

RULES OF
WEENTHUNGA HEALTH NETWORK INC

Amended 24 November, 2022

Incorporated Association in Victoria

ABN 95 615 678 762

Registered: 25 May, 2010

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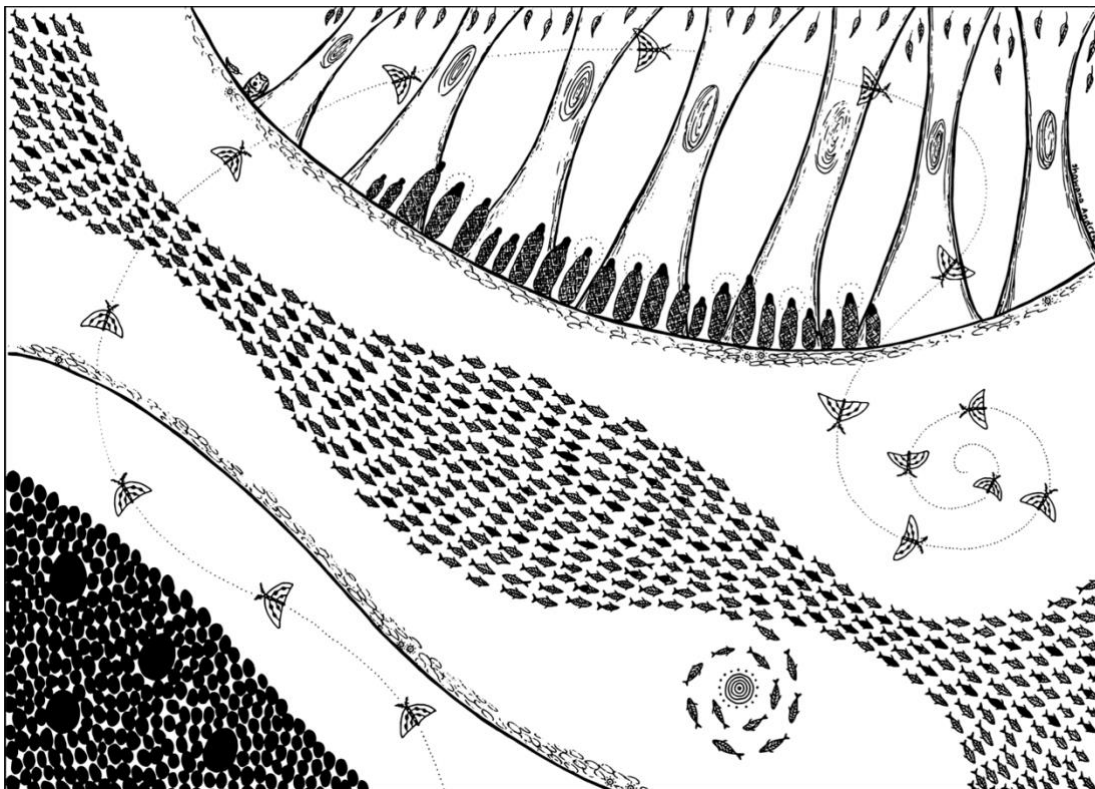
PREAMBLE

Weenthunga (meaning 'hear/understand' in Woi wurrung) grew out of a First Nations community need for health equity. Inspired by the work of National Indigenous Health Associations, Weenthunga's contribution to progress this need was to convene a network which connected First Nations health professionals and Settler Australian health professionals who were demonstrating allyship in the space. In 2010, following yarns with local Elders and community consultations, Weenthunga was established under the leadership of Kelli McIntosh, a proud Muruwari and Kooma woman, and the backing of Lin Oke. Kelli and Lin, both Occupational Therapists, formed Weenthunga's first two-way team, with Kelli as President and Lin as Public Officer and Secretary. Two-way teams are an integral component of how we do business today.

