

ST KILDA LEGAL SERVICE INC

RULES

27 October 2020

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PART 1—PRELIMINARY

1 Name

The name of the incorporated association is "St Kilda Legal Service Inc" (**SKLS**).

2 Purpose

The purpose of SKLS is to provide free and accessible access to justice for people experiencing vulnerability or disadvantage, and people otherwise unable to afford legal services, on the key legal issues affecting them, through the delivery of high quality, evidence based services delivered as part of an integrated and coordinated service system.

3 Financial year

The financial year of SKLS is each period of 12 months ending on 30 June.

4 Definitions

In these Rules—

absolute majority, of the Board, means a majority of the Board members currently holding office and entitled to vote at the time (as distinct from a majority of Board members physically present at a Board meeting);

additional Board member has the meaning given to that term in rule 44(c);

Board means the Board having management of the business of SKLS;

Board meeting means a meeting of the Board held in accordance with these Rules;

Board member means a member of the Board elected or appointed under Division 3 of Part 5;

Chairperson, of a general meeting or Board meeting, means the person chairing the meeting as required under rule 46;

Co-op means the predecessor to SKLS, formerly, St Kilda Legal Service Co-Op Ltd ABN 83 519 420 198;

disciplinary appeal meeting means a meeting of the members of SKLS convened under rule 23(2);

disciplinary meeting means a meeting of the Board convened for the purposes of rule 22;

disciplinary subcommittee means the subcommittee appointed under rule 20;

employee means a person with whom SKLS has entered into an Employment Contract, where that Employment Contract remains on foot;

Employee Member means a member of SKLS who is an employee of SKLS;

Employment Contract means a legally binding agreement in writing between SKLS and an employee, in respect of that employee's ongoing paid employment with SKLS;

financial year means the 12 month period specified in rule 3;

full member means a member of SKLS which satisfies the requirements of rule 9(1) and **full membership** has a corresponding meaning;

general meeting means a general meeting of the members of SKLS convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

life member means a full member of SKLS who has been appointed as a life member pursuant to rule 13 and **life membership** has a corresponding meaning.

member means a member of SKLS;

member entitled to vote means a member who under rule 14(2) is entitled to vote at a general meeting;

office-bearer has the meaning given to that term in rule 44(a);

ordinary Board member has the meaning given to that term in rule 44(b);

people experiencing vulnerability or disadvantage includes people who are suffering from poverty or disadvantage through, among other things, sickness, disability, destitution, misfortune, or helplessness, in Victoria.

special resolution means a resolution that requires not less than three-quarters of the members (who are entitled to vote) voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

the Act means **Association Incorporation Reform Act 2012** and includes any regulations made under that Act;

the Registrar means the Registrar of Incorporated Associations;

volunteer means someone who provides unpaid work to SKLS (excluding the work of a Board member) and with whom SKLS has entered into a Volunteer Agreement, where that Volunteer Agreement remains on foot;

Volunteer Agreement means a legally binding agreement in writing between SKLS and any person in respect of the provision of unpaid voluntary services to SKLS by the volunteer;

Volunteer Member means a member of SKLS who is a volunteer of SKLS, but excludes a Board member.

PART 2—POWERS OF ASSOCIATION (SKLS)

5 Legal Capacity and Powers

- (1) Subject to the Act, SKLS has the power to do all things incidental or conducive to achieve its purpose.
- (2) Without limiting subrule (1), SKLS may—
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf;
 - (g) enter into any other contract it considers necessary or desirable.
- (3) SKLS may only exercise its powers and use its income and assets (including any surplus) for its purposes.
- (4) SKLS has:
 - (a) the legal capacity and powers of an incorporated body; and
 - (b) all the powers of an individual.

6 Not for profit organisation

- (1) SKLS must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent SKLS from paying a member—
 - (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the member—if this is done in good faith on terms no more favourable than if the member was not a member.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7 Minimum number of members

SKLS must have at least 5 members.

