

[010Q: Incorporates alterations of 16 and 17 November 2020 (R2020/104, D2020/12 and D2020/13)]  
replaces rulebook dated 24/10/2014 (R2012/136 and R2013/50)

I CERTIFY under section 161 of the *Fair Work (Registered Organisations) Act 2009* that the pages herein numbered 1 to 23 both inclusive contain a true and correct copy of the registered rules of Community Management Solutions.

DELEGATE TO GENERAL MANAGER  
FAIR WORK COMMISSION

# Rules of Community Management Solutions

## Contents

|  |    |
|--|----|
| 1 - INTERPRETATION .....                   | 1  |
| 2 - NAME .....                             | 1  |
| 3 - REGISTERED OFFICE.....                 | 1  |
| 4 - PURPOSES AND POWERS .....              | 1  |
| 5 - MEMBERSHIP .....                       | 2  |
| 5.1 Eligibility .....                      | 2  |
| 5.3 Associate Members.....                 | 3  |
| 5.4 Life Membership .....                  | 3  |
| 5.5 Cessation of Membership .....          | 3  |
| 5.6 Resignation of Membership.....         | 4  |
| 5.7 Discipline of Members .....            | 5  |
| 5.8 Register of Members .....              | 6  |
| 5.9 Fees and Subscriptions .....           | 6  |
| 5.10 Members' Liabilities.....             | 6  |
| 6. BOARD .....                             | 7  |
| 6.1 Power and Functions of the Board ..... | 7  |
| 6.2 Constitution and Membership .....      | 7  |
| 6.3 Election of Members of the Board ..... | 8  |
| 6.4 Casual Vacancies .....                 | 12 |
| 6.5 Secretary .....                        | 12 |
| 6.6 Treasurer .....                        | 13 |
| 6.7 President and Vice-President.....      | 13 |
| 6.8 Other Board Members .....              | 13 |
| 6.9 Removal of Members of the Board .....  | 14 |
| 6.10 Meeting and Quorum .....              | 15 |
| 6.11 Voting and Decisions .....            | 16 |
| 7. GENERAL MEETINGS .....                  | 16 |
| 7.1 Annual General Meetings .....          | 16 |
| 7.2 Special Meetings.....                  | 17 |
| 7.3 Plebiscite.....                        | 17 |
| 7.4 Notice.....                            | 18 |
| 7.5 Procedure .....                        | 18 |
| 7.6 Presiding Member.....                  | 18 |
| 7.7 Adjournment.....                       | 19 |

Contents

---

|      |  |    |
|------|--|----|
| 7.8  | Decisions .....                              | 19 |
| 7.9  | Special Resolution .....                     | 19 |
| 7.10 | Voting .....                                 | 20 |
| 7.11 | Appointment of Proxies .....                 | 20 |
| 8.   | MISCELLANEOUS .....                          | 20 |
| 8.1  | Funds Source .....                           | 20 |
| 8.2  | Funds - Management .....                     | 20 |
| 8.3  | Control of Property of the Association ..... | 21 |
| 8.4  | Auditor .....                                | 21 |
| 8.5  | Amendment of Rules .....                     | 21 |
| 8.6  | Common Seal .....                            | 21 |
| 8.7  | Custody of Records .....                     | 21 |
| 8.8  | Inspection of Records .....                  | 21 |
| 8.9  | Service of Notices .....                     | 22 |
| 8.10 | Financial Members .....                      | 22 |
| 8.11 | Unfinancial Members .....                    | 22 |
|      | APPENDIX .....                               | 23 |

## 1 - INTERPRETATION

- 1.1. These rules shall be interpreted according to the relevant legislation relating to the interpretation of legislation and statutory instruments in the same manner as those laws would apply if these rules were an Act or instrument made under those laws.
- 1.2. In these rules a reference to a function includes a reference to a power, authority and duty; and a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of that duty.

## 2 - NAME

- 2.1. The name of the Association shall be Community Management Solutions.

## 3 - REGISTERED OFFICE

- 3.1 The registered office of the Association shall be situated in the State of Queensland at Unit 5, 321 Kelvin Grove Road, Kelvin Grove, Queensland, 4059 or such place as the Board determines from time to time.

## 4 - PURPOSES AND POWERS

- 4.1 The principal object for which the Association is established is to support and enhance the provision of education and care services by the Community Services sector and its supporting objects are:
  - 4.1.1(a) to encourage and support Members in their provision of appropriate standards of services for stakeholders in the Community Services sector;
  - 4.1.1(b) to promote the provision of quality Community Services in Australia;
  - 4.1.1(c) to promote the work of, encourage co-operation between and to provide a focus for the exchange of information and ideas to assist, Members in fulfilling their roles;
  - 4.1.1(d) to facilitate effective representation for and on behalf of Members both in Australia and internationally before all tiers of government and the community;
  - 4.1.1(e) to provide advice, assistance and services to Members in relation to their financial management and audit obligations;
  - 4.1.1(f) to provide, encourage and support the development of educational programs aimed at improving the Community Sector in Australia; and
  - 4.1.1(g) to support and represent Members in connection with any industrial relations issues, including but not limited to awards, agreements and matters before tribunals or commissions, and including to act as an employer organisation in regard to matters of a general industrial, employee and/or award nature for which purposes the Association will, among other things:

- (i) take such steps as are necessary to enable it to represent Members before the Fair Work Commission and any relevant Federal or State tribunal or registry;
- (ii) provide an industrial service to Members including the provision of awards and industrial information, and whenever appropriate in the circumstances, representation in establishment and/or industry based disputes;
- (iii) arrange training programmes and packages aimed at enhancing the performance standards of management and staff.

