

EAGLEHAWK RECYCLE SHOP INC.

(REGISTRATION NO:)

ASSOCIATION RULES

Table of Contents

PART 1—PRELIMINARY	3
1 Name	3
2 Purposes	3
3 Financial year	3
4 Definitions	4
PART 2—POWERS OF ASSOCIATION	5
5 Powers of Association	5
6 Not for profit organisation	5
PART 3—MEMBERS, DISCIPLIN, & GRIEVANCES	6
Division 1—Membership	6
7 Minimum number of members	6
8 Who is eligible to be a member	6
9 Application for membership	6
10 Consideration of application	6
11 New membership	6
12 Annual subscription and fee on joining	6
13 General rights of members	6
14 Life membership	7
15 Rights not transferable	7
16 Ceasing membership	7
17 Resigning as a member	7
18 Register of members	7
Division 2—Disciplinary action	8
19 Grounds for taking disciplinary action	8
20 Disciplinary subcommittee	8
21 Notice to member	8
22 Decision of subcommittee	8
23 Appeal rights	9
24 Conduct of disciplinary appeal meeting	9
Division 3—Grievance procedure	9
25 Application	10
26 Parties must attempt to resolve the dispute	10
27 Appointment of mediator	10
28 Mediation process	10
29 Failure to resolve dispute by mediation	10
PART 4—GENERAL MEETINGS OF THE ASSOCIATION	11
30 Annual general meetings	11
31 Special general meetings	11
32 Special general meeting held at request of members	11
33 Notice of general meetings	12
34 Proxies	12
35 Quorum at general meetings	12
36 Adjournment of general meeting	13

37	Voting at general meeting	13
38	Special resolutions	14
39	Determining whether resolution carried	14
40	Minutes of general meeting	14
PART 5—BOARD OF DIRECTORS (Board)		15
Division 1—Powers of the Board		15
41	Role and powers	15
42	Delegation	15
Division 2—Composition of the Board and duties of Directors		15
43	Composition of the Board	15
44	General Duties	15
45	President and Vice-President	16
46	Secretary (General Manager)	16
47	General Manager	16
Division 3—Election of Independent Directors and tenure of office		17
48	Who is eligible to be an Independent Director	17
49	Positions to be declared vacant	17
50	Nominations	17
51	Election of President and Vice-President	17
52	Election of ordinary Independent Directors	18
53	Ballot	18
54	Term of office	19
55	Vacation of office	19
56	Filling casual vacancies	19
Division 4—Board Meetings		19
57	Board Meetings	19
58	Notice of Board Meetings	20
59	Urgent meetings	20
60	Procedure and order of business	20
61	Use of technology	20
62	Quorum	20
63	Voting	21
64	Conflict of interest	21
65	Minutes of meeting	21
66	Leave of absence	21
PART 6—FINANCIAL MATTERS		22
67	Source of funds	22
68	Management of funds	22
69	Financial records	22
70	Financial statements	22
PART 7—GENERAL MATTERS		24
71	Common seal	24
72	Registered address	24
73	Notice requirements	24
74	Custody and inspection of books and records	24
75	Winding up and cancellation	25
76	Alteration of Rules	25

Note

The persons who from time to time are members of the Association are an incorporated association by the name given in rule 1 of these Rules.

Under section 46 of the **Associations Incorporation Reform Act 2012**, these Rules are taken to constitute the terms of a contract between the Association and its members.

PART 1—PRELIMINARY

1 Name

The name of the incorporated association is "Eaglehawk Recycle Shop Incorporated", (in these Rules called "the Association").

2 Purposes

The purpose of the Association is to assist in the relief of unemployment, poverty, lack of education and misfortune by:

- a) empowering people to become self-reliant during periods of unemployment,
- b) providing a business structure which will support on-going business units with the aim of generating employment,
- c) providing dynamic and healthy centres for people to work and learn,
- d) developing an informed awareness in the community of the needs and aspirations of people who are out of work,
- e) advocating on behalf of unemployed people so that their rights are recognised by all sections of the community,
- f) providing a volunteer structure so that business and community representatives, along with people who are out of work, can assist in providing jobs for unemployed people,
- g) assisting unemployed people to gain and retain employment,
- h) providing employment training and other training as required,
- i) providing enterprise training and activities that will generate and support self-employment.
- j) the establishment and operation of sustainable recycling community enterprises, creating employment opportunities and improving environmental outcomes.