8 Classes of membership

- (1) The classes of membership of SKLS are:
 - (a) full membership;
 - (b) life membership; and
 - (c) any other class of membership which the Board determines by resolution, from time to time is sufficient to warrant membership.

9 Who is eligible to be a member?

(1) Eligibility for full membership of SKLS is open to any individual who supports the purpose of SKLS and includes, but is not limited to, individuals who are:

- (a) a volunteer;
- (b) an employee; or
- (c) a Board member;

10 Application for membership

(1) To apply to become a member of SKLS, a person must submit a written application to a Board member stating that the person—

- (a) wishes to become a member of SKLS; and
- (b) supports the purposes of SKLS; and
- (c) agrees to comply with these Rules.

(2) The application—

- (a) must be signed by the applicant; and
- (b) must be accompanied by the annual subscription as determined by SKLS under rule 13(4).

11 Consideration of application

(1) As soon as practicable after an application for membership is received, the Board must decide by resolution whether to accept or reject the application.

(2) The Board must notify the applicant in writing of its decision as soon as practicable after the decision is made.

(3) If the Board rejects the application, it must return any money accompanying the application to the applicant.

(4) No reason need be given for the rejection of an application.

12 New membership

(1) If an application for membership is approved by the Board—

(a) the resolution to accept the membership must be recorded in the minutes of the Board meeting; and

(b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.

(2) A person becomes a member of SKLS and, subject to rule 14(2), is entitled to exercise their rights of membership from the date, whichever is the later, on which—

(a) the Board approves the person's membership; or

(b) the person pays the fee determined by SKLS under rule 13(4).

13 Life Membership

The Board may resolve to grant life membership to a full member of SKLS, in recognition of that member's length of service to SKLS and/ or dedication to SKLS' purpose.

14 Annual subscription

- (1) The annual subscription shall be \$2.00 or the amount as set by SKLS from time to time.
- (2) At each annual general meeting after incorporation, SKLS must determine—
 - (a) the amount of the annual subscription (if any) for the following financial year; and
 - (b) the date for payment of the annual subscription.
- (3) SKLS may determine that a lower annual subscription is payable by members who are not full members.
- (4) SKLS may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
 - (a) the full annual subscription; or
 - (b) a pro rata annual subscription based on the remaining part of the financial year; or
 - (c) a fixed amount determined from time to time by SKLS.
- (5) Full members must pay the annual subscription by the date for payment.
- (6) Life members are not required to pay the annual subscription to maintain their membership of SKLS as a life member.
- (7) The rights of a full member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

15 Rights of members

- (1) A member of SKLS who is entitled to vote has the right—
 - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a general meeting; and
 - (c) to attend and be heard at general meetings; and
 - (d) to vote at a general meeting; and
 - (e) to have access to the minutes of general meetings and other documents of SKLS as provided under rule 75; and
 - (f) to inspect the register of members; and
 - (g) if eligible, to hold proxy votes as set out in rule 34.
- (2) Full members are entitled to vote if—
 - (a) more than 10 business days have passed since they became a member of SKLS; and
 - (b) the member's membership rights are not suspended for any reason.

16 Rights not transferable

The rights of a member are not transferable and end when membership ceases.

17 Ceasing membership

- (1) The membership of a person ceases on resignation, expulsion or death, or, in relation to a full member, if the full member's annual subscription is more than 12 months in arrears.
- (2) If a person ceases to be a member of SKLS, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

18 Resigning as a member

- (1) A member may resign by notice in writing given to SKLS.

Note

Rule 74(3) sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the committee.

- (2) A member is taken to have resigned if the member's annual subscription is more than 12 months in arrears.

