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# The National Trust of Australia (New South Wales)

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## Rules

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## Part A – Introduction

### 1. Authority

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These Rules are made pursuant to section 33 of the Act unless specified otherwise.

### 2. Definitions and Interpretation

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#### 2.1 Definitions

In these Rules, unless the context requires otherwise:

**ACNC** means the Australian Charities and Not-for-profits Commission.

**ACNC Act** means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).

**Act** means the *National Trust of Australia (New South Wales) Act 1990* (NSW).

**Affiliate Member** means an Affiliate Member of the Trust in accordance with **Rule 4.3**.

**Board** means the Board of Directors of the Trust from time to time.

**Board Appointed Committee** means a Board Appointed Committee as defined at **Rule 52.1(a)**.

**Branch** means a group of members of the Trust created by the Board by reference to their residential post code in accordance with **Rule 53**.

**Business Day** means any day which is not a Saturday, Sunday or public holiday in Sydney, New South Wales.

**Chairperson** means:

- (a) the chair of a general meeting in accordance with **Rule 20** of these Rules; and/or
- (b) the chair of a Board meeting in accordance with clause 11 of Schedule 1 of the Act.

**Charter** means a charter adopted by the Board from time to time in accordance with **Rule 52**.

**Committee** means a committee of the Trust formed in accordance with **Rule 52**.

**Corporate Member** means a Corporate Member of the Trust in accordance with **Rule 4.2**.

**Deputy President** means the Deputy President of the Board elected in accordance with clause 5 of Part 3 of Schedule 1 of the Act.

**Director** means any director of the Trust from time to time.

**Executive Director** means the executive director of the Trust from time to time.

**Financial Year** means the financial year of the Trust ending on 30 June.

**Governance Standards** means the Governance Standards established in accordance with the ACNC Act.

**Honorary Life Member** means an Honorary Life Member of the Trust in accordance with **Rule 4.6**.

**Household Member** means a Household Member of the Trust in accordance with **Rule 4.4**.

**Incorporated Entity** means an entity incorporated in Australia (including but not limited to companies, bodies corporate and incorporated associations).

**Individual** means a natural person.

**Life Member** means a Life Member of the Trust in accordance with **Rule 4.5**.

**Member** means a member of the Trust in accordance with **Rule 3.2**.

**Metropolitan Candidate** means a candidate for Director who is ordinarily resident in the Sydney Metropolitan Area.

**Metropolitan Director** means a Director ordinarily resident in the Sydney Metropolitan Area.

**Non-Metropolitan Candidate** means a candidate for Director who is ordinarily resident in New South Wales but not in the Sydney Metropolitan Area.

**Non-Metropolitan Director** means a Director ordinarily resident in New South Wales but not in the Sydney Metropolitan Area.

**Office** means the head office of the Trust from time to time as shown on the ACNC Register.

**Officer** means any:

- (a) Director;
- (b) Secretary;
- (c) Board Committee member; or
- (d) receiver, administrator or liquidator,

of the Trust from time to time.

**Ordinary Member** means an Ordinary Member of the Trust in accordance with **Rule 4.1**.

**President** means the President of the Board elected in accordance with clause 5 of Part 3 of Schedule 1 of the Act.

**Public Officer** means the Public Officer of the Trust and includes any person appointed to perform the duties of the Public Officer temporarily.

**Representative** means a person appointed as the representative of a Corporate or Affiliate member pursuant to **Rule 7**.

**Rules** means these Rules, as amended from time to time.

**Secretary** means the Secretary of the Trust from time to time.

**Special Purpose Committee** means a Special Purpose Committee as defined at **Rule 52.1(b)**.

**Special Resolution** has the meaning given at section 3 of the Act.

**Sydney Metropolitan Area** has the meaning given at clause 2(5) of Schedule 1 of the Act.

**Technical Committee** means a Technical Committee as defined at **Rule 52.1(c)**.

**Treasurer** means the Treasurer elected in accordance with clause 5 of Part 3 of Schedule 1 of the Act.

**Trust** means The National Trust of Australia (New South Wales) established by the Act.

## 2.2 Interpretation

In these Rules, unless the context requires otherwise:

- (a) an expression used in the Act has, unless the contrary intention appears, the same meaning as in the Act;
- (b) headings do not form part of or affect the construction or interpretation of these Rules;
- (c) the singular includes the plural and vice versa;
- (d) each gender includes the other gender;
- (e) the word "person" means an Individual and any partnership, association, body or entity whether incorporated or not;
- (f) the words "writing" and "written" include any other mode of representing or reproducing words, figures, drawings or symbols in a visible form;
- (g) where any word or phrase is defined, any other part of speech or other grammatical form of that word or phrase has a cognate meaning;
- (h) a reference to a "day" means a calendar day;
- (i) a reference to a function includes a reference to a power, authority and duty;



- (j) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty;
- (k) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and a reference to any schedule is to a schedule of these Rules;
- (l) if an event must occur on a stipulated day which is not a Business Day, then the stipulated day will be taken to be the next Business Day; and
- (m) a reference to any statute, proclamation, rule, code, regulation or ordinance includes any amendment, consolidation, modification, re-enactment or reprint of it or any statute, proclamation, rule, code, regulation or ordinance replacing it.

## **Part B – Membership**

### **3. Membership**

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3.1 The number of Members of the Trust is unlimited.

3.2 The Members of the Trust are any person that is admitted as a Member in accordance with the Act and these Rules.

3.3 The membership of the Trust shall comprise:

- (a) Ordinary Members;
- (b) Corporate Members;
- (c) Affiliate Members;
- (d) Household Members;
- (e) Life Members; and
- (f) Honorary Life Members,

provided that the Board may by Special Resolution create new classifications of Membership from time to time and nothing in these Rules shall be taken to prohibit a person from being a member under more than one classification.

### **4. Classes of Membership**

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#### **4.1 Ordinary Members**

Any Individual shall be eligible for membership as an Ordinary Member.

## 4.2 Corporate Members

Any Incorporated Entity shall be eligible for membership as a Corporate Member.

## 4.3 Affiliate Members

Any organisation (whether incorporated or unincorporated) with objects or interests which in the reasonable opinion of the Board are directly or indirectly compatible to the objects and interests of the Trust is eligible for membership as an Affiliate Member.

## 4.4 Household Member

Any grouping of up to 2 adults and their dependent children under the age of 18 will be eligible for membership as a Household Member.

## 4.5 Life Members

A Life Member is an Individual who pays or on whose behalf is paid to the general funds of the Trust such sum(s) as shall be fixed by the Board in any one payment without stipulating or requesting that it be applied to any specific purpose. The Board may from time to time vary the amount payable for eligibility of Life Membership but not so as to affect any existing Life Member.

## 4.6 Honorary Life Members

An Honorary Life Member is an Individual who the Board resolves, by Special Resolution, to appoint as an Honorary Life Member as a result of their having rendered distinguished and voluntary service to the Trust. No more than 2 Honorary Life Members may be appointed in any Financial Year.

## 4.7 Transitional Provision

- (a) In this **Rule 4.7, 2011 Rules** means ‘*The National Trust of Australia (New South Wales) Rules issued January 2011 incorporating amendments up to an including Annual General Meeting 27/11/2010*’, being the Rules of the Trust which were in effect prior to the adoption of these Rules.
- (b) For the avoidance of doubt:
  - (i) any Member which was an “Affiliated Society” under Rule 12 of the 2011 Rules will be an **Affiliate Member** for the purpose of these Rules; and
  - (ii) any Member which was a “Joint and Family Member” under Rule 10 of the 2011 Rules will be an **Household Member** for the purpose of these Rules.

