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 Inc (the **Association**)

Purpose

2. The purpose of the Association is to provide relief of poverty, disability, destitution, suffering, misfortune, and helplessness through supporting the provision of education for disadvantaged children in Iran (**Purpose**).

3. In pursuing this Purpose, the Association has the following objects:

   (a) enabling disadvantaged children in Iran, particularly in remote areas, to access education in order to break the loop of illiteracy and poverty.

   (b) providing equipment, books, stationery, medicine, food supplies and other resources to meet the primary needs, health, and safety of disadvantaged children.

   (c) equipping schools for children with various types of physical and intellectual disabilities with educational and therapeutic equipment, and

   (d) doing all such other lawful things as are incidental or conducive to the attainment of the Association's Purpose and objects and the exercise of its powers.

4. For the purpose of clause 2 and clause 3, disadvantaged children are defined as:
   (a) Children affected by child labour,
   (b) Children affected by poverty,
   (c) Homeless, street children,
   (d) Children refugees,
   (e) Mentally or physically disabled children, and
   (f) Children with no or limited access to education

5. The Association has no religious or political interest.

6. The Association has power to do all things lawful and conducive to help it to achieve this, Purpose.

7. 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

8. 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 Member or Officer of the Association except as bona fide compensation for services rendered, or goods and services they have provided on reasonable commercial terms or

expenses incurred on behalf of the Association.

Financial year

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

Members

10. Anyone who supports the Purpose of the Association can apply to join the Association as a Member.

11. The Committee can set or change joining fees and annual subscription fees for Members.

12. 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).

13. 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.

14. 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.

15. The annual subscription fee can be paid on monthly or quarterly basis.

16. 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.

17. 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**)).

18. Members have rights and liabilities as set out in the Act and in these Rules.

19. Each Member's liability is limited to the joining and annual subscription fees (if any).

Members' access to documents

20. A Member may, subject to clauses 21 to 24, 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.

21. Subject to the Act, 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.

22. Subject to the Act, 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.

23. Members cannot inspect or get copies of Committee meeting minutes or parts of the minutes unless the Committee specifically allows it.

24. Subject to the Act, 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:

25. 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.

26. 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

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

28. 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).

29. 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.

30. Committee Members are elected by the Members of the Association at the AGM by ballot.

31. The Committee is made up of the following roles:
    (a) The president 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.

Positions to be declared vacant.

32. At the first annual general meeting of the Association after its incorporation the Chairperson of the meeting must declare all position on the Committee vacant and hold elections for those positions in accordance with these Rules.

33. At any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received, the Chairperson of the meeting must declare vacant and hold elections for the following positions in accordance with these Rules:
    (a) President, Vice-President, Secretary and Treasurer,
    (b) any Committee Members appointed under clause 45, and
    (c) Committee Members who cannot retain office under clause 49.

34. If a Committee Member hold an Officer position which is declared vacant under clause 33 (a) above, that Committee Member continues to hold the position of an ordinary Committee Member subject to clauses 33 (c) and 49.

Nominations

35. 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.

36. Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.

37. An eligible Member of the Association may:
    (a) Nominate himself or herself; or
    (b) with the Member's consent, be nominated by another Member.

38. 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.

39. 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.

40. If only one Member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.

41. If more than one Member is nominated, a ballot must be held.

42. On his or her election, the new President may take over as Chairperson of the meeting.

Committee members

43. If the number of Members nominated to be Ordinary Committee Members is equal to the number of vacant Ordinary Committee Members positions, the AGM Chair may declare the positions filled without holding a ballot.

44. 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.

45. If a Committee Member stops being on the Committee before the end of their term in accordance with clause 44, the Committee can temporarily appoint a Member of the Association to fill the vacancy on the Committee until the next AGM and which time that Committee Member must stand for election.

Secretary

46. If the Secretary stops living in Australia, they cannot remain the Secretary.

47. If the Secretary stops being the Secretary, the Committee must appoint a new Secretary within 14 days.

Term of office

48. Subject to clause 52 and clause 44, a Committee Member holds office until their position is declared vacant at an annual general meeting.

49. A Committee Member shall not retain office for a period in excess of 2 years or beyond the second annual general meeting following their election (whichever is the shorter period).

50. At each annual general meeting, the Chairperson shall declare vacant the position of any Committee Member who can no longer retain their position under clause 49.

51. A Committee Member whose position has been declared vacant may nominate for any position and may be re-elected.

52. A general meeting of the Association may:
    (a) by special resolution remove any Committee Member from office (notwithstanding their length of term); and
    (b) elect an eligible Member of the Association to fill the vacant position in accordance with this Division.