19 Register of members

- (1) The Secretary must keep and maintain a register of members that includes—
 - (a) for each current member—
 - (i) the member's name;
 - (ii) the address for notice last given by the member;
 - (iii) the date of becoming a member;
 - (iv) if the member is of a different class of membership to full membership, a note to that effect;
 - (v) any other information determined by the Board; and
 - (b) for each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

Division 2—Disciplinary action

20 Grounds for taking disciplinary action

SKLS may take disciplinary action against a member in accordance with this Division if it is determined that the member—

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of SKLS; or
- (c) has engaged in conduct prejudicial to SKLS.

21 Disciplinary subcommittee

- (1) If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary subcommittee —
 - (a) may be Board members, members of SKLS or anyone else as determined by the Board; but
 - (b) must not be biased against, or in favour of, the member concerned.

22 Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
 - (a) stating that SKLS proposes to take disciplinary action against the member; and
 - (b) stating the grounds for the proposed disciplinary action; and

- (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*); and
 - (d) advising the member that they may do one or both of the following—
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (e) setting out the member's appeal rights under rule 23.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

23 Decision of subcommittee

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
- (a) give the member an opportunity to be heard; and
 - (b) consider any written statement submitted by the member.
- (2) After complying with subrule (1), the disciplinary subcommittee may—
- (a) take no further action against the member; or
 - (b) subject to subrule (3)—
 - (i) reprimand the member; or
 - (ii) suspend the membership rights of the member for a specified period; or
 - (iii) expel the member from SKLS.
- (3) The disciplinary subcommittee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.
- (5) A member in relation to whom a decision is made under subrule (2), may request that the disciplinary committee provide a written statement of reasons for the decision.
- (6) Where a request is made under subrule (5), the disciplinary subcommittee must provide written reasons of its decision to the member within 28 days of that request.

24 Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from SKLS under rule 22 may give notice to the effect that they wish to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
- (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the Secretary not later than 7 days after the receipt of the decision, or any written reasons, whichever is the later.
- (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days, after the notice is received.

- (4) Notice of the disciplinary appeal meeting must be given to each member of SKLS who is entitled to vote as soon as practicable and must—
 - (a) specify the date, time and place of the meeting; and
 - (b) state—
 - (i) the name of the person against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and
 - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

25 Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting—
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the Board must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

Division 3—Grievance procedure

26 Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
 - (a) a member and another member;
 - (b) a member and the Board;
 - (c) a member and SKLS.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

27 Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

28 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days—
 - (a) notify the Board of the dispute; and
 - (b) agree to or request the appointment of a mediator; and

- (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - (i) if the dispute is between a member and another member—a person appointed by the Board; or
 - (ii) if the dispute is between a member and the Board or SKLS—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Board may be a member or former member of SKLS but in any case must not be a person who—
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.

29 Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must—
 - (a) give each party every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

30 Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4—GENERAL MEETINGS OF SKLS

31 Annual general meetings

- (1) The Board must convene an annual general meeting of SKLS to be held within 5 months after the end of each financial year.
- (2) Despite subrule (1), SKLS may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The Board may determine the date, time and place of the annual general meeting.
- (4) The ordinary business of the annual general meeting is as follows—
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (b) to receive and consider—
 - (i) the annual report of the Board on the activities of SKLS during the preceding financial year; and
 - (ii) the financial statements of SKLS for the preceding financial year submitted by the Board in accordance with Part 7 of the Act;
 - (c) to elect the members of the Board;

- (d) to confirm or vary the amounts (if any) of the annual subscription fee.
- (5) A member who wishes to propose a resolution at an annual general meeting must give the Board written notice of the resolution at least 35 days prior to the date of the annual general meeting. Notice of a proposed resolution under this rule shall be provided to members in accordance with rule 33. Any business conducted under this subrule is special business.
- (6) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

32 Special general meetings

- (1) Any general meeting of SKLS, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Board may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 34 may be conducted at the meeting.

