

**Date** 10/12/2016

# **Rules of Incorporated Association**

*Associations Incorporation Reform Act 2012 (Vic)*

**Job Watch Incorporated**  
Registration number A0000004J

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1. **Name**

The name of the incorporated association is 'Job Watch Incorporated'.

2. **Definitions**

In these Rules, unless the contrary intention appears -

"**Act**" means the *Associations Incorporation Reform Act 2012* (Vic).

"**Annual General Meeting**" means the annual general meeting of the Association.

"**Associate**" means a natural person who is an employee, partner, member or volunteer of a Member, or who has some other substantial connection with the Member acceptable to the Committee in its absolute discretion.

"**Association**" means Job Watch Incorporated, registration number A0000004J.

"**Chairperson**" means the chairperson of the Association under Rule 28.

"**Charter**" means the charter of the Committee adopted on 15 December 2004 and as amended from time to time by the Committee.

"**Committee**" means the committee of management of the Association comprised of those persons appointed in accordance with Sub-Rule 26.4.

"**Committee Member**" means a member of the Committee.

"**Deputy-Chairperson**" means the deputy-chairperson of the Association under Rule 28.

"**Elected Committee Member**" means a Committee Member elected by the Membership in accordance with Rule 27.

"**Ex-Officio Committee Member**" means the Executive Director and the Staff Representative.

"**Executive Director**" means the person occupying the position from time to time, either on a permanent or temporary basis responsible for the management of the operations of the Association.

"**Financial Year**" means the year ending on 30 June.

"**General Meeting**" means an Annual General Meeting or a Special General Meeting.

"**Member**" means a member of the Association and "**Membership**" has a corresponding meaning.

"**Ordinary Committee Member**" means a Committee Member who is not an officer of the Association under Rule 28 but does not include the Ex-Officio Committee Members.

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

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

"**Representative**" means an Associate nominated in accordance with Rule 7.3 or 9.

"**Secretary**" means the secretary or delegate of the secretary of the Association under Rule 28.

"**Special General Meeting**" means a General Meeting of the Association other than an Annual General Meeting.

"**Staff Representative**" means a representative appointed by the Executive Director from time to time.

"**Treasurer**" means the treasurer or delegate of the treasurer of the Association under Rule 28.

### **3. Purposes**

3.1 The Association is an independent, not-for-profit employment rights community legal centre committed to improving the lives of workers, particularly the most disadvantaged.

3.2 The purposes of the Association are:

- (a) to provide greater accessibility to information and assistance to those with enquiries about employment practices;
- (b) to liaise with and complement other bodies and organisations providing services in relation to employment; and
- (c) to provide legal and other assistance where deemed necessary in pursuit of the Association's objects.

### **4. Non profit**

The assets and income of the Association must be applied solely in furtherance of its purposes and no portion may be distributed directly or indirectly to the Members except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

### **5. Powers**

5.1 Subject to the Act, the Association has the power to do all things incidental or conducive to achieve its purposes.

5.2 Without limiting Rule 5.1, the Association 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; and
- (g) enter into any other contract it considers necessary or desirable.

5.3 The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

### **6. Alteration of the Rules**

6.1 These Rules must not be altered except in accordance with the Act.

### **7. Membership, entry fees and subscriptions**

7.1 A person who applies and is approved for Membership as provided in these Rules is eligible to be a Member on payment of the entrance fee and annual subscription payable under these Rules (if any).

7.2 A person who is not a Member at the time of the incorporation of the Association (or who was a Member at that time but has ceased to be a Member) must not be admitted to Membership unless-

- (a) the person is eligible to apply for Membership in accordance with Sub-Rule 7.5;
- (b) the person applies for Membership in accordance with Sub-Rule 7.3; and