4.2 The Association has the capacity to exercise its powers in any place.

## **5 - MEMBERSHIP**

### **5.1 Eligibility**

- 5.1.1 A person, (which shall include an incorporated entity or unincorporated association) shall be eligible to become an Ordinary Member of the Association if the person is an employer or person (other than an employee) who carries on business in or in connection with the provision of community services throughout the Commonwealth of Australia.

### **5.2 Application for Membership**

- 5.2.1 An application for membership of the Association shall be in writing and shall state the applicant's name, address and place of business and be accompanied by the membership fee and annual subscription payable under these rules, provided that any person who prior to 1 November 2007, was included within the membership records of the Association shall be deemed to have been validly admitted as a member of the Association and entitled to remain as a member for all purposes of these Rules.
- 5.2.2 'Community Services' shall mean Care and Education Services for children and families and other members of the Community for example Kindergartens, Pre-Schools, Child Care Centres (with the exclusion of private long day care centres), Family Day Care, Outside School Hours Care, Neighbourhood Centres, Parents and Citizens/Friends Organisations and Community Centres.
- 5.2.3 An Ordinary Member of the Association, being a corporation as defined in the Corporations Law or any successor thereto, may, by written notice forwarded to the Secretary of the Association, nominate a director or other authorised person of the corporation (not being an employee of the member) as the representative of the member. Wherever these rules provide for any Ordinary Member to attend any meeting or to be eligible for election to any office, the nominated representative of an Ordinary Member shall be deemed for the purpose of such provision to be the member of the Association.
- 5.2.4 The Association shall inform applicants for membership, in writing, of the financial obligations arising from membership and the circumstances, and the manner, in which a member may resign from the Association.

### **5.3 Associate Members**

- 5.3.1 Membership as an Associate Member shall be open to any person other than an Ordinary Member who has a genuine and demonstrated interest in the objects and purposes of the Association and shall include but not be limited to the following categories:
- 5.3.1(a) persons engaged in academic studies or other professional activities relating to Community Services;
  - 5.3.1(b) persons interested in the promotion or the proper conduct of Community Services;
  - 5.3.1(c) persons engaged in the establishment of a community service which has not yet been established.
- 5.3.2 The Board may establish such categories of Associate Members as it may consider appropriate and may, in its absolute discretion, determine the rights, privileges and liabilities of each category.
- 5.3.3 A person may apply to become an Associate Member of the Association if:
- 5.3.3(a) that person states in writing to the association their name, address, place of business and the nature of their interest in the Association; and
  - 5.3.3(b) that person tenders the annual subscription/fee payable (for Associate Members) under these rules.

### **5.4 Life Membership**

- 5.4.1 Life membership may be granted by the Board to any person who the Board considers has rendered outstanding and extraordinary services to the Association as a member of the Association. Life members shall retain all the rights of a financial ordinary member.

### **5.5 Cessation of Membership**

- 5.5.1 A person ceases to be a member of the Association if the person -
- 5.5.1(a) ceases to be eligible to become a member of the Association;
  - 5.5.1(b) dies;
  - 5.5.1(c) resigns that membership;
  - 5.5.1(d) is expelled from the Association; or
  - 5.5.1(e) is an unfinancial Member thirty (30) days after being given written notice by the Secretary of having been unfinancial for a period of two (2) months or more.
- 5.5.2 The Secretary shall make an appropriate entry in the register of members recording the date on which a member ceases to be a member.

## 5.6 Resignation of Membership

- 5.6.1 A member of the Association may resign from membership by a written notice addressed and delivered to the Association.
- 5.6.2 A notice of resignation from membership of the Association takes effect:
- 5.6.2(a) where the member ceases to be eligible to become a member of the Association;
- (i) on the day on which the notice is received by the Association; or
  - (ii) on the day specified in the notice, which is a day not earlier than the day when the member ceases to be eligible to become a member; whichever is later.
- 5.6.2(b) in any other case:
- (i) at the end of 2 weeks, or such shorter period as is specified in the rules of the organisation, after the notice is received by the organisation; or
  - (ii) on the day specified in the notice; whichever is later.
- 5.6.3 Any dues payable but not paid by the former member of the Association in relation to a period before the member's resignation from the Association took effect, may be sued for and recovered in the name of the Association, in a court of competent jurisdiction, as a debt due to the Association.
- 5.6.4 A notice delivered to the Association shall be taken to have been received by the Association when it was delivered.
- 5.6.5 A notice of resignation that has been received by the Association is not invalid because it was not addressed and delivered in accordance with rule 5.6.1.
- 5.6.6 A resignation from membership of the Association is valid, even if it is not effected in accordance with this rule, if the member is informed in writing by or on behalf of the Association that the resignation has been accepted.