33 Special general meeting held at request of members

- (1) The Board must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of members.
- (2) A request for a special general meeting must—
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the members requesting the meeting; and
 - (d) be given to the Secretary.
- (3) If the Board does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under subrule (3)—
 - (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) SKLS must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

34 Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 33(3), the members convening the meeting) must give to each member of SKLS—
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must—
 - (a) specify the date, time and place of the meeting; and

- (b) specify any Board member positions for which an election will be held in accordance with Part 5 Division 3 of these Rules and invite nominations for those positions; and
 - (c) indicate the general nature of each item of business to be considered at the meeting; and
 - (d) 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; and
 - (e) comply with rule 34(5).
- (3) This rule does not apply to a disciplinary appeal meeting.

35 Proxies

- (1) Any member entitled to vote may appoint another member (other than an Employee Member) as their proxy to vote and speak on their behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf, otherwise the proxy may vote on behalf of the member in any matter as they see fit.
- (4) If the Board has not approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under rule 34 must—
 - (a) state that the member may appoint another member as a proxy for the meeting; and
 - (b) include a copy of any form that the Board has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by SKLS no later than 24 hours before the commencement of the meeting.
- (8) A member (other than the President) may not be the appointed proxy for more than 5 members at any given general meeting.

36 Use of technology

- (1) SKLS may hold a general meeting using any technology that gives members a reasonable opportunity to participate, including to hear and be heard. Any member using such technology is taken to be present at the general meeting.
- (2) A member must register that they will attend a general meeting held pursuant to r36(1) at least 24 hours before the scheduled time of the general meeting.
- (3) 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 the members present at the meeting to clearly and simultaneously communicate with each other.

- (4) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

37 Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (in person or by proxy) of 10% of the members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
 - (a) in the case of a meeting convened by, or at the request of, members under rule 33—the meeting must be dissolved;

Note

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 32.

- (b) in any other case—
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

38 Adjournment of general meeting

- (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.
- (2) Without limiting subrule (1), a meeting may be adjourned—
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 33.

39 Voting at general meeting

- (1) On any question arising at a general meeting—
 - (a) subject to subrule (3), each member who is entitled to vote has one vote; and
 - (b) members may vote personally or by proxy; and

- (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

40 Special resolutions

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.

41 Determining whether resolution carried

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost—and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question—
 - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

42 Minutes of general meeting

- (1) The Board must ensure that minutes are taken and kept of each general meeting.
- (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.
- (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 under rule 34(6); and
 - (c) the financial statements submitted to the members in accordance with rule 31(4)(b)(ii); and
 - (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 SKLS; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5— SKLS BOARD

Division 1—Powers of Board

43 Role and powers

- (1) The business of SKLS must be managed by or under the direction of a Board.
- (2) The Board may exercise all the powers of SKLS except those powers that these Rules or the Act require to be exercised by general meetings of the members of SKLS.
- (3) The Board may—
 - (a) appoint and remove staff; and
 - (b) establish subcommittees consisting of members with terms of reference it considers appropriate.

44 Delegation

- (1) The Board may delegate to a member of the Board, a subcommittees or staff, any of its powers and functions other than—
 - (a) this power of delegation; or
 - (b) a duty imposed on the Board by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- (3) The Board may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of Board and duties of members

45 Composition of Board

The Board consists of—

- (a) the following office-bearers:
 - (i) a President;
 - (ii) a Vice-President;
 - (iii) a Secretary;
 - (iv) a Treasurer;
- (b) 3 ordinary Board members; and
- (c) up to 2 additional Board members appointed in accordance with rule 55(1)(c) (if any).

46 General Duties

- (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.
- (2) The Board is collectively responsible for ensuring that SKLS complies with the Act and that individual members of the Board comply with these Rules.
- (3) Board members must exercise their powers and discharge their duties with reasonable care and diligence.

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

47 President and Vice-President

- (1) Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any Board meetings.
- (2) If the President and the Vice-President 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.