# 5. Application for Membership

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5.1 Every application for Membership of the Trust must:

- (a) be made in writing and signed by the applicant (or submitted electronically);

- (b) set forth the name and address of the applicant and the type of Membership applied for;
  - (c) be lodged with the Trust electronically or by post or email (to the address specified in the application form from time to time); and
  - (d) state that the applicant agrees to comply with the Act and these Rules.
- 5.2 At the first Board meeting after an application for Membership has been received, the Board will in its absolute discretion:
- (a) determine the admission or rejection of the applicant; or
  - (b) decide to call on the applicant to supply any evidence of eligibility that they consider reasonably necessary.
- 5.3 An applicant will be admitted to Membership of the Trust if 75% of Directors present and entitled to vote at a Board meeting resolve to admit the applicant.
- 5.4 If the Board approves an application for Membership, the Executive Director must, as soon as practicable, notify the applicant in writing of their approval for Membership.
- 5.5 If the Board rejects an application for Membership, the Executive Director must, as soon as practicable, notify the applicant in writing that their application has been rejected.
- 5.6 Notwithstanding the provisions of **Rules 5.2 to 5.5** (inclusive), the Board may from time to time delegate the power to approve or reject an applicant as a Member of the Trust to an employee of the Trust. The Board may overrule any decision of that employee to approve or reject an application by written notice to the applicant.

## 6. Register of Members

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- 6.1 The Trust must maintain a Register of Members which contains:
- (a) for each current Member:
    - (i) name;
    - (ii) address (which may also include an electronic address such as email);
    - (iii) Membership number;
    - (iv) Membership type;
    - (v) any alternative address nominated by the Member for the service of notices (which may also include an electronic address such as email); and
    - (vi) date the Member was entered on to the Register;
  - (b) for each person who stopped being a Member in the last 7 years:
    - (i) name;

- (ii) address (which may also include an electronic address such as email);
- (iii) Membership number;
- (iv) Membership type;
- (v) any alternative address nominated by the Member for the service of notices (which may also include an electronic address such as email); and
- (vi) dates the Membership started and ended.

6.2 The Trust must give current Members reasonable access to the Register of Members without charge.

6.3 In order to access the Register of Members, a Member must submit a written request to the Trust in a form approved by the Trust from time to time, which specifies:

- (a) the information requested; and
- (b) the purpose such information is requested.

6.4 The Executive Director may, at his or her sole discretion approve or reject any request under **Rule 6.3** or approve the request subject to certain conditions, having regard to the requirements of the *Privacy Act 1990* (Cth) and the Australian Privacy Principles prescribed under that Act.

6.5 If an applicant for Membership is not satisfied with a decision of the Executive Director under Rule 6.4, he or she may request that the Board review that decision. Any such request must be submitted in writing addressed to the President of the Board. The decision of the Board will be final.

## 7. Representatives

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7.1 A Corporate or Affiliate Member may from time to time in writing to the Executive Director appoint a natural person to act as its Representative.

7.2 A Representative shall be entitled to vote and otherwise exercise the same powers and enjoy the same rights as the appointing Member PROVIDED THAT:

- (a) subject to **Rule 7.3**, the Representative shall not be eligible for election as an Elected Director;
- (b) the appointing Member may terminate the authority of its Representative by notice in writing to the Executive Director and appoint another Representative; and
- (c) any notice to be given under these Rules may be given to the Representative.

7.3 Notwithstanding **Rule 7.2(a)**, if a Representative is a Member in his or her own right, they will be eligible for election as an Elected Director.

## 8. When a Person Stops Being a Member

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A person immediately stops being a Member if:

- (a) they die;
- (b) they are wound up or otherwise dissolved or deregistered (for an incorporated Member);
- (c) they resign, by written notice to the Executive Director;
- (d) their admission to Membership is overruled by the Board pursuant to **Rule 5.6**;
- (e) they are removed as a Member pursuant to **Rule 13**;
- (f) the Board resolves by Special Resolution to terminate the Membership of a Member whose conduct or circumstances in the opinion of the Board renders it undesirable that that Member continue to be a Member of the Trust. The Member must be given at least 21 days' notice of the proposed resolution and must be given the opportunity to be heard at the meeting at which the resolution is proposed;
- (g) they have not responded within 3 months to a written request from the Trust that they confirm in writing that they want to remain a Member; or
- (h) they fail to pay their annual subscription payable under **Rule 10** for 3 months or more and fail to rectify such default within 14 days of being given written notice from the Trust to do so.

## 9. Membership Entitlements Not Transferable

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A right, privilege or obligation which a person has by reason of being a Member of the Trust:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates on cessation of the person's Membership.

## 10. Joining Fee and Annual Subscription

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### 10.1 Joining Fee

- (a) Subject to **Rule 10.1(b)**, a Member must on admission to membership, pay a joining fee in the amount (if any) determined by the Board from time to time. The Member's membership will not take effect until such time as the joining fee has been paid.
- (b) The Executive Director may, at his or her sole discretion, waive the joining fee payable by either one Member or multiple Members (for example, as part of a promotion).

## 10.2 Annual Subscription

- (a) In addition to any joining fee payable by a Member under **Rule 10.1**, the Member must pay to the Trust an annual subscription in the amount (if any) determined by the Board from time to time.
- (b) Annual subscriptions will be due and payable each year that the Member remains a Member and are not refundable.

## 10.3 Concessions and Exemptions

Notwithstanding any other provision of this **Rule 10**:

- (a) the Trust may charge a concessional rate in relation to the annual subscription payable by:
  - (i) a full-time pupil or student of any school or university or other institution of learning which is approved by the Board,
  - (ii) a person in receipt of a pension, benefit or allowance from the Commonwealth or State Government which is approved by the Board; and
  - (iii) any other person or group of persons as determined by the Executive Director from time to time;
- (b) the Trust may waive or charge a concessional rate in relation to the annual subscription payable by a Member where:
  - (i) that Member has given at least the number of voluntary hours of service to the Trust as the Board from time to time determines; and
  - (ii) that Member's voluntary service is verified in such manner as the Executive Director from time to time determines;
- (c) no annual subscription will be payable by Life Members or Honorary Life Members.

## 11. Members' Rights

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11.1 Members of the Trust will be entitled to:

- (a) receive notice of and attend and vote at general meetings of the Trust; and
- (b) receive annual reports of the Trust including financial reports in relation to each Financial Year.

11.2 All other rights, privileges and obligations of Members are in accordance with the Act.

## 12. Dispute Resolution

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- 12.1 The dispute resolution procedure in this Rule applies to disputes (disagreements) under these Rules between a Member or Director and:
- (a) one or more Members;
  - (b) one or more Directors; or
  - (c) the Trust.
- 12.2 A Member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under **Rule 13** until the disciplinary procedure is completed.
- 12.3 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- 12.4 If those involved in the dispute do not resolve it under **Rule 12.3**, they must within 10 days:
- (a) give the Board written notice of the dispute;
  - (b) agree or request that a mediator be appointed; and
  - (c) attempt in good faith to settle the dispute by mediation.
- 12.5 The mediator must:
- (a) be chosen by agreement of those involved; or
  - (b) where those involved do not agree, a person chosen by either the Deputy Commissioner of the Australian Charities and Not-for-profits Commission or the president of the Law Society of New South Wales at the request of the Board.
- 12.6 When conducting the mediation, the mediator must:
- (a) allow those involved a reasonable chance to be heard;
  - (b) allow those involved a reasonable chance to review any written statements;
  - (c) ensure that those involved are given natural justice; and
  - (d) not make a decision on the dispute.
- 12.7 In the event that the dispute is not settled at mediation, the parties shall submit the dispute to arbitration in Sydney. In that event:
- (a) the arbitration shall be administered by the Australian Disputes Centre (**ADC**) and conducted in accordance with the ADC Rules for Domestic Arbitration operating at the time the dispute is referred to arbitration (**Rules**); and
  - (b) the arbitrator shall not be the same person as the mediator unless the parties to the dispute each consent in writing to the arbitrator so acting.

