (a) conduct a further election for the position in accordance with rule 13.3 to decide which of those candidates is to be elected; or
  - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

### **14. OTHER GENERAL MEETINGS**

- 14.1** The Board may, whenever it thinks fit, convene a General Meeting of the Association.
- 14.2** The Board must, on the request in writing of Members representing not less than 5 per cent of the total number of Members, convene a General Meeting of the Association.
- 14.3** The request for a General Meeting must:
- (a) state the objects of the meeting;
  - (b) be signed by the Members requesting the meeting; and
  - (c) be sent to the address of the Secretary.
- 14.4** If the Board does not cause a General Meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the Members making the request, or any of them, may convene a General Meeting to be held not later than 3 months after that date.
- 14.5** If a General Meeting is convened by Members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the Board and all reasonable expenses incurred in convening the General Meeting must be refunded by the Association to the persons incurring the expenses.
- 14.6** Such other General Meeting may deal with any ordinary resolution or Special Resolution of which notice has been given in accordance with these Rules.
- 14.7** A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and members present at the meeting to clearly and simultaneously communicate with each other.

### **15. AMENDMENT OF RULES**

- A Special Resolution amending these Rules or the Statement of Purposes shall only be deemed to have been passed if:
- (a) approved as a Special Resolution in General Meeting; and
  - (b) An amendment to these Rules made by Special Resolution will not take effect unless and until approved by the Registrar.

## **16. NOTICE OF GENERAL MEETINGS**

- 16.1** The Secretary of the Association, at least 14 days, or if a Special Resolution has been proposed at least 21 days, before the date fixed for holding a General Meeting of the Association, must cause to be sent to each Member of the Association, a notice stating the place, date and time of the meeting, the nature of the business to be conducted at the meeting, and if a Special Resolution is proposed, the notice shall specify the intention to propose the resolution as a Special Resolution.
- 16.2** Notice may be sent:
- (a) by electronic transmission
  - (b) by prepaid post if the Member requests to the address appearing in the register of members. No business other than that set out in the notice convening the meeting may be conducted at the meeting
- 16.3** A Member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next General Meeting.

## **17. QUORUM AT GENERAL MEETINGS**

- 17.1** No item of business may be conducted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- 17.2** A quorum is 10 per cent of Members (being Members entitled under these Rules to vote at a General Meeting).
- 17.3** If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present:
- (a) in the case of a meeting convened upon the request of Members - the meeting must be dissolved; and
  - (b) in any other case - the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- 17.4** If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members personally present (being not less than 6 per cent of the total number of Members entitled to vote) shall be a quorum.

## **18. PRESIDING AT GENERAL MEETINGS**

- 18.1** The Chairperson, or in the Chairperson's absence, the Deputy Chairperson, shall preside as Chairperson at each General Meeting of the Association.
- 18.2** If the Chairperson and the Deputy Chairperson are absent from a General Meeting, or are unable to preside, the Members present must select one of their number to preside as Chairperson.

## **19. ADJOURNMENT OF MEETINGS**

- 19.1** The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- 19.2** The person presiding may, with the consent of a majority of Members present at the meeting, adjourn the meeting from time to time and place to place.
- 19.3** No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 19.4** If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with Rule 16.
- 19.5** Except as provided in Rule 19.4 it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

## **20. VOTING AT GENERAL MEETINGS**

- 20.1** Subject to Rule 21.1, upon any question arising at a General Meeting of the Association each Member is entitled to one vote.
- 20.2** All votes must be given personally or by proxy.
- 20.3** In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.

## **21. POLL AT GENERAL MEETINGS**

- 21.1** If at a meeting a poll on any question is demanded by not less than 20 per cent of the Members present, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 21.2** A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

## **22. SPECIAL RESOLUTION**

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

### **Note**

In addition to certain matters specified in the Act, a special resolution is required—

- (a) to remove a Board member from office ;
- (b) to alter these Rules, including changing the name or any of the purposes of the Association.

## **23. MANNER OF DETERMINING WHETHER RESOLUTION CARRIED**

If a question arising at a General Meeting of the Association is determined on a show of hands:

(a) a declaration by the Chairperson that a resolution has been:

(i) carried; or

(ii) carried unanimously; or

(iii) carried by a particular majority; or

(iv) lost; and

(b) an entry to that effect in the minute book of the Association –

is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

## **24. PROXIES AND REPRESENTATIVES**

**24.1** Each Member is entitled to appoint another person as a proxy for a General Meeting 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. A proxy shall be a Community Member or a person who is a Representative of an Organisational Member.