48 Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (2) The Secretary must—
 - (a) maintain the register of members in accordance with rule 19; and
 - (b) keep custody of the common seal (if any) of SKLS and, except for the financial records referred to in rule 71(3), all books, documents and securities of SKLS in accordance with rules 73 and 76; and
 - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of their appointment within 14 days after the appointment.

49 Treasurer

- (1) The Treasurer must—
 - (a) receive all moneys paid to or received by SKLS and issue receipts for those moneys in the name of SKLS; and
 - (b) ensure that all moneys received are paid into the account of SKLS within 5 working days after receipt; and
 - (c) make any payments authorised by the Board or by a general meeting of SKLS from SKLS's funds; and
 - (d) ensure cheques are signed by at least 2 signatories of the relevant account as duly appointed by the Board.

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

Division 3—Election of Board members and tenure of office

50 Who is eligible to be a Board member

- (1) The Board must have at least 7 members, or such greater number of members not exceeding 9 as the Board sees fit having regard to rule 45.
- (2) A member is eligible to be elected or appointed as a Board member if the member—
 - (a) is aged 18 years or over;
 - (b) is entitled to vote at a general meeting;
 - (c) is not a current employee of SKLS; and
 - (d) is not a former employee or Board member of SKLS unless 2 years have passed since that person ceased as an employee or a Board member of SKLS.
- (3) A Volunteer Member who is elected or appointed as a Board member must cease providing unpaid voluntary work to SKLS prior to the first Board meeting following their election or appointment as a Board member.

51 Election of Board members

- (1) At each annual general meeting following the adoption of these Rules (commencing at the 2018/19 annual general meeting), the Chairperson of the meeting must declare all positions on the Board vacant that have become vacant in accordance with these Rules and there must be an election for each vacant ordinary Board member position.
- (2) At least 6 weeks before an AGM, the Secretary must notify all members of:
 - (a) the number of directors retiring at the AGM; and
 - (b) the eligibility to nominate as a director.
- (3) At each annual general meeting following the adoption of these Rules where there is a vacancy for any ordinary Board member position, nominations for election must be called for, and received by the Secretary no later than 21 days before the annual general meeting.
- (4) At the annual general meeting, a single election may be held to fill all of the vacant Board member positions.
- (5) If the number of members nominated as Board members is less than or equal to the number to be elected, the Chairperson of the annual general meeting must declare each of those members to be elected as Board members.
- (6) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 54.

52 Election of office-bearers

- (1) The Board must, within 14 days of the annual general meeting, elect the Secretary from among the Board members.

- (2) The Board must at its first Board meeting after each annual general meeting elect the office-bearers (but for the Secretary) from among the Board members.
- (3) Once elected as an office-bearer, the relevant Board member will hold that position until the end of their then current term (but will be eligible for re-election).

53 Transitional provisions

- (1) Upon migration from the Co-Op to SKLS, Board members of the Co-Op eligible to be appointed to the Board under subrule 50(2) shall be appointed to the SKLS Board.
- (2) Upon migration from the Co-Op to SKLS:
 - (a) two members of the Board (as determined by the Board) will be appointed as Board members only until the first annual general meeting of SKLS;
 - (a) two members of the Board (as determined by the Board) will be appointed as Board members only until the second annual general meeting of SKLS; and
 - (c) three members of the Board (as determined by the Board) will be appointed as Board members for a period of 3 years (in accordance with rule 55(1)).

54 Ballot

- (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.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of their election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a blank piece of paper to—
 - (a) each member present in person; and
 - (b) each proxy appointed by a member.

Example

If a member has been appointed the proxy of 5 other members, the member must be given 6 ballot papers—one for the member and one each for the other members.

- (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
 - (7) If the ballot is for more than one position—
 - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - (b) the voter must not write the names of more candidates than the number to be elected.
 - (8) Ballot papers that do not comply with subrule (7)(b) are not to be counted.
 - (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
 - (10) 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.
 - (11) If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must—
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- (a) conduct a further election for the position in accordance with subrules (4) to (10) 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.

