



ADACAS

A D V O C A C Y

ACT DISABILITY, AGED AND CARER

ADVOCACY SERVICE INC.

RULES

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RULES

1. PRELIMINARY

The name of the Association will be ACT DISABILITY, AGED AND CARER ADVOCACY SERVICE INCORPORATED (ADACAS).

1.2. Definitions

Words or expressions contained in these Rules will be interpreted in accordance with the provisions of the *Legislation Act 2001* (ACT) as that Act is in force on the date on which these Rules are adopted by ADACAS.

1.2.2. In these Rules, unless the contrary intention appears:

- 1.2.2.1. “**The Act**” means the *Associations Incorporation Act 1991* (ACT);
- 1.2.2.2. “ADACAS” means ACT Disability, Aged and Carer Advocacy Service Incorporated;
- 1.2.2.3. “**Annual General Meeting**” means a meeting of members held in accordance with Rule 3.1;
- 1.2.2.4. “**Board**” has the meaning given by Rule 4.1;
- 1.2.2.5. “**Chief Executive Officer**” or “**CEO**” means the person who has been appointed Chief Executive Officer of ADACAS in accordance with Rule 6.1;
- 1.2.2.6. “**Clients**” in relation to ADACAS means: people with disabilities, people who are older, and people who are caregivers;
- 1.2.2.7. “**Conflict of Interest**” means a conflict between a Board member's personal or private professional interests (including the interests of that member's immediate family); and
 - 1.2.2.7.1. the Board member's duties as a Board member; or
 - 1.2.2.7.2. the interests and Objects of ADACAS,including a direct or indirect financial interest in a contract or proposed contract to which ADACAS is or may be a party.
- 1.2.2.8. “**disability**”, in relation to a person, means:
 - 1.2.2.8.1. total or partial loss of the person’s bodily or mental functions;
 - 1.2.2.8.2. total or partial loss of a part of the body;
 - 1.2.2.8.3. the presence in the body of organisms causing disease or illness;
 - 1.2.2.8.4. the presence in the body of organisms capable of causing disease or illness; or
 - 1.2.2.8.5. the malfunction, malformation or disfigurement of a part of the person’s body;
 - 1.2.2.8.6. a disorder or malfunction that results in the person learning differently from a person without the disorder or malfunction; or
 - 1.2.2.8.7. a disorder, illness or disease that affects a person’s thought processes, perception of reality, emotions or judgment or that results in disturbed behaviour;and includes a disability that:
 - 1.2.2.8.8. presently exists;

- 1.2.2.8.9. previously existed but no longer exists;
- 1.2.2.8.10. may exist in the future (including because of a genetic predisposition to that disability); or
- 1.2.2.8.11. is imputed to a person.

To avoid doubt, a *disability* that is otherwise covered by this definition includes behaviour that is a symptom or manifestation of the disability;

- 1.2.2.9. **“Financial Year”** means the year commencing on 1 July in one year and ending on 30 June in the following year;
 - 1.2.2.10. **“General Meeting”** means a meeting of members, including the Annual General Meeting and any Special General Meetings called in accordance with these Rules. It does not include meetings of the Board;
 - 1.2.2.11. **“Objects”** means the objects of ADACAS set out in Rule 1.4.
 - 1.2.2.12. **“Office Bearer”** means a person set out in Rule 4.4.1.
 - 1.2.2.13. A reference to a person who is **“older”** means a person who is over 65 years of age, or an indigenous person over 50 years of age;
 - 1.2.2.14. **“Special General Meeting”** means a General Meeting other than an Annual General Meeting;
- 1.2.3. Unless a contrary intention appears the provisions of these Rules should be interpreted to be consistent with the Objects of ADACAS.

1.3. Mission

To assert, promote and protect the rights and responsibilities of people with disabilities, people who are older and people who are caregivers.

1.4. Objects

- 1.4.1. To ensure the voices of disenfranchised and vulnerable people are heard.
- 1.4.2. To promote, uphold and defend human rights.
- 1.4.3. To empower people to achieve a life that has value to them.
- 1.4.4. To advocate for community and systemic change that improves the wellbeing of people with disabilities, people who are older and people who are caregivers.

1.5. Powers

The powers of ADACAS will include the following powers:

- 1.5.1. The appointment, employment and dismissal of people considered necessary for the purposes of ADACAS upon such terms and conditions as it may determine, and to define the powers, authorities, discretions and duties of such people;
- 1.5.2. The publishing of information for the promotion of the Objects of ADACAS;
- 1.5.3. The making of gifts, subscriptions or donations to any fund, authority or institution with objects consistent with ADACAS's Objects;

