

ASSOCIATION RULES

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

The Association

1. The name of the Association is: Yarra Foundation for disadvantaged children's education Inc. **(the Association)**
2. The purpose of the Association is to support provision of education for disadvantaged children in Iran **(The Purpose)**. Disadvantaged children here are defined as:
 - Children affected by child labour
 - Children affected by poverty
 - Street children
 - Children refugees
 - Mentally or physically disabled children
 - Children with no or limited access to education
3. The Association has no religious or political interest.
4. The Association has power to do all things that help it to achieve this Purpose.
5. The Association and its Committee may only exercise their powers and use the income and assets of the Association for the Purpose of the Association.

Non profit

6. The assets and income of the Association shall be applied solely in furtherance of the purpose of the Association and no portion shall be distributed directly or indirectly to any individual except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

Financial year

7. The financial year of the Association starts on 1 July of each year.

Members

8. Anyone who supports the Purpose of the Association can apply to join the Association as a member.
9. The Committee can set or change joining fees and annual subscription fees for members. Changes to the amount must be approved by members at a general meeting.
10. A person can apply to join the Association by filling the membership form and submitting it to the Secretary and paying the joining fee (if any).
11. The Committee can approve or reject an application to join the Association. If the Committee rejects an application, it is not required to give reasons for that decision, but it must return the joining fee (if any) and write to the person to tell them their application has been rejected.
12. A person becomes a member when:
 - a. the Committee has approved their application to join the Association
 - b. the Association has received the person's joining fee (if any), and

- c. the Secretary has entered the person's name, address and date they became a member on the members register.

The Association must inform the person when their membership has started, and if they have to pay any annual subscription fee. That fee (if any) must be paid within 28 days.

13. The annual subscription fee can be paid on monthly or quarterly basis.
14. Members can choose to stop being a member of the Association at any time by writing to the Secretary. The Association will not refund any joining and subscription fees already paid.
15. Members must pay the annual subscription fee (if any) within one month of being asked. If a member does not pay in time, their membership will be suspended (when membership is suspended, a member cannot exercise their members' rights such as voting at the Annual General Meeting (**AGM**)).
16. Members have rights and liabilities as set out in the Act and in these rules.
17. Each member's liability is limited to the joining and annual subscription fees (if any).

Members' access to documents

18. A member may, subject to rules 19 to 22, inspect the rules of the Association, general meeting minutes, relevant documents (as defined in the Act) and the members register at a reasonable time.

Note: "relevant documents" includes documents such as financial records, contracts and asset records of the Association.

19. A member can write to the Secretary asking for copies of these documents (with the exception of the members register). The Secretary can charge a reasonable fee for providing copies.
20. The Secretary can refuse a request to inspect or get copies of relevant documents, or provide only limited access, if the documents contain confidential, personal, employment, commercial or legal matters, or if granting the request would breach a law or may cause damage or harm to the Association.
21. Members cannot inspect or get copies of Committee meeting minutes or parts of the minutes, unless the Committee specifically allows it.
22. Members can write to the Secretary to ask that the Secretary restrict access to their details on the members register if they have special circumstances. The Secretary will decide if there are special circumstances, and will write to the member outlining their decision.

Associate members:

23. Associate members of the Association include—
 - a) any members under the age of 15 years; and
 - b) any other category of member as determined by special resolution at a general meeting.
24. An associate member must not vote but may have other rights as determined by the Committee or by resolution at a general meeting.

The Committee

25. The Association is governed by a management committee (the **Committee**) that is made up of committee members (**Committee Members**).

26. The Committee can exercise all powers and functions of the Association (consistently with these Rules and the Act), except for powers and functions that the members are required to exercise at a general meeting (under these Rules or the Act).
27. The Committee can delegate any of its powers and functions to a committee member, a sub-committee, a staff member or a member other than the power of delegation or a duty imposed by the Act. The delegation must be in writing and can be revoked by the Committee in writing.
28. Committee Members are elected by members of the Association at the AGM by ballot.
29. The Committee is made up of the following roles:
 - a. The President
 - b. The Vice President
 - c. The Treasurer
 - d. The Secretary
(these are the **Officers**)
 - e. Up to eleven Ordinary Committee Members.
 - f. The committee can create new offices and assign officer roles to the Ordinary Committee members. These roles may include Deputy Treasurer, and Public Relations.