Examples

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

55 Appointment by the Board

- (1) The Board may at any time appoint an eligible member to fill a position on the Board that—
 - (a) has become vacant under rule 57; or
 - (b) was not filled by election at the last annual general meeting; or
 - (c) is a vacant additional Board Member position as specified in rule 45(c) in circumstances where the Board has identified a genuine need for that eligible member's specific skill-set,provided that the total number of Board members does not at any time exceed the maximum number of Board members permitted under these Rules,
- (2) If the position of Secretary becomes vacant, the Committee must appoint an eligible member to the position within 14 days after the vacancy arises.
- (3) A person appointed under subrules (1) or (2) holds office until the end of the next annual general meeting following their appointment and subject to these Rules is eligible for election as an office-bearer or ordinary Board member at that meeting (or may be re-appointed by the Board as an additional Board member following that meeting).
- (4) The Board may continue to act despite any vacancy in its membership.

56 Term of office of Board members

- (1) Subject to rule 53 and subrule (5) of this rule 56, office-bearers and ordinary Board members hold office for a term of three years.
- (2) For the avoidance of doubt, in accordance with rule 55(3) and subject to rule 53 and subrule (5) of this rule 56, additional Board members hold office for a term of up to one year.
- (3) Subject to subrule (4), a Board member may be re-elected.
- (4) A Board member may hold office for no more than three consecutive terms.

Note

If an office-bearer, ordinary Board member or additional Board member holds office for three consecutive terms, that person will be ineligible to be elected or appointed as a Board member for a period of 2 years after the expiry of their third consecutive term in accordance with rule 49(2)(d). That person will then be eligible to apply for election or appointment as a Board member after the expiry of 2 years.

- (5) A general meeting of SKLS may—
 - (a) by special resolution remove a Board member from office; and
 - (b) elect an eligible member of SKLS to fill the vacant position in accordance with this Division.
- (6) A member who is the subject of a proposed special resolution under subrule (5)(a) of this rule 56 may make representations in writing to the Secretary or President of SKLS (not exceeding a reasonable length) and may request that the representations be provided to the members of SKLS.

- (7) The Secretary or the President may give a copy of the representations to each member of SKLS 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 proposed.

57 Vacation of office

- (1) A Board member may resign from the Board by written notice addressed to the Board.
- (2) A person ceases to be a Board member if they—
 - (a) cease to be a member of SKLS; or
 - (b) fails to attend 3 consecutive Board meetings (other than special or urgent Board meetings) without leave of absence under rule 68; or
 - (c) otherwise ceases to be a Board member by operation of section 78 of the Act.

Note

A Board member may not hold the office of secretary if they do not reside in Australia.

58 Validity of decisions

- (1) Even if it is subsequently found that a person who has acted as a Board member was not properly elected or appointed, the validity of:
 - (a) the acts of that person as a Board member; and
 - (b) decisions of Board meetings in which that person has participated,are not affected.

Division 4—Meetings of Board

59 Meetings of Board

- (1) The Board must meet at least 4 times in each year at the dates, times and places determined by the Board.
- (2) The date, time and place of the first Board meeting must be determined by the members of the Board as soon as practicable after the annual general meeting of SKLS at which the members of the Board were elected.
- (3) Special Board meetings may be convened by the President or by any 4 members of the Board.

60 Notice of meetings

- (1) Notice of each Board meeting must be given to each Board member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one Board meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special Board meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

61 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 60 provided that as much notice as practicable is given to each Board member by the quickest means practicable.

- (2) Any resolution made at the meeting must be passed by an absolute majority of the Board.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

62 Procedure and order of business

- (1) The procedure to be followed at a meeting of a Board must be determined from time to time by the Board.
- (2) The order of business may be determined by the members present at the meeting.