## 5.7 Discipline of Members

- 5.7.1 Subject to this Clause the Board may by resolution discipline a Member if the Member:
- 5.7.1(a) does not comply with these rules;
  - 5.7.1(b) is guilty of gross misconduct;
  - 5.7.1(c) is guilty of a serious neglect of duty;
  - 5.7.1(d) misappropriates funds of the Association;
  - 5.7.1(e) is a natural person who is of general bad character;
  - 5.7.1(f) is a body corporate whose constituent documents make provisions inconsistent with the purposes for which the Association is formed; or
  - 5.7.1(g) breaches the Rules of the Association by gross misbehaviour and for the purpose of clarity, Gross Misbehaviour shall also include but not be limited to a conflict of interest.
- 5.7.2 For the purpose set out in the preceding clause, the Board may by resolution fine, suspend or expel a Member from membership of the Association, or impose conditions on a Member's membership.
- 5.7.3 Prior to the Board voting on a resolution under Clauses 5.7.1 and/or 5.7.2, the Board must give notice in writing of its intention to discipline the Member to the Member setting out the grounds on which the intended resolution is based; and informing the Member that they have one (1) month from the date of the notice to give written submissions to the Board in relation to the proposed resolution.
- 5.7.4 If the Member gives written submissions in relation to the proposed resolution, the Board must consider those submissions and then give the Member written notice as to whether or not the Board still intends to propose the resolution; and if the Board does so intend, stating that the Member has fourteen (14) days from the date of that notice to require that the matter be referred to mediation under Clauses 5.7.5 and 5.7.6. If the Member does not give written submissions in relation to the proposed resolution, or does not provide such submissions within time, the Board may pass the proposed resolution as and when it sees fit.
- 5.7.5 If the matter is referred to mediation under this Clause, the mediation must be conducted:
- 5.7.5(a) in such manner as the Board reasonably determines; and
  - 5.7.5(b) in accordance with the rules of natural justice.
- 5.7.6 The mediator must be chosen by agreement between the parties or, failing such agreement then as chosen by the President of the Queensland Law Society at the request of either party. The mediator must be a person who is a mediator accredited under the *National Mediator Accreditation System* who's entitled to mediate in Queensland. The mediation shall be conducted in accordance with the guidelines issued by the *National Mediator Accreditation System*.



- 5.7.7 Once the mediation is concluded, the Board may decide whether or not to pass the resolution under Clause 5.7.1.
- 5.7.8 Where the Board passes a resolution pursuant to rule 5.7.1 as allowed by 5.7.7, the Secretary shall, within seven (7) days after that confirmation, by notice in writing, inform the member of the decision of the Board.
- 5.7.9 Where a Member is expelled from membership pursuant to this Clause, such Member shall continue to be liable for all arrears of subscription due and unpaid at the date of his expulsion and for all other moneys due by him to the Association and any subscription paid prior to the date of expulsion will not be refunded to the Member.

## **5.8 Register of Members**

- 5.8.1 The Association shall establish and maintain a register of ordinary, associate members and life members of the Association specifying the name and address of each person who is a member of the Association together with the date on which the person became a member.
- 5.8.2 The register of members shall be kept at the principal office of administration of the Association and shall be open for inspection, free of charge, by any member of the Association at any reasonable time.

## **5.9 Fees and Subscriptions**

- 5.9.1 A person applying for membership of the Association must first pay a membership fee as determined by the Board, from time to time.
- 5.9.2 In addition to any amount payable by the member under rule 5.9.1, a member of the Association shall pay to the Association an annual membership fee and (if applicable) any service fees, both as determined by the Board from time to time.
- 5.9.3 Membership fees are to be paid before 31<sup>st</sup> December in each calendar year.
- 5.9.4 The service fees must be paid in accordance with the agreement between the member and the Association.

## **5.10 Members' Liabilities**

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by Rule 5.9.

## **6. BOARD**

### **6.1 Power and Functions of the Board**

- 6.1.1 The Board shall be the Board of the Association and, subject to the relevant laws and these rules and any decisions of the Association in general meeting -
- 6.1.1(a) shall direct the policy of the Association in all matters affecting the interests of the members;
  - 6.1.1(b) shall fix the remuneration (if any) of the officers and employees of the Association;
  - 6.1.1(c) may impose levies for appropriate purposes upon the members or any specified category of members and if necessary recover same by legal process. Provided that no member shall be liable to pay levies to any amount of more than \$10,000 in any one (1) year;
  - 6.1.1(d) may employ any person and/or contract any person considered necessary in industrial research or other duties not in conflict with these rules for the advancement of the purposes of the Association;
  - 6.1.1(e) shall invest any funds of the Association which it decides are in excess of its current requirements, in such securities as are permitted by law;
  - 6.1.1(f) may appoint representatives of the Association to any body, the activities of which are considered to be consistent with the purposes of the Association;
  - 6.1.1(g) may cancel the whole or part of a members' arrears of contributions, fines or levies;
  - 6.1.1(h) shall control and manage the affairs of the Association;
  - 6.1.1(i) may exercise all such functions as may be exercised by the Association under these rules other than those functions that are required by these rules to be exercised only by a general meeting of the members of the Association;
  - 6.1.1(j) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association and to delegate those functions as the Board deems fit, subject to the continuing accountability of the Board for such functions.

### **6.2 Constitution and Membership**

- 6.2.1 The Board shall comprise the Office-Bearers of the Association and up to six (6) ordinary or associate members (Total up to 10).
- 6.2.2 The Office-Bearers of the Association in descending hierarchy shall be the President; the Vice-President; the Treasurer; and the Secretary. The non-Office-Bearers on the Board are deemed to be less than the Office-Bearers in the order of hierarchy.