- 1.5.4. The establishment and support, or aiding in the establishment or support of any other association formed for any of the Objects of ADACAS;
- 1.5.5. ADACAS may apply for affiliation and or association with any local or national bodies having Objects consistent with those of ADACAS.
- 1.5.6. The establishment, maintenance and management of any building for the purposes of ADACAS and the expenditure of money and doing of any other things necessary or advisable to be done in the furtherance of the Objects of ADACAS;
- 1.5.7. The purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the Objects of ADACAS;
- 1.5.8. The buying, selling, and supplying of, and dealing in, goods of any kind for the attainment of the Objects of ADACAS;
- 1.5.9. The construction, maintenance, and alteration of building or works necessary or convenient for any of the Objects or purposes of ADACAS;
- 1.5.10. The accepting of any gift, whether subject to special trust or not, for any one or more of the Objects or purposes of ADACAS;
- 1.5.11. The taking of such steps from time to time as the Board or the members in general meeting may deem expedient for the purpose of procuring contributions to the funds of ADACAS, whether by way of donations, subscriptions, grants or otherwise;
- 1.5.12. The borrowing and raising of money in such manner and on such terms as the Board may think fit or as may be approved or directed by resolution passed at a General Meeting; and securing the repayment of money raised or borrowed or the payment of a debt or liability of ADACAS by giving mortgages, charges or securities upon or over all or any of the real or personal property of ADACAS;
- 1.5.13. The investment of any moneys of ADACAS not immediately required for any of its Objects or purposes in such manner as the Board may from time to time determine; and
- 1.5.14. The doing of all such other lawful things as are necessary, incidental or conducive to the attainment of the Objects of ADACAS.

2. MEMBERSHIP

2.1. Eligibility for Membership

Any person interested in and supportive of the Objects of ADACAS may apply for membership of ADACAS except those persons who are directly or indirectly employed in, or involved in the management of organisations that fund, or are funded to provide direct support services for Clients.

2.2. Admission to Membership

- 2.2.1. An application for membership of ADACAS will be:
 - 2.2.1.1. made in writing on a form approved by the Board and endorsed by two members of ADACAS;
 - 2.2.1.2. signed by the person applying for membership; and
 - 2.2.1.3. lodged with the Chief Executive Officer of ADACAS.
- 2.2.2. As soon as practical after the receipt of the application, the Chief Executive Officer will refer the application to the Board.

2.2.3. Upon an application being approved by a majority vote at a meeting of the Board, the Chief Executive Officer will, with as little delay as possible, notify the applicant in writing that the application for membership of ADACAS has been approved. Upon receipt of the sum payable by the applicant as the first year's subscription, the Chief Executive Officer will enter the applicant's name in the Register of Members, whereupon the applicant becomes a member of ADACAS.

2.3. Register of Members

2.3.1. The Chief Executive Officer will maintain or cause to be maintained a Register of Members of ADACAS which records:

2.3.1.1. the contact details of the member; and

2.3.1.2. the date of their admission to, and end of, membership.

2.3.2. The Register of Members will be available for inspection by members at reasonable times at a place in the Australian Capital Territory nominated by the Board.

2.3.3. In each annual return the CEO will publish the place where the Register of Members is available for inspection.

2.4. Rights of Members

2.4.1. Members will be entitled to attend all Annual General Meetings and Special General Meetings of ADACAS and will be entitled to one vote at these meetings.

2.4.2. Members will be eligible for election to the Board of ADACAS, and to any office of it, subject to Rule 4.3.

2.5. Membership Entitlements Not Transferable

A right, privilege or obligation of a person by virtue of her or his membership of ADACAS:

2.5.1. cannot be transferred or transmitted to another person; and

2.5.2. ends upon the cessation of his or her membership.

2.6. Limited Liability

2.6.1. The liability of members is limited.

2.6.2. A member of ADACAS is liable to contribute towards the payment of the debts of ADACAS or the costs, charges and expenses of a winding up of ADACAS, only to the extent of any arrears in his or her membership subscription.

2.7. Cessation of Membership

2.7.1. A person ceases to be a member of ADACAS if the person:

2.7.1.1. being a natural person, dies;

2.7.1.2. being a body corporate, is wound up;

2.7.1.3. resigns from membership of ADACAS by providing a written notice of resignation to the Chief Executive Officer which will be brought to the attention of the Board;

2.7.1.4. is expelled from ADACAS; or

2.7.1.5. is deemed to be no longer a member in accordance with Rule 2.7.3.

- 2.7.2. Any member whose subscription is more than three months in arrears will be deemed to be a non-financial member. A non-financial member will not hold any office, be a member of the Board, or be entitled to vote at any meetings.
- 2.7.3. The membership of a member will terminate when his or her subscription is six months in arrears.
- 2.7.4. Upon termination of membership, the Chief Executive Officer will annotate the Register of Members accordingly.

2.8 Disciplining of Members

- 2.8.1 Upon receipt of a complaint regarding a member or by its own resolution, the Board may commence disciplinary proceedings against a member.
- 2.8.2 Upon receipt of a complaint or resolution regarding a member, the Board will, if they see fit, convene a Disciplinary sub-committee comprised of three individuals, one of whom must be a Board member in accordance with Rule 4.14
- 2.8.3 The disciplinary sub-committee will conduct its investigation and hearings (if required) in accordance with the relevant by-laws or procedures as approved by the Board from time to time.
- 2.8.4 The disciplinary sub-committee is empowered to either dismiss the complaint or impose a penalty up to and including the expulsion of the member.
- 2.8.5 Where the Board convenes a disciplinary sub-committee under Rule 2.8.2, the Chief Executive Officer must, as soon as practicable, cause a notice in writing to be served on the member:
 - 2.8.5.1 setting out the complaint against the member or the resolution of the Board and each relevant ground on which it is based;
 - 2.8.5.2 stating that the member may address the disciplinary sub-committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
 - 2.8.5.3 stating the date, place and time of that meeting; and
 - 2.8.5.4 informing the member that the member may do either or both of the following:
 - 2.8.5.4.1 attend and speak at that meeting; or
 - 2.8.5.4.2 submit to the Board at or prior to the date of that meeting written representations relating to resolution.
- 2.8.6 Subject to Section 50 of the Act, at a meeting of the disciplinary sub-committee mentioned in Rule 2.8.2, the sub-committee will:
 - 2.8.6.1 give to the member mentioned in Rule 2.8.1 an opportunity to make oral representations; and
 - 2.8.6.2 give due consideration to any written representations submitted to the disciplinary sub-committee by that member at or prior to the meeting.
- 2.8.7 At the conclusion of the disciplinary sub-committees investigation and / or hearings, the disciplinary sub-committee will make a finding and report such findings to the CEO.
- 2.8.8 The disciplinary sub-committee will only impose a penalty of expulsion from ADACAS where it is of the opinion that the member:

- 2.8.8.1 has persistently refused or neglected to comply with a provision of these Rules;
or
- 2.8.8.2 has persistently and wilfully acted in a manner prejudicial to the interests of ADACAS.
- 2.8.9 The Chief Executive Officer shall, within seven days after disciplinary sub-committee handing down its finding will, by notice in writing, inform the member of that finding and of the member's right of appeal under Rule 0.
- 2.8.10 A finding of the disciplinary sub-committee does not take effect:
 - 2.8.10.1 until the expiration of the period within which the member is entitled to appeal; or
 - 2.8.10.2 where within that period the member exercises their right of appeal, unless and until the appeal is finalised in accordance with Rule 2.9.

2.9 Right of Appeal of a Disciplined Member

- 2.9.1 A member may appeal against a finding of the disciplinary sub-committee to the Board of ADACAS.
- 2.9.2 An appeal must be lodged within seven days after notice of the subcommittee's finding being served on the member, by lodging with the Chief Executive Officer a notice to that effect.
- 2.9.3 Upon receipt of a notice of appeal under 2.9.2, the Chief Executive Officer must notify the Board which must convene a Board meeting to be held within 21 days after the date from which the Chief Executive Officer received the notice or as soon as possible after that date.
- 2.9.4 Subject to Section 50 of the Act, at the Board meeting convened under 2.9.3:
 - 2.9.4.2 no business other than the question of the appeal will be transacted; and
 - 2.9.4.2 the member will be given the opportunity to make representation in relation to the appeal orally or in writing, or both.
- 2.9.5 The Board will, by resolution determined by secret ballot, accept or reject the appeal against the disciplinary sub-committees finding.
- 2.9.6 The Board may also substitute its own finding in place of that of the disciplinary sub-committees, but must provide detailed reasons for such a substitution to the member.
- 2.9.7 The CEO must advise the member of the finding (and detailed reasons if applicable) of the Board within 7 days of the Board Meeting.
- 2.9.8 The decision of the Board is final.

2.10. Membership Subscription

- 2.10.1. The Board will, each year at the Annual General Meeting, determine the amount of the annual membership fee to apply to members in the following calendar year.
- 2.10.2. The Board may set different fees for different categories of membership including, but not limited to corporate members, individual members and concessionary members.
- 2.10.3. Members will have the same rights regardless of the category of their membership.
- 2.10.4. The period for membership is each calendar year.
- 2.10.5. The membership fee is due on 1 January for that calendar year.

- 2.10.6. Under Rule 2.10.1 the Board may determine that no fee will be payable by any members or by any particular category of members.

3. MEETINGS

3.1. Annual General Meeting

- 3.1.1. ADACAS will, once each calendar year, hold an Annual General Meeting.
- 3.1.2. The Annual General Meeting will be held on such day (being not later than five months after the close of the Financial Year) as the Board may determine.
- 3.1.3. The ordinary business of the Annual General Meeting will be to:
- 3.1.3.1. confirm the minutes of the last Annual General Meeting;
 - 3.1.3.2. consider the reports from the Board, Treasurer, Auditor, and CEO of ADACAS on the activities of ADACAS during the last preceding financial year, including the following in accordance with section 73 of the Act:
 - 3.1.3.2.1. audited statements of ADACAS's accounts for the most recently ended Financial Year;
 - 3.1.3.2.2. the auditor's report to ADACAS in relation to ADACAS's accounts for the most recently ended Financial Year; and
 - 3.1.3.2.3. a report signed by two members of the Board stating:
 - 3.1.3.2.3.1. the name of each member of the Board during the most recently ended Financial Year and, if different, at the date of the report;
 - 3.1.3.2.3.2. the principal activities of ADACAS during the most recently ended Financial Year and any significant change in the nature of those activities that occurred during that Financial Year; and
 - 3.1.3.2.3.3. the net profit or loss of ADACAS for the most recently ended Financial Year;
 - 3.1.3.3. elect the Board;
 - 3.1.3.4. as required by section 57 of the Act, to confirm the appointment of the Public Officer;
 - 3.1.3.5. appoint the Auditor;
 - 3.1.3.6. determine the annual membership fee as required by Rule 2.10.1; and
 - 3.1.3.7. transact special business of which notice is given in accordance with these Rules.

3.2. Special General Meetings

- 3.2.1. The Board may convene a Special General Meeting of ADACAS in accordance with Rule 3.2.2.
- 3.2.2. Special General Meetings of ADACAS will be summoned by the Chief Executive Officer on the written request of not less than one-third of the Board or not fewer than 10% of ADACAS members.