## 13. Disciplinary Procedures

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- 13.1 In accordance with this Rule, the Directors may resolve to warn, suspend or expel a Member (or the Member's Representative, as appropriate) from the Trust if the Directors consider that:
- (a) the Member has failed to comply with the Act or these Rules;
  - (b) the Member has failed to comply with any policy adopted by the Trust from time to time; or
  - (c) the Member's behaviour is unbecoming and/or is causing, has caused, or is likely to cause harm to the Trust.
- 13.2 For the avoidance of doubt, conduct will be considered to be unbecoming if it:
- (a) causes a majority of the Board to think less of the Member's integrity; or
  - (b) brings the Trust into disrepute; or
  - (c) breaches any of the Trust's codes of conduct, policies, Charters or By-Laws; or
  - (d) is in breach of any law.
- 13.3 At least 14 days before the Board meeting at which a resolution under **Rule 13.1** will be considered, the Executive Director must notify the Member in writing:
- (a) that the Directors are considering a resolution to warn, suspend or expel the Member;
  - (b) that this resolution will be considered at a Board meeting and the date of that meeting;
  - (c) what the Member is said to have done or not done;
  - (d) the nature of the resolution that has been proposed; and
  - (e) that the Member may provide an explanation to the Directors, and details of how to do so.
- 13.4 Before the Directors pass any resolution under **Rule 13.1**, the Member must be given a chance to explain or defend themselves by:
- (a) sending the Directors a written explanation before that Board meeting; and/or
  - (b) speaking at the meeting.
- 13.5 After considering any explanation under **Rule 13.4**, the Directors may:
- (a) take no further action;
  - (b) warn the Member;



- (c) suspend the Member's rights as a Member for a period of no more than 12 months;
  - (d) expel the Member;
  - (e) refer the decision to an unbiased, independent person on conditions that the Directors consider appropriate (however, the person can only make a decision that the Directors could have made under this Rule); or
  - (f) require the matter to be determined at a general meeting.
- 13.6 The Directors cannot fine a Member.
- 13.7 The Executive Director must give written notice to the Member of the decision under **Rule 13.5** as soon as possible.
- 13.8 Disciplinary procedures must be completed as soon as reasonably practical.
- 13.9 There will be no liability for any loss or injury suffered by the Member as a result of any decision made in good faith under this Rule.

## 14. Right of Appeal Against Discipline or Suspension

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A Member has no right to appeal against their expulsion under **Rule 13**.

## Part C – General Meetings

### 15. Convening of General Meetings

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- 15.1 At least 50% of Directors may whenever those Directors think fit convene a general meeting of the Trust.
- 15.2 Any 200 Members shall be entitled to require a general meeting be convened.
- 15.3 A general meeting of the Trust may be convened using any technology that gives the Members a reasonable opportunity to participate in the meeting, including to hear and be heard.

### 16. Annual General Meeting

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- 16.1 A general meeting, called the annual general meeting, must be held at least once in every calendar year and within 5 months of the end of the Trust's Financial Year.
- 16.2 Even if these items are not set out in the notice of meeting, the business of an annual general meeting may include:
- (a) a review of the Trust's activities;

- (b) a review of the Trust's finances;
  - (c) any auditor's report;
  - (d) the election of Directors; and
  - (e) the appointment and payment of auditors, if any.
- 16.3 Before or at the annual general meeting, the Directors must give information to the Members on the Trust's activities and finances during the period since the last annual general meeting.
- 16.4 The Chairperson of the annual general meeting must give Members a reasonable opportunity at the meeting to ask questions or make comments about the management of the Trust.
- 16.5 Any Member who wishes to put forward:
- (a) a proposed resolution to be considered at the annual general meeting must forward to the Office by 31 August a notice in writing signed by at least 20 Members, which states the exact words of the proposed resolution;
  - (b) any business (other than a proposed resolution) for discussion at the annual general meeting shall forward to the Office no later than 6 Business Days before the date of the annual general meeting a notice in writing signed by the Member stating the general nature of the business for discussion. It will be at the absolute discretion of the Chairperson of the annual general meeting whether discussion of any business of which such notice has or has not been given will be permitted.

## 17. Notice of General Meetings

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- 17.1 Notice of a general meeting must be given to:
- (a) each Member entitled to vote at the meeting;
  - (b) each Director; and
  - (c) the auditor (if any).
- 17.2 Notice of a general meeting must be provided in writing at least 21 days before the meeting.
- 17.3 Subject to **Rule 17.4**, notice of a meeting may be provided less than 21 days before the meeting if:
- (a) for an annual general meeting, all the Members entitled to attend and vote at the annual general meeting agree beforehand; or
  - (b) for any other general meeting, Members with at least 95% of the votes that may be cast at the meeting agree beforehand.

- 17.4 Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
- (a) remove a Director;
  - (b) appoint a Director in order to replace a Director who was removed; or
  - (c) remove an auditor.
- 17.5 Notice of a general meeting must include:
- (a) the place, date and time for the meeting (and if the meeting is to be held in 2 or more places, the technology that will be used to facilitate this);
  - (b) the general nature of the meeting's business;
  - (c) if applicable, that a Special Resolution is to be proposed and the words of the proposed resolution; and
  - (d) any other information required under the Act.
- 17.6 The accidental omission to give notice of any general meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice will not invalidate the proceedings at or any resolution passed at the meeting.
- 17.7 Where any general meeting is cancelled or postponed or the venue for the same is changed:
- (a) the Board must endeavour to notify in writing each person entitled to receive notice of the meeting of the cancellation, the change of venue or the postponement of the meeting by any means permitted by these Rules and in the case of the postponement of a meeting, the new place, date and time for the meeting; and
  - (b) any accidental failure to notify in writing any person entitled to receive notice of the meeting or failure of a person to receive a written notice shall not affect the validity of the cancellation, the change of venue or the postponement of the meeting.
- 17.8 Any Member who wishes to put forward:
- (a) a proposed resolution to be considered at a general meeting (other than the annual general meeting) must forward to the Office not less than 45 days before the meeting a notice in writing signed at least 20 Members, which states the exact words of the proposed resolution (and for the avoidance of doubt, if the notice is received less than 45 days before a general meeting, it will be considered at the following general meeting);
  - (b) any business (other than a proposed resolution) for discussion at any general meeting (other than the annual general meeting) shall forward to the Office not less than 7 days before the meeting a notice in writing signed by the Member stating the general nature of the business for discussion. It will be at the absolute discretion of the Chairperson of the meeting whether discussion of any business of which such notice has or has not been given will be permitted.

## 18. Right of Non-Members to Attend General Meeting

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The Chairperson of a general meeting may invite any person who is not a Member to attend and/or address a meeting.

## 19. Quorum

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- 19.1 No business may be transacted at any general meeting unless a quorum of Members is present at all times during the meeting.
- 19.2 When determining whether a quorum is present, a person may only be counted once (even if that person is a Representative or proxy of more than one Member).
- 19.3 Subject to **Rule 19.4(b)(ii)**, any 40 Members entitled to vote constitute a quorum for all general meetings.
- 19.4 If within 30 minutes after the time appointed for holding a general meeting a quorum is not present:
- (a) the meeting if convened upon the requisition of Members shall be dissolved;
  - (b) in any other case:
    - (i) the meeting will stand adjourned to the same day in the next week at the same time and place or to such other day time and place as the Board may by notice to the Members determine;
    - (ii) the quorum for any such adjourned meeting shall be 20 Members; and
    - (iii) if at such adjourned meeting a quorum is not present within 30 minutes after the time determined for the holding of the meeting, the meeting shall be dissolved.

## 20. Chairperson

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- 20.1 The President shall be entitled to preside as Chairperson at every general meeting at which he or she is present.
- 20.2 Where a general meeting is held and the President:
- (a) has given notice that s/he will not be attending the meeting;
  - (b) is not present within 15 minutes after the time appointed for the holding of the meeting; or
  - (c) is present at the meeting but is unwilling to act as Chairperson of the meeting,
- then the Deputy President shall preside as Chairperson of the meeting.

20.3 Where a general meeting is held and:

- (a) both the President or the Deputy President have given notice that they will not be attending the meeting;
- (b) neither the President or the Deputy President are present within 15 minutes after the time appointed for the holding of the meeting; or
- (c) if present, neither the President or the Deputy President are willing to act as Chairperson of the meeting,

then the other Directors present may choose another Director as Chairperson of the meeting by a majority vote (or, if there are an equal number of votes, by lot). If no Director is so chosen or if all the Directors present decline to take the chair, the Members present may choose one of their number to be Chairperson of the meeting.

20.4 The rulings of the Chairperson of a general meeting on all matters relating to the order of business, procedure and conduct of the meeting shall be final and no motion of dissent from such rulings shall be accepted.

## 21. Chairperson's Casting Vote

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In the case of an equality of votes whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands is taken or at which the poll is demanded will have a casting vote.