**24.2** The notice appointing the proxy must be in the form set out in Appendix 4.

**24.3** An Organisational Member must appoint an individual to act as its Representative.

**24.4** A Representative shall exercise all or any of the powers the Organisational Member may exercise:

(a) at a meeting of Members; or

(b) relating to resolutions to be passed without a meeting of Members.

**24.5** An instrument appointing a Representative must be in such form as the Board determines from time to time.

**24.6** An Organisational Member may revoke the appointment of a Representative by giving written notice to the Secretary.

## **25. BOARD OF MANAGEMENT**

**25.1** The affairs of the Association shall be managed by the Board;

**25.2** The Board:

(a) shall control and manage the business and affairs of the Association; and

(b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members of the Association; and

(c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.

(d) The Board will be both skills based and representative of Membership Categories

**25.3** The total number of Board Members shall be a minimum of 4 and a maximum of 9.

## **26. ELECTION OF BOARD MEMBERS**

**26.1** The Board of Management will be elected from the membership of the Association

**26.2** To be eligible for election to the Board, a person must have been a member of the Association for at least 12 months and be 18 years or over

**26.3** Each elected member shall be appointed for 2 years

**26.4** Each elected member shall have a maximum of three terms

## **27. GENERAL DUTIES OF THE BOARD**

**27.1** As soon as practicable after being elected or appointed to the Board, each Board member must become familiar with these Rules and the Act.

**27.2** The Board is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Board comply with these Rules.

**27.3** Board members must exercise their powers and discharge their duties with reasonable care and diligence.

**27.4** Board members must exercise their powers and discharge their duties—  
(a) in good faith in the best interests of the Association; and  
(b) for a proper purpose.

**27.5** Board members and former Board members must not make improper use of—  
(a) their position; or  
(b) information acquired by virtue of holding their position—  
so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

**27.6** Office Bearers-See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an Incorporated Association.

**27.6** In addition to any duties imposed by these Rules, a Board member must perform any other duties imposed from time to time by resolution at a general meeting.

## **28. CHAIR AND DEPUTY CHAIR**

**28.1** Subject to rule 28.2, the Chair or, in the Chair's absence, the Deputy Chair is the Chairperson for any general meetings and for any Board meetings.

**28.2** If the Chair and the Deputy Chair are both absent, or are unable to preside, the Chairperson of the meeting must be—  
(a) in the case of a general meeting—a member elected by the other members present; or  
(b) in the case of a Board meeting—a Board member elected by the other Board members present.

## **29. THE TREASURER**

Must -

- (a) ensure that the financial records of the Association are kept in accordance with the Act; and
- (b) coordinate the preparation of the financial statements of the Association and their certification by the Board prior to their submission to the annual general meeting of the Association.
- (c) The Treasurer must ensure that at least one other Board member has access to the accounts and financial records of the Association.

## **30. OFFICE BEARERS**

**30.1** The office bearers shall be appointed by the Board from among the Board Members.

**30.2** The officer bearers shall be:

- (a) a Chairperson
- (b) a Deputy Chairperson;
- (c) a Treasurer; and
- (d) a Secretary.

**30.3** Each office bearer of the Association shall hold office until the Annual General Meeting next after the date of his or her appointment and is eligible for re-appointment.

**30.4** In the event of a casual vacancy in any office referred to in Rule 31.2, the Board may appoint one of the Board Members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the next Annual General Meeting.

## **31. VACANCIES**

**31.1** A Board Member ceases to hold office as a Board Member and if applicable, as an office bearer, if he or she:

- (a) dies;
- (b) becomes insolvent;
- (c) resigns from office by notice in writing given to the Secretary.
- (d) fails to attend 3 consecutive Board meetings (other than special or urgent Board meetings) without leave of absence.

**31.2** The Board may appoint a person to fill the vacancy. Where the Board Member ceasing to hold office represents a Membership Category, the Board shall appoint a replacement after consulting with the Members of that Membership Category.

**31.3** A person so appointed must retire at the next Annual General Meeting and will be eligible, for re-election or reappointment.

## **32. MEETINGS OF THE BOARD**

**32.1** The Board must meet at least 4 times in each year at such places and such times as the Board may determine.

**32.2** Special meetings of the Board may be convened by the Chairperson or by any 4 Board Members.

**32.3** A board member not physically present at a board meeting may be permitted to participate in the meeting by the use of technology that allows that member and members present at

the meeting to clearly and simultaneously communicate with each other.

