

# RULES OF THE AUSTRALIAN COUNCIL OF SOCIAL SERVICE INC

An association incorporated under the *Associations Incorporation Act 1991* (ACT)

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## PART 1 – PRELIMINARIES

### 1. NAME OF THE ASSOCIATION

The name of the Association is the Australian Council of Social Service Incorporated (the **Council**).

### 2. DEFINITIONS

In these rules, unless a contrary intention appears, the following terms will have the following means:

**Act** means the *Associations Incorporation Act 1991* (ACT).

**annual general meeting** means that part of the annual congress at which the ordinary or special business of the organisation is undertaken.

**Associate Member** means a member meeting the requirements of rule 10.1(c).

**Association** has the meaning given under the Act.

**Board** means the group of Members performing the duties of the committee of the Council as required by section 60 of the Act.

**COSS Board Member** has the meaning given by rule 15.1.

**COSS Member** means a member meeting the requirements of rule 10.1(a).

**financial year** means the 12 month period ending on 30 June in each year.

**meeting** includes, in relation to a meeting of the Board, meetings held in the form of videoconferences, teleconferences and other forms of interactive electronic communication.

**member** means a member, however described, of the Council but does not include a Board member.

**National Organisation Member** means a member meeting the requirements of rule 10.1(b).

**National Constituency Organisation Member** means a National Organisation Member meeting the additional requirements of rule 10.2.

**National Organisation Board Member** has the meaning given by rule 15.2.

**Office Holder** means a Board member occupying one of the positions in rule 14.2.

**Public Officer** has the meaning given by the Act.

**Regulation** means the *Associations Incorporation Regulation 1991* (ACT).

**Responsible Person** means an individual who has a degree of responsibility to the community.

**seal** means the common seal of the Council.

### 3. INTERPRETATION OF THESE RULES

(a) Headings and marginal notes are for convenience only and do not affect interpretation.

- (b) A reference to:
  - (i) legislation (including subordinate legislation) is to that legislation as amended, modified in relation to the Council, re-enacted or replaced, and includes any subordinate legislation issued under it;
  - (ii) a document or agreement, or a provision of a document or agreement, is to that document, agreement or provision as amended, supplemented, replaced or novated; and
  - (iii) a person includes any type of entity or body of persons, whether or not it is incorporated or has a separate legal identity, and any executor, administrator or successor in law of the person.
- (c) A singular word includes the plural and vice versa.
- (d) A word that includes one gender includes the other genders.
- (e) If a word is defined, another part of speech has a corresponding meaning.
- (f) If an example is given of anything (including a right, obligation or concept), such as by saying it includes something else, the example does not limit the scope of that thing.
- (g) The word **agreement** includes an undertaking or other binding arrangement or understanding, whether or not in writing.
- (h) A power to do something includes a power, exercisable in the like circumstances, to revoke or undo it.
- (i) A reference to a power is also a reference to authority or discretion.
- (j) A word or expression (other than a word defined in rule 2) which is defined by the Act has the same meaning in these rules where it relates to the same matters as the matters for which it is defined in the Act.
- (k) The *Legislation Act 2001* (ACT) applies to these rules in the same way as it would if they were an instrument made under the Act.

#### 4. **MODEL RULES DISPLACED**

These rules displace the model rules made under the Act.

#### 5. **PURPOSE**

The Council:

- (a) is a national advocate supporting people affected by poverty, disadvantage and inequality and the peak council for community services nationally;
- (b) works to create a fair, inclusive and sustainable Australia where all individuals and communities have the opportunities and resources they need to participate in, and benefit from, social and economic life; and
- (c) reflects values that are informed by the direct experiences of people affected by poverty and disadvantage and by the social services and community organisations that support them.

## 6. **OBJECTS**

The objects for which the Council is established are to contribute to reducing inequality, the relief of poverty and promotion of the wellbeing of individuals, groups and communities across Australia who are disadvantaged and vulnerable either socially, physically, intellectually or emotionally (**Objects**).

The Council will work towards:

- (a) ending poverty in all its forms in Australia;
- (b) promoting inclusive, sustainable, resilient economies; and
- (c) creating just, peaceful and inclusive communities.