- 3.2.3. A requisition for a Special General Meeting must state the proposed business of the meeting, must be signed by the requisitionists, and must be posted to or delivered (including through electronic means) to the Chief Executive Officer at the business address of ADACAS. The requisition may consist of several documents in like form, each signed by one or more of the requisitionists.
- 3.2.4. If the Board does not cause a Special General Meeting to be held within twenty-eight days from the date on which a requisition under Rule 3.2.3 is received, the requisitionists, or any of them, may convene the meeting, but any meeting so convened must not be held after three months from the date of receipt of the requisition.
- 3.2.5. A Special General Meeting convened by requisitionists in accordance with Rule 3.2.4 must be convened in the same manner as that by which Special General Meetings are convened by the Board under Rules 3.3 to 3.6. Any member who incurs expense by doing so is entitled to be reimbursed by ADACAS for any reasonable expense.

3.3. Notice of Annual and Special General Meetings

The Board must give at least twenty-one (21) days' notice in writing to members of the place, day, and time for the holding of the Annual General Meeting or any Special General Meeting, and nature of the business to be transacted.

3.4. Quorum and Business at Annual and Special General Meeting

- 3.4.1. No business other than that provided in Rule 3.1.3, or business that is included in the notice of the meeting, will be conducted at the Special or Annual General Meeting.
- 3.4.2. No item of business will be transacted at a Special General Meeting or Annual General Meeting unless a quorum of members entitled to vote under these Rules is present.
- 3.4.3. The quorum for the Annual General Meeting and Special General Meetings is five members.
- 3.4.4. The Chairperson or another member of the Board will chair Annual General Meetings and Special General meetings of ADACAS. If none of these people are present within 30 minutes of the designated starting time of the Special General Meeting, , then the members present will elect one of their number to chair the meeting.
- 3.4.5. The person chairing an Annual General Meeting or Special General Meeting at which a quorum is present may, with the consent of the meeting, adjourn from time to time and place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 3.4.6. Where a meeting is adjourned for twenty- one days or more, then notice of the adjourned meeting must be given in accordance with Rule 3.3.

3.5. Determination of Questions Arising at Annual or Special General Meetings

- 3.5.1. A question arising at a General Meeting of ADACAS is to be decided on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded:
 - 3.5.1.1. a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost; or
 - 3.5.1.2. an entry to that effect in the minute book of ADACAS,is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

- 3.5.2. If at a General Meeting a poll on a question is demanded it will be taken at that meeting in such manner as the person chairing may direct, and the result of the poll will be the resolution of the meeting on that question.
- 3.5.3. A poll that is demanded on the election of a chair, or on a question of adjournment, must be taken forthwith; and a poll that is demanded on any other question will be taken at such time before the close of the meeting, as the person chairing may direct.
- 3.5.4. If the votes on a question at a meeting of ADACAS are equal, the person presiding is entitled to exercise a second or casting vote.
- 3.5.5. All special resolutions as defined under the Act will be taken by poll in accordance with Rule 3.5.2 and the results recorded in the minutes of the meeting. (Note: Section 70 of the Act provides that a special resolution is passed if it receives at least three quarters of the eligible votes.)

3.6. Proxy Voting

If a member is unable to attend an Annual General Meeting or Special General Meeting of ADACAS, he or she may appoint a proxy to act and vote in his or her place for that meeting, provided that the Chief Executive Officer of ADACAS will be notified of the appointment in writing before the commencement of the meeting. A person may exercise no more than two proxies. The method of proxy voting is to be determined by the Board.

4. BOARD

4.1. Board Affairs

- 4.1.1. The affairs of ADACAS will be managed by a Board in accordance with section 60(2) of the Act.
- 4.1.2. The Board:
 - 4.1.2.1. will have overall responsibility for the business and affairs of ADACAS;
 - 4.1.2.2. may, subject to these Rules, exercise all such powers and functions as may be exercised by ADACAS other than those powers and functions that are required by these Rules to be exercised by the Annual General Meeting or Special General Meeting of ADACAS;
 - 4.1.2.3. subject to the Act and these Rules, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of ADACAS; and
 - 4.1.2.4. will have power to appoint sub-committees for the purposes of carrying out such functions of ADACAS as the Board directs. Such sub-committees may include non-members of ADACAS, but must include at least one member of the Board who is responsible for the activities of that sub-committee.
- 4.1.3. Information obtained as a result of membership of the Board or attendance at Board meetings by the CEO or employees under Rules 6.1.4 and 6.1.7, including Board agendas, Board papers, minutes of Board meetings, and discussions at Board meetings are confidential and must not be released by a Board member or person attending a Board meeting except as decided by the Board at a meeting in accordance with these Rules.

4.2. Composition of the Board

- 4.2.1. Effort should be made to enable people with lived experience of each of the target groups of ADACAS to join the Board. However, when carrying out their duties, it is the responsibility of each Board member to seek to act in the best interests of all ADACAS target groups.