In 2012, Aunty Steff Armstrong, a proud Gamilaraay and Bigambul woman, joined Weenthunga, forming a new two-way leadership team with Lin. Aunty Steff had an extensive background in education and established our Girls Resilience Program (now Nyarrn-gakgo mangkie spaces). Now at Weenthunga, we centre First Nations young women and women across all of our work. Aunty Steff also embedded the 4Rs at Weenthunga: Relationships, Respect, Reciprocity and Responsibility, which guide us in everything we do.

Country and people have held spaces we've created. Within these spaces, knowledge and stories have been shared and passed on. People come to these spaces with a lifetime of memories, experiences and connections. Because of relationships, each space has grown. Because of obligation, each space and its impact continue.

In 2010, Shawana Andrews, a proud Palawa woman and one of Weenthunga's founding Committee Members, created our logo *Connecting through Conversation*. In 2020, Shawana created the artwork *Balance* that tells Weenthunga's story.



Balance by Shawana Andrews (Palawa) 2020©.

This image represents balance across time, place and people. It shows the timeless anchor of mother earth with the 4 principles of relationship, respect, reciprocity and responsibility embedded within. The fish show a river of movement of community through time, from past to future, demonstrating connectedness and leadership. They also show diversity across communities that builds strength from its networks and two-way learning and working. The spiralling fish moving from the collective display strength and bravery in their leadership, leading through education and the support of generations. The Ancestors in possum skin cloaks stand together strong beneath the ancient trees and Elders, showing the way. The moths, humble creatures who show great adaptability and resilience, represent women as they move across Country and water, linking time and place through knowledge and understanding. They show great aptitude as they emerge from the earth, move through the community, learning from their Ancestors and Elders. They create a path that others can follow and finally come together, drawing on old and new knowledge in their shared vision of First Nations' health.

RULES OF WEENTHUNGA HEALTH NETWORK INC

PART 1 – PRELIMINARY

1. Association

- 1.2. The Association is an incorporated association in accordance with the Act.
- 1.3. The name of the incorporated association is Weenthunga Health Network Inc (in these Rules called the "Association").
- 1.4. The Association is registered as a charity by the Australian Charities and Not-for-profits Commission (ACNC). The Association must comply with the ACNC Act.

2. Definitions

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

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

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

"Associate Member" means an associate member of the Association as defined in sub-rule 9.3;

"Chairperson", of a general meeting or Committee meeting, means the person chairing the meeting as required under rules 24 and 56;

"Committee" means the Committee having management of the business of the Association;

"Committee meeting" means a meeting of the Committee held in accordance with these Rules;

"Committee member" means a member of the Committee of the Association appointed in accordance with rule 38, and includes independent, non-voting Community members unless expressly stated otherwise;

“disciplinary appeal meeting” means a meeting of the members of the Association convened under rule 18;

“disciplinary meeting” means a meeting of the Committee convened for the purpose of rule 17;

“financial year” means the twelve (12) month period specified in rule 63;

“First Nations” means a person who:

- (a) is of Aboriginal and/or Torres Strait Islander descent; and
- (b) identifies as an Aboriginal and/or Torres Strait Islander person; and
- (c) is accepted as such by the community in which she/he/they lives or has lived.

“Full Member” has the meaning given to it in sub-rule 9.2;

“general meeting” means a general meeting of the members of the Association convened in accordance with PART 4 – GENERAL MEETINGS OF THE ASSOCIATION and includes an annual general meeting and a special general meeting;

“health course” means in relation to sub-rule 9.3(b)ii, a field of study or branch of knowledge studied that equips a person with the skills and knowledge to work in health;

“health or related role” means in relation to sub-rules 9.2, 38.1 and 39.6, any role or function for the provision of health, wellbeing and/or healing services that contributes to the health, wellbeing and/or healing of people, communities and Country;

“member” means a member of the Association;

“person” includes a corporation, association or organisation;

“Regulations” means the regulations under the Act;

“relevant documents” has the same meaning as in the Act;

“special resolution” means a resolution that requires a quorum and not less than three-quarters of the members in attendance and entitled to vote at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

“surplus assets” means any assets of the Association that remain after paying all debts and other liabilities of the Association, including the costs of winding up;

“the Registrar” means the Registrar of Incorporated Associations, Consumer Affairs Victoria.