All activities carried on by the Association. will be for the purpose of relieving suffering in individuals in the community. These will include but are not limited to long term unemployed, immigrants, homeless, youth, elderly and those individuals suffering from disabilities.

3 Financial year

The financial year of the Association is each period of 12 months ending on 30th 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 present at a Board meeting);

Board of Directors (Board) means the Committee having ultimate responsibility for management of the business of the Association;

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

Chairperson, of a general meeting or board meeting, means the person chairing the meeting as required under rule 45;

Disciplinary appeal meeting means a meeting of the members of the Association convened under rule 23(3);

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

Disciplinary subcommittee means the subcommittee appointed under rule 20;

Executive Director means the General Manager of the Association who is also a member of the Board;

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

General Manager means the person appointed by the Board to be responsible for the ongoing management of the Association in accordance with the strategy, policies, delegations and programs approved by the Board;

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

Independent Director means a member of the Board who is not an employee of the Association and is elected or appointed in accordance with the rules;

Life member means a member referred to in rule 14(1);

Member means a member of the Association;

Member entitled to vote means a member who under rule 13(2) is entitled to vote at a general meeting;

Secretary is the General Manager and has the same meaning as referred to in the Act;

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

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

The Registrar means the Registrar of Incorporated Associations.

PART 2—POWERS OF ASSOCIATION

5 Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting sub rule (1), the Association through the Board 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) employ staff and appoint agents to transact business on its behalf;
 - (g) enter into any other contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not for profit organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Sub rule (1) does not prevent the Association 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, DISCIPLIN, & GRIEVANCES

Division 1—Membership

7 Minimum number of members

The Association must have at least 5 members.

8 Who is eligible to be a member

Any person who supports the purposes of the Association is eligible for membership.

9 Application for membership

- (1) To apply to become a member of the Association, a person must submit to the Secretary, a written application in the form set out in Appendix 1.
- (2) The application must be signed by the applicant.

10 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 Secretary must notify the applicant in writing of the Board's decision as soon as practicable after the decision is made.
- (3) No reason need be given for the rejection of an application.

11 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 committee 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 the Association and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date the Committee approves the person's membership.

12 Annual subscription and fee on joining

There is no joining fee or annual subscription.

13 General rights of members

- (1) A member of the Association 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 the Association as provided under rule 74; and

- (f) to inspect the register of members.
- (2) A member is entitled to vote if the member's membership rights are not suspended for any reason.

14 Life membership

- (1) Any person who in the opinion of the Board has made an outstanding contribution to the Association may be granted life membership by the Board.
 - (a) In granting this, the Board will give consideration to the number of years served as a Board member, contribution of innovative ideas which have enhanced the goals of the Association and demonstration of business skills which have assisted the organisation to maintain its financial viability.
- (2) Where a person to be granted life membership is not a member of the Association, that person must formally accept the offer of the Board and in so doing becomes a member of the Association.
- (3) Persons granted life membership are entitled to all the rights afforded ordinary members, including but not limited to the right to attend, speak and vote at General Meetings.

15 Rights not transferable

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

16 Ceasing membership

- (1) The membership of a person ceases on resignation, expulsion, death of the member.
- (2) If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

17 Resigning as a member

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

Note

Rule 73(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 board.

- (2) An Independent Director who resigns from the Board is deemed to have also resigned as a member of the Association.

18 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 a life member, a note to that effect;
 - (v) any other information determined by the Committee; 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.

Note

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

Division 2—Disciplinary action

19 Grounds for taking disciplinary action

The Association 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 the Association; or
- (c) has engaged in conduct prejudicial to the Association.

20 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 the Association or anyone else; but
 - (b) must not be biased against, or in favour of, the member concerned.

21 Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
 - (a) stating that the Association 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 he or she 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.