- 4.2.2. The Board must, to the extent possible, consist of not less than five and not more than ten persons from the following groups within the membership:
 - 4.2.2.1. up to two ADACAS members who are older persons;
 - 4.2.2.2. up to two ADACAS members who are people with disabilities;
 - 4.2.2.3. up to two ADACAS members who are carers of people who are older or who have disabilities;
 - 4.2.2.4. up to three ADACAS members who are not people:
 - 4.2.2.4.1. who are older;
 - 4.2.2.4.2. with a disability; or
 - 4.2.2.4.3. who are carers of people who are older or people with a disability.
- 4.2.3. In the event of a casual vacancy occurring in the Board, the Board may appoint a member of ADACAS to fill the vacancy, and the member so appointed will hold office until the next Annual General Meeting at which point they may stand for election.
- 4.2.4. The Board may perform all its powers and functions notwithstanding any vacancy on the Board.
- 4.2.5. When recruiting to the Board, strong preference should be given to ensuring that there is a balance of representation across the target groups of ADACAS clients to comply with Rules 4.2.1 and 4.2.2. Consideration should also be given to the balance of skills and knowledge across the Board.
- 4.2.6. Such other members as the Board requires in addition to the members set out in Rule 4.2.2 may be co-opted by the Board from time to time, provided that the members so co-opted do not at any time exceed two.

4.3. Election of Members to the Board

- 4.3.1. Nominations of candidates for election as Board members will be:
 - 4.3.1.1. in writing;
 - 4.3.1.2. signed by a nominator and a seconder, each of whom must be a member of ADACAS;
 - 4.3.1.3. accompanied by the written consent of the candidate; and
 - 4.3.1.4. delivered to the Chief Executive Officer of ADACAS three days before the commencement of the Annual General Meeting.
- 4.3.2. If insufficient nominations are received to fill the vacancies on the Board, the candidates nominated are deemed to be elected and further nominations may be received orally from the members present at the Annual General Meeting for the unfilled positions. If insufficient further nominations are received any vacant positions remaining on the Board are taken to be vacancies.
- 4.3.3. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated will be deemed to be elected.
- 4.3.4. If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held at the Annual General Meeting in the way the Board directs.

4.4. Office Bearers of ADACAS

- 4.4.1. The Office Bearers of ADACAS will be:
 - 4.4.1.1. Chairperson; and
 - 4.4.1.2. Treasurer.
- 4.4.2. The Office Bearers of ADACAS will be elected from among the members of the Board at the first Board Meeting held after the Annual General Meeting.
- 4.4.3. In the event of a casual vacancy occurring in the office of one of the Office Bearers, then the Board will appoint one of their number to fill the vacancy, and the member so appointed will hold office until the next Board Meeting after the Annual General Meeting.
- 4.4.4. A person cannot simultaneously hold the offices of Chairperson and Treasurer of ADACAS.

4.5. Duties of Office Bearers

- 4.5.1. Unless otherwise determined by the Board the duties of the Office Bearers will be as set out in Rules 4.5.2 and 4.5.3.
- 4.5.2. The Chairperson will:
 - 4.5.2.1. chair Board meetings and General Meetings except when, in the absence of the Chairperson, a majority of the members at the meetings will elect a meeting chairperson;
 - 4.5.2.2. prepare together with the CEO the agenda for the Board meetings and General Meetings;
 - 4.5.2.3. encourage full balanced participation in Board meetings and General Meetings by all members and decide on matters of order;
 - 4.5.2.4. act as spokesperson of the Board unless an alternative spokesperson has been appointed by the Board. The spokesperson will make statements in accordance with previously agreed policy, or in an emergency following consultation with at least two other members of the Board;
 - 4.5.2.5. be an ex-officio member of all sub-committees of the Board; and
 - 4.5.2.6. in the event of an equality of votes on a question, exercise a second and casting vote.
- 4.5.3. The Treasurer will:
 - 4.5.3.1. cause all amounts owing to ADACAS to be collected and received;
 - 4.5.3.2. cause all payments authorised by ADACAS to be made;
 - 4.5.3.3. cause full records to be kept of all financial transactions of ADACAS;
 - 4.5.3.4. cause to be prepared financial budgets and statements and will submit a report on the finances to each Board Meeting; and
 - 4.5.3.5. present audited accounts to the Annual General Meeting.

4.6. Leave of Absence

The Board may grant leave of absence to a Board member, for a specified period, at the written request of that member.

4.7. Vacancies

For the purpose of these Rules, the office of a Board member becomes vacant if the member:

- 4.7.1. dies;
- 4.7.2. becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his or her creditors;
- 4.7.3. resigns his or her office by writing under his or her hand addressed to the Board;
- 4.7.4. fails, without leave of absence granted by the Board, to attend four consecutive meetings of the Board without an apology accepted by the Board, provided that, after the third meeting that the member has failed to attend, he or she is notified in writing of the time and place of the next meeting and that failure to attend will result in the cessation of his or her membership of the Board;
- 4.7.5. has a disability which renders the person incapable of performing the inherent requirements of the office;
- 4.7.6. ceases to be a member of ADACAS; or
- 4.7.7. is convicted, whether in or outside the Australian Capital Territory, of an indictable offence in relation to the promotion, formation, management of a body corporate or an offence involving fraud or dishonesty punishable by imprisonment for a period of 3 months or more.