2.2. In these Rules, a reference to the Secretary of an Association is a reference to the public officer of the Association.

3. Purposes

The purposes of the Association are to advance wellbeing, healing and health justice for First Nations people in Victoria, working for the relief of oppression of First Nations people which manifests as disproportionate poverty, sickness and suffering, by:

- Growing and nourishing the Aboriginal health workforce;

- Leading transformational change in health and health education systems by advocating for First Nations-led spaces, anti-racism work, and embedding and valuing First Nations' knowledge and practice;
- Ensuring better understanding and practice of health professionals and organisations to improve experiences, care and outcomes by First Nations people and communities;
- Valuing and practising two-way working; and
- Doing all such other lawful things as may be incidental or conducive to the attainment of the above purposes.

4. Alteration of the rules

- 4.1. Subject to sub-rule 4.2 and the Act, these Rules may only be altered by special resolution of a general meeting of the Association.
- 4.2. The members may not pass a special resolution that amends these Rules if passing it causes the Association to no longer be a charity.

PART 2 – POWERS OF THE ASSOCIATION

5. Powers of Association

- 5.1. Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- 5.2. Without limiting sub-rule 5.1, the Association may:
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf;
 - (g) enter into any other contract it considers as necessary or desirable.
- 5.3. The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6. Not-for-Profit

- 6.1. The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- 6.2. Sub-rule 6.1 does not prevent the Association from paying a member:
 - (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the member,
 if this is done in good faith on terms no more favourable than if the member was not a member.

7. Liability

Members are not liable to contribute to the property of the Association if the Association is wound up.

PART 3 – MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

DIVISION 1 – MEMBERSHIP

8. Minimum number of Members

The Association must have at least ten (10) members.

9. Membership Categories

9.1. There are three (3) categories of membership of the Association:

- (a) Full Member;
- (b) Associate Member (Individual); and
- (c) Associate Member (Health Student).

9.2. Full Member

- (a) A person is eligible for membership as a Full Member of the Association if they are:
 - i. a First Nations person (individual);
 - ii. qualified for, or working in, a health or related role in Victoria; and
 - iii. accepted by the Committee as having a commitment to the purposes of the Association.
- (b) A Full Member is entitled to:
 - i. be notified of, attend, be heard and vote at a general meeting of the Association;
 - ii. be elected or appointed as a Committee member;
 - iii. not be removed as a member unless removed in accordance with rule 17;
 - iv. put forward resolutions to be voted on at a general meeting of the Association in accordance with sub-rule 22.6;
 - v. request the Committee to convene a special general meeting of the Association in accordance with sub-rule 21.5; and
 - vi. have any disputes with another member or with the Committee dealt with under the process in rule 19.

9.3. Associate Member

- (a) A person is eligible for membership as an Associate Member of the Association - Individual if they are
 - i. a First Nations person;
 - ii. living or working in Victoria; and
 - iii. accepted by the Committee as having a commitment to the purposes of the Association:
- (b) A person is eligible for membership as an Associate Member - Health Student of the Association if they are:
 - i. a First Nations person;

- ii. living or studying in Victoria;
 - iii. enrolled in a *health course* (and have not graduated from a *health course* with a recognised qualification); and
 - iv. accepted by the Committee as having a commitment to the purposes of the Association.
- (c) An Associate Member is entitled to:
- i. be notified of and attend a general meeting of the Association;
 - ii. be appointed as non-voting Committee members pursuant to sub-rule 38.2;
 - iii. have any disputes with another member or with the Committee dealt with under the process in rule 19; and
 - iv. not be removed as a member unless removed in accordance with rule 17.