### 6.3 Election of Members of the Board

- 6.3.1 Where a ballot is required for the election of the members of the Board, such election will be by way of secret postal ballot of the financial members of the Association.
- 6.3.2 Subject to 6.3.3, the term of office for successful candidates will commence on the 1<sup>st</sup> September or from the date of the declaration of the result of the election, whichever is later. Successful candidates shall hold office for 3 years or until their successors are elected and take office.
- 6.3.3 Only for the purposes of the election to be held in 2021:
- 6.3.3(a) the successful candidates will hold office from the date of declaration of the result of the election; and
  - 6.3.3(b) the term of office shall be until their successors are elected and take office which must occur in September 2024.
- 6.3.4 Each election shall be so conducted as to ensure, as far as practicable, that no irregularities can occur in relation to the election.
- 6.3.5 Each election shall be conducted, from the call of nominations to the declaration of the result, by a returning officer who is not a member, the holder of any office in, or employee of, the Association.
- 6.3.6 At least fourteen (14) days before nominations open, a returning officer shall be appointed, by the electoral authority or failing such appointment, by the Board, to conduct the election in accordance with the relevant laws.
- 6.3.7 Subject to rule 6.3.29, the Secretary, at the request of the returning officer, shall certify as correct and forthwith deliver to the returning officer, a list of the names and addresses of the financial members of the Association
- 6.3.8 A candidate shall be eligible for nomination for election if, and only if, the candidate is a natural person who is a financial ordinary or associate member of the Association or the nominated representative of a financial ordinary or associate member of the Association who has been nominated in accordance with the procedure contained in rule 5.2.2.
- 6.3.9 Nominations shall open on the first Monday of the month in which the election is to be held. The returning officer shall notify all members of the association pursuant to rule 8.9 (relating to the service of notices) and, if the returning officer shall see fit, by notice published in a daily national newspaper.
- 6.3.10 Nominations for candidates for election -
- 6.3.10(a) shall be made in writing signed by a financial member of the Association, shall state the office for which the nomination is being made and shall be accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - 6.3.10(b) shall be delivered to the returning officer within twenty-one (21) days of the call for nominations.

- 6.3.11 Every notice calling for nominations shall set out the substance of rule 6.3.9 and shall specify the date and time on and at which nominations shall close, being twelve (12) noon on 21st day after the sending of the said notice or the publication of a notice in a national daily newspaper and the address to which nominations must be sent.
- 6.3.12 A candidate may nominate for election for more than one (1) office at the same election but shall not hold more than one (1) office simultaneously. Where a candidate nominates for and is elected to more than one (1) office, the candidate may only hold the office of the higher of the elected offices in descending order as set out in rule 6.2.2.
- 6.3.13 If the returning officer conducting an election finds a nomination to be defective, the returning officer shall, before rejecting the nomination, notify the person concerned of the defect and, where practicable, give the person the opportunity of remedying the defect within such a period as is applicable under the rules which shall, where practicable, be not less than seven (7) days after the person is notified.
- 6.3.14 If the nominations received by the returning officer for any office are sufficient only to fill the office, the returning officer shall declare the nominee or nominees elected to the office.
- 6.3.15 If the nominations received by the returning officer for any office are more than sufficient to fill the office, the returning officer shall have printed and delivered to the returning officer ballot papers, containing the names of the candidates for each office, in order determined by lot, indicating the number of officers required to fill each office, the manner in which votes shall be recorded and the date of closing of the ballot.
- 6.3.16 Candidates Statements
- 6.3.16(a) A “candidate statement” is an election document supplied by the candidate intended to promote the candidate in the ballot. The statement will normally contain one or more of the following; a biography including personal and professional details about the candidate; a statement in support of the candidate; and a photograph (optional).
- 6.3.16(b) Statements must not breach the law or be defamatory.
- 6.3.17 Statements
- 6.3.17(a) Up to seven (7) days after the close of nominations, a candidate may submit to the returning officer a biography and/or a statement in support of their candidature only, for publication on the organisation’s website and for distribution by the returning officer upon request by a voter. The statement shall not exceed 200 words.
- 6.3.17(b) A candidate can only submit one statement regardless of the number of positions that they are contesting.
- 6.3.17(c) The returning officer shall reject any statement:
- (i) Which, in the opinion of the returning officer, is false or misleading or may lead to an irregularity; or
  - (ii) Which does not strictly comply with these rules.