### **33. NOTICE OF BOARD MEETINGS**

- 33.1** Written notice of each Board meeting must be given to each Board Member at least 2 business days before the date of the meeting. The notice shall specify the general nature of the business to be conducted at the meeting.
- 33.2** Notice may be given by any of the following methods:
- (a) by serving it personally;
  - (b) by leaving it at the address of the Board Member;
  - (c) by sending it by post addressed to the Board Member at the address of the Board Member; or
  - (d) by sending it to an electronic address nominated by the Board Member for the purpose of serving notices on the Board Member

### **34. QUORUM FOR BOARD MEETING**

- 34.1** Any 4 Board Members constitute a quorum for the conduct of the business of a meeting of the Board.
- 34.2** No business may be conducted unless a quorum is present.
- 34.3** If within half an hour of the time appointed for a meeting a quorum is not present the meeting shall stand adjourned to the same place and the same time and day in the following week.
- 34.4** The Board may act notwithstanding any vacancy on the Board.

### **35. SUB COMMITTEES**

- 35.1** The Board may appoint Sub-Committees of the Board. Membership of Sub-Committees shall be determined by the Board and shall comprise Board Members and other persons.
- 35.2** Sub-Committees shall not perform functions of the Board but shall act in a consultative and advisory manner and make recommendations to the Board.
- 35.3** Sub Committees will have Terms of Reference outlining their functions

### **36. PRESIDING AT BOARD MEETINGS**

At meetings of the Board:

- (a) the Chairperson or, in the Chairperson's absence, the Deputy Chairperson presides; or
- (b) if the Chairperson and the Deputy Chairperson are absent, or are unable to preside, the Board Members present must choose one of their number to preside.

### **37. VOTING AT BOARD MEETINGS**

- 37.1** Questions arising at a meeting of the Board, shall be determined on a show of hands or, if a Board Member requests, by a poll taken in such manner as the person presiding at that meeting may determine.

**37.2** Each Board Member present at a meeting of the Board, is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

## **38. CONFLICT OF INTEREST**

**38.1** A Board Member who has a material personal interest in a matter being considered a Board Meeting must disclose the nature and extent of that interest to the Board.

**38.2** The member—

- (a) must not be present while the matter is being considered at the meeting; and
- (b) must not vote on the matter.

### Note

Under section 81(3) of the Act, if there are insufficient Board members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

**38.3** This rule does not apply to a material personal interest—

- (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
- (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

## **39. REMOVAL OF BOARD MEMBER**

**39.1** The Association in General Meeting may, by resolution, remove any Board Member before the expiration of the Board Member's term of office.

**39.2** A Board Member who is the subject of a proposed resolution referred to in Rule 39.1 may make representations in writing to the Secretary or Chairperson of the Association (not exceeding a reasonable length) and may request that the representations be provided to the Members of the Association.

**39.3** The Secretary or the Chairperson may give a copy of the representations to each Member of the Association or, if they are not so given, the Board Member may require that they be read out at the meeting.

## **40. MINUTES OF MEETINGS**

**40.1** The Board must ensure that minutes are taken and kept of each general meeting.

**40.2** The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

**40.3** In addition, the minutes of each Annual General Meeting must include—

- (a) the names of the members attending the meeting; and
- (b) proxy forms given to the Chairperson of the meeting.
- (c) the financial statements submitted to the members.
- (d) the certificate signed by two Board members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
- (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.



## **41. MANAGEMENT OF FUNDS**

- 41.1** The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- 41.2** The Treasurer of the Association must:
- (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
  - (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- 41.3** All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two Board Members.
- 41.4** The funds of the Association shall be derived from donations and such other sources as the Board determines.
- 41.5** The Board shall appoint an auditor and ensure that the financial statements of the Association for each financial year are duly audited in accordance with the requirements of section 30B of the Act (whether or not it is a "prescribed association").

## **42. FINANCIAL RECORDS**

- 42.1** The Association must keep financial records that—
- (a) correctly record and explain its transactions, financial position and performance; and
  - (b) enable financial statements to be prepared as required by the Act.
- 42.2** The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- 42.3** The Treasurer must keep in his or her custody, or under his or her control—
- (a) the financial records for the current financial year; and
  - (b) any other financial records as authorised by the Board.
- 42.4** Financial statements
- (1) For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Association are met.
  - (2) without limiting sub rule 42.4 (1) those requirements include—
    - (a) the preparation of the financial statements;
    - (b) if required, the review or auditing of the financial statements;
    - (c) the certification of the financial statements by the Board;
    - (d) the submission of the financial statements to the annual general meeting of the Association;
    - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## **43. SEAL**

- 43.1** The common Seal of the Association must be kept in the custody of the Secretary.
- 43.2** 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 two Board Members or, of one Board Member and of the public officer of the Association.