## 22. Adjournment of Meetings

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22.1 The Chairperson of a general meeting at which a quorum is present:

- (a) may adjourn a meeting with the consent of the meeting; and
- (b) must adjourn the meeting if the meeting so directs,

to a time and place as determined by the Chairperson.

22.2 No business may be transacted at any adjourned general meeting other than the business left unfinished at the meeting from which the adjournment took place.

22.3 A resolution passed at a meeting resumed after an adjournment is passed on the day it was passed.

22.4 It is not necessary to give any notice of an adjournment of a general meeting or of the business to be transacted at the adjourned meeting, except if the meeting is adjourned for 30 days or more in which case notice of the adjourned meeting must be given as in the case of an original meeting.

## 23. Circulating Resolution of Members

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- 23.1 Subject to **Rule 23.3**, the Directors may put a resolution to the Members to pass a resolution without a general meeting being held.
- 23.2 The Directors must notify the auditor (if any) as soon as possible that a circulating resolution has or will be put to Members, and set out the wording of the resolution.
- 23.3 Circulating resolutions cannot be used:
- (a) for a resolution to remove an auditor, appoint a Director or remove a Director;
  - (b) for passing a Special Resolution; or
  - (c) where the Act or these Rules require a meeting to be held.
- 23.4 A circulating resolution is passed if, where permitted to be passed by circulating resolution, at least 50% of all Members entitled to vote on the resolution sign or agree to the circulating resolution, in the manner set out in **Rules 23.5** and **23.6**.
- 23.5 Members may sign:
- (a) a single document setting out the circulating resolution and containing a statement that they agree to the resolution; or
  - (b) separate copies of that document, as long as the wording is the same in each copy.
- 23.6 The Trust may send a circulating resolution by email to Members and Members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

## 24. How Voting is Carried Out

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- 24.1 At any general meeting, a resolution to be considered at the meeting shall be decided on a show of hands unless a poll is demanded by:
- (a) the Chairperson of the meeting; or
  - (b) a Member or Members present in person or by proxy who are entitled to vote on the resolution and representing at least 10% of the total voting rights of all Members having the right to vote at the meeting.
- 24.2 Before a vote is taken, the Chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.
- 24.3 On a show of hands, the Chairperson's decision is conclusive evidence of the result of the vote.
- 24.4 The Chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

## 25. Polls

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- 25.1 A poll may be demanded:
- (a) by any person authorised to do so under **Rule 24.1**;
  - (b) before a vote on a resolution is taken;
  - (c) before the voting results on a show of hands are declared; or
  - (d) immediately after the voting results on a show of hands are declared.
- 25.2 If a poll is demanded it must be taken in such manner and at such time and place as the Chairperson of the meeting directs subject to **Rule 25.5**.
- 25.3 The result of the poll shall be taken to be the resolution of the meeting at which the poll was demanded.
- 25.4 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- 25.5 A poll demanded on the election of a Chairperson or any question of adjournment of the meeting must be taken immediately.
- 25.6 The demand for a poll may be withdrawn.

## 26. Voting Rights

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- 26.1 Subject to Rule 26.3, a Member entitled to vote has one vote.
- 26.2 No person other than a Member shall be entitled to vote at a general meeting.
- 26.3 Each person aged 18 years or over who forms part of a Household Member will have a vote.

## 27. Challenge to a Member's Right to Vote

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- 27.1 A Member or the Chairperson may only challenge a person's right to vote at a general meeting at that meeting.
- 27.2 If a challenge is made under **Rule 27.1**, the Chairperson must decide whether or not the person may vote. The Chairperson's decision is final.

## 28. Right to Appoint Proxies

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A Member who is entitled to attend and vote at a general meeting of the Trust may appoint a person as the Member's proxy to attend and vote for the Member at the meeting and such person need not be a Member.

## 29. Appointing a Proxy

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- 29.1 The instrument appointing a proxy must be in writing signed by the appointor or the appointor's attorney duly authorised in writing or if the appointor is a corporation signed by an authorised person (such as a director or secretary) or attorney of the corporation.
- 29.2 The instrument of proxy is valid if it contains the following information:
- (a) the name, address and membership number of the Member;
  - (b) the name of the Trust;
  - (c) the proxy's name or the name of the office of the proxy; and
  - (d) the meetings at which the instrument of proxy may be used.
- 29.3 An instrument of proxy may be expressed to be a standing appointment. An instrument of proxy for a specified meeting is only valid for that meeting and any postponement or adjournment of that meeting.
- 29.4 An instrument of proxy shall not be treated as invalid merely because it does not specify all of the information required by this **Rule 29**.
- 29.5 An instrument of proxy may be revoked at any time by notice in writing to the Trust.

## 30. Lodgement of Proxies

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- 30.1 An instrument appointing:
- (a) a proxy and the power of attorney or other authority (if any) under which it is signed or executed or a certified copy of that power or authority; or
  - (b) an attorney to exercise a Member's voting rights at a general meeting or a certified copy of that power of attorney,
- must be deposited at the Office or at such other place as is specified for that purpose in the notice convening the general meeting not less than 48 hours (or such shorter period as the Board may allow) before the time appointed for the holding of the meeting or adjourned meeting as the case may be, at which the person named in the instrument proposes to vote and in default the instrument of proxy or the power of attorney will not be treated as valid.
- 30.2 For the purposes of this Rule, it will be sufficient that any document required to be lodged by a Member be received in legible form by email if the notice of meeting so permits at the address and in the form specified in the notice of meeting and the proxy shall be regarded as received at the time of the receipt of the email transmission by the Trust.



## 31. Validity of Proxies

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31.1 A vote exercised pursuant to an instrument of proxy, a power of attorney or other instrument of appointment is valid notwithstanding:

- (a) the death or unsoundness of mind of the Member;
- (b) the bankruptcy or liquidation of the Member;
- (c) the revocation of the instrument of proxy or the power of attorney or any instrument under which the instrument or the power was granted,

unless the Trust has received at its Office written notice of the death, unsoundness of mind, bankruptcy, liquidation or revocation at least 48 hours (or such shorter period as the Board may allow) prior to the time appointed for the holding of the general meeting or adjourned meeting, as the case may be, at which the instrument of proxy or the power of attorney is exercised.

31.2 A proxy who is not entitled to vote on a resolution as a Member may vote as a proxy for another Member who can vote if the appointment specifies the way the proxy is to vote on the resolution and the proxy votes that way.

## 32. Voting by Proxy

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32.1 When a vote is held, a proxy:

- (a) does not need to vote, unless the proxy appointment specifies the way they must vote;
- (b) if the way they must vote is specified on the proxy form, must vote that way; and
- (c) if the proxy is also a Member or holds more than one proxy, may cast the votes held in different ways.

32.2 A proxy will not be revoked by the appointor attending and taking part in any general meeting, but if the appointor votes on a resolution either on a show of hands or on a poll the person acting as proxy for the appointor shall not be entitled to vote in that capacity in respect of the resolution.

## Part D – Board

### 33. Application and interpretation

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In this Part D:

**Acting Director** means a person appointed as an acting director pursuant to clause 3 of Schedule 1 of the Act.

**Board-appointed Director** has the meaning given at clause 4A of Schedule 1 of the Act.

**Elected Director** has the meaning given at clause 1 of Schedule 1 of the Act.

**Non-executive Director** has the meaning given at clause 4E of Schedule 1 of the Act.

**Quorum** has the meaning given at clause 10 of Schedule 1 of the Act.

**Vacancy** means a vacancy in the office of an Elected Director or Board-appointed Director in accordance with clause 6 of Schedule 1 of the Act.

## 34. Composition of Board

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34.1 The composition of the Board will be as specified at section 8(2) of the Act.

34.2 The Elected Directors must at all times include:

- (a) at least 2 Metropolitan Directors; and
- (b) at least 3 Non-Metropolitan Directors.

34.3 In the event of a Vacancy, the Board may appoint one of the Members to fill the position in accordance with clause 7 of Schedule 1 of the Act. If the Vacancy is in relation to:

- (a) a Metropolitan Director, the Member appointed to fill the Vacancy must also be a Metropolitan Director; and
- (b) a Non-Metropolitan Director, the Member appointed to fill the Vacancy must also be a Non-Metropolitan Director

## 35. Elected Directors

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35.1 The Members will elect Elected Directors in accordance with Part E below.