22 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 sub rule (1), the disciplinary subcommittee may—
 - (a) take no further action against the member; or
 - (b) subject to sub rule (3)—

- (i) reprimand the member; or
 - (ii) suspend the membership rights of the member for a specified period; or
 - (iii) expel the member from the Association.
- (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.

23 Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 23 may give notice to the effect that he or she wishes 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 48 hours after the vote.
- (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 the Association 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.

24 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 sub rule (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

25 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 the Association.
- (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.

26 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.

27 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 the Association—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 the Association 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.

28 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.

29 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 THE ASSOCIATION

30 Annual general meetings

- (1) The Board must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) The Board may determine the date, time and place of the annual general meeting.
- (3) 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 the Association during the preceding financial year; and
 - (ii) the financial statements of the Association 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;
- (4) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

31 Special general meetings

- (1) Any general meeting of the Association, 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 33 may be conducted at the meeting.

Note

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 33 and the majority of members at the meeting agree.

32 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 sub rule (2) by at least two members or 10% of the members entitled to vote, whichever is the higher.
- (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 sub rule (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) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under sub rule (3).

33 Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 32(3), the members convening the meeting) must give to each member of the Association—
- (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) 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; and
 - (d) comply with rule 34(4).
- (3) This rule does not apply to a disciplinary appeal meeting.

Note

Rule 21(2) sets out the requirements for notice of a disciplinary appeal meeting.

34 Proxies

- (1) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing, in the form set out at Appendix 2 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 his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) Notice of a general meeting given to a member under rule 33 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.
- (5) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (6) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

35 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 (physically or by proxy) of five members or 10% of the members entitled to vote, whichever is the higher .
- (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 32—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 33.

- (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 sub rule (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.

36 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 sub rule (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.

37 Voting at general meeting

- (1) On any question arising at a general meeting—
 - (a) subject to sub rule (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.

38 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.

39 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.

40 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 35; and
 - (c) the financial statements submitted to the members in accordance with rule 30(3)(b)(ii); and
 - (d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—BOARD OF DIRECTORS (Board)

Division 1—Powers of the Board

41 Role and powers

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

42 Delegation

- (1) The Board may delegate to a member of the Board, a subcommittee 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 the Board and duties of Directors

43 Composition of the Board

- (1) The Board shall consist of:
 - (a) up to nine Independent Directors, each of whom is a member of the Association and shall be elected at the annual general meeting of the Association in each year; and
 - (b) one Executive Director who is the General Manager appointed by the Board.
- (2) Office Bearers of the Board shall consist of:
 - (a) a President (one of the Independent Directors); and
 - (b) a Vice-President (one of the Independent Directors); and
 - (c) a Secretary (the Executive Director).

44 General Duties

- (1) As soon as practicable after being elected or appointed to the Board, each Director must become familiar with these Rules, the Act, the Association's Business Plan and Directors' Code of Conduct set out in Appendix 3.
- (2) The Board is collectively responsible for ensuring that the Association complies with the Act and that individual Directors of the Board comply with these Rules.
- (3) Directors must exercise their powers and discharge their duties with reasonable care and diligence.

- (4) Directors must exercise their powers and discharge their duties—
 - (a) in good faith in the best interests of the Association; and
 - (b) for a proper purpose.
- (5) Directors and former Directors must not make improper use of—
 - (a) their position; or
 - (b) information acquired by virtue of holding their position—

so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

Note

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

- (6) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

45 President and Vice-President

- (1) Subject to sub rule (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—an independent director elected by the other independent directors present.