## 7. **ACTIVITIES IN SUPPORT OF OBJECTS**

In order to implement the Objects set out in rule 6, and without limiting the powers of the Council, the Council aims to undertake a number of activities, including:

- (a) advocacy, policy development, research and education and engagement, and related activities including working in partnership with State and Territory and national member organisations with an active interest in social welfare across Australia to meet the Council's Objects;
- (b) working in partnership with Aboriginal and Torres Strait Islander agencies, individuals and community stakeholders to promote self-determination, address the level of poverty in communities and contribute to a united Australia which respects, values and celebrates Aboriginal and Torres Strait Islander heritage and contributions;
- (c) providing a leadership role to the Australian community sector and providing advocacy, education, resources, networks and forums to contribute to a thriving Australian community sector that is supported in its work to end poverty, address social disadvantage and create inclusive economies and communities;
- (d) promoting and creating opportunities for the experiences of citizens, consumers, and those with lived experience of disadvantage and income vulnerability to be central to social policy discourse, policy design and program delivery and be a central part of the governance of the Council; and
- (e) promoting evidence-based and long term approaches to social and economic public discourse and policy development processes that include the consideration of Australia's role internationally, in ensuring sustainability, and ensuring intergenerational equity.

## 8. **INCOME AND PROPERTY**

### 8.1 **Application of income and property**

- (a) The Council's income and property will be used solely towards the promotion of the Objects.
- (b) Except as expressly permitted by these rules:
  - (i) no portion of the Council's income and property will be paid or transferred, directly or indirectly, to a member of the Council or any Board member by way of dividend, bonus or however otherwise by way of profit; and

- (ii) no remuneration or equivalent benefit will be paid or given by the Council to a member of the Council or any Board member.

## 8.2 **Certain payments allowed**

Nothing in this rule 8 will prevent the payment, in good faith, to any member of the Council, Board member or Council employee or contractor of:

- (a) reasonable remuneration for any services actually rendered to the Council, including an honorarium amount for the Council's president;
- (b) reasonable remuneration for goods supplied to the Council in the ordinary and usual course of its operation;
- (c) interest on money lent by a member of the Council at a rate not exceeding the rate charged by Australian banks for overdraft accounts;
- (d) reasonable rent for premises let by a member of the Council;
- (e) any out of pocket expenses properly incurred on behalf of the Council; and
- (f) any other reason, provided that such payment will not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

## 9. **ALTERATION OF OBJECTS OR RULES**

The rules (including the Objects), may only be altered in accordance with the Act but provided that the special resolution is passed with a 75% majority of all COSS Members in addition to a 75% of voting members overall.

## **PART 2 – MEMBERSHIP**

### 10. **MEMBERSHIP OF THE COUNCIL**

#### 10.1 **Eligibility to be a member**

The following individuals and organisations are eligible to apply to be members of the Council:

- (a) Councils of Social Service of Australian States and Territories (**COSS Members**);
- (b) national organisations with an active interest in social welfare (**National Organisation Members**) including a special sub category, being National Constituency Organisation Member as outlined in rule 10.2; and
- (c) individuals, national organisations not meeting the requirements of paragraph (b) or which are precluded from being National Organisation Members for whatever reason, government organisations involved in social welfare not otherwise covered by paragraphs (a) or (b) or any other organisations interested in national social welfare policy not otherwise covered by paragraphs (a) or (b), (**Associate Members**),

(together, the **members**).



## 10.2 **Eligibility to be a National Constituency Organisation Member**

An organisation who:

- (a) meets the eligibility criteria for a National Organisation Member set out in rule 10.1(b); and
- (b) meets the following additional criteria:
  - (i) is an organisation with specific organisational aims and objectives to represent the opinions of consumers and individuals with lived experience of poverty and disadvantage; and
  - (ii) is an organisation that enables the representation of the opinions of consumers and individuals with lived experience of poverty and disadvantage in their membership and governance,

is eligible to apply to the Board to be a National Organisation Member and a member of the National Constituency Organisation sub-category of membership (**National Constituency Organisation Member**).