63 Use of technology

- (1) SKLS may hold a Board meeting using any technology that gives Board members a reasonable opportunity to participate, including to hear and be heard. Any Board member using such technology is taken to be present at the Board meeting.
- (2) A Board member who is not physically present at a Board meeting may participate in the meeting by the use of technology that allows that Board member and the Board members present at the meeting to clearly and simultaneously communicate with each other.
- (3) For the purposes of this Part, a Board member participating in a Board meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

64 Quorum

- (1) No business may be conducted at a Board meeting unless a quorum is present.
- (2) The quorum for a Board meeting is the presence (in person or as allowed under rule 63) of a majority of the Board members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting—
 - (a) in the case of a special meeting—the meeting lapses;
 - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 60.

65 Voting

- (1) On any question arising at a Board meeting, each Board member present at the meeting has one vote.
- (2) A motion is carried if a majority of Board members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Board.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

66 Conflict of interest

- (1) A Board member who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- (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.

- (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 SKLS is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of SKLS.

67 Minutes of meeting

- (1) The Board must ensure that minutes are taken and kept of each Board meeting.
- (2) The minutes must record the following—
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under rule 66.

68 Leave of absence

- (1) The Board may grant a Board member leave of absence from Board meetings for a period not exceeding 3 months.
- (2) The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Board member to seek the leave in advance.

PART 6—FINANCIAL MATTERS

69 Source of funds

The funds of SKLS may be derived from annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Board.

70 Management of funds

- (1) SKLS must open an account with a financial institution from which all expenditure of SKLS is made and into which all of SKLS's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of SKLS, the Board may approve expenditure on behalf of SKLS.
- (3) The Board may authorise the Treasurer to expend funds on behalf of SKLS (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Board members.
- (5) All funds of SKLS must be deposited into the financial account of SKLS no later than 5 working days after receipt.
- (6) With the approval of the Board, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

71 Financial records

- (1) SKLS 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.
- (2) SKLS must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in their custody, or under their control—
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Board.

72 Financial statements

- (1) For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of SKLS are met.
- (2) Without limiting subrule (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 SKLS;
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

73 Common seal

- (1) SKLS may have a common seal.
- (2) If SKLS has a common seal—
 - (a) the name of SKLS must appear in legible characters on the common seal;
 - (b) a document may only be sealed with the common seal by the authority of the Board and the sealing must be witnessed by the signatures of two Board members;
 - (c) the common seal must be kept in the custody of the Secretary.

74 Registered address

The registered address of SKLS is—

- (a) the address determined from time to time by resolution of the Board; or
- (b) if the Board has not determined an address to be the registered address—the postal address of the Secretary.

75 Notice requirements

- (1) Any notice required to be given to a member or a Board member under these Rules may be given—
 - (a) by handing the notice to the member personally; or
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or

- (c) by email or facsimile transmission.
- (2) Subrule (1) does not apply to notice given under rule 61.
- (3) Any notice required to be given to SKLS or the Board may be given—
 - (a) by handing the notice to a member of the Board; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) if the Board determines that it is appropriate in the circumstances—
 - (i) by email to the email address of SKLS or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of SKLS.

76 Custody and inspection of books and records

- (1) Members may on request inspect free of charge—
 - (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of SKLS, including minutes of Board meetings.
- (2) The Board may refuse to permit a member to inspect records of SKLS that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of SKLS.
- (3) The Board must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of SKLS referred to in this rule and SKLS may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of SKLS and includes the following—

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of SKLS.

77 Winding up and cancellation

- (1) SKLS may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of SKLS, the surplus assets of SKLS must not be distributed to any members or former members of SKLS.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to SKLS and which is not carried on for the profit or gain of its individual members.

(4) The body to which the surplus assets are to be given must be decided by special resolution.

78 Alteration of Rules

These Rules may only be altered by special resolution of a general meeting of SKLS.