- (c) the admission as a Member is approved by the Committee.
- 7.3 An application of a person for Membership must-
- (a) be made in writing in the form prescribed by the Committee from time to time;
  - (b) where the applicant is an organisation – nominate a Representative to act on its behalf and exercise all the powers that a Member could exercise at a General Meeting or in voting or in relation to a resolution and on whom all correspondence and notices from the Association shall be served; and
  - (c) be lodged with the Secretary.
- 7.4 As soon as practicable after the receipt of an application, the Secretary must refer the application to the Committee.
- 7.5 Any:
- (a) organisation, including an association incorporated under the Act; or
  - (b) natural person,
- may apply for Membership.
- 7.6 Applications for Membership must be approved by the Committee.
- 7.7 The Committee has total discretion to allow or reject applications for Membership, but in considering applications, may take into account whether the applicant:
- (a) has interests or objectives in common with the Association; and/or
  - (b) can add value to the Association,
- as determined by the Committee in its total discretion.
- 7.8 If the Committee approves an application for Membership, the Secretary must, as soon as practicable-
- (a) notify the applicant in writing of the approval for Membership: and
  - (b) request payment within 28 days after receipt of the notification of the sum payable under these Rules as the entrance fee (if any) and the first year's annual subscription (if any).
- 7.9 The Secretary must, within 28 days after receipt of the amounts referred to in Sub-Rule 7.8(b) (if any), enter the applicant's name in the register of Members.
- 7.10 An applicant for Membership becomes a Member and is entitled to exercise the rights of Membership when the Member's name is entered in the register of Members.
- 7.11 If the Committee rejects an application, the Committee must, as soon as practicable, notify the applicant in writing that the application has been rejected. The Committee is not required to give reasons for its decision.
- 7.12 A right, privilege, or obligation of an organisation by reason of Membership –
- (a) is not capable of being transferred or transmitted to another organisation or individual; and
  - (b) terminates upon the cessation of Membership whether by loss of legal capacity or resignation or otherwise.
- 7.13 The entrance fee is the amount set by the Committee from time to time (and may be \$0).
- 7.14 The annual subscription is the amount set by the Committee from time to time (and may be \$0) and is payable at the time specified by the Committee.

## **8. Register of Members**

- 8.1 The Secretary must keep and maintain a register of Members containing-
- (a) details of whether the Member is an organisation or a natural person;
  - (b) the name and address of each Member;
  - (c) if the Member is an organisation – the name and address of each Representative, being the address to which all correspondence and notices from the Association shall be served; and
  - (d) the date on which each Member's name was entered in the register.

## **9. Removal and replacement of Representatives**

- 9.1 A Member that is an organisation may remove and replace its Representative by giving written notice to the Association in a form approved by the Committee.

- 9.2 If the Committee in its absolute discretion is of the opinion that a Representative has behaved in a manner:

- (a) unbecoming a Representative; or
- (b) prejudicial to the interests of:
  - (i) the Member that nominated that Representative; or
  - (ii) the Association,

the Committee may, by written notice to the Member that nominated that Representative, remove that Representative as the Representative of the Member.

- 9.3 If the Committee gives written notice to a Member under Sub-Rule 9.2, the Representative of that Member will cease to be a Representative at the close of business:

- (a) if the written notice specifies a date on which the removal is to take effect – on that specified date; or
- (b) if the written notice does not specify a date on which the removal is to take effect – on the date of the written notice.

## **10. Ceasing Membership**

- 10.1 A Member will cease to be a Member if they:

- (a) resign in accordance with Rule 11;
- (b) are expelled in accordance with Rule 12; or
- (c) become, as determined by the Committee in its absolute discretion, an untraceable Member because they have ceased to be located at, attend or otherwise communicate with their registered address.

## **11. Resignation of Members**

- 11.1 A Member who has paid all moneys due and payable by a Member to the Association may resign from the Association by giving at least one month's notice in writing to the Secretary of the Member's intention to resign.

- 11.2 After the expiry of the period of notice referred to in Sub-Rule 11.1 –

- (a) the Member ceases to be a Member; and

- (b) the Secretary must record in the register of Members the date on which the Member ceased to be a Member.

## **12. Discipline, suspension and expulsion of Members**

12.1 Subject to these Rules, if the Committee is of the opinion that a Member:

- (a) has refused or neglected to comply with these Rules; or
- (b) has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Association

the Committee may by resolution-

- (c) fine that Member an amount not exceeding \$500 or such other amount as set by the Committee from time to time; or
- (d) suspend that Member from Membership for a specified period; or
- (e) expel that Member from the Association.