## 10.3 **Applications for membership**

- (a) Applications for membership must be made in writing.
- (b) Eligibility for, and acceptance of, membership and the category of membership will be determined by the Board or its approved delegate. If the Board rejects an application for membership, the applicant may appeal under rule 12.
- (c) All applications for membership lodged by organisations (as opposed to individuals) must also be accompanied by:
  - (i) a copy of the applicant organisation's constitution, rules or charter; and
  - (ii) a statement of the present and/or planned program for the organisation.
- (d) The Board will notify an applicant for membership of receipt of an application made under this rule 10.3.

## 10.4 **Transitional arrangements for members**

A member who, immediately before the adoption of the rules, was:

- (a) a member as a Council of Social Service of an Australian State or Territory, shall (subject to these rules) continue as a COSS Member;
- (b) a member as a "National Organisation" with an active interest in social welfare, shall (subject to paragraph (c) and these rules) continue as a National Organisation Member;
- (c) a member as a "National Organisation" with an active interest in social welfare (who was also a member of the Special Assembly), shall (subject to these rules) continue as a National Constituency Organisation Member; and
- (d) an "Associate" or "Affiliate" of the Council, shall (subject to these rules) continue as an Associate Member,

on and from the adoption of the rules.

**10.5 Considerations when accepting or rejecting an application**

- (a) Without limitation, the Council may take into account any reason or fact when considering an applicant's application for membership.
- (b) The Council may, in its absolute discretion, exclude any organisation or individual from membership for any reason the Board deems sufficient.

**10.6 Notice of acceptance of application**

If an application for membership has been accepted, the Board will provide the applicant with:

- (a) written notice of the acceptance setting out the category of membership for which the applicant has been accepted; and
- (b) a request for payment of any entrance fee and the first annual subscription fee.

**10.7 Cancellation of acceptance**

If the payment required under rule 10.6(b) is not received within two calendar months of the notice provided by the Board under rule 10.6(a), the Board may cancel its acceptance of an application.

**10.8 Membership effective**

Membership will not be effective until:

- (a) the Board notifies the applicant that its application has been accepted (and stating the category of members); and
- (b) the membership fee requested by the Board has been paid and received, unless the Board approves otherwise.

**10.9 Membership fees**

- (a) Fees for membership will be as determined by the Board from time to time (or as determined in accordance with a fee setting policy issued by the Board), which may involve different fees for different categories of members.
- (b) All annual fees, including annual subscriptions for members shall become due and payable on the first day of the month of July each year.

**10.10 Register of members**

- (a) The Board must cause the Council to keep and maintain a register of its members in accordance with section 67 of the Act.
- (b) The register must record:
  - (i) the full name of each Member organisation; and
  - (ii) the date of commencement of membership.
- (c) The register maintained under this rule 10.10 must be available for inspection at all reasonable times by a representative of a Member who has applied to the Public Officer in writing to inspect it.
- (d) The register will be conclusive evidence of all matters recorded in it.

## 11. **SUSPENSION, TERMINATION OR RESIGNATION OF MEMBERSHIP**

### 11.1 **The Board's right to suspend or terminate**

The Board may suspend or terminate an organisation or individual's status as a member at any time and for any reason if:

- (a) the Board notifies the organisation or individual that it is considering exercising this power; and
- (b) one month after notice has been given under paragraph (a), the Board determines by a majority of 75% or more that it has sufficient reason, in its absolute discretion, to suspend or termination the organisation or individual's membership.

### 11.2 **Suspension for unpaid fees**

Any member whose annual fee is not paid within two months of the date upon which it becomes due, will cease to be a member until such time as the fee is paid.

### 11.3 **The member may provide statement**

A member who has received a notice under rule 11.1(a) may provide the Board with a statement setting out its reasons or view as to why it should or should not have its membership suspended or terminated.

### 11.4 **Resignation from membership**

A member may only resign from membership by providing notice in writing to the Public Officer. The resignation will be effective upon receipt of the notice. Resignation from membership shall not affect the previous member's obligation to pay any membership fees that were payable before the member's resignation.