#### **44. NOTICE TO MEMBERS**

Except for the requirement in Rule 16, any notice that is required to be given to a Member, by or on behalf of the Association, under these Rules may be given by:

- (a) delivering the notice to the Member personally;
- (b) sending it by prepaid post addressed to the Member at that Member's address shown in the register of Members;
- (c) electronic transmission if the Member has requested that the notice be given to that Member in this manner.

#### **45. WINDING UP**

**45.1** In the event of the Association being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried out on or for the profit or gain of its individual members.

**45.2** If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another Charitable Organisation to which income tax deductible gifts can be made:

- gifts of money or property for the principal purpose of the organisation
- contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation
- money received by the organisation because of such gifts and contributions

#### **46. CUSTODY AND INSPECTION OF BOOKS AND RECORDS**

**46.1** Except as otherwise provided in these Rules, the Secretary must keep his or her custody or under his or his control all books, documents and securities of the Association.

**46.2** All accounts, books, securities and any other Relevant Documents of the Association must be available for inspection free of charge by any Member upon request.

**46.3** A Member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

**46.4** The Board may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

#### **47. NOT FOR PROFIT**

**47.1** The assets, income and the capital of the Association shall be applied solely in furtherance of its Statement of Purposes and no portion shall be distributed directly or indirectly to the Members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

## APPENDIX 1. COMPOSITION OF THE BOARD

Option 4:

	Skill/Attribute	Location	Comment
1	Councillor/Officer	Buloke Shire	Delegation of council
2	Councillor/Officer	Northern Grampians	Delegation of Council
3	Councillor/Officer	Loddon Shire	Delegation of Council
4	Financial Skills	Buloke Shire/Loddon Shire/ St. Arnaud Region	Nomination and interview
5	Governance skills	Buloke Shire/Loddon Shire/ St. Arnaud Region	Nomination and interview
6	Education	Buloke Shire/Loddon Shire/ St. Arnaud Region	Nomination and interview (TAFE, ACFE, University)
7	Industry	Buloke Shire/Loddon Shire/ St. Arnaud Region	Reflective of industry in the region. Nomination and interview
8	School Principal	NC Cluster of schools	Cluster delegation
9	Health\Welfare	Buloke Shire/Loddon Shire/ St. Arnaud Region	Community development/mental health/focus on young people. Nomination and interview

**APPENDIX 2  
MEMBERSHIP APPLICATION FORM  
NORTH CENTRAL LOCAL LEARNING & EMPLOYMENT NETWORK  
INCORPORATED**

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Town: \_\_\_\_\_ Postcode: \_\_\_\_\_,

Tel No.: \_\_\_\_\_ Mobile: \_\_\_\_\_

Email Address: \_\_\_\_\_

Class of Member: Community Member or Organisational Member

Membership Category: Please refer to Appendix 3 and choose one only:

\_\_\_\_\_

If admitted as a member, I agree to be bound by the Rules of the Association for the time being in force.

\_\_\_\_\_  
Signature of or on behalf of Applicant

\_\_\_\_\_  
Position Held (if an Organisation)

(An application on behalf of an organisation must be signed by a person who has the requisite authority, such as a director, chief executive officer, secretary or other authorised officer of that organisation.)

Date: \_\_\_\_\_

**APPENDIX 3  
COMPOSITION OF THE MEMBERS**

<b>Category Number</b>	<b>Membership Category</b>
1.	Schools
2.	TAFE Institutes or Universities with TAFE sectors
3.	Adult Community Education organisations
4.	Other education and training organisations including private registered training organisations, universities and group training companies
5.	Trade Unions
6.	Employers/Peak employer organisations/Regional employer organisations and employment agencies
7.	Local Governments
8.	Other Community Agencies and organisations, Commonwealth and State government departments, School Focussed Youth Service, Adult, Community and Further Education Regional Councils, Regional Youth Councils, Regional Development Board, parent organisations etc
9.	Aboriginal organisations, Peak Aboriginal agencies and Regional Aboriginal Organisations
10.	Community Members
11.	Nominated by the Board who shall be a Community Member or a person associated with an Organisational Member

**APPENDIX 4**  
**FORM OF APPOINTMENT OF PROXY**

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

being a member of North Central Local Learning & Employment Network Incorporated

Hereby appoint \_\_\_\_\_

of \_\_\_\_\_ being a member of the North Central

LLEN as my proxy to vote for me on my behalf at the general meeting of the Association

(Annual general meeting or special general meeting, as the case may be) to be held on the

.....day of..... 20..... and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the following resolution(s) set out in the notice of meeting (insert details):

Signed \_\_\_\_\_

Date \_\_\_\_\_