46 Secretary (General Manager)

- (1) The person appointed by the Board into the position of General Manager assumes the role of Secretary under the Act. The Board is to follow accepted commercial recruitment practices when appointing a new General Manager. That person will also hold the office of Secretary of the Association, until he or she resigns or is dismissed as General Manager.
- (2) The Secretary (General Manager) can be appointed or dismissed directly by the Board. This requires a resolution being passed by a majority vote at a Board meeting.
- (3) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (4) The Secretary must—
 - (a) maintain the register of members in accordance with rule 17; and
 - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 69(3), all books, documents and securities of the Association in accordance with rules 71 and 74; 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.
- (5) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

47 General Manager

- (1) The General Manager must—
 - (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
 - (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
 - (c) make payments from the Association’s funds in accordance to Board policy.
 - (d) ensure cheques and electronic payments are signed / authorised in accordance to Board policy.
- (2) The General Manager must—
 - (a) ensure that the financial records of the Association are kept in accordance with the Act and the Australian Accounting Standards.
 - (b) coordinate the preparation of the financial statements of the Association and their certification by the Board prior to their submission to the annual general meeting of the Association.
- (3) The General Manager must ensure that at least one independent director has access to the accounts and financial records of the Association.

Division 3—Election of Independent Directors and tenure of office

48 Who is eligible to be an Independent Director

A member is eligible to be elected or appointed as an Independent Director if the member—

- (a) is 18 years or over;
- (b) is entitled to vote at a general meeting; and
- (c) is not an employee of the Association;

49 Positions to be declared vacant

At the 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 all Independent Director positions vacant and hold elections for those positions in accordance with rules 50 to 53.

50 Nominations

- (1) Nominations of candidates for election as independent directors including office bearers of the Board must be:
 - (a) made in writing, signed by to members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) delivered to the Secretary before the start of the annual general meeting .
- (2) A candidate may only be nominated either for President, Vice-President or as an ordinary independent director.
- (3) 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.

51 Election of President and Vice-President

- (1) At the annual general meeting, separate elections must be held for each of the following positions—
 - (a) President;
 - (b) Vice-President;
- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with rule 53.
- (4) On his or her election, the new President may take over as Chairperson of the meeting.

52 Election of ordinary Independent Directors

- (2) A single election may be held to fill all of those positions.
- (3) If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 53.

53 Ballot

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint an appropriate person 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 his or her 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.
 - (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 sub rule (10) because 2 or more candidates received the same number of votes, the returning officer must—
 - (a) conduct a further election for the position in accordance with sub rules (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.

54 Term of office

- (1) Subject to sub rule (3) and rule 55, a Independent Director holds office until the Independent Director positions of the Board are declared vacant at the next annual general meeting.
- (2) An Independent Director may be re-elected.
- (3) A general meeting of the Association may—
 - (a) by special resolution remove a Independent Director from office; and
 - (b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (4) A member who is the subject of a proposed special resolution under subrule (3)(a) 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.
- (5) 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.

55 Vacation of office

- (1) A Independent Director may resign from the Committee by written notice addressed to the Board.
- (2) A person ceases to be a Independent Director if he or she—
 - (a) ceases to be a member of the Association; or
 - (b) fails to attend 3 consecutive Board meetings (other than special or urgent Board meetings) without leave of absence under rule 66; or
 - (c) otherwise ceases to be a Board member by operation of section 77 of the Act.

56 Filling casual vacancies

- (1) The Board may appoint an eligible member of the Association to fill a position on the Board that—
 - (a) has become vacant under rule 55; or
 - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, as the result of the resignation or dismissal by the Board of the General Manager, the Board must appoint on a temporary basis a senior member of staff to the position within 14 days after the vacancy arises, until such time as the new General Manager is appointed by the Board.
- (3) Rule 54 applies to any Board member appointed by the Board under sub rule (1).
- (4) The Board may continue to act despite any vacancy in its membership.

Division 4—Board Meetings

57 Board Meetings

- (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 the Association at which the Independent Directors of the Board were elected.
- (3) Special Board meetings may be convened by the President or by any 4 members of the Board.

58 Notice of Board Meetings

- (1) Notice of each 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 meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special 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 special meeting is the business for which the meeting is convened.

59 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 58 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.

60 Procedure and order of business

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

61 Use of technology

- (1) A Director who is not physically present at a Board meeting may participate in the meeting by the use of technology that allows that Director and the Board members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a Director participating in a Board meeting as permitted under sub rule (1) is taken to be present at the meeting and, if the Director votes at the meeting, is taken to have voted in person.

62 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 61) of any four Independent Directors.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee 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 58.