35.2 A person is eligible for election as an Elected Director if:

- (a) they are an Individual Member aged 18 years or over;
- (b) for a Household Member, they are any one of the persons making up the Household Member who is aged 18 years or over; and
- (c) they are not ineligible to be a Director under:
  - (i) **Rule 7.2(a)**;
  - (ii) section 2(2) of Part 1 of Schedule 1 of the Act;
  - (iii) the ACNC Act.

## 36. Acting Directors

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- 36.1 An Elected Director may only appoint a person as an Acting Director with the prior written approval of the Board.
- 36.2 The appointment of an Acting Director must be made in writing given to the Executive Director and may be for a specified term or indefinitely.
- 36.3 The appointment of an Acting Director:
- (a) may be terminated at any time by the appointing Elected Director; and
  - (b) may be terminated at any time if the Board by written notice to the appointing Elected Director withdraws its approval to the appointment of the Acting Director; and
  - (c) will terminate automatically in the event that the appointing Elected Director ceases to be a Director for any reason.

## 37. Payments to Directors

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- 37.1 The Trust must not pay fees to a Director for acting as a Director.
- 37.2 Despite Rule 37.1, the Trust may:
- (a) pay a Director for any services rendered to the Trust in a professional or technical capacity, other than as a Director, if the amount is no more than a reasonable fee for the work done; or
  - (b) reimburse a Director for expenses properly incurred by the Director in connection with the affairs of the Trust.
- 37.3 Any payment made under:
- (a) **Rule 37.2(a)** must be approved by the Board; and
  - (b) **Rule 37.2(b)** must be approved by the President.
- 37.4 The Trust may pay premiums for insurance indemnifying Directors, as allowed for by law (including the Act) and these Rules.

## 38. Duties of Directors

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Without limitation to the provisions of section 12 of the Act, these Rules and any applicable By-Law or Charter, the Directors must comply with their duties as Directors under legislation and common law (judge-made law), and with the duties described in Governance Standard 5 of the regulations made under the ACNC Act which are:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Director of the Trust;

- (b) to act in good faith in the best interests of the Trust and to further the objects of the Trust set out in section 5 of the Act;
- (c) not to misuse their position as a Director;
- (d) not to misuse information they gain in their role as a Director;
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 8 of Schedule 1 of the Act;
- (f) to ensure that the financial affairs of the Trust are managed responsibly; and
- (g) not to allow the Trust to operate while it is insolvent.

## Part E Director Elections

### 39. Application and interpretation

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39.1 This **Part E** will only apply to the election of Elected Directors (as defined at **Rule 33**).

39.2 In this **Part E**:

**Returning Officer** means the person appointed as Returning Officer pursuant to **Rule 40.1**.

### 40. Nominations

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#### 40.1 Returning Officer

The Board will appoint a person to act as Returning Officer for each election of Elected Directors.

#### 40.2 Calls for nominations

- (a) The Returning Officer will call for nominations of candidates for Elected Director in the manner agreed by the Board (which must include a form of print and/or digital advertisement to the general public) at least 30 days before the closing date for nominations.
- (b) If requested to do so by the Board, the Returning Officer will include as part of the call for nominations a document supplied by the Board, which sets out:
  - (i) details of the current skill set of the Board; and
  - (ii) any skills, knowledge and expertise currently missing from the Board; and
  - (iii) any other information deemed useful by the Board to assist Members in nominating candidates for Elected Director.

### 40.3 Nominations

- (a) All nominations of candidates for an Elected Director must:
- (i) be submitted by at least 2 current Members in writing;
  - (ii) specify the full name, address and email address of the candidate (who cannot be the nominating Member or their Representative);
  - (iii) specify whether the candidate is a Metropolitan Candidate or a Non-Metropolitan Candidate;
  - (iv) specify any skills, knowledge or expertise of the candidate which in the view of the nominating Member would enhance the skill set of the Board;
  - (v) be submitted to the Returning Officer by post or email by the date specified in the notice calling for nominations;
  - (vi) be accompanied by a signed consent from the candidate:
    - (A) to act as Elected Director if elected;
    - (B) stating that they understand their duties and responsibilities should they be elected as an Elected Director and agree to fulfil such duties and responsibilities and commit the necessary time to their position;
    - (C) stating that they will at all times act in the best interest of the Trust if elected;
    - (D) stating that they have no material conflicts of interest with the Trust;
    - (E) which attaches a passport sized photograph of themselves; and
  - (vii) be accompanied by a statement from the candidate which sets out their qualifications, experience and qualities that would contribute to the Board and their reasons for wishing to join the Board (**Candidate Statement**); and
  - (viii) in the case of a candidate who:
    - (A) is, at the date of their nomination, an Elected Director; or
    - (B) prior to their nomination, has been an Elected Director,specify the period(s) during which the candidate has held office as at the date of their nomination and the number of Board meetings attended by the candidate during their term of office.

### 40.4 Validity of nominations

- (a) No nomination shall be valid unless:
- (i) the candidate nominated consents to act if elected;

- (ii) the candidate is eligible for election under **Rule 35.2**; and
  - (iii) the nomination paper and consent are received before the closing date for nominations specified in the notice calling for nominations.
- (b) The consent shall be sufficient if the candidate signs a form of consent on the nomination paper but the Returning Officer may accept any other form of consent, whether accompanying the nomination paper or not, including consent given by electronic means, that the Returning Officer deems satisfactory and such acceptance shall be final.
- (c) A candidate may withdraw his or her consent to nomination at any time before the close of nominations (but not after), by lodging with the Returning Officer a notice of withdrawal, which notice may be given by post or electronic means, and as a consequence the nomination shall be cancelled.

#### 40.5 **Candidate suitability**

The Returning Officer must, upon:

- (i) receipt of all nominations; and
- (ii) verifying the validity of nominations,

provide notice to the Board in writing as to whether:

- (iii) there are a sufficient number of candidates to fill all available positions on the Board; and
- (iv) there are a sufficient number of candidates such that the Board will comprise at least:
  - (A) 2 Metropolitan Candidates; and
  - (B) 3 Non-Metropolitan Candidates.

## 41. **When is a secret ballot required?**

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41.1 If the number of candidates nominated is:

- (a) subject to **Rule 41.2**, not greater than the number required to be elected (having regard to the respective number of Metropolitan and Non-Metropolitan Director positions to be filled), no ballot shall be conducted and the President shall declare the candidate(s) nominated duly elected as Elected Director(s);
- (b) greater than the number required to be elected, a secret ballot must be conducted in accordance with **Rules 42 to 48**.

- 41.2 If as a result of an election, the Board does not include at least 2 Metropolitan Directors and 3 Non-Metropolitan Directors, then, in order to ensure compliance with clause 2(3) of Schedule 1 of the Act:
- (a) to the extent that the number of candidates is sufficient to fill the number of vacancies for Elected Directors (having regard to clause 2(3) of Schedule 1 of the Act), those candidates shall be duly elected as Elected Directors in accordance with **Rule 41.1(a)**; and
  - (b) the Board will appoint a Member or Members to fill the deficiency of Metropolitan Director(s) and/or Non-Metropolitan Director(s) as if that position were a Vacancy.
- 41.3 If the number of candidates nominated is not sufficient to fill the number of vacancies for Elected Directors:
- (a) the President shall declare the candidate(s) nominated duly elected as Elected Director(s); and
  - (b) the Board will appoint a Member or Members to fill the remaining position(s) as if that position were a Vacancy, with any such appointment(s) to ensure compliance with clause 2(3) of Schedule 1 of the Act.
- 41.4 For the avoidance of doubt, in order to ensure compliance with clause 2(3) of Schedule 1 of the Act, one candidate may be declared an Elected Director even though that person receives a lower number of votes than another candidate.

## 42. Means of conducting secret ballots

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- 42.1 If a secret ballot is required, it may be conducted:
- (a) by post;
  - (b) by secure electronic means (including email or use of an online voting portal); or
  - (c) by any combination of these means,
- as determined by the Board.
- 42.2 The Returning Officer shall cause ballot papers to be prepared. If the ballot is to be conducted by post, hard copy ballot papers must be prepared. If the ballot is to be conducted by electronic means, electronic ballot papers must be prepared.
- 42.3 Any such ballot will close on a date to be fixed by the Board.