Nominations

30. A member is eligible to be elected or appointed as a committee member if the member—
 - a. is 18 years or over; and
 - b. is entitled to vote at a general meeting.
31. Positions to be declared vacant:
 - (1) This rule applies to—
 - a. the first annual general meeting of the Association after its incorporation; or
 - b. any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
 - (2) The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with these rules.
32. Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
33. An eligible member of the Association may—
 - (a) nominate himself or herself; or
 - (b) with the member's consent, be nominated by another member.
34. A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

Election of President etc.

35. At the annual general meeting, separate elections must be held for each of the following positions—
 - a. President;

- b. Vice-President;
 - c. Secretary;
 - d. Treasurer.
36. If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
37. If more than one member is nominated, a ballot must be held.
38. On his or her election, the new President may take over as Chairperson of the meeting.

Committee members

39. Each Committee Member finishes their time on the Committee (term) at the next AGM after they were appointed, but they can be elected again.
40. If the number of members nominated to be Ordinary Committee Members is equal to the number of Ordinary Committee Members, the AGM Chair may declare the positions filled without holding a ballot.
41. At the first Committee meeting after each AGM, the Committee will elect Ordinary Committee Members to each Office and will decide the responsibilities of each Office.
42. A Committee Member stops being on the Committee if they:
- a. resign, by writing to the Committee or the Secretary
 - b. are removed by a special resolution of members of the Association
 - c. become insolvent (as the term is used in the *Corporations Act 2001*)
 - d. become a represented person (under the *Guardianship and Administration Act 1986*), or
 - e. die.
43. If a Committee Member stops being on the Committee before the end of their term in accordance with rule 42, the Committee can temporarily appoint a member of the Association to fill the vacancy on the Committee until the next AGM.

Secretary

44. If the Secretary stops living in Australia, they cannot remain the Secretary.
45. If the Secretary stops being the Secretary, the Committee must appoint a new Secretary within 14 days.

Term of office

46. Subject to rule 48 and rule 42, a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
47. A committee member may be re-elected.
48. A general meeting of the Association may—
- (a) by special resolution remove a committee member from office; and
 - (b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
49. A member who is the subject of a proposed special resolution under rule 48 may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.

50. The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

The Committee responsibilities

51. Among its other responsibilities, the Committee is responsible for making sure that:
- a. accurate minutes of general meetings and Committee meetings of the Association are made and kept, and
 - b. all records, securities and relevant documents of the Association are kept properly.

The Committee Powers

52. In furtherance of the Purpose, but not otherwise, the Committee may exercise the power to:
- a. Publicise and promote the work of the Association and organise meetings, events, etc.
 - b. Work with groups of a similar nature and exchange information, advice and knowledge with them, including cooperation with other voluntary bodies, charities, statutory and non-statutory organisations.
 - c. Employ staff or recruit volunteers (who shall not be members of the Management Committee) as are necessary to conduct activities to meet the objects.
 - d. Buy or rent premises/equipment that are necessary to conduct activities to meet the objects;
 - e. Conduct research;
 - f. Carry out anything else within the law necessary to reach the Association's Purpose.

Committee Meetings

53. The Secretary must give at least 14 days' notice of a Committee meeting to Committee Members unless the meeting is an urgent meeting.
54. The Committee can decide how often it meets. However, the number of meetings shall not be less than three times a year.
55. Committee Members may attend meetings through technology (such as phone or video conferencing) so long as everyone can hear and be heard at the same time.
56. The Chair of Committee Meetings is the President, or if the President cannot attend, the Deputy President, and if the President and Deputy President cannot attend, the Committee Members can choose who will be Chair for that meeting.
57. If a vote of the Committee is tied, the Chair of the meeting has the deciding vote.
58. Two third of Committee Members must be present (either in person or through the use of technology) for the meeting to be validly held (the quorum).

General Meetings

59. The Association must hold an AGM within three months of the end of the Association's financial year.
60. The ordinary business of the AGM is to confirm the minutes of the previous AGM, receive reports and statements on the previous financial year, and elect Committee Members. The notice of AGM must include any special business or motions to be considered.