63 Voting

- (1) On any question or motion arising at a Board meeting:
 - (a) each Independent Director present at the meeting has one vote, and
 - (b) the Executive Director cannot vote.
- (2) A motion is carried if a majority of Independent Directors present at the meeting vote in favour of the motion.
- (3) Sub rule (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.

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

65 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 65.

66 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

67 Source of funds

The funds of the Association may be derived from fee for service activities or sales, donations, fund-raising activities, grants, interest and any other sources approved by the Board.

68 Management of funds

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Board may approve expenditure on behalf of the Association.
- (3) The Board may authorise the General Manager to expend funds on behalf of the Association (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 persons being either a Director or Senior Manager of the Association.
- (5) All electronic funds transfers including B-pay and similar facilities, must be authorised by 2 persons being either a Director or Senior Manager of the Association.
- (6) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- (7) With the approval of the Board, the General Manager may maintain cash floats provided that all money paid from or paid into the floats is accurately recorded at the time of the transaction.

69 Financial records

- (1) The Association must keep financial records that—
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The General Manager must keep in his or her custody, or under his or her control—
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Board.

70 Financial statements

- (1) For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting sub rule (1), those requirements include—
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Board;

- (d) the submission of the financial statements to the annual general meeting of the Association;
- (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

71 Common seal

- (1) The Association may have a common seal.
- (2) If the Association has a common seal—
 - (a) the name of the Association 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.

72 Registered address

The registered address of the Association 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.

73 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) Sub rule (1) does not apply to notice given under rule 60.
- (3) Any notice required to be given to the Association 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 the Association or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of the Association.

74 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 sub rule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Board meetings.

Note

See note following rule 18 for details of access to the register of members.

- (2) The Board may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Board must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to sub rule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association 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 the Association 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 the Association.

75 Winding up and cancellation

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (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 the Association 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.
- (5) If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:
 - gifts of money or property for the principal purpose of the organisation
 - contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation
 - money received by the organisation because of such gifts and contributions.

76 Alteration of Rules

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

Note

An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the Association is taken to have adopted its own rules, not the model rules.

APPENDIX 1

APPLICATION FOR MEMBERSHIP OF
EAGLEHAWK RECYCLE SHOP INC.

To the Secretary,

I, _____ of _____ desire to become a
(name) (address)
member of Future Employment Opportunities Inc. (the Association).

In the event of my admission as a member, I agree to be bound by the rules of the Association for the time being in force.

Signature of Applicant: _____

Date: ____/____/____

I, _____, a member of the Association,
(name)

nominate the applicant, who is personally known to me, for membership of the Association.

Signature of Proposer: _____

Date: ____/____/____

I, _____, a member of the Association, second
(name)

the nomination of the applicant, who is personally known to me, for membership of the Association.

Signature of Seconder: _____

Date: ____/____/____

APPENDIX 2

FORM OF APPOINTMENT OF PROXY
EAGLEHAWK RECYCLE SHOP INC

I, _____
(name)

of _____
(address)

being a member of Eaglehawk Recycle Shop Inc. (the Association),

appoint: _____
(name of proxy holder)

of: _____
(address of proxy holder)

being a member of the Association, as my proxy to vote on my behalf at the *annual/*special general meeting of the Association to be held on—

_____/_____/_____
(date of meeting)

and at any adjournment of that meeting.

*My proxy is authorised to vote *in favour of/*against the following resolution: [*insert details of resolution*]

- or -

*My proxy is authorised to vote on my behalf in any matter he or she sees fit.

Signed _____

Date: ____/____/____

*Delete if not applicable

APPENDIX 3

DIRECTORS' CODE OF CONDUCT EAGLEHAWK RECYCLE SHOP INC

Eaglehawk Recycle Shop Inc (ERS) is an organization which is committed to lawful, efficient, prudent and ethical operations, producing effective outcomes; where everyone who plays a part clearly understands what is expected of them.

ERS Directors have ultimate responsibility for the overall successful operation of the organization. Their duties relate to:

- the strategic direction of ERS;
- financial operations and solvency;
- all matters as prescribed by law including, but not limited to, safety and the environment; and
- all major policy issues including, but not limited to, industrial relations and quality assurance.