## 12. **THE MEMBER'S RIGHT TO APPEAL**

- (a) Any:
  - (i) decision by the Board to reject an application for membership under rule 10.3(b); or
  - (ii) determination of the Board made under rule 11.1,(each an **Appealable Decision**) may be appealed to a general meeting of members by the member, organisation or individual subject to the determination.
- (b) If a member, organisation or individual wishes to appeal an Appealable Decision, the member, organisation or individual must provide the Board with at least 42 days' notice of this appeal.
- (c) The appeal will be heard at the next general meeting after the notice requirements in paragraph (b) has been satisfied. The member, organisation or individual subject to the determination has a right to make brief oral submissions at this general meeting in relation its, his or her appeal.
- (d) The general meeting has the power to hear the appeal to determine whether the Appealable Decision should be confirmed or set aside.
- (e) Any determination by the general meeting under paragraph (d) must be by a simple majority of the delegates of the members in attendance at the general meeting (excluding the organisation or individual subject to the determination, if that

organisation or individual was a member prior to the determination). The general meeting's determination is final.

### **PART 3 – THE BOARD**

#### **13. POWERS OF THE BOARD**

##### **13.1 Powers of the Board**

The Board, subject to the Act, the Regulation and any resolution passed by the Council in general meeting:

- (a) controls and manages the affairs of the Council;
- (b) may exercise all of the functions that may be exercised by the Council other than those functions that are required by these rules to be exercised by the Council in general meeting; and
- (c) has power to perform all acts and do all things that appear to the Board to be necessary or desirable for the proper management of the affairs of the Council.

##### **13.2 Power of the Board to manage financial affairs of Council**

The Board may exercise all of the powers of the Council to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Council.

##### **13.3 Power of the Board to establish committees**

The Board may, from time to time, establish such committees as it thinks fit with such powers and responsibilities as the Board shall determine.

##### **13.4 Power of Board to delegate**

The Board may delegate any of its powers as it thinks fit and any delegation will be subject to:

- (a) the terms specified by the Board (including, but not limited to, any specified period for the delegation or the power to further delegate); and
- (b) any restrictions imposed by the Board.

##### **13.5 No power of general meeting to invalidate decision of the Board**

No decision made by the Council in general meeting will invalidate any prior act of the Board which would have been valid if that decision at the general meeting of the Council had not been made.

#### **14. CONSTITUTION AND MEMBERSHIP OF THE BOARD**

##### **14.1 Constitution of the Board**

The Board consists of nine members, comprising:

- (a) three Board members (each of whom is a nominee of a COSS Member) as elected by the COSS Members; and

(b) three Board members (each of whom is a nominee of a National Organisation Member and at least one of whom must be a nominee of a National Constituency Organisation member) elected by the National Organisation Members; and

(c) three Board members elected by the other Board members,

in accordance with rule 15.

#### 14.2 **Office Holders of the Council**

(a) The Board must nominate Board members to fill the roles of each of the following Office Holders of the Council, from time to time and for the duration determined by the Board:

(i) the president;

(ii) the vice-president; and

(iii) the treasurer.

(b) The treasurer of the Council is responsible for:

(i) collecting and receipting all amounts owing to the Council and making all payments authorised by the Council; and

(ii) keeping correct accounts and books showing the financial affairs of the Council with full details of all receipts and expenditure connected with the activities of the Council.

#### 14.3 **Term of membership of the Board**

(a) Each member of the Board holds office, subject to these rules, until:

(i) in relation to a COSS Board Member or National Organisation Board Member, the conclusion of the second annual general meeting following the date of the Board member's election or appointment; or

(ii) in relation to a Board member appointed under rule 15.3, the Board meeting that next follows the second annual general meeting following the date of the Board member's election or appointment.

(b) A member of the Board may hold office for a maximum of three consecutive terms.

#### 14.4 **Removal of a member of the Board**

The Council in general meeting may, by resolution and subject to the Act, remove any member of the Board from office of the member of the Board before the end of the member's term of office.

### 15. **ELECTION AND APPOINTMENT OF BOARD MEMBERS**

#### 15.1 **Election of COSS Board Members**

Three members of the Board will be:

(a) each, a nominee of a COSS Member organisation; and

- (b) elected by the COSS Members, whereby each COSS Member may vote (by way of ballot) for as many candidates as there are vacant positions and the three nominees with the most votes by COSS Members will be elected,

(the **COSS Board Members**).