10. Requirements of Members

Each member must:

- (a) support the purposes of the Association;
- (b) comply with the Act, the ACNC Act and these Rules;
- (c) comply with any code of conduct adopted by the Association;
- (d) treat other members and the Committee with respect and dignity;
- (e) notify the Association of any change in their address within twenty-eight (28) days of such change;
- (f) not bring the Association into disrepute;
- (g) not behave in a way that significantly interferes with the operation of the Association or of Association meetings.

11. Application for membership

11.1. To apply to become a member of the Association, a person must submit a written application to the Secretary in such form as outlined in sub-rule 11.2, stating that the person:

- (a) wishes to apply for membership as a Full Member or Associate Member in accordance with sub-rules 9.2 or 9.3 respectively; and
- (b) supports the purposes of the Association; and
- (c) agrees to fulfil the requirements of a member outlined in rule 10, including complying with these Rules and any code of conduct adopted by the Association.

11.2. An application for membership of the Association must:

- (a) be made in writing in accordance with **Error! Reference source not found., Error! Reference source not found. or Error! Reference source not found.** of these Rules, depending on the class of membership, or in such other form as determined by the Association; and
- (b) be lodged with the Secretary of the Association.

11.3. A person who applies and is approved for a class of membership in accordance with these Rules is eligible to be a member of the Association on payment of the entrance fee and annual subscription payable, where payable in accordance with rule 13.

12. Consideration of Application

- 12.1. As soon as practicable after the receipt of a membership application submitted in accordance with rule 11, the Secretary must deliver the application to the Committee for approval or rejection.
- 12.2. The Committee must decide by ordinary resolution whether to accept or reject a membership application submitted in accordance with rule 11.
- 12.3. The Committee does not need to consider a membership application that does not comply with rule 11.
- 12.4. If the Committee accepts a membership application, the resolution must be recorded in the minutes of the Committee meeting, and the Secretary must, as soon as practicable:
 - (a) notify the applicant in writing or by electronic transmission of the approval for membership; and
 - (b) request payment within twenty-eight (28) days of the sum payable under these Rules as the entrance fee and the first year's annual subscription, if relevant.
- 12.5. An applicant for membership becomes a member and is entitled to exercise the rights of membership when his/her/their name is entered in the register of members.
- 12.6. The Secretary must, within twenty-eight (28) days after receipt of the amounts referred to in rule 13, enter the applicant's name in the register of members. Where no entrance fee or annual subscription is required, the Secretary must within twenty-eight (28) days of the Committee passing a resolution to approve the application, enter the applicant's name in the register of members.
- 12.7. If the Committee rejects an application, the Secretary must, as soon as practicable, notify the applicant in writing or by electronic transmission that the application has been rejected. The reasons for rejection are not required to be disclosed.

13. Annual subscription and entrance fee

- 13.1. The entrance fee is nil unless otherwise determined by resolution of the Full Members at a general meeting. If an entrance fee is set pursuant to this sub-rule, such fee is payable on approval of membership.
- 13.2. The annual subscription fee is nil unless otherwise determined by resolution of the Full Members at a general meeting. If any annual subscription fee is set pursuant to this sub-rule, such fee will be payable in advance on or before 1 July in each year.
- 13.3. The Association may determine that a different entrance fee and/or annual subscription fee is payable by Full Members and Associate Members.
- 13.4. The Association may determine that any new member who joins after the start of the financial year must, for that financial year, pay a fee equal to:
 - (a) the entrance fee; and
 - (b) the full annual subscription; or
 - (c) a pro rata annual subscription based on the remaining part of the financial year; or
 - (d) a fixed amount determined from time to time by the Association.
- 13.5. The rights of a member (including the right to vote) who has not paid the entrance fee and/or annual subscription, if required, by the due date are suspended until the fee and/or subscription is paid.