- 6.3.17(d) A candidate whose statement is rejected shall be notified and shall be given not more than two (2) working days from being notified to supply a replacement statement that complies with this rule.
- 6.3.17(e) The order of publication of candidates' statements shall be the same order as candidates' names on the ballot paper, unless there is more than one ballot in which case the returning officer may print statements in alphabetical order by surname. The returning officer shall also indicate if a candidate has failed to submit a valid statement.
- 6.3.18 The returning officer shall fix a date as the closing date for the receipt of votes, being no less than fourteen (14) days after the day upon which it is proposed to send ballot papers to members entitled to vote.
- 6.3.19 The returning officer shall prepare ballot papers and appropriate voting instructions, including instructions:
- 6.3.19(a) stating the office(s) to which the election relates;
  - 6.3.19(b) stating in respect of each office, the number of persons to be elected;
  - 6.3.19(c) stating that the vote is secret;
  - 6.3.19(d) explaining how to mark the ballot paper;
  - 6.3.19(e) explaining how the completed ballot paper is to be remitted to the returning officer;
  - 6.3.19(f) stating the closing date and time for receipt of votes; and
  - 6.3.19(g) appropriate provisions for absentee voting.
- 6.3.20 The returning officer shall send by pre-paid post to each member entitled to vote a ballot paper, the voting instructions and a declaration envelope and a reply-paid envelope in the form prescribed by the relevant industrial legislation. The reply-paid envelope shall be addressed to the returning officer for the member to remit by post, free of charge, the completed ballot paper.
- 6.3.21 Where a member entitled to vote is or will be absent from the normal address at the time of the ballot, the member may request in writing that the returning officer forward a ballot paper to a nominated alternative address and the returning officer shall comply with that request.
- 6.3.22 Voting shall be secret, and there shall be no means by which the returning officer, a candidate, a scrutineer or any other person may identify how any particular member has voted.
- 6.3.23 Voting shall close at twelve (12) noon upon the day fixed by the returning officer under rule 6.3.18, and only votes delivered to the returning officer or to the same address set out on the said reply paid envelope by post or otherwise by that time at the latest, shall be formal.

- 6.3.24 After the closing of the ballot the returning officer shall, in the presence of the scrutineers (if so required), count the votes cast and, subject to rule 6.3.27 (relating to a tied ballot), declare the result of a ballot.
- 6.3.25 In any ballot, the manner of voting shall be "first-past-the-post". Each member voting shall place a cross on the ballot paper beside the name of each person for whom they desire to vote. A voter shall vote for the number of candidates, and no more, required for any office. A voter may vote for less than the required number of candidates. Any vote for more than the required number of candidates shall be invalid and the whole of the vote shall be disallowed.
- 6.3.26 Any candidate may, by notice in writing addressed to the returning officer and received by him before the close of voting, appoint not more than three scrutineers to observe the counting of the votes and to direct the returning officer's attention to any irregularity concerning the issue of ballot papers, the admission of any envelope to scrutiny, the rejection of a ballot paper as informal or the counting of votes, but not more than two scrutineers appointed by any one candidate shall act as scrutineers at any one time, and all scrutineers shall at all times comply with lawful requests and all directions of the returning officer.
- 6.3.27 If, in the counting of votes for an office, several candidates shall gain the same majority of votes, the returning officer shall determine the result by casting lots.
- 6.3.28 The returning officer shall declare the result of the ballot by notice in writing to the President of the Association -
- 6.3.28(a) setting out the number of formal and informal votes received by the returning officer by the close of voting;
  - 6.3.28(b) setting out, in respect of each office for which a ballot was held, the number of votes received by each candidate; and
  - 6.3.28(c) declaring in respect of the office of each of the officers of the Association, which candidate is elected and, in respect of the other members of the Board, which candidates are elected.
- 6.3.29 The roll of eligible members for any ballot shall be prepared when the nominations for election close. An eligible member may vote in a ballot only if the person was a financial member of the Association thirty (30) days before the opening time for nominations.
- 6.3.30 A candidate or member of the Association has the right, up to thirty (30) days after the declaration of the result of the election, free of charge-
- 6.3.30(a) to inspect the list or roll of persons who may vote in the ballot at the Association's registered office when it is open for business; and
  - 6.3.30(b) to be given a copy of the whole or a stated part of the list or roll.

## 6.4 Casual Vacancies

6.4.1 In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a member of the Association, eligible so to do, to fill the vacancy if and to the extent the unexpired part of the term of the office is:

6.4.1(a) 1 year or less; or

6.4.1(b) equal to or less than three-quarters of the term of office.

whichever is the greater.

If a person fills a casual vacancy in an office, the person is taken to have been elected to the office.

In this sub-rule —

*term* of an office means the period for which the person last elected to the office by an ordinary election, other than by an ordinary election to fill a casual vacancy, may hold the office without being re-elected.

## 6.5 Secretary

6.5.1 The Secretary of the Association shall have the following powers and duties:

6.5.1(a) To keep minutes in which are recorded – proceedings and resolutions of meetings of the Board of the organisation and its branches (if any), of all appointments of members of the Board, of the names of the members of the Board present at a Board meeting or a general meeting, and of all proceedings and resolutions passed at general meetings. Minutes of proceedings shall be signed by the chairperson of the meeting or of the next succeeding meeting;

6.5.1(b) To convene all meetings of the Association and the Board;

6.5.1(c) To present to the annual general meeting of the Association for each financial year such auditor's reports, accounts and statements as may be required by law and to lodge with the proper authorities the materials so presented;

6.5.1(d) To have the general custody, care, control and management of the property of the Association;

6.5.1(e) Subject to any resolution of the Board, to have, between meetings of the Board, the general care, control and management of the affairs of the Association;

6.5.1(f) To execute documents and to give notifications oral or written on behalf of the Association including, without limiting the generality of the foregoing, notifications oral or written submissions to the relevant industrial tribunal.

6.5.1(g) To receive resignations of membership;

6.5.1(h) To delegate all or any of the above functions to an employee of the Association subject to the approval of the Board;

- 6.5.1(i) To carry out duties that are required of the Secretary by the rules in accordance with the rules.