#### 15.2 **Election of National Organisation Board Members**

Three members of the Board will be:

- (a) each, a nominee a National Organisation Member organisation, provided that one of these Board members must be a nominee of a National Constituency Organisation Member; and
- (b) elected by the National Organisation Members, whereby the three nominees elected will be determined on the basis of a proportional election process,

(the **National Organisation Board Members**).

#### 15.3 **Appointment of remaining Board members**

- (a) Three members of the Board will be appointed by resolution of the Board.
- (b) In appointing the three remaining Board members, the Board must seek to appoint Board members who will ensure that (to the extent possible) an adequate range of relevant qualifications and experience is represented on the Board.

#### 15.4 **Transitional arrangements for Board members**

- (a) A person who, immediately before the adoption of the rules, was a Board member continues as a Board member until the next general meeting of the Council following the adoption of the rules (at which the COSS Members and National Organisation Members shall each elect Board members in accordance with rule 15.1 or 15.2) and following those elections, subject to paragraph (b), the person shall cease to be a Board member unless elected at that general meeting in accordance with rule 15.1 or 15.2 or elected at the next Board meeting in accordance with rule 15.3.
- (b) A person who, immediately before the adoption of the rules, occupied the Office Holder position of president or treasurer continues both as a Board member and in that Office Holder position (irrespective of whether that person is re-elected at the general meeting referred to in paragraph (a)) until the Board elected at the general meeting referred to in paragraph (a) holds its first Board meeting.
- (c) The appointment of Board members shall be staggered so that not all of the Board member positions will be due to be filled at any one annual general meeting. Accordingly, the Board members elected at the first general meeting of the Council following the adoption of the rules shall be elected for the period starting with that general meeting and ending on:
  - (i) for the COSS Board Members, the next scheduled annual general meeting; and
  - (ii) for National Organisation Board Members, the second next scheduled annual general meeting;
  - (iii) for the remaining Board members appointed by the Board under rule 15.3:
    - (A) in respect of one Board member as chosen by the Board, the Board meeting that follows the next scheduled annual general meeting; and

- (B) in respect of the two other Board members, the Board meeting that follows the second next scheduled annual general meeting.

#### 15.5 **Nomination to be Board member**

- (a) The Board must cause a notice seeking nominations of candidates for COSS Board Members and National Organisation Board Members (as applicable) to be distributed to the members at least 42 days before the general meeting or annual general meeting at which a Board member is required to be elected.
- (b) A COSS Member may by written notice to the Public Officer, within the timeframe set out in the Board's notice under paragraph (a), nominate any individual who is a nominee of that COSS Member or any other COSS Member for election as a COSS Board Member.
- (c) A National Organisation Member may by written notice to the Public Officer, within the timeframe set out in the Board's notice under paragraph (a), nominate any individual who is a nominee of that National Organisation Member or any other National Organisation Member for election as a National Organisation Board Member.

#### 15.6 **Insufficient nominations received**

- (a) If insufficient nominations are received to fill the COSS Board Member or National Organisation Board Member positions, or the same number of candidates as Board member positions are nominated for that category of Board members, the candidates that have been nominated in each category of Board membership are taken to be elected and, where insufficient nominations were received, further nominations may be received at the applicable general meeting or annual general meeting.
- (b) If insufficient nominations are received at the annual general meeting for the COSS Board Member or National Organisation Board Member positions, the positions will be treated as vacancies of the Board.
- (c) If more candidates are nominated for COSS Board Member or National Organisation Board Member than there are COSS Board Member or National Organisation Board Member positions (respectively), the delegates present from the COSS Members or National Organisation Members (respectively) will cast a ballot for the COSS Board Member or National Organisation Board Member positions (respectively). The ballot will be conducted in the manner directed by the Board. Board members will be elected in accordance with rule 15.1 or 15.2 (respectively).

#### 15.7 **Eligibility to fill a position**

A person is not eligible to simultaneously hold more than one position on the Board.