61. The Committee or a Association of at least 10% of all members may call a Special General Meeting.
62. At least 10% of the members (a quorum) and two third of the Committee members must be present at a general meeting (either in person or through the use of technology, [or by proxy]) for the meeting to be held.
63. Members may not vote by proxy at general meetings.
64. Notice of general meetings must be provided to members at least 14 days before the meeting in writing to each member's postal or email address listed on the members register (in the case of email addresses, so long as the email address was provided for receiving notices).
65. Notices of general meetings must include proposed matters to be dealt with at that meeting.
66. The Chair of a general meeting will be the President, or if the President is not in attendance, the Deputy President, or if the President and Deputy President are not in attendance, the members at the meeting can choose another Committee Member to be Chair.
67. Votes may be held by a show of hands or written ballot, or another method determined by the Chair that is fair and reasonable in the circumstances. If a vote is held initially by show of hands, any member may request a vote be held again by written ballot.
68. If a vote of the members is tied, the Chair of the meeting has the deciding vote.
69. The Chair may adjourn the meeting if there are not enough members at the meeting (see rule 62) within 30 minutes of the meeting time, or if there is not enough time at a meeting to address all business. A new notice must be sent to members before the adjourned meeting (but does not have to comply with time for notice requirements, unless the adjourned meeting is more than 21 days after the original meeting date).

Grievance disputes

70. If there is a dispute between a member and another member, a member and the Association, or a member and the Committee, the parties involved must first attempt to resolve the dispute between themselves for at least 14 days from the date the dispute is known to all parties involved.
71. If the dispute cannot be resolved between the people involved, the following grievance procedure must be followed:
 - a. the party with a grievance must write to the Association and any other people affected, and explain what they are unhappy about
 - b. the Committee must appoint an unbiased mediator to hear from all the parties involved and try to find a solution. The Committee must give the people involved reasonable notice of the time and place of the hearing
 - c. at the hearing, each party must have an opportunity to be heard and agrees to do their best to resolve the dispute, and
 - d. if the parties cannot resolve the dispute with the assistance of the mediator, then an unbiased decision-maker must determine the outcome of the dispute.

Disciplining members

72. The Committee can discipline a member of the Association if it considers the member has breached these Rules or if the member's behaviour is causing (or has caused) damage or harm to the Association.
73. The Committee must write to the member to tell them why disciplinary action is proposed to be taken.
74. The Committee must arrange a disciplinary procedure that meets these requirements:
 - a. the outcome must be determined by an unbiased decision-maker
 - b. the member must have opportunity to be heard, and
 - c. the disciplinary procedure must be completed as soon as reasonably practicable.
75. The outcome of a disciplinary procedure can be that the member must leave the Association, for a period of time or indefinitely. The Association cannot fine a member.

Funds

76. The Association must not distribute funds, income or assets to members except as reasonable compensation for services provided or expenses incurred on behalf of the organisation.
77. The Association may derive or generate funds from joining and annual subscription fees, donations, grants, fundraising, interests, and any other sources approved by the Committee that are consistent with furthering the Association's Purposes.
78. Cheques, EFT transfers or cash payments made from the Association's funds must be authorised by at least two of the following members of the Committee: President, Treasurer, and Secretary.
79. Financial records must be kept and stored for 7 years, and in accordance with any other applicable laws.
80. The Association does not have a common seal.

Alteration of rules

81. These Rules may be changed, added to, or replaced by special resolution of the Association's members at a general meeting.
82. The request for amendments to the Alteration of rules should be made by at least three members of the Committee or ten members not less than 10% of the association members.
83. Amendments to this constitution must be conveyed to the Secretary formally in writing. The Secretary and other officers shall then decide on the date of a special general meeting to discuss such proposals, giving members at least four weeks (28 days) notice.
84. The special meeting shall be held at most in two month from the date that the request is received.
85. To pass a resolution three quarters (3/4) of votes cast by members present at the special general meeting and eligible to vote must be in favour of the resolution.

Winding Up

86. The members may vote by special resolution at a general meeting to wind up the Association.

87. To wind up the association, three quarters (3/4) of votes cast by members present at the special general meeting and eligible to vote must be in favour of the resolution.
88. In the event of the organisation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities must be transferred to another organisation or organisations that:
 - i. Have a charitable purpose or purposes similar to, or inclusive of, the purpose in Rule 2;
 - ii. Prohibits the distribution of any surplus assets to its members to at least the same extent as the Association; and
 - iii. Is a deductible gift recipient within the meaning of the Income Tax Assessment Act 1997 (Cth).
89. If the Association's deductible gift recipient endorsement is revoked (whether or not the Association is to be wound up), any surplus gift funds must be transferred to one or more charities that meet the requirements of Rule 88.