14. Register of members

14.1. The Secretary must keep and maintain a register of members that includes:

- (a) for each current member:
 - i. the name and address of each member;
 - ii. the contact details of each member, including an email address and phone number;
 - iii. the class of membership of that person;
 - iv. an alternative address nominated by the member for the service of notices (including electronically);
 - v. the date of becoming a member;
 - vi. where a member is readmitted after previously resigning or having its membership terminated, this will be recorded in conjunction with the dates of their original admission, termination or resignation and readmission;
 - vii. any other information determined by the Committee; and
- (b) for each former member, the date of ceasing to be a member within fourteen (14) days after that date.

14.2. The register must be kept at the Association's registered address where it will be made available for inspection by any current member at a time and date convenient to the Secretary and the member concerned, subject to sub-rule 14.4.

14.3. The member must notify the Secretary of any changes of any of its details that are recorded in the register, as soon as reasonably practicable and subject to rule 10.

14.4. Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members and in accordance with the Act, including but not limited to ensuring the privacy and confidentiality of personal information of members where the restriction of access to personal information has been requested.

15. Rights of members

15.1. No member may use the name of the Association in support of any political campaign, or in support of any candidate for public office, other than with the written consent of the Committee.

15.2. A right, privilege, or obligation of a person by reason of membership of the Association:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon the cessation of membership whether by death or resignation or otherwise in accordance with rule 16.

16. Ceasing membership

16.1. The membership ceases if a member:

- (a) dies;
- (b) having paid all money due and payable as a member of the Association, resigns by giving one (1) months' written notice to the Secretary;
- (c) no longer satisfies the eligibility requirements for the particular category to which their membership applies;
- (d) is expelled under rule 17;

- (e) is more than twelve (12) months in arrears with payment of their annual subscription; or
- (f) where no annual subscription is payable, has not, within three (3) months after receiving a written request from the Secretary to confirm that he or she wishes to remain a member, confirmed in writing that he or she wishes to remain a member.

16.2. If a person ceases to be a member of the Association the Secretary must enter the date the person ceased to be a member in the register of members.

DIVISION 2 – DISCIPLINARY ACTION

17. Discipline, suspension and expulsion of members

17.1. Subject to these Rules, if the Committee is of the reasonable opinion, taking into account all the facts, that a member has refused or neglected to comply with these Rules or any code of conduct, or refuses to support the purposes of the Association, or has engaged in conduct unbecoming of a member or prejudicial to the interests of the Association, the Committee may by resolution:

- (a) warn that member; or
- (b) suspend that member from membership of the Association for a specified period; or
- (c) expel that member from the Association.

17.2. Before disciplinary action is taken against a member, the Secretary must, as soon as practicable, cause to be given to the member a written notice:

- (a) stating that the Association proposes to take disciplinary action against the member;
- (b) setting out the resolution of the Committee and the grounds on which it is based;
- (c) specifying the date, place and time of the meeting at which the disciplinary action will be considered (the *disciplinary meeting*);
- (d) stating that the member may address the Committee at the disciplinary meeting; and
- (e) informing the member that they may do one or both of the following:
 - i. attend that disciplinary meeting and address the Committee;
 - ii. give a written statement at any time before the disciplinary meeting; and
- (f) setting out the member's appeal right under rule 18.

17.3. The notice must be given to the member no earlier than twenty-eight (28) days, and no later than fourteen (14) days, before the disciplinary meeting is to be held.

17.4. At the disciplinary meeting, the Committee must:

- (a) give the member an opportunity to be heard; and
- (b) give due consideration to any written statement submitted by the member.

17.5. After complying with sub-rule 17.4, the Committee may:

- (a) take no further action against the member; or
- (b) subject to sub-rule 17.6:

- i. warn the member; or
- ii. suspend the membership rights of the member for a specified period; or
- iii. expel the member from the Association.

17.6. The Committee may not fine the member.

17.7. The warning, suspension of membership rights or the expulsion of a member by the Committee under this rule takes effect immediately after the vote of the Committee is passed.