## **6.6 Treasurer**

- 6.6.1 It is the duty of the Treasurer of the Association to use their best endeavours to ensure that:
- 6.6.1(a) all money due to the Association is collected and received and that all payments authorised by the Association are made;
  - 6.6.1(b) correct books and accounts are kept showing the financial affairs of the Association including full details of receipts and expenditure connected with the activities of the Association;
  - 6.6.1(c) the financial affairs of the Association are properly managed;
  - 6.6.1(d) with the advice and consent of the Board a competent person is appointed by the Treasurer to act as auditor for the Association for the purposes of the relevant laws; and
  - 6.6.1(e) to delegate all or any of the above functions to an employee of the Association subject to the approval of the Board and the Board's continuing accountability for such functions.

## **6.7 President and Vice-President**

- 6.7.1 The President, or in the absence of the President, the Vice-President, shall preside at meetings of the Association and of the Board.
- 6.7.2 The President or in his or her absence the Vice-President, shall carry out duties that are required of the President under the rules in accordance with the rules.

## **6.8 Other Board Members**

- 6.8.1 The six (6) members of the Board other than the Office-Bearers shall have those powers and duties necessary to give effect to the functions and powers of the Board. It shall be the duty of those members of the Board to attend meetings of the Board.



## 6.9 Removal of Members of the Board

- 6.9.1 The Association in general meeting may by resolution remove any member of the Board from the office before the expiration of the member's term of office if, the member has breached the rules of the Association, by:
- 6.9.1(a) misappropriation of the funds of the Association;
  - 6.9.1(b) a substantial breach of the rules of the Association;
  - 6.9.1(c) gross misbehaviour or gross neglect of duty or has ceased, under the Rules of the Association, to be eligible to hold an office;
- For the purpose of clarity 'gross misbehaviour' shall also include but not be limited to a conflict of interest and 'gross neglect of duty' shall also include but not be limited to the absence from scheduled Board meetings on more than two (2) occasions in any year without leave of absence or excuse considered reasonable in the opinion of the Board.
- 6.9.2 At a general meeting the elected officer shall be given the opportunity to fully present their case either orally or in writing or partly by either of these means. The question of removal shall be determined by the vote of the majority of the financial members present at such general meeting.
- 6.9.3 A complaint made in respect of any matter referred to in rule 6.9.1 shall be made by notice sent to the Secretary of the Association, provided that any complaint against the Secretary shall be made to the President. Hereafter in this rule the officer to whom the complaint is made is referred to as "the relevant officer".
- 6.9.4 Every such complaint:
- 6.9.4(a) shall be in writing;
  - 6.9.4(b) shall name the member against whom it is made;
  - 6.9.4(c) shall set out as fully as possible the particulars of the matters in respect of which it is made; and
  - 6.9.4(d) shall be signed by the complainant.
- 6.9.5 The relevant officer shall within five (5) working days inform the member against whom the complaint is made of the making of the complaint and shall forward a copy thereof seeking a response within a specified time period.
- 6.9.6 Where a member of the Board to whom a proposed resolution referred to in rule 6.9.1 relates makes submissions in writing (of not more than reasonable length) to the Secretary or President and requires that the submissions be presented to the members of the Association, the Secretary or President may send a copy of the submissions to each member of the Association or, if copies are not so sent, the member may require that the submissions be read orally and be dealt with together with such further or other submissions, written or oral (of not more than reasonable length) as the member may make at the meeting at which the resolution is considered.

## 6.10 Meeting and Quorum

- 6.10.1 The Board shall meet at least three (3) times in each period of twelve (12) months at such place and time as the Board may determine.
- 6.10.2 Additional meetings of the Board may be convened by the Secretary as and when required at the direction of the President.
- 6.10.3 Oral or written notice of a meeting of the Board shall be given by the Secretary to each member of the Board at least forty-eight (48) hours (or such other period as may be agreed upon unanimously by the members of the Board) before the time appointed for the holding of the meeting.
- 6.10.4 Notice of the meeting given under rule 6.10.3 shall specify the general nature of the business to be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as Association business.
- 6.10.5 Any three (3) members of the Board one (1) of whom must be an Office-Bearer shall constitute a quorum for the transaction of the business of a meeting of the Board.
- 6.10.6 Where a Board member has a potential or real conflict of interest in relation to any matter, then that member must declare the conflict to the Board and refrain from participating in discussions and voting on the issue. The Secretary shall maintain a conflict of interest schedule and a gift and gratuity register, this shall be a standing agenda item by every meeting held for the Association.
- 6.10.7 If within half an hour after the appointed time for the commencement of a meeting of the Board, a quorum is not present, the meeting shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 6.10.8 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved and the Secretary shall be required to constitute a further meeting on the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 6.10.9 At a meeting of the Board if the President and the Vice-President are absent or unable to preside such one of the remaining members of the Board as may be chosen by the members present is to preside.
- 6.10.10 A memorandum of resolution signed by all the members of the Board shall be deemed to be a resolution of a meeting of the Board held on the date of the memorandum notwithstanding the fact that no meeting of the Board has taken place. The memorandum may be in several counterparts.
- 6.10.11 Meetings shall normally be by way of live attendance usually by face to face or in special circumstances as determined by the Board by video, telephone or electronic broadcasting.

## **6.11 Voting and Decisions**

- 6.11.1 Subject to rule 8.10 (financial members), questions arising at a meeting of the Board shall be determined by a majority of votes of members of the Board present at the meeting.
- 6.11.2 Subject to rule 8.10 (financial members), each member present at a meeting of the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 6.11.3 Subject to rule 6.10.5 (relating to quorum), the Board may act notwithstanding any vacancy on the Board.
- 6.11.4 Subject to the relevant laws, any act or thing done or suffered, or purporting to have been done or suffered, in good faith by the Board is valid and effectual notwithstanding any defect that may later be discovered in the appointment or qualification of any member of the Board.