4.8. Removal of Board Members

- 4.8.1. An ADACAS Special General Meeting may, by resolution, subject to section 50 of the Act, remove any member of the Board from the office of Board member. .
- 4.8.2. A Board member may appeal a resolution to remove him or her as a Board member made under clause 4.8.1 by lodging with the Chief Executive Officer a notice of appeal, provided that any such notice of appeal must be lodged within seven days after notice of the resolution is served on the Board member.
- 4.8.3. Upon receipt of a notice or appeal under Rule 4.8.2:
 - 4.8.3.1. the Chief Executive Officer must notify the Board; and
 - 4.8.3.2. the Board must convene a Special General Meeting of ADACAS.
- 4.8.4. The Special General Meeting required by Rule 4.8.3.2 must be held within 21 days after the date the Chief Executive Officer received the notice of appeal.
- 4.8.5. Subject to Section 50 of the Act, at a Special General Meeting of ADACAS convened under Rule 4.8.4:
 - 4.8.5.1. no business other than the question of the appeal will be transacted;
 - 4.8.5.2. the Board and the member must be given the opportunity to make representations in relation to the appeal both orally or in writing; and
 - 4.8.5.3. the members present must vote by secret ballot on the question of whether the resolution made under Rule 4.8.1 is confirmed.
- 4.8.6. If the Special General Meeting convened under Rule 4.8.4 passes a special resolution confirming the original resolution made under Rule 4.8.1, that resolution is confirmed and the Board member has no further right of appeal.
- 4.8.7. A resolution under Rule 4.8.1 does not take effect:

- 4.8.7.1. until the expiration of the period within which the Board member is entitled to appeal; or
- 4.8.7.2. if, within that period the Board member exercises the right of appeal, unless and until ADACAS confirms the resolution in accordance with Rule 4.8.6.
- 4.8.8. If the Special General Meeting of ADACAS convened under Rule 4.8.4 does not pass a special resolution confirming the original resolution made under Rule 4.8.1, that resolution is of no effect.
- 4.8.9. Removal as a Board member under this Rule 4.8 does not affect a member's membership of ADACAS.

4.9. Board Meetings and Quorum

- 4.9.1. The Board will meet at least three times in a calendar year at such place and time as the Board may determine.
- 4.9.2. Additional meetings of the Board may be convened in accordance with Rule 4.9 where requested by at least two of its members.
- 4.9.3. Oral or written notice of a meeting of the Board must be given by the Chief Executive Officer to each member of the Board at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Board) before the appointed time for the meeting.
- 4.9.4. Notice of a meeting given under Rule 4.9.3 will specify the general nature of the business to be transacted at the meeting. No business other than the business set out in a notice under this Rule 4.9.4 will be transacted at the meeting, except business which the members present at the meeting unanimously agree to treat as urgent business.
- 4.9.5. Any three members of the Board constitute a quorum for the transaction of the business of the Board meeting.
- 4.9.6. No business will be transacted by the Board unless a quorum is present. If within half an hour after the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- 4.9.7. If at the adjourned meeting under Rule 4.9.6 a quorum is not present within half an hour after the time appointed for the meeting, the meeting will be dissolved.
- 4.9.8. At meetings of the Board if the Chairperson is absent, one of the remaining members of the Board may be chosen by the members present to be chairperson of the meeting.
- 4.9.9. A meeting of the Board may be conducted by teleconference or other electronic means.
- 4.9.10. Board members should bring to the attention of the Board, at Board meetings, any matters that they consider are important to the Board in its exercise of the powers and functions set out in Rule 4.1.2.

4.10. Voting and Decisions

- 4.10.1. Questions arising at the meeting of the Board or any sub-committee appointed by the Board will be determined by a majority of the votes of members of the Board or sub-committee present at the meeting.
- 4.10.2. Each member present at a meeting of the Board or of any sub-committee appointed by 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 and casting vote.

- 4.10.3. Any act or thing suffered, or purporting to have been done or suffered by the Board or by a sub-committee appointed by the Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.
- 4.10.4. The Board has the right to decide on such by-laws as will make for efficient performance of ADACAS functions.

4.11. Resolution in Writing

A resolution in writing agreed to by an absolute majority of people then eligible to vote, will be as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. Approval may be evidenced by a single document or several like documents provided by members in paper or electronic form, or a combination of these forms of approval of the resolution. All such documentation must be retained in the records of ADACAS.

4.12. Disclosure of Interest in Contracts

- 4.12.1. A member of the Board who has a Conflict of Interest, must:
 - 4.12.1.1. disclose that interest at the first meeting of the Board at which the contract or arrangement is first taken into consideration; and
 - 4.12.1.2. where that Conflict of Interest is a direct or indirect financial interest in any contract or arrangement made or proposed to be made with ADACAS, disclose that interest at the next General Meeting.
- 4.12.2. If a member of the Board acquires a Conflict of Interest in relation to a contract or arrangement after that contract or arrangement has been made or entered into, the member must disclose that interest at:
 - 4.12.2.1. the first meeting of the Board after having acquired the interest; and
 - 4.12.2.2. where that Conflict of Interest is a direct or indirect financial interest in any contract or arrangement made or proposed to be made with ADACAS, the next General Meeting after having acquired the interest.
- 4.12.3. Members of the Board must not vote at any Board meeting in respect of any matter, contract or arrangement in which that member has a Conflict of Interest, and if the member does vote, that vote will not be counted.
- 4.12.4. A member of the Board who has a Conflict of Interest in any matter on which the Board is to make a decision or any contract or arrangement made or proposed to be made with ADACAS, may participate in any deliberations in relation to the matter, contract or arrangement; however that person must leave the meeting while the Board votes on the matter, contract or arrangement.