This policy sets out the expected standards of behaviour for Directors of ERS based upon ethical, businesslike and lawful conduct, including confidentiality, proper use of authority and appropriate decorum when acting as a Director of the organization. It is intended to assist Directors in fulfilling their duties under the law.

1. Be Informed

Each Director owes the members, staff and other stakeholders of ERS a duty of care. This duty of care requires each Director to exercise the authority to make decisions for ERS with the prudence that a normal person would exercise. To be able to fulfil this fiduciary duty it is necessary that each Director is well informed about the organization, its mission, its operations and the activities it proposes to undertake.

Each Director should be familiar with ERS's 'Association Rules', 'Business Plan' and established policies of the Board.

The General Manager is required to provide the Board with adequate information to allow the Directors to make informed and prudent decisions about the budget and financial performance, the operations and balancing the short term and long term needs of ERS.

Each Director is required to review information provided to them prior to the meeting.

A Director can request the General Manager to provide any additional information that will help that Director to make an informed and prudent decision.

2. Participate

Each Director must regularly attend and participate in the Board meetings. The ERS Board meets monthly. A list of meeting dates is to be provided by the Secretary at the start of each year. In addition special meetings may be convened from time to time in accordance with the 'Statement of Purpose and Rules'.

At the meeting a Director as appropriate, should speak clearly, ask questions, listen carefully to and respect the opinions of fellow Board members and key staff.

3. Use Independent Judgment

As a Director votes on matters before the Board, the Director must exercise independent judgment on the matter at hand. A Director should not vote yes or no merely because someone else is doing so.

An individual Director should oppose on the record any Board actions which that Director strongly disagrees or is in serious doubt.

4. Interpersonal

Directors should be interested, enthusiastic and positive.

Directors should maintain open communication and an effective partnership with other Board members, the General Manager and Senior Management.

Directors should be 'solution focused' offering criticism only in a constructive manner.

Directors should constructively and appropriately bring to the attention of the Board personal views, opinions and comments of significance on relevant matters of governance, policymaking and operations.

Directors should work to develop and improve their knowledge and skills that enhance their abilities as a Board member.

5. Act in Best Interests of ERS

A Director also has a duty of loyalty to the organization. Each Director must act honestly in the best interests of ERS and not his or her own personal interests or the interest of some third party.

6. Disclose Conflicts

At all times, a Director must declare any and all duality of interests or conflicts of interests, material or otherwise, that may impede or be perceived as impeding the capacity to deliberate or act in good faith, on behalf of the best interests of ERS. This includes interests of relatives and other associated parties.

After disclosing an actual duality / conflict of interests, the Director should leave the meeting room while the matter is discussed and must not vote on the matter.

The conflicted Director should not attempt to influence the decision in any way, but may provide information requested by the Board.

7. Maintain Confidences

Specific information received by a Director, before and during a Board Meeting is normally to be treated as confidential. This includes deliberations and discussions. Directors should not discuss specific information with non-directors unless specifically instructed by the Board to do so. This does not prevent a Director to draw on general knowledge gained during a meeting to speak about and promote ERS. Each Director should be alert to circumstances where confidentiality obligations may create a conflict.

8. Representation

Directors must publicly support and represent the decisions of the Board.

Directors should speak positively about ERS to its members, staff, other stakeholders and the public in general.

Except for the Chair, Directors should not make statements regarding ERS to the media unless specifically instructed by the Chair to do so.

9. Financial Oversight

Directors must ensure that the financial affairs of ERS are managed responsibly and not allow ERS to operate while it is insolvent.

Certification

I the undersigned certify that I have read and understand the ‘Directors’ Code of Conduct’ of Eaglehawk Recycle Shop Inc. (ERS). I agree that my actions as a Director will comply with the intent of the code.

I affirm that neither I, nor any member of my family or other close associate, have an interest that counters the conflict of interest policy of ERS or impedes my ability to act in good faith and in the best interests of ERS, except potentially those interest or actions as stated and fully disclosed below:

Disclosure of Conflicts of Interests:

Board Member Name

Board Member Signature

____/____/____
Date