## 43. Ballot papers

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The ballot papers shall contain:

- (a) the names of the candidates in the order drawn by secret ballot;

- (b) a copy of the Candidate Statement prepared by each candidate in accordance with **Rule 40.3(a)(vii)**;
- (c) a brief report prepared in accordance with the Board's requirements, of factual information relating to each candidate;
- (d) a statement as to the number of candidates to be elected;
- (e) a statement as to whether a candidate is a Metropolitan Candidate or a Non-Metropolitan Candidate and the number (if any) required of each category to be elected to the Board in order to comply with clause 2(3) of Schedule 1 of the Act;
- (f) details of the current skill set of the Board, any missing skills and the skills of each candidate as specified in the nomination form; and
- (g) in the case of a Retiring Elected Director who is seeking re-election:
  - (i) the number of Board meetings which that Elected Director attended during their preceding term of office;
  - (ii) the number of years the Elected Director has held office as a Director;
- (h) such directions as to the manner in which the vote is to be recorded, the ballot paper returned to the Returning Officer and the recording of particulars to identify the Member as determined from time to time by the Board. Such directions may be omitted in whole or part where such directions are set out in material which, in the opinion of the Board, is likely to accompany the ballot paper when provided to the Members; and
- (i) the date by which the ballot papers must be received by the Returning Officer (which unless otherwise specified will be the date being 6 Business Days before the next annual general meeting).

## 44. Ballot procedures

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- 44.1 Unless otherwise determined by the Board, the ballot procedures set out in this **Rule 44** shall apply.
- 44.2 Ballots may be carried out by:
- (a) post;
  - (b) electronic means; or
  - (c) both post and electronic means.
- 44.3 Members may notify the Board in writing from time to time if they have a preference to receive ballot papers by post or electronic means. If the Board has received any such notice from a Member, it shall use its best endeavours to arrange for the Returning Officer to send the ballot by such means. If no preference is nominated, the ballot will be sent by the method determined by the Board from time to time.



44.4 The Returning Officer shall provide by post or electronic means to each Member a ballot paper and a copy of the statements provided by the candidates. If the ballot papers are provided by:

- (a) post, the Returning Officer may dispatch an envelope addressed to the Returning Officer.

The envelope may be prepaid and shall include provision on it for the Member to record particulars which identify the Member, such particulars being determined from time to time by the Board.

- (b) electronic means, this obligation may be satisfied by providing an electronic link to the ballot paper and the statements or to any electronic voting system which contains those documents.

The Returning Officer must ensure that a secure method of identifying a Member is used, for example by reference to a Membership number or personal identification code.

44.5 The ballot paper shall be provided to Members not less than 21 days prior to the close of the ballot. A ballot paper sent by:

- (a) post is taken to be given 3 business days after it is posted; and
- (b) electronic means is taken to be given on the business day after it is sent.

44.6 If the Returning Officer provides ballot papers by post:

- (a) a Member who wishes to vote shall record the Member's vote by:
  - (i) completing the ballot paper in accordance with the directions shown on it or in material which accompanied the ballot paper when dispatched;
  - (ii) placing the completed ballot paper in either the envelope addressed to the Returning Officer and dispatched with the ballot paper or an envelope provided by the Member which is so addressed;
  - (iii) sealing the envelope;
  - (iv) recording on the envelope the necessary particulars which identify the Member; and
  - (v) returning the envelope to the Returning Officer at a nominated place no later than the close of the ballot.
- (b) the Returning Officer shall, upon receipt of an envelope purporting to contain a ballot paper examine the name or other particulars on the envelope and:
  - (i) accept any ballot paper for scrutiny where the Returning Officer is satisfied that:
    - (A) the Member of the name or with such particulars stated on the envelope;
    - (B) is a Member;

- (C) has not already voted in that ballot; and
  - (D) the ballot paper has been received by the closing date; or
- (ii) otherwise, reject the ballot paper.

- 44.7 If the ballot is conducted electronically, a Member who wishes to vote shall record the Member's vote by completing the ballot paper in accordance with the directions provided for that ballot. The Returning Officer shall reject any ballot paper received electronically unless it has been lodged in accordance with any applicable administrative protocols for online or electronic lodgement for that ballot.
- 44.8 The Returning Officer must keep the contents of the ballot papers confidential information and comply with any directions of the Executive Director regarding the storage or destruction of the ballot papers.

## 45. Returning Officer to scrutinise ballot papers

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- 45.1 The Returning Officer may adopt and act on as the voting roll, the register of Members as at the date on which the Returning Officer called for nominations in accordance with **Rule 40.2(a)**. However, any Member who has not paid their annual subscription pursuant to **Rule 10.2** will not be eligible to vote.
- 45.2 The scrutiny of the ballot papers shall commence after the close of the ballot and shall be conducted by the Returning Officer. Subject to Rules concerning death of a candidate, a ballot paper shall be informal if it does not indicate the voter's vote for exactly the number of candidates who are stated on the ballot paper to be elected. A ballot paper shall not be informal for any reason other than specified in these Rules but shall be given effect to according to the voter's intention so far as that intention is clear.
- 45.3 The Returning Officer shall supervise the count of votes given for each candidate on all valid ballot papers or, in the case of a ballot conducted using an electronic means, require any administrator of the electronic system to provide, after close of the ballot, the number of votes cast for each nominee and the number of electronic ballot forms submitted.
- 45.4 In the event of an equality of votes, the election will be decided by lot conducted by the Returning Officer in the presence of the independent scrutineer.
- 45.5 The Returning Officer shall make out and sign a report setting out the number of votes given for each candidate and shall convey the report to the President.

## 46. Independent scrutineer

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The Board may appoint an independent scrutineer to:

- (a) attend the opening and counting of the ballot.

Where the ballot is conducted using electronic means, the independent scrutineer may attend the meeting between the Returning Officer and the administrator of any electronic system at which the number of votes cast for each nominee is communicated by the administrator;

- (b) inspect the ballot papers and such forms or documents used and issued by the Returning Officer; and
- (c) make any recommendation to the Board if dissatisfied with any aspect of the conduct of the ballot.

## **47. Declaration of Elected Directors**

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- 47.1 The Returning Officer (or if the Returning Officer is unavailable, the Chairperson) shall declare elected as Elected Director(s) the candidate(s) who, according to the Returning Officer's report (but subject to compliance with clause 2(3) of Schedule 1 of the Act), have received the highest number of votes or who are elected unopposed. The Elected Director(s) so elected shall take office immediately upon the conclusion of the annual general meeting conducted after such election.
- 47.2 If during the election period any candidate dies and the candidates remaining are greater in number than the candidates required to be elected a secret ballot shall be conducted and the ballot paper shall not be informal by reason only of:
  - (a) the inclusion on the ballot paper of the name of the deceased candidate; and/or
  - (b) any vote recorded for the deceased candidate or of any resultant failure to vote for the exact number of candidates required to be elected.

## **48. Irregularities**

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- 48.1 The non-receipt of a ballot paper by a Member, the omission of the Returning Officer to forward a ballot paper to a Member, or, in the case of an electronic ballot, the omission to forward an electronic link to such ballot paper or any electronic voting system, or the failure of either a Member or the Returning Officer to comply strictly with any of the technicalities required by these Rules shall not invalidate an election.
- 48.2 Where any technicality required by these Rules is not met, the Returning Officer, shall have a discretion (but is not required), to accept the ballot paper of any Member and count the Member's vote.

## Part F – Powers of Directors and delegations

### 49. Delegation of Directors' Powers

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- 49.1 The Directors may delegate any of their powers and functions to a Board Appointed Committee, a Director, an employee of the Trust (such as the Executive Director) or any other person or entity, as they consider appropriate, on such terms and conditions and with such restrictions as it may think expedient.
- 49.2 Powers conferred under this Rule may be exercised concurrently with the powers of the Board in that regard and the Board may from time to time withdraw, revoke or vary all or any of such powers.
- 49.3 The Trust must keep a written record of all delegations under this **Rule 49**.
- 49.4 Without limitation to the remaining provisions of this **Rule 49**, the Executive Director may, by written notice to the Board, nominate a person to:
- (a) give any notices required to be given by the Executive Director under these Rules; and
  - (b) receive any notices required to be served on the Executive Director under these Rules,

and may at any time revoke such appointment by written notice to the Board and the nominee.