12.2 A resolution of the Committee under Sub-Rules 12.1 does not take effect unless-

- (a) at a meeting held in accordance with Sub-Rule 12.3, the Committee confirms the resolution; and
- (b) if the Member exercises a right of appeal to the Association under this Rule, the Association confirms the resolution in accordance with this Rule.

12.3 A Committee meeting to confirm or revoke a resolution passed under Sub-Rule 12.1 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the Member in accordance with Sub-Rule 12.4.

12.4 For the purposes of giving notice in accordance with Sub-Rule 12.3, the Secretary must, as soon as practicable, cause to be given to the Member a written notice-

- (a) setting out the resolution of the Committee and the grounds on which it is based;
- (b) stating that the Member (or, if that Member is an organisation, the Member's Representative) may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that Member;
- (c) stating the date, place and time of that meeting;
- (d) informing the Member that the Member may do one or both of the following –
  - (i) attend that meeting;
  - (ii) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution; and
- (e) informing the Member that, if at that meeting, the Committee confirms the resolution, the Member may not later than 48 hours after that meeting, give the Secretary written notice to the effect that the Member wishes to appeal to the Association in General Meeting against the resolution.

12.5 At a Committee meeting to confirm or revoke a resolution passed under Sub-Rule 12.1, the Committee must -

- (a) give the Member (or, if that Member is an organisation, the Member's Representative) an opportunity to be heard; and
- (b) give due consideration to any written statement submitted by the Member; and



(c) determine by resolution whether to confirm or to revoke the resolution.

12.6 If at the Committee meeting, the Committee confirms the resolution, the Member may, not later than 48 hours after that meeting, give the Secretary written notice to the effect that the Member wishes to appeal to the Association in General Meeting against the resolution.

12.7 If the Secretary receives a notice under Sub-Rule 12.6, he or she must notify the Committee and the Committee must convene a General Meeting to be held within 21 days after the date on which the Secretary received the notice.

12.8 At a General Meeting convened under Sub-Rule 12.7 -

(a) no business other than the question of the appeal may be conducted;

(b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;

(c) the Member (or, if that Member is an organisation, the Member's Representative), must be given an opportunity to be heard; and

(d) the Members present in person or by proxy must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

12.9 A resolution is confirmed if, at the General Meeting, not less than one-half of the Members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

### **13. Disputes and mediation**

13.1 The grievance procedure set out in this Rule applies to disputes under these Rules between-

(a) a Member and another Member;

(b) a Member and the Committee; or

(c) a Member and the Association.

13.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

13.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

13.4 The mediator must be-

(a) a person chosen by agreement between the parties; or

(b) in the absence of agreement –

(i) in the case of a dispute between a Member and another Member, a person appointed by the Committee; or

(ii) in the case of a dispute between a Member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Center of Victoria (Department of Justice).

13.5 A mediator must not be an Associate.

13.6 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

13.7 The mediator, in conducting the mediation, must-

(a) give the parties to the mediation process every opportunity to be heard; and

- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

13.8 The mediator must not determine the dispute.

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

#### **14. Annual General Meeting**

14.1 The Committee must convene an Annual General Meeting to be held within 5 months after the end of each Financial Year.

14.2 Subject to Rule 14.1, the Committee may determine the date, time and place of the Annual General Meeting.

14.3 The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.

14.4 The ordinary business of the Annual General Meeting shall be-

- (a) to confirm the minutes of the previous Annual General Meeting and of any General Meeting held since that meeting; and
- (b) to receive from the Committee reports upon the transactions of the Association during the last preceding Financial Year; and
- (c) to elect officers of the Association and the Ordinary Committee Members, subject to there being any vacancies; and
- (d) to receive and consider-
  - (i) the annual report of the Committee 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 Committee in accordance with Part 7 of the Act.

14.5 The Annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.

#### **15. Special General Meetings**

15.1 In addition to the Annual General Meeting, any Special General Meeting may be held in the same year.

15.2 The Committee may, whenever it thinks fit, convene a Special General Meeting.

15.3 The Committee must, on the request in writing of Members representing not less than 25 per cent of the total number of Members, convene a Special General Meeting.

15.4 The request for a Special General Meeting under Sub-Rule 15.3 must –

- (a) state the objects of the meeting; and
- (b) be signed by the Members requesting the meeting; and
- (c) be sent to the Secretary, care of the registered address of the Association.