#### 15.8 **Board vacancies**

- (a) For these rules, a vacancy in the office of a member of the Board happens if the member:
  - (i) dies;
  - (ii) resigns from the office;
  - (iii) is removed from office under rule 14.4;
  - (iv) becomes insolvent under administration within the meaning of the Act;
  - (v) is no longer able to perform their duties;

- (vi) is disqualified from office under the Act; or
  - (vii) is absent without the consent of the Board from all meetings of the Board held during a period of 6 months.
- (b) If there is a vacancy in the membership of the Board, the Board may appoint:
- (i) in the case of a vacancy in a COSS Board Member or National Organisation Board Member position, a nominee of the constituency from which the outgoing Board member was elected to fill the vacancy; or
  - (ii) in relation to a vacancy in the position of a Board-appointed Board member, any person to fill the vacancy,
- subject to these rules, until the conclusion of the term for which the outgoing member of the Board was elected or appointed.
- (c) The Board may act despite any vacancy on the Board.

## 16. **BOARD MEETINGS AND VOTING**

### 16.1 **Meetings of the Board**

- (a) The Board must meet at least two times in each calendar year at the place and time that the Board may decide.
- (b) Additional meetings of the Board may be called by any member of the Board from time to time.
- (c) Notice of a meetings of the Board must be given by the president to each member of the Board at least 48 hours (or any other period unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.
- (d) Notice of a meeting of the Board given under paragraph (c) must specify the general nature of the business to be transacted at the meetings and no business other than that business may be transacted at the meeting, except business that the Board members present at the meeting unanimously agree to treat as urgent business.
- (e) At meetings of the Board:
  - (i) the president or, in the absence of the president, the vice-president presides; or
  - (ii) in the absence of both the president and the vice-president, one of the remaining members of the Board may be chosen by the Board members to preside.

### 16.2 **Quorum for meetings of the Board**

- (a) A majority of the members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- (b) No business may be transacted by the Board unless a quorum is present and, if within half an hour after the time appointed for the meeting, a quorum is not present, the meeting stands adjourned until a time and place as notified to the members of the Board by the president.
- (c) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.



### 16.3 **Decisions of the Board**

Questions arising at a Board meeting will be decided by a simple majority of the votes of members of the Board present at the meeting.

### 16.4 **Board members' right to vote**

Each member of the Board present at a meeting of the Board is entitled to one vote but, if the votes are equal, the person presiding may exercise a second or casting vote.

### 16.5 **Proxy of a member of the Board**

A Board member who is unable to attend a meeting may, by notifying the other Board members in writing, appoint a fellow member of the Board as proxy to vote on that Board member's behalf, provided that such proxy arrangement may not be made more than twice in any Board member's term of office.

### 16.6 **Minutes of meetings of the Board**

The Board will keep minutes of:

- (a) all appointments of officers and employees; and
- (b) all proceedings at all meetings of the Council and of the Board.

These minutes will be signed by the person presiding the meeting.

### 16.7 **Procedure of meetings**

The Board may, subject to these rules and the Act, otherwise regulate its meetings as it decides.

## **PART 4 – GENERAL MEETINGS OF THE COUNCIL**

### 17. **ANNUAL GENERAL MEETINGS**

- (a) The Council must hold an annual general meeting each year during the five months following the close of the financial year.
- (b) In addition to any other business that may be transacted at an annual general meeting, the business of an annual general meeting is to:
  - (i) confirm the minutes of the last annual general meeting;
  - (ii) receive reports from the Board on the activities of the Council during the last financial year;
  - (iii) elect members of the Board for each of the COSS Board Members or National Organisation Board Members whose election or appointment is due to expire;
  - (iv) receive the annual report and the audited financial statements; and
  - (v) appoint the auditor.

### 18. **GENERAL MEETINGS**

- (a) The Board may, whenever it considers appropriate, call a general meeting of the Council.

- (b) The Board must, on the receipt of a requisition in writing signed by no less than 10 members, call a general meeting of the Council. A requisition of members for a general meeting must:
  - (i) state the purpose or purposes of the meeting; and
  - (ii) be lodged with the Public Officer.
- (c) The Board must provide at least 14 days' notice of a general meeting, specifying the date, time, place of the meeting and the nature of the business to be transacted at the meeting.
- (d) If the nature of the business proposed to be dealt with at the general meeting requires a special resolution of the Council, the Public Officer must, by at least 21 days before the date fixed for the holding of the general meeting, send a notice to each member specifying the intention to propose the resolution as a special resolution.
- (e) No business other than that specified in the notice of the calling of a general meeting may be transacted at the meeting.