4.13. Delegation by Board to Sub-Committee

- 4.13.1. The Board may, by instruction in writing, delegate to one or more sub-committees (consisting of such member or members of ADACAS as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:
 - 4.13.1.1. this power of delegation; and
 - 4.13.1.2. a function has been imposed on the Board by the Act, by any other law of the Australian Capital Territory, or by resolution of ADACAS in a general meeting.

- 4.13.2. A function, the exercise of which has been delegated to a sub-Committee under this Rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-Committee in accordance with the terms of the delegation.
- 4.13.3. A delegation under this Rule may be made subject to such conditions or limitations as to the exercise of any function, or as time or circumstances, as may be specified in the instrument of delegation.
- 4.13.4. Notwithstanding any delegation under this Rule, the Board may continue to exercise any function delegated.
- 4.13.5. Any act or thing done or suffered by the sub-Committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the Board.
- 4.13.6. The Board may, by instrument in writing, revoke wholly or in part any delegation under this Rule.
- 4.13.7. A sub-Committee may meet and adjourn as it thinks proper.

5. FINANCE AND ACCOUNTING

5.1. Funds – Source

- 5.1.1. The funds of ADACAS will be derived from grants and annual subscriptions of members, donations, bequests, grants from government and other bodies, contract fees and such other sources as the Board determines.
- 5.1.2. The Board will cause to be opened with a bank approved by the Board a banking account or accounts in the name of ADACAS.
- 5.1.3. The Board will make prudent investment decisions when determining the account or accounts to be opened.
- 5.1.4. All money received by ADACAS will be deposited as soon as practicable and without deduction to ADACAS's bank account/s.
- 5.1.5. ADACAS will, as soon as practical after receiving any money, issue an appropriate receipt.

5.2. Funds – Management

- 5.2.1. Subject to any resolution passed by ADACAS in a general meeting, the funds of ADACAS will be used in pursuance of the objects of ADACAS in such a manner as the Board determines.
- 5.2.2. From time to time the Board will nominate, from amongst the employees and Board members, authorised signatories to the ADACAS accounts.
- 5.2.3. All payments or commitments that are to be paid out of the ADACAS accounts will be signed or otherwise authorised by any two authorised signatories. A payment or commitment will be taken to have been authorised in accordance with this Rule 5.2.3 where authorised by any two authorised signatories by electronic means approved by the Board.
- 5.2.4. No payments will be drawn on ADACAS bank account or accounts except for the payment of expenditure that has been authorised by the Board, either generally, by approval of a budget, or specifically, by authorisation of that item of expenditure.

5.3. Accounts

- 5.3.1. True accounts will be kept of:
 - 5.3.1.1. all transactions of ADACAS and the manner in respect of which the receipt or expenditure takes place;
 - 5.3.1.2. the assets and liabilities of ADACAS;
 - 5.3.1.3. any mortgages, charges or other securities of any description affecting any property of ADACAS;
 - 5.3.1.4. all transactions of each trust of which ADACAS is the trustee and the manner in respect of which the receipt or expenditure takes place;
 - 5.3.1.5. the assets and liabilities of each trust of which ADACAS is the trustee; and
 - 5.3.1.6. any mortgages, charges or other securities of any description affecting any property of each trust of which ADACAS is the trustee.
- 5.3.2. The Treasurer of ADACAS will faithfully keep, or cause to be kept, all general records, accounting books and records of receipts and expenditure connected with the operations and business of ADACAS in such a form and manner as the Board may direct in accordance with Rule 5.3.1.
- 5.3.3. The accounts, books and records of ADACAS will be kept at the ADACAS office or at such other place as the Board may decide.
- 5.3.4. Subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Board, these accounts will be open to inspection by the members of ADACAS in accordance with Rule 6.3.
- 5.3.5. ADACAS will retain its accounting records for at least seven years after the transactions to which they relate were completed.
- 5.3.6. The Treasurer will present annual statements of account to the annual general meeting of ADACAS.
- 5.3.7. The Treasurer will lodge with the registrar-general all required annual returns in accordance with section 79 of the Act.
- 5.3.8. Management accounts will be presented to meetings of the Board.

5.4. Auditor

- 5.4.1. The Annual General Meeting will appoint a suitably qualified person as defined in section 74(3) of the Act (not being a member of ADACAS or the Public Officer and not having prepared or assisted in the preparation of the accounts) as auditor. Once at least in each Financial Year the auditor will examine the accounts of ADACAS and certify as to the correctness of those accounts to the members.
- 5.4.2. The auditor:
 - 5.4.2.1. has a right of access to all accounts, books, records, vouchers, and documents of ADACAS;
 - 5.4.2.2. may require from employees of ADACAS such information and explanations as maybe necessary for the performance of his or her duties as auditor;

- 5.4.2.3. may employ persons to assist her or him in investigating the accounts of ADACAS; and
- 5.4.2.4. may, in relation to the accounts of ADACAS, examine any officer, Board member or worker of ADACAS.
- 5.4.3. In a report to members, and in certifying the accounts, the Auditor must state whether:
 - 5.4.3.1. the information required for the report has been obtained;
 - 5.4.3.2. in the Auditor's opinion, the accounts are properly drawn up so as to exhibit a true and fair view of the financial position of ADACAS according to the information obtained and the explanations given and shown by the ADACAS books; and
 - 5.4.3.3. the Rules relating to the administration of the funds of ADACAS have been observed.