53. A Member who is the subject of a proposed special resolution under clause 52 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.

54. 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

55. 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,
    (b) all records, securities and relevant documents of the Association are kept properly, and.
    (c) the Association and each Committee Member complies with the duties described in governance standard 5 and also the external conduct standards, as set out in the regulations made under the Australian Charities and Not-for-profits Commission Act 2012 (Cth) (ACNC Act) and such other obligations as apply under the ACNC Act from time to time.

The Committee Powers

56. 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 fulfil the Association's Purpose.

Committee Meetings

57. The Secretary must give at least 14 days' notice of a Committee meeting to Committee Members unless the meeting is an urgent meeting.

58. The Committee can decide how often it meets. However, the number of meetings shall not be less than three times a year

59. 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.

60. 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.

61. If a vote of the Committee is tied, the Chair of the meeting has the deciding vote.

62. For a committee meeting to validly held, two thirds of Committee Members must be present (either in person or through the use of technology) (the committee meeting quorum).

General Meetings

63. The Association must hold an AGM within three months of the end of the Association's financial year.

64. 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.

65. The Committee or at least 10% of all Members may call a Special General Meeting.

66. For a general meeting to be validly held, at least 10% of the Members (general meeting quorum) must be present at a general meeting (either in person or through the use of technology.

67. Members may not vote by proxy at general meetings.

68. Notice of general meetings must be provided to members:
    (a) at least 28 days before a special general meeting convened under clause 87;
    (b) subject to clause 68. a., at least 21 days before a general meeting if a special resolution is to be proposed at the meeting; or
    (c) at least 14 days before a general meeting where there are no special resolutions being proposed.

    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).

69. Notices of general meetings must:
    (a) specify the date, time and place of the meeting; and
    (b) indicate the general nature of each item of business to be considered at the meeting; and
    (c) if a special resolution is to be proposed:
        (i) state in full the proposed resolution; and
        (ii) state the intention to propose the resolution as a special resolution
        (iii) 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).

70. 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.

71. 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.

72. If a vote of the Members is tied, the Chair of the meeting has the deciding vote.

73. The Chair may adjourn the meeting if a general meeting quorum is not present at the meeting (see clause 66) 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 procedure

74. 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.
75. 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

76. 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.

77. The Committee must write to the Member to tell them why disciplinary action is proposed to be taken.

78. 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.

79. 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

80. 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.

81. 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.

82. Cheques, EFT transfers or cash payments made from the Association's funds must be authorised by at least two of the following Committee Members: President, Treasurer, and Secretary.

83. Financial records must be kept and stored for 7 years, and in accordance with any other applicable laws.

84. The Association does not have a common seal.

Alteration of Rules

85. These Rules may be changed, added to, or replaced by special resolution of the Association's Members at a general meeting.

86. The request for amendments to these Rules should be made by:
(a) at least three members of the Committee, or
(b) ten Members or such number of Members who represent not less than 10% of the association Members, whichever is higher.

87. Proposed Amendments to these Rules is 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 and vote on the special resolution to amend the Rules, giving members at least (28 days) notice in the manner set out in clause 69.

88. The special general meeting shall be held within two months from the date that the request for amendments is received.

89. To pass a special resolution to amend these Rules 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

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

91. 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.

92. Subject to clause 93, in the event of the Association being dissolved, any surplus remaining after the satisfaction of all debts and liabilities must be transferred to another organisation or organisations that:

    (a) Has a charitable purpose or purposes similar to, or inclusive of, the Purpose in clause 2, and;
    (b) Prohibits the distribution of its income and any surplus assets to its members to at least the same extent as is imposed on the Association under these Rules

93. Upon the earlier of the dissolution of the Association or the revocation of the endorsement of the Association as a deductible gift recipient, any surplus comprising of the following must be transferred to an organisation or organisations referred to in clause 92 to which income tax deductible gifts must be made:

    (a) gifts of money or property for the Purpose of the Association;
    (b) contributions made in relation to an eligible fundraising event held for the Purpose of the Association, and
    (c) money received by the Association because of such gifts and contributions.

94. The determination of an entity to be the recipient of the surplus under clauses 92 and/or 93 shall be made by the Members at or before the winding up or the revocation of the endorsement of the Association as a deductible gift recipient (as applicable and whichever is earlier) and in default, by application to the Supreme Court of Victoria for determination.

Policies

95. Subject to and consistent with these Rules, the Committee may from time to time make policies for or with respect to all matters relating to the organisation, management and good governance of the Association and all its operations and the Committee may, by resolution, repeal, revoke, alter, amend or otherwise modify any policy or part of a policy.