## 19. **DELEGATES OF MEMBERS**

- (a) Each member (other than an individual) must appoint a delegate to the annual general meeting and general meetings.
- (b) Where a delegate of a member who is eligible to vote is unable to attend the annual general meeting or general meeting, the member may appoint a proxy and, if it does so, will notify the Council in writing that a proxy has been appointed. No proxy delegate may vote at the annual general meeting unless such notification has been received.
- (c) In the event of any person ceasing to be a delegate for any reason, the member may fill the vacancy for the remainder of the delegate's term and will notify the Council of this accordingly.

## 20. **VOTING RIGHTS FOR MEMBERS**

### 20.1 **Voting rights for Members other than Associate Members**

Each COSS Member and National Organisation Member will have one vote.

### 20.2 **Voting rights for Associate Members**

Delegates of an Associate Member or Associate Members (where that member is an individual) may attend annual general meetings and general meetings but will not be eligible to vote on any resolution.

### 20.3 **Presiding member entitled to casting vote**

If the votes on a question at an annual general meeting or general meeting are equal, the presiding member is entitled to exercise a casting vote.

### 20.4 **Exercise of voting rights**

A COSS Member or National Organisation Member may exercise its right to vote:

- (a) through the casting of a vote by its delegate or proxy at a meeting of members;

- (b) by casting the vote by its delegate by written notice to the president prior to the meeting of members.

## 21. **QUORUM AND PROCEDURE**

### 21.1 **Quorum**

- (a) No item of business may be transacted at the annual general meeting or general meeting unless eight members who are entitled to vote are present.
- (b) If, within 30 minutes after the appointed time for the start of the meeting, a quorum is not present:
  - (i) a meeting called on the requisition of members is dissolved; or
  - (ii) in any other case – the meeting is adjourned to the same day in the following week and at the same time (unless otherwise specified by the person presiding the meeting).
- (c) If quorum at an adjourned meeting is not presented within 30 minutes after the time appointed for the start of the meeting, the members present (being not less than 5) constitute a quorum.

### 21.2 **Presiding member**

At meetings of the Board:

- (a) the president or, in the absence of the president, the vice-president presides; or
- (b) in the absence of both the president and the vice-president, one of the remaining members of the Board may be chosen by the members to preside.

## **PART 5 – MISCELLANEOUS**

## 22. **INDEMNITY**

### 22.1 **Indemnity for liability arising out of execution of duties**

Subject to and so far as permitted by the Act, the Australian Consumer Law and any other applicable law:

- (a) the Council must, to the extent the person is not otherwise indemnified, indemnify each member of the Board, members of committees, auditors and every other officer of the Council, against any Liability incurred as a result out of the execution of their duties except for any conduct involving negligence, breach of duty or breach of trust a lack of good faith or wilful misconduct; and
- (b) the Council may make a payment (whether by way of advance, loan or otherwise) in respect of legal costs incurred by a member of the Board, a member of committees, an auditor or any other officer of the Council in defending an action for a Liability incurred as such a person or in resisting or responding to actions taken by a government agency or a liquidator.

### 22.2 **Definitions**

In this rule 22:

- (a) **Liability** means a liability of any kind (whether actual or contingent and whether fixed or unascertained) and includes costs, damages and expenses, including costs incurred in connection with any investigation or inquiry by a government agency or a liquidator.
- (b) **Australian Consumer Law** means Schedule 2 to the *Competition and Consumer Act 2010* (Cth).

23. **STAFF**

23.1 **Employment of staff**

The Board may employ such staff as it sees fit to conduct the affairs of the Council and may determine their terms and conditions of employment, subject to any award or statute.

23.2 **Duties of staff**

All staff are responsible to the Board and shall accept all lawful directions of the Board.

24. **PUBLIC OFFICER**

- (a) The Board will, within 14 days of the incorporation of the Council, appoint a representative of a member of the Council to the position of Public Officer for the purposes of section 57 of the Act.
- (b) If the position of Public Officer becomes vacant, the Board will, within 14 days of the position becoming vacant, appoint a representative of a member of the Council to fill the vacancy.