6. MISCELLANEOUS

6.1. Chief Executive Officer and Staff

- 6.1.1. The Board will appoint the Chief Executive Officer of ADACAS and will designate or arrange to be designated the terms of such appointment. If there is no person appointed as, or acting in the position of, Chief Executive Officer, the Chairperson is deemed to be the Chief Executive Officer.
- 6.1.2. The Chief Executive Officer is responsible to the Board for the development of the day-to-day management of ADACAS.
- 6.1.3. The Chief Executive Officer is the major link between the Board and the operations of ADACAS.
- 6.1.4. Subject to Rules 3 and 4, the Chief Executive Officer may attend any General Meeting of ADACAS or any meeting of the Board, or any sub-committee, and may speak at the meeting but (unless she or he is the Chairperson acting in the capacity of CEO) may not vote or propose resolutions.
- 6.1.5. The Chief Executive Officer must:
 - 6.1.5.1. give notice of General Meetings in accordance with the provisions of this constitution.
 - 6.1.5.2. cause records to be kept of ADACAS including:
 - 6.1.5.2.1. the constitution and policies;
 - 6.1.5.2.2. a register of members;
 - 6.1.5.2.3. all elections and appointments of Officer Bearers and ordinary Board members (the CEO will also be responsible for lodging the relevant notices of occurrence with the registrar-general);
 - 6.1.5.2.4. minutes of General meetings and Board meetings, including the names of those present at those meetings. Minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting;
 - 6.1.5.2.5. a register of notices; and
 - 6.1.5.2.6. a file of correspondence or records of submissions or reports made by or on behalf of ADACAS.

- 6.1.6. The Board may appoint, or may arrange to be appointed, such staff as are needed by ADACAS from time to time and will designate, or arrange to be designated, the terms of such appointments.
- 6.1.7. Subject to Rule 4, any employee of ADACAS may attend any General Meeting of ADACAS or any meeting of the Board and may speak at the meeting but may not vote or propose resolutions.
- 6.1.8. If the business of a Board meeting is to include discussion of a matter or matters directly affecting the staff of ADACAS or a particular employee, the Board may resolve to conduct that part of the meeting in the absence of persons exercising a right of attendance under this Rule.

6.2. Public Officer

- 6.2.1. The Board of ADACAS will appoint a resident of the Australian Capital Territory, who is at least 18 years of age, to be the Public Officer of ADACAS and, if the office becomes vacant, will within fourteen days after it becomes vacant, appoint an eligible person to fill the vacancy.
- 6.2.2. The office of the Public Officer becomes vacant if the person holding that office:
 - 6.2.2.1. dies;
 - 6.2.2.2. becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent creditors or compounds with his or her creditors;
 - 6.2.2.3. has a disability which renders the person incapable of performing the inherent requirements of the office;
 - 6.2.2.4. resigns his or her office in writing;
 - 6.2.2.5. ceases to be a resident of the Australian Capital Territory;
 - 6.2.2.6. is removed as Public Officer by resolution of the Board; or
 - 6.2.2.7. was convicted or released from imprisonment for an offence mentioned in section 63 (1) of the Act within 5 years immediately before the Public Officer's appointment, or is convicted of such an offence after taking office; or
 - 6.2.2.8. is subject to a disqualification order under section 63A of the Act.

6.3. Inspection of Books

Subject to relevant Privacy legislation, the records, books and other documents of ADACAS will be open to inspection at a place in the Australian Capital Territory, free of charge, by a member of ADACAS at any reasonable hour.

6.4. Notices

A notice may be served by or on behalf of ADACAS upon any member either personally or by sending it by post or delivering it (including through electronic means). Members must promptly notify the Chief Executive Officer of any changes in their residential or email address.

6.5. Alteration to Rules

- 6.5.1. These Rules may be amended by resolution passed by a three-quarters majority of financial members voting at a Special General Meeting.

- 6.5.2. Notice of the proposed amendment(s) will be included in the notice calling the Special General Meeting.
- 6.5.3. The alterations will take effect when the required notice of alteration of Rules under section 33 of the Act is lodged with the Registrar-General, unless some later date is specified in the special resolution adopting the alterations.

6.6. Common Seal

- 6.6.1. The ADACAS's common seal will be in the form of a rubber stamp inscribed with the name of ADACAS encircling the word "Seal".
- 6.6.2. The seal will not be affixed to any instrument except by authority of the Board and in the presence of at least two members of the Board or of one member of the Board and the CEO of ADACAS or such other person as the Board may appoint to that purpose.
- 6.6.3. The seal will remain in the custody of the Chief Executive Officer or such other person authorised by the Board for the purpose.

6.7. Winding Up

If upon the winding up or dissolution of ADACAS there remains after satisfaction of all its debts and liabilities, any property whatsoever, the same will not be paid to or distributed among the members of ADACAS but will be given or transferred to some other institution or institutions that:

- 6.7.1. has objects substantially the same as the Objects of ADACAS;
- 6.7.2. is a fund, authority or institution approved by the Commissioner of Taxation as having Deductible Gift Recipient status, and
- 6.7.3. is determined by a special resolution of the members of ADACAS at or before the time of dissolution.