## **7. GENERAL MEETINGS**

### **7.1 Annual General Meetings**

- 7.1.1 The Association shall, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association (1<sup>st</sup> January – 31<sup>st</sup> December), convene an annual general meeting of its members.
- 7.1.2
  - 7.1.2(a) The annual general meeting of the Association shall, subject to the relevant laws, be convened on such date and at such place as the Board thinks fit.
  - 7.1.2(b) In addition to any other business which may be transacted at an annual general meeting, the business of the annual general meeting shall be -
    - (i) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
    - (ii) to receive from the Board reports upon the activities of the Association during the last preceding financial year;
    - (iii) to receive and consider such auditor's reports, accounts and statements as may be required by law;
    - (iv) discuss and propose membership fees for the ensuing year.

## **7.2 Special Meetings**

- 7.2.1 The Board may, whenever it thinks fit, convene a special general meeting of the Association.
- 7.2.2 The Board shall, on the requisition in writing of not less than five (5) per cent of the total number of members, convene a special general meeting of the Association.
- 7.2.3 A requisition of members for a special general meeting -
- 7.2.3(a) shall state the purpose or purposes of the meeting;
  - 7.2.3(b) shall be signed by the members making the requisition;
  - 7.2.3(c) shall be lodged with the Secretary; and
  - 7.2.3(d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 7.2.4 If the Board fails to convene a special general meeting within one (1) month after the date on which a requisition of members is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held within three (3) months after that date.
- 7.2.5 A special general meeting so convened by a member or members shall be convened as nearly as practicable in the same manner as general meetings are convened and any member who thereby incurs expense is entitled to be reimbursed by the Association for any reasonable expense so incurred.

## **7.3 Plebiscite**

- 7.3.1 Upon receipt of a request in writing by at least ten (10) per cent of the total financial ordinary and associate membership of the Association, or alternatively, a request in writing by the Secretary, the Board shall, within thirty (30) days, put to the whole of the financial ordinary and associate membership of the Association such matter, question, issue or resolution as is specified in the request by plebiscite by a secret postal ballot, and the votes of a majority of financial ordinary and associate members so voting shall be binding upon the Board, the officers of the Association and all members of the Association.

## **7.4 Notice**

- 7.4.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least fourteen (14) days before the day fixed for the holding of the meeting, cause to be sent by pre-paid post, email or other electronic means to each member at the members' address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 7.4.2 Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least twenty one (21) days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in rule 7.4.1 specifying, in addition to the matter required by rule 7.4.1, the intention to propose the resolution as a special resolution.
- 7.4.3 No business other than that specified in the notice in rule 7.4.1 above convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to rule 7.1.2(b) (relating to minutes and reports).
- 7.4.4 A member desiring to bring any business before a general meeting must give notice in writing of that business to the Secretary at least seven (7) days' before the Secretary gives the notice under clauses 7.4.1 or 7.4.2, and the Secretary shall include that business in the next notice calling a general meeting.

## **7.5 Procedure**

- 7.5.1 No item of business shall be transacted at a general meeting unless a quorum of ordinary, life or associate members entitled under these rules to vote is present at the time when the meeting is considering that item.
- 7.5.2 Five (5) ordinary, life or associate members present in person (being members entitled under these rules to vote at a general meeting) shall constitute a quorum for the transaction of the business of a general meeting.
- 7.5.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of ordinary and associate members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 7.5.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of that meeting, the members present (being not less than 3) shall constitute a quorum.

## **7.6 Presiding Member**

- 7.6.1 If the President and the Vice-President are absent from a general meeting or are unable to act, the members present shall elect one of their number to preside as chairperson at the meeting.

## 7.7 Adjournment

- 7.7.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of ordinary and associate members present, adjourn the proceeding from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 7.7.2 Where a general meeting is adjourned for fourteen (14) days or more, the Secretary shall give written or oral notice of the adjourned meeting to each ordinary and associate member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 7.7.3 Except as provided by this rule, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## 7.8 Decisions

- 7.8.1 A question arising at a general meeting of the Association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 7.8.2 At a general meeting of the Association, a poll may be demanded by the chairperson or by not less than three (3) ordinary or associate members present in person or by proxy at the meeting.
- 7.8.3 Where a poll is demanded at a general meeting, the poll shall be taken –
- 7.8.3(a) immediately if the poll relates to the election of the chairperson of the meeting or to the question of an adjournment; or
- 7.8.3(b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on the matter.

## 7.9 Special Resolution

- 7.9.1 A resolution of the Association is a special resolution if it is approved by a majority of no less than three-quarters of the valid votes cast at a general meeting, either in person or by proxy, provided that:
- 7.9.1(a) the votes counted are from ordinary and associate members who are entitled by the rules to vote; and
- 7.9.1(b) written notice of the meeting and the intention to propose the resolution as a special resolution at the meeting was given in accordance with rule 7.4.2.