25. **INTELLECTUAL PROPERTY**

To the extent that a member of the Council (or an employee of a member) performs services or produces material for the Council (whether paid or unpaid), the intellectual property rights in any thing resulting from the performance of those services or any such material vests in the Council unless otherwise agreed.

26. **SEAL**

26.1 **Common seal**

The Board will provide for a common seal and for its safe keeping, and it may only be used with the authority of the Board.

26.2 **Fixing deals to documents**

The fixing of the common seal to a document must be witnessed by:

- (a) two members of the Board; or
- (b) by any other signatories or in any other way authorised by the Board.

27. **FINANCIAL MANAGEMENT**

27.1 **Receipts for gifts**

Receipts issued for gifts must state:

- (a) the name of the Council;
- (b) the fact that the receipt is for a gift; and

- (c) the Australian Business Number of the Council.

## 27.2 **Funds management**

- (a) The funds of the Council are derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Council in general meeting and subject to the Act, section 114, any such other sources that the Board decides.
- (b) All money received by the Council must be deposited as soon as practicable and without deduction to the credit of the Council's bank account.
- (c) The Council must, as soon as practicable after receiving any money, issue an appropriate receipt.
- (d) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the Board or employees, who have been authorised by the Board to do so.

## 27.3 **Maintaining financial records**

The Board must cause the Council to keep written financial records that:

- (a) accurately record and explain its transactions, position and performance;
- (b) enable true and fair financial statements to be prepared and audited; and
- (c) are retained for at least 7 years after the transactions to which they relate were completed.

## 27.4 **Financial reporting**

The Board must cause the Council to prepare financial accounts and reports, including an annual statement of accounts, that comply with Part 5 of the Act.

## 27.5 **Auditing**

- (a) A properly qualified auditor or auditors will be appointed with remuneration fixed and duties regulated in accordance with the Act. The duties of the auditor will be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with generally accepted principles or any applicable code of conduct.
- (b) The auditor or auditors will examine the Council's accounts at least once every year.

## 27.6 **Inspection of financial records and accounts by members of the Council**

The financial records and accounts of the Council are open to the inspection of any member of the Council, subject to any reasonable restrictions as to the time and manner of the inspection and any other regulation imposed on the Council (by law or otherwise).

## 28. **WINDING UP OR DISSOLUTION**

### 28.1 **Winding up or dissolution**

The Council will be wound up or dissolved by any process provided for at law.

## 28.2 **Distribution of income and property**

If, on winding up or dissolution of the Council and after satisfaction of all of the Council's debts and liabilities, there remains any income or property, the same may be distributed in accordance with section 92 of the Act, to some other institution or institutions (other than a member of the Council), who has the same or similar objects to the Council. If no such institution exists, then the income or property may be transferred, distributed or transferred to another charitable object.

## 29. **NOTICES**

### 29.1 **Notices given by Council**

A notice is properly given to a person if it is:

- (a) in writing signed on behalf of the Council (by original or printed signature);
- (b) addressed to the person to whom it is to be given; and
- (c) either:
  - (i) delivered personally;
  - (ii) sent by prepaid mail to that person's registered address (and, if it is a member of the Council, to the address shown in the register of members);
  - (iii) sent by fax to the fax number (if any) nominated by that person; or
  - (iv) sent by electronic message to the electronic address (if any) nominated by that person.

### 29.2 **When notice is received**

A notice to a person by the Council is regarded as given and received:

- (a) if it is delivered personally:
  - (i) by 5.00 pm (local time in the place of receipt) on a business day – on that day;
  - (ii) after 5.00 pm (local time in the place of receipt) on a business day, or on a day that is not on a business day – on the next business day;
- (b) if it is sent by mail:
  - (i) within Australia – one business day after posting; or
  - (ii) to a place outside of Australia – three business days after posting.
- (c) if it is sent by fax or electronic message:
  - (i) by 5.00 pm (local time in the place of receipt) on a business day – on that day;
  - (ii) after 5.00 pm (local time in the place of receipt) on a business day, or on a day that is not on a business day – on the next business day.

29.3 **Business days**

For the purposes of this rule 29, a business day is a day that is not a Saturday, Sunday or public holiday in the place to which the notice is sent.

29.4 **Evidence of service**

A certificate in writing signed by the Public Officer stating that a notice was sent is conclusive evidence of service of notice.