15.5 If the Committee does not cause a Special General Meeting to be held within one month after the date on which the request is sent to the address of the Secretary in accordance with Sub-Rule 15.4(c), the

Members making the request, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.

- 15.6 If a Special General Meeting is convened by Members in accordance with this Rule 15, it must be convened in the same manner so far as possible as a meeting convened by the Committee and all reasonable expenses incurred in convening the Special General Meeting must be refunded by the Association to the persons incurring the expenses.

## **16. Special business**

- 16.1 All business that is conducted at a Special General Meeting and all business that is conducted at the Annual General Meeting, except for business conducted under the Rules as ordinary business of the Annual General Meeting, is deemed to be special business.

## **17. Notice of General Meetings**

- 17.1 The Secretary, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a General Meeting, must cause to be sent to each Member, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

- 17.2 Notice may be sent -

- (a) by prepaid post to the Member's address appearing in the register of Members; or
- (b) by facsimile transmission to the Member's facsimile number (if any) appearing in the register of Members; or
- (c) by electronic transmission to the Member's email address (if any) appearing in the register of Members.

- 17.3 No business other than that set out in the notice convening the meeting may be conducted at the meeting.

- 17.4 A Member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next General Meeting.

## **18. Use of technology at a General Meeting**

- 18.1 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.

- 18.2 For the purposes of these Rules, a Member participating in a General Meeting as permitted under Sub-Rule 18.1 is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

## **19. Quorum at a General Meeting**

- 19.1 No item of business may be conducted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present at the time when the meeting is considering that item.

- 19.2 The lesser of:

- (a) four Members entitled under these Rules to vote at a General Meeting; and
- (b) 50 per cent of the Members entitled under these Rules to vote at a General Meeting,

present (physically, by proxy or as allowed under Rule 18) constitutes a quorum for the conduct of the business of a General Meeting.

- 19.3 If, within half an hour after the appointment time for the commencement of a General Meeting, a quorum is not present -

- (a) in the case of a meeting convened upon the request of Members, the meeting must be dissolved; and
- (b) in any other case- the meeting shall stand adjourned to the same day in the next week at the same time and same place (unless another later time and/or another place is specified by the person presiding as chair of the General Meeting at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned).

19.4 If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being not less than 3) shall be a quorum.

## **20. Presiding at a General Meeting**

20.1 The Chairperson, or in the Chairperson's absence, the Deputy-Chairperson, shall preside as chair of each General Meeting.

20.2 If the Chairperson and the Deputy-Chairperson are absent from a General Meeting, or are unable to preside, the Members present must select one of their number to preside as chair of the General Meeting.

## **21. Adjournment of a General Meeting**

21.1 The person presiding may, with the consent of a majority of Members present at the meeting, adjourn the General Meeting from time to time and place to place.

21.2 No business may be conducted at an adjourned General Meeting other than the unfinished business from the General Meeting that was adjourned.

21.3 If a General Meeting is adjourned for 14 days or more, notice of the adjourned General Meeting must be given in accordance with Rule 17.

21.4 Except as provided in Rule 19 and Sub-Rule 21.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned General Meeting.

## **22. Voting at a General Meeting**

22.1 Upon any question arising at a General Meeting, a Member has one vote only.

22.2 All votes must be given personally or by proxy.

22.3 In the case of an equality of voting on a question, the person presiding as chair of the General Meeting is entitled to exercise a second or casting vote.

22.4 A Member is not entitled to vote at a General Meeting unless all moneys due and payable by the Member to the Association (if any) have been paid, other than the amount of the annual subscription payable in respect of the current Financial Year.

## **23. Poll at a General Meeting**

23.1 If at a General Meeting a poll on any question is demanded by not less than 50 per cent of the Members present (physically, by proxy or as allowed under Rule 18), it must be taken at that General Meeting in such manner as the person presiding as chair of the General Meeting may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

23.2 A poll that is demanded on the election of a person to preside as chair of a General Meeting or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the General Meeting as the person presiding as chair of the General Meeting may direct.