### 50. Election of President, Deputy President and Treasurer

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- 50.1 At the first Board meeting after each annual general meeting, the Directors (other than the Executive Director who will not have a vote) will elect from amongst the Directors (other than the Executive Director) in the following order:
- (a) a President;
  - (b) a Deputy President; and
  - (c) a Treasurer,
- each of whom shall hold office until the first Board meeting following the next annual general meeting.
- 50.2 The elections for President, Deputy President and Treasurer will be carried out by secret ballot presided over by the Executive Director.
- 50.3 Upon the expiry of their term of office, a President, Deputy President and Treasurer may be re-elected for a further term.
- 50.4 When electing a Treasurer, the Directors must select a person who has an accounting qualification or equivalent.

- 50.5 In the event of an equality of votes in relation to:
- (a) the election of the President:
    - (i) a second vote will be held (by secret ballot) with the only candidates being those who received the equal highest number of votes;
    - (ii) if upon the second vote, there is still an equality of votes, the President will be decided by lot (conducted by the Executive Director) from amongst those who received the equal highest number of votes.
  - (b) the election of the Deputy President or the Treasurer:
    - (i) a second vote will be held (by secret ballot) with the only candidates being those who received the equal highest number of votes;
    - (ii) if upon the second vote, there is still an equality of votes, the President (who has just been elected) will have a casting vote.

## 51. Appointment and Role of Secretary

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- 51.1 The Trust may have at least one Secretary, who may also be a Director.
- 51.2 A Secretary must be appointed by the Board (after giving the Trust their signed consent to act as Secretary of the Trust) and may be removed from that role by the Board.
- 51.3 The Board must decide the terms and conditions under which the Secretary is appointed, including any remuneration.
- 51.4 The role of the Secretary will include such duties as agreed with the Executive Director, which may include:
- (a) acting as Public Officer of the Trust (unless the Directors determine otherwise); and
  - (b) maintaining the minutes and other records of general meetings (including notices of meetings), Board meetings and circulating resolutions.

## 52. Committees

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### 52.1 Types of Committee

The Board may establish:

- (a) **Board Appointed Committees**, which will be formed and regulated in accordance with **Rules 52.2** and **52.3**, to:
  - (i) carry out certain powers and functions of the Board; and
  - (ii) provide advice to the Board and/or employees of the Trust upon request.

- (b) **Special Purpose Committees**, being members of the community who wish to carry out activities in keeping with the objects of the Trust, which will be formed and regulated in accordance **Rule 52.4** and **52.5**.
- (c) **Technical Committees**, being committees established by the Board when certain technical skill sets are required to support operations of the Trust, which will be formed and regulated in accordance **Rule 52.6**.

## 52.2 Board Appointed Committees

- (a) Each Board Appointed Committee will consist of:
  - (i) the President;
  - (ii) the Executive Director; and
  - (iii) such Directors and other Members as it thinks fit.
- (b) All Board Appointed Committees must be chaired by a person appointed by the Board (who must not be the President or the Executive Director).
- (c) The Board may at its sole discretion adopt a Charter in relation to the operation of any Board Appointed Committee. By such Charter, the Board may delegate any of its powers and functions to the Board Appointed Committee (and may at any time revoke that delegation).
- (d) A Board Appointed Committee must, in exercise of the powers delegated to it, conform to any directions and restrictions that may be imposed on it by any applicable Charter and/or the Board. A power so exercised shall be taken to be exercised by the Board.
- (e) A decision of the Board Appointed Committee is subject to the approval of the Board unless the Board has expressly delegated the power to make such decisions under a formal Delegation of Authority.
- (f) The meetings and proceedings of any Board Appointed Committee consisting of more than one person will be governed by the provisions for regulating the meetings and proceedings of the Board contained in the Act and these Rules (including but not limited to the right to hold meetings using technology in accordance with **Rule 56**).
- (g) A minute of all the proceedings and decisions of every Board Appointed Committee shall be made, entered and signed in the same manner in all respects as minutes of proceedings of the Board are required by the Act and these Rules to be made, entered and signed. A copy of these minutes shall be given to the Executive Director as soon as practicable after such proceedings or decision (and no later than within 14 days of the date on which the minutes are approved by the Board Appointed Committee) so that the Executive Director may table them at the next Board meeting.

## 52.3 Term of office of Board Appointed Committee members

A person appointed as a member of a Board Appointed Committee will hold office for a term of 2 years, at the end of which they may be reappointed.

#### 52.4 **Special Purpose Committees**

- (a) The Board may from time to time agree to the formation of Special Purpose Committees to further the objects of the Trust.
- (b) The Board must, as soon as practicable after the adoption of these Rules, pass a Charter in relation to the formation, governance and regulation of Special Purpose Committees. The Board (or, where allowed under that Charter, the Executive Director) may also adopt a further Charter in relation to individual Special Purpose Committees.
- (c) Special Purpose Committees may only operate and conduct activities in accordance with:
  - (i) the relevant Special Purpose Committee Charter;
  - (ii) any Charter adopted by the Board in relation to an individual Special Purpose Committee; and
  - (iii) any direction given to them by the Board and/or the Executive Director from time to time.
- (d) The Board may at its sole discretion dissolve a Special Purpose Committee by written notice to the chair of that Special Purpose Committee.

#### 52.5 **Special Purpose Committee Executive**

- (a) The members of each Special Purpose Committee will elect a Special Purpose Committee Executive in accordance with the Special Purpose Committee Charter.
- (b) The Special Purpose Executive will consist of:
  - (i) the Chair of that Special Purpose Committee; and
  - (ii) such other persons specified in the Special Purpose Committee Charter.
- (c) The Board may at its sole discretion dissolve a Special Purpose Committee Executive by written notice to the Chair of that Special Purpose Committee. In that event, the President will (unless the Special Purpose Committee Charter provides otherwise) call a meeting of the Committee to elect a new Special Purpose Committee Executive.

#### 52.6 **Technical Committees**

- (a) The Board may from time to time establish Technical Committees when specific skills sets are required to support operations of the Trust.
- (b) The Board must, as soon as practicable after the adoption of these Rules, pass a Charter in relation to the formation, governance and regulation of Technical Committees. The Board may also adopt a further Charter in relation to individual Technical Committees.

- (c) Technical Committees may only operate and conduct activities in accordance with:
  - (i) the Technical Committee Charter;
  - (ii) any Charter adopted by the Board in relation to an individual Technical Committee; and
  - (iii) any direction given to them by the Board from time to time.
- (d) The Board may at its sole discretion dissolve a Technical Committee by written notice to the chair of that Committee.

## **53. Branches**

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### **53.1 Creation of Branches**

- (a) The Board may from time to time create a Branch or Branches of the Trust to further the objects of the Trust.
- (b) The Board must, as soon as practicable after the adoption of these Rules, pass a Charter in relation to the formation, governance and regulation of Branches. The Board (or, where allowed under that Charter, the Executive Director) may also adopt a further Charter in relation to individual Branches.
- (c) Branches may only operate and conduct activities in accordance with:
  - (i) the relevant Branch Charter;
  - (ii) any Charter adopted by the Board in relation to an individual Branch; and
  - (iii) any direction given to them by the Board and/or the Executive Director from time to time.
- (d) The Board may at its sole discretion make changes to a Branch, including but not limited to:
  - (i) the postcodes which make up a Branch;
  - (ii) combining 2 or more Branches into one Branch;
  - (iii) dividing a Branch into 2 or more Branches; and
  - (iv) the name of a Branch,and such changes will take effect from the date published on the Trust's website.

### **53.2 Branch Executive**

- (a) The members of each Branch may, subject to the approval of the Board, elect a Branch Executive in accordance with the Branch Charter.



- (b) The Board may at its sole discretion dissolve a Branch Executive by written notice to the Chair of that Branch. In that event, the President will (unless the Branch Charter provides otherwise) call a meeting of the Branch to elect a new Branch Executive.