**7.10 Voting**

- 7.10.1 Subject to rule 8.10 (financial members), upon any question arising at a general meeting of the Association an ordinary or associate member has one (1) vote only.
- 7.10.2 All votes shall be given personally or by proxy, but no ordinary or associate member, other than an Office-Bearer, may hold more than five (5) proxies.
- 7.10.3 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

**7.11 Appointment of Proxies**

- 7.11.1 Each ordinary and associate member shall be entitled to appoint another ordinary or associate member as proxy by notice given to the Secretary no later than twenty-four (24) hours before the time of the meeting for which the proxy is appointed.
- 7.11.2 The notice appointing the proxy shall be in the form set out in the Appendix.

**8. MISCELLANEOUS****8.1 Funds Source**

- 8.1.1 The funds of the Association shall be derived from membership fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Board determines.
- 8.1.2 All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.

**8.2 Funds - Management**

- 8.2.1 Subject to any resolution passed by the Association in general meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the Board determines.
- 8.2.2 All cheques, payments (including electronic), drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two (2) persons authorised by the Board.
- 8.2.3 A loan, grant or donation of an amount exceeding \$1,000 shall not be made by the Association unless the Board:
- 8.2.3(a) has satisfied itself:
- (i) that the making of the loan, grant or donation would be in accordance with other rules of the Association; and
  - (ii) in the case of a loan - that, in the circumstances, the security proposed to be given for the repayment of the loan is adequate and the proposed arrangements for the repayment of the loan are satisfactory; and
- 8.2.3(b) has approved the making of the loan, grant or donation.

- 8.2.4 The Association shall develop and implement policies and procedures relating to the expenditure of the Association.

### **8.3 Control of Property of the Association**

- 8.3.1 The property of the Association shall be kept in such form as the Board shall determine.
- 8.3.2 The Board may authorise the purchase of any real property and the letting of any such real property, subject to such conditions, if any, as it considers appropriate.
- 8.3.3 The Board may authorise the entering into and signing of a lease of any real property for the use of the Association.

### **8.4 Auditor**

- 8.4.1 The auditor appointed by the Treasurer in accordance with rule 6.6.1(d) shall audit the accounts of the Association every year within the time set down by, and in accordance with, the requirements of the relevant industrial legislation and the regulations made there under.

### **8.5 Amendment of Rules**

- 8.5.1 These rules may be amended or rescinded by special resolution of the Association as per rule 7.9.
- 8.5.2 Provided that the Board may cause the Rules to be altered or amended when required by any written direction of the Industrial Registrar to accord with the provisions of the relevant industrial legislation.

### **8.6 Common Seal**

- 8.6.1 The common seal of the Association shall be kept in the custody of the Secretary.
- 8.6.2 The common seal shall not be affixed to any instrument except by authority of the Board and the affixing of the common seal shall be attested by the signatures of two (2) members of the Board.

### **8.7 Custody of Records**

- 8.7.1 Except as otherwise provided by these rules, the Secretary shall keep custody and control of all records, books and other documents relating to the Association.

### **8.8 Inspection of Records**

- 8.8.1 The record books and other documents of the Association shall be open to inspection, free of charge, by a member or associate member of the Association at any reasonable time.



**8.9 Service of Notices**

- 8.9.1 Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person two (2) days after posting.
- 8.9.2 Where a document is sent to a person by properly addressing and forwarding to the person an email attaching the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person 24 hours after the email was sent.

**8.10 Financial Members**

- 8.10.1 A member or associate member is not entitled to vote at any Board meeting, and a member or associate member or proxy is not entitled to vote at any general meeting of the Association, and a member or associate member is not entitled to vote, nominate or be nominated for any office in an election or to hold or continue to hold any office unless the amount of the member's or associate member's annual subscription payable in respect of the then current year has been paid.

**8.11 Unfinancial Members**

- 8.11.1 Upon the expiration of thirty (30) days after the due date for the payment of any subscription, fine, fee or levy, any member who has not by then paid the same shall, by force of this rule, be deemed unfinancial.

**8.12 Dissolution of the Association**

- 8.12.1 The Association shall be dissolved if a special resolution to that effect is carried by a vote of a three-fourths majority of the financial members present at a general meeting specifically convened to consider the question.
- 8.12.2 The property and other assets of the Association remaining after the payment of all expenses and other liabilities shall be handed over to such other not-for-profit organisation or organisations having similar or partly similar objects to those of the Association as the majority of members present at such general meeting, by resolution, may decide.
- 8.12.3 No member of the Association shall be entitled to any payment or other distribution from the funds of the Association, except for any costs or expenses specifically and properly incurred in the normal course of the business of the Association, or in the course of the dissolution of the Association, and except as otherwise provided by these Rules.

**APPENDIX**

**FORM OF APPOINTMENT OF PROXY**

I,.....  
(full name of member appointing proxy)

of .....  
(address)

being a member of Community Management Solutions hereby

appoint .....  
(full name)

of .....

.....  
(address) or appoint –

- the President
- the Vice-President
- the Treasurer
- the Secretary

(tick one (only) if you prefer to appoint one of the Office-Bearers of the Association)

being a member of the Association, as my proxy to vote for me on my behalf at the general meeting of the Association (annual general meeting or special general meeting, as the case may be) to be held on the

.....  
(day, month and year)

and at any adjournment of that meeting.

\*My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution

.....

.....

(insert details)

\* To be inserted if desired.

Signature of member appointing proxy.

.....

Dated: .....

Note: A proxy vote may not be given to a person who is not a member of the Association.

\*\*\*END OF RULES\*\*\*