## **24. Manner of determining whether resolution carried**

24.1 If a question arising at a General Meeting is determined on a show of hands –

- (a) a declaration by the person presiding as chair of the General Meeting that a resolution has been-
    - (i) carried; or
    - (ii) carried unanimously; or
    - (iii) carried by a particular majority; or
    - (iv) lost; and
  - (b) an entry to that effect in the minute book of the Association,
- are evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

## **25. Proxies**

- 25.1 Each Member is entitled to appoint another person as a proxy by notice given to the Secretary no later than 24 hours before the time of the General Meeting in respect of which the proxy is appointed.
- 25.2 The notice appointing the proxy must be in the form set out in Appendix 1 of these Rules or such other form approved by the Committee from time to time.

## **26. Committee of Management**

- 26.1 The affairs of the Association shall be managed by the Committee.
- 26.2 The Committee -
  - (a) shall control and manage the business and affairs of the Association;
  - (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members;
  - (c) subject to these Rules, the Act and the Regulations, has the power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association; and
  - (d) may delegate any of their powers to the Executive Director or sub-committees consisting of such Committee Members and the Executive Director and any other co-opted person as the Committee thinks fit. Any such delegate shall in the exercise of the powers so delegated conform to any policy and directions that may be imposed by the Committee, including any policies set out in the Charter.
- 26.3 Each Committee Member must:
  - (a) exercise their powers and discharge their duties with reasonable care and diligence;
  - (b) exercise their powers and discharge their duties:
    - (i) in good faith and in the best interests of the Association; and
    - (ii) for a proper purpose;
  - (c) not make improper use of:
    - (i) their position; or
    - (ii) 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.

- 26.4 The Committee shall consist of up to 10 members, being:
- (a) up to 8 Committee Members elected by the Membership in accordance with Rule 27; and
  - (b) the two Ex-Officio Committee Members.
- 26.5 Each Committee Member (except the Ex-Officio Committee Members) shall hold office from the date of the Annual General Meeting at which they are elected until the end of the second Annual General Meeting after their election or appointment and is eligible for re-election or re-appointment.
- 27. Election of Committee**
- 27.1 Nominations of candidates for election as Committee Members shall be called for at least 14 days prior to the Annual General Meeting at which elections shall be held.
- 27.2 A candidate for election must be:
- (a) either:
    - (i) a Member that is a natural person;
    - (ii) an Associate, but need not be a Representative; or
    - (iii) nominated in writing by the Executive Director or the Committee under Sub-Rule 27.3; and
  - (b) not disqualified from:
    - (i) managing a corporation under the *Corporations Act 2001* (Cth); or
    - (ii) being a responsible person by the Australian Charities and Not-For-Profits Commission Commissioner within the previous 12 months.
- 27.3 The Executive Director or the Committee may nominate a candidate for election any person who, in the opinion of the Executive Director or the Committee:
- (a) is a distinguished member of the Victorian community;
  - (b) has a special skill or qualification, especially with financial management, that may be of benefit to the Association; or
  - (c) is an appropriate person to hold a position on the Committee for any other reason.
- 27.4 Nominations must be -
- (a) made in writing in the form prescribed by the Committee from time to time;
  - (b) accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (c) delivered to the Executive Director not less than 7 days before the date fixed for the holding of the Annual General Meeting.
- 27.5 If the number of nominees for election exceeds the number of vacancies on the Committee, then the election of the Committee Members shall be conducted by a secret ballot at the Annual General Meeting.
- 27.6 If insufficient nominations are received to fill all vacancies on the Committee, further nominations if any shall be received and voted on at the Annual General Meeting in such a usual and proper manner as the Committee may direct.
- 27.7 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

27.8 Despite any other provision in these Rules except Rule 28.3, a person who is a Committee Member on the date of adoption of these Rules shall remain in office until the end of the second Annual General Meeting after the date of their election or appointment, as the case may be.

## **28. Officers**

28.1 The officers of the Association are –

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

28.2 The officers of the Association are elected by the Committee Members at its first meeting after the Annual General Meeting and together they comprise the Executive Committee.

28.3 Each officer of the Association shall hold office until the end of the second Annual General Meeting after the date of their election or appointment, as the case may be.

28.4 The Secretary must give to the Registrar (as that term is defined in the Act) notice of his or her appointment within 14 days after the appointment.