## Part G – Board Proceedings

### 54. When the Directors Meet

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- 54.1 Subject to **Rule 54.2**, the Directors may decide how often, where and when they meet, provided that they shall meet together not less than 6 times each calendar year.
- 54.2 The Directors must hold a Board meeting within 30 days of the Trust's annual general meeting held in accordance with **Rule 16**.

### 55. Calling Board Meetings

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- 55.1 Subject to Rule 55.3, any of:
  - (a) the President;
  - (b) the Executive Director; or
  - (c) 3 Directors,may at any time request and the Executive Director upon such request shall convene a Board meeting by giving at least 48 hours' notice of the meeting to all Directors.
- 55.2 Each Director must be given the same amount of notice of the meeting.
- 55.3 Notice of a Board meeting need not be in writing.

### 56. Using Technology to Hold Board Meetings

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- 56.1 The Directors may hold Board meetings by using any technology (such as video or teleconferencing) that is agreed to by the majority of Directors.
- 56.2 The Directors' agreement may be a standing one.
- 56.3 A Director may only withdraw their consent within a reasonable period before the meeting.

## 57. Quorum at Board Meetings

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- 57.1 No business may be transacted at any Board meeting unless a Quorum is present at all times during the meeting.
- 57.2 At least 7 Directors who are personally present (or in conference in accordance with **Rule 56**) form a Quorum. A Director who is disqualified from voting on a matter pursuant to clause 8 of Schedule 1 of the Act shall be counted in the Quorum despite that disqualification.
- 57.3 All resolutions of the Directors passed at a Board meeting where a Quorum is present but where notice of the meeting has not been given as required to each Director, or any act carried out pursuant to such resolution, shall, provided each Director to whom notice was not given subsequently agrees to waive the same, be valid as if notice of the meeting had been duly given to all Directors.

## 58. Voting

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Each Director (including the Executive Director) shall have one vote.

## 59. Circulating Resolutions of Directors

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- 59.1 The Board may pass a resolution by way of a circulating resolution without a Board meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. For this purpose, signatures can be contained in more than one document.
- 59.2 The resolution is passed when the last Director signs.
- 59.3 A transmission, via whatever technological means, which is received by the Trust and which purports to have been signed by a Director shall for the purposes of this Rule be taken to be in writing and signed by that Director at the time of the receipt of the transmission by the Trust in legible form.
- 59.4 The Trust may send a circular resolution by email to the Directors and the Directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.

## 60. Rescission of Resolutions of Directors

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- 60.1 No resolution of the Directors shall be rescinded at any subsequent meeting unless 7 days' notice in writing of the rescission motion be given to all Directors.
- 60.2 All acts done by any meeting of the Directors or of a Committee or by any person acting as a Director or Committee member pursuant to a motion subsequently rescinded are notwithstanding the rescission as valid as if the motion had not been so rescinded.

## Part H – Miscellaneous

### 61. Minutes and Records

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- 61.1 The Trust must make and keep the following records:
- (a) minutes of proceedings and resolutions of general meetings;
  - (b) circulating resolutions of Members;
  - (c) a copy of a notice of each general meeting.
- 61.2 The Trust must make and keep the following records:
- (a) minutes of proceedings and resolutions of Board meetings (including meetings of any Committees); and
  - (b) circulating resolutions of Directors.
- 61.3 To allow Members to inspect the Trust's records:
- (a) the Trust must give a Member reasonable access to the records set out in **Rule 61.1**; and
  - (b) the Directors may authorise a Member to inspect other records of the Trust, including records referred to in **Rules 61.2** and **62.1**.
- 61.4 The Directors must ensure that minutes of a general meeting or a Board meeting are signed within a reasonable time after the meeting by:
- (a) the Chairperson of the meeting; or
  - (b) the Chairperson of the next meeting.
- 61.5 The Directors must ensure that minutes of the passing of a circulating resolution (of Members or Directors) are signed by the Chairperson within a reasonable time after the resolution is passed.

### 62. Financial and Related Records

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- 62.1 The Trust must make and keep written financial records that:
- (a) correctly record and explain its transactions and financial position and performance; and
  - (b) enable true and fair financial statements to be prepared and to be audited.
- 62.2 The Trust must also keep written records that correctly record its operations.
- 62.3 The Trust must retain its records for at least 7 years.

- 62.4 The Directors must take reasonable steps to ensure that the Trust's records are kept safe.

## 63. Auditor

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- 63.1 An auditor shall be appointed at each annual general meeting and must be a registered public auditor.
- 63.2 The auditor will hold office until the next annual general meeting, at which time he or she will be eligible for re-election.
- 63.3 The remuneration of the auditor will be determined by the Board (or, if applicable, any Board Appointed Committee delegated to perform this function under **Rule 52.2**).
- 63.4 The auditor or partners or employees of the auditor shall not be eligible for election as a Director.
- 63.5 In the event of any casual vacancy in the office of the auditor, the Board may appoint another registered public auditor as auditor who will hold office until the next annual general meeting.

## 64. Directors' Access to Documents

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- 64.1 A Director has a right of access to the financial records of the Trust at all reasonable times.
- 64.2 If the Board agrees, the Trust must give a Director or former Director access to:
- (a) certain documents, including documents provided for or available to the Directors; and
  - (b) any other documents referred to in those documents.

## 65. Confidentiality

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Without limitation to **Rule 38(d)**:

- (a) every Director, Secretary Member and Committee member of the Trust shall observe strict secrecy respecting all confidential documents or confidential information regarding transactions of the Trust which the Board, President, Deputy President, Executive Director or Treasurer shall signify be kept confidential.
- (b) No person may express any view or opinion as being that of the Trust nor, in expressing those views or opinions, in any way identify the person with the Trust unless that person shall first obtain the consent of the President, the Executive Director or the Board.

## 66. Amending the Rules

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The Members may from time to time resolve to amend these Rules by a majority vote of those present either in person or by proxy at a general meeting of Members.

## 67. When Notice is Taken to be Given

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Written notice under these Rules may be:

- (a) delivered in person, or left at the recipient's address, and is taken to be given on the day it is delivered;
- (b) sent by post, and is taken to be given on the third day after it is posted with the correct payment of postage costs;
- (c) sent by email, fax or other electronic method as agreed to by the recipient, and is taken to be given on the Business Day after it is sent.

## 68. Indemnity

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To the extent permitted by law every Officer (and former Officer) of the Trust shall be indemnified out of the funds of the Trust against all costs, expenses and liabilities incurred as such an Officer or employee (or former Officer or employee). However, no such Officer (or former Officer) shall be indemnified out of the funds of the Trust under this Rule unless:

- (a) it is in respect of a liability to another person (other than the Trust) where the liability to the other person does not arise out of conduct involving a lack of good faith; or
- (b) it is in respect of a liability for costs and expenses incurred:
  - (i) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the Officer (or former Officer) or in which the Officer (or former Officer) is acquitted; or
  - (ii) in connection with an application, in relation to such proceedings, in which the court grants relief to the Officer (or former Officer) under the Act.

## 69. Payment of Indemnity Policy Premium

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- 69.1 To the extent permitted by law, the Trust may at the discretion of the Board enter into and pay a premium in respect of a policy of insurance insuring an Officer (or former Officer) of the Trust against any liability incurred by such person in that capacity (whether in respect of acts or omissions prior to or after the date of the issue of the policy or both) except for:
- (a) a liability arising out of conduct involving a wilful breach of duty in relation to the Trust; or
  - (b) a contravention of **Rule 38**.
- 69.2 The Board shall have the discretion to approve the terms and conditions of any such policy of insurance.
- 69.3 Where an Officer (or former Officer) has the benefit of an indemnity pursuant to an insurance policy in respect of his actions or omissions then the Trust shall not be required to indemnify the Officer under **Rule 68** except to the extent that the indemnity affected by the insurance policy does not fully cover the persons liability.

## 70. Indemnity to Continue

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The indemnity granted by the Trust, contained in **Rule 68**, shall continue in full force and effect notwithstanding the deletion or modification of that Rule, in respect of acts and omissions occurring prior to the date of the deletion or modification.