## **29. Vacation of Office**

29.1 The position of an elected Committee Member may be declared vacant by a resolution passed by a majority in a secret ballot conducted at a General Meeting, provided that at least 21 days' written notice of the proposed resolution is given and provided also that the Committee Member concerned is given an opportunity to be heard before the resolution is voted on. The vacancy so arising may be filled in accordance with the provisions of Sub-Rule 29.3 governing casual vacancies, unless the General Meeting resolves:

- (a) not to fill the vacant position until the next General Meeting;
- (b) to appoint some specific person to the vacant position to hold office until the next General Meeting; or
- (c) to hold an election in respect of this and any other vacant position.

29.2 The position of any Committee Member shall automatically become vacant if –

- (a) the person becomes insolvent under administration within the meaning of the *Corporations Act 2001* (Cth);
- (b) the person becomes a person whose person or estate is liable to be dealt with under the law relating to mental health;
- (c) the person is found guilty of or convicted of an indictable offence punishable by imprisonment, whether or not a term of imprisonment is imposed;
- (d) the person resigns as a Committee Member by written notice to the Secretary;
- (e) in the case of an Elected Committee Member:
  - (i) if an Associate of a Member – the person ceases to be an Associate; or
  - (ii) if nominated in writing by the Executive Director or the Committee under Sub-Rule 27.3 – the Executive Director or the Committee (as the case may be) revokes the nomination of the person previously nominated by them by notice in writing to the Secretary; or

- (f) in the case of an Ex-Officio Committee Member, ceases to be the Executive Director or the Staff Representative, as the case may be.

29.3 Except in the circumstances set out in Sub-Rule 29.1, the Committee will have power at any time, and from time to time, to appoint a person to fill a casual vacancy of an elected Committee Member or as an addition to the existing Committee Members, provided that the total number of Committee Members does not at any time exceed the number fixed in accordance with these Rules. Any person so appointed shall hold office until the next Annual General Meeting.

### **30. Meetings of the Committee**

30.1 The Committee must meet at least 3 times in each year at such place and such times as the Committee may determine.

30.2 Special meetings of the Committee may be convened by:

- (a) the Chairperson; or
- (b) the lesser of:
  - (i) any 4 Committee Members; or
  - (ii) not less than one-half of the Committee Members.

### **31. Notice of Committee meetings**

31.1 Written notice of each Committee meeting must be given to each Committee Member at least 2 business days before the date of the meeting.

31.2 Written notice must be given to Committee Members of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

### **32. Use of technology at Committee meetings**

32.1 A Committee Member who is not physically present at a Committee meeting may participate in the meeting by the use of technology that allows that Committee Member and the Committee Members present at the meeting to clearly and simultaneously communicate with each other.

32.2 For the purposes of these Rules, a Committee Member participating in a Committee meeting as permitted under Sub-Rule 32.1 is taken to be present at the meeting and, if the Committee Member votes at the meeting, is taken to have voted in person.

### **33. Quorum for Committee meetings**

33.1 Half of the Committee Members (and if the total number of Committee Members is not a multiple of two, then the whole number nearest to and greater than one half) being present (in person or as allowed under Rule 32) constitutes a quorum for the conduct of the business of a Committee meeting.

33.2 No business may be conducted unless a quorum is present.

33.3 If, within half of hour of the time appointed for the meeting, a quorum is not present –

- (a) in the case of a special meeting, the meeting lapses; or
- (b) in any other case, the meeting shall stand adjourned to the same day in the next week at the same time and same place (unless another later time and/or another place is specified by the person presiding as chair of the Committee meeting at the time of adjournment or by written notice to the Committee given before the day to which the meeting is adjourned).

33.4 The Committee may act notwithstanding any vacancy on the Committee.

### **34. Presiding at Committee meetings**



- 34.1 At meetings of the Committee -
- (a) the Chairperson or, in the Chairperson's absence, the Deputy-Chairperson presides as chair of the meeting; or
  - (b) if the Chairperson and the Deputy-Chairperson are absent, or are unable to preside, then:
    - (i) the Executive Director will preside as chair of the meeting; and
    - (ii) if the Executive Director is absent, or unable to preside, then the Committee Members present must choose one of their number to preside as chair of the meeting.

### **35. Voting at Committee meetings**

- 35.1 Questions arising at a Committee meeting, or at a meeting of any sub- committee appointed by the Committee, shall be determined on a show of hands or, if a Committee Member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- 35.2 Subject to Sub-Rule 35.3, on any question arising at a Committee meeting, each Committee Member present at the meeting has one vote.
- 35.3 An Ex-Officio Committee Member is not entitled to a vote at Committee meetings.
- 35.4 A motion is carried if a majority of Committee Members present at the meeting vote in favour of the motion.
- 35.5 Each Committee Member present at a Committee meeting, or at a meeting of any sub- committee appointed by the Committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding as chair may exercise a second or casting vote.

### **36. Minutes of meetings**

- 36.1 The Secretary must ensure that minutes are kept of the resolutions and proceedings of each General Meeting, and each Committee meeting, together with a record of the names of persons present at Committee meetings.

### **37. Funds**

- 37.1 The Treasurer of the Association or delegate must-
- (a) collect and receive all moneys due to the Association (if any) and make all payments authorised by the Association; and
  - (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- 37.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two Committee Members or in accordance with an authorisation under Sub-Rule 37.3.
- 37.3 The Committee may authorise the Treasurer or any other person to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- 37.4 The funds of the Association may be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determines.

### **38. Seal**

- 38.1 The Association may have a common seal.
- 38.2 If the Association has a common seal:

- (a) the name of the Association must appear in legible characters on the common seal;
- (b) the common seal of the Association must be kept in the custody of the Secretary or may be delegated to the custody of the Executive Director and kept at the office of the Association; and
- (c) the common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures of two Committee Members.

### **39. Notice to Members**

39.1 Except for the requirement in Rule 17, any notice that is required to be given to a Member, by or on behalf of the Association, under these Rules may be given by-

- (a) delivering the notice to the Member; or
- (b) by prepaid post to the Member's address appearing in the register of Members; or
- (c) by facsimile transmission to the Member's facsimile number (if any) appearing in the register of Members; or
- (d) by electronic transmission to the Member's email address (if any) appearing in the register of Members.

### **40. Winding up**

40.1 If upon the winding up or dissolution of the Association after the satisfaction of all its debts and liabilities there remains any property, this property must not be paid to or distributed to the Members or former Members.

40.2 Instead this property must be, subject to the Act and any court order made under section 133 of the Act, given or transferred to some other organisation or organisations:

- (a) having purposes similar to or inclusive of the purposes of the Association;
- (b) which is/are not carried on for the profit or gain of its individual members; and
- (c) to which income tax deductible gifts may be made.

40.3 The organisation or organisations must be determined by a special resolution of the Members at or before the time of winding up or dissolution; or if no such special resolution is passed, by a judge of the Supreme Court or such other court of competent jurisdiction.

### **41. Custody and inspection of books and records**

41.1 Except as otherwise provided in these Rules, the Secretary is responsible for keeping all books, documents and securities of the Association at the office of the Association.

41.2 Members may on request inspect free of charge:

- (a) the register of Members;
- (b) subject to Sub-Rule 41.3(b), the minutes of General Meetings; and
- (c) subject to Sub-Rule 41.3(b), the financial records, books, securities and any other Relevant Document of the Association.

41.3 Despite any other provision in these Rules:

- (a) Members may not inspect minutes of Committee meetings; and

(b) the Committee 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.

41.4 The Committee must on request make copies of these Rules available to Members and applicants for Membership free of charge.

41.5 Subject to Sub-Rule 41.3, 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.

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# Appendix 1

## Form of appointment of proxy

**Job Watch Incorporated  
(Association)**  
**Appointment of proxy**

I, .....  
(name of Member)

of

.....  
(address)

being a member of the Association, appoint:

.....  
(name of proxy holder)

of

.....  
(address of proxy holder)

as my proxy to vote for me 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.

\* Mark as applicable:

\* I authorise my proxy to vote on my behalf at their discretion

OR

\* My proxy is authorised to vote as follows (insert details of resolution or subject of voting):

.....  
.....

\*Delete if not applicable

Signed: .....

Print name: .....

Date: .....