18. Disciplinary appeal rights and meeting

18.1. A person whose membership rights have been suspended or who has been expelled from the Association under rule 17 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion. No appeal is available for a warning.

18.2. The notice must be in writing and given:

- (a) to the Committee immediately after the vote to suspend or expel the person is taken; or
- (b) to the Secretary no later than forty-eight (48) hours after the vote.

18.3. Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must:

- (a) specify the date, time and place of the meeting; and
- (b) state:
 - i. the name of the person against whom the disciplinary action has been taken; and
 - ii. the grounds for taking that action; and
 - iii. that at the disciplinary appeal meeting the members present must vote on whether the Committee's decision to suspend or expel the member should be upheld or revoked.

18.4. At a disciplinary appeal meeting of the Association convened under sub-rule **Error! Reference source not found.**:

- (a) no business other than the question of the appeal may be conducted;
- (b) the Committee may place before the meeting details of the grounds for suspending or expelling the member and the reasons for the passing of the resolution;
- (c) the member must be given an opportunity to be heard; and
- (d) the members present must vote by secret ballot on the question whether the resolution of the Committee should be confirmed or revoked.

18.5. A member may not vote by proxy at a disciplinary meeting.

18.6. A decision is upheld if, at the general meeting, a special resolution is passed in favour of the resolution. In any other case, the resolution is revoked.

DIVISION 3 – GRIEVANCE PROCEDURE

19. Grievance and mediation

- 19.1. The grievance procedure set out in this rule applies to disputes under these Rules between:
- (a) a member and another member;
 - (b) a member and the Committee or a Committee member;
 - (c) a member and the Association;
 - (d) a Committee member and another Committee member; or
 - (e) a Committee member and the Association.
- 19.2. A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure under rule 17 until the disciplinary procedure has been completed.
- 19.3. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.
- 19.4. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within fourteen (14) days, hold a meeting in the presence of a mediator.
- 19.5. The mediator must be:
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - i. in the case of a dispute between a member and another member, an unbiased person appointed by the Committee of the Association; or
 - ii. in the case of a dispute between a member and the Committee or Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 19.6. A member or former member of the Association can be a mediator but must not a person who:
- (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.
- 19.7. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 19.8. The mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 19.9. The mediator must not determine the dispute.
- 19.10. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4 – GENERAL MEETINGS OF THE ASSOCIATION

20. Annual general meetings

- 20.1. The Committee may determine the date, time and place of the annual general meeting of the Association, but must convene an annual general meeting to be held within five (5) months after the end of each financial year.
- 20.2. The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- 20.3. The ordinary business of the annual general meeting should, without limitation:
- (a) confirm the minutes of the previous annual general meeting and any other general meeting held in the interim;
 - (b) provide the opportunity for the Committee to account to and report to members;
 - (c) provide an opportunity for the members to:
 - i. review the Association's activities and state of affairs;
 - ii. review and consider the annual financial reports of the Association; and
 - iii. review any auditors report.
 - (d) determine the appointment and payment of auditors, if any;
 - (e) determine the appointment and payment of Committee members, if relevant;
 - (f) consider any other business of which notice has been given or which, under the Act, ACNC Act or these Rules, may be transacted at an annual general meeting.
- 20.4. Before or at the annual general meeting, the Committee must give information to the members on the Association's activities and finances during the period since the last annual general meeting.
- 20.5. The Chairperson of the annual general meeting must give members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the Association.

21. Special general meetings

- 21.1. In addition to the annual general meeting, any other general meetings may be held in the same year.
- 21.2. All general meetings other than the annual general meeting are special general meetings.
- 21.3. The Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- 21.4. If, but for this sub-rule, more than fifteen (15) months would elapse between annual general meetings, the Committee must convene a special general meeting before the expiration of that period.
- 21.5. The Committee must, on the request in writing of members representing not less than five (5) per cent of the total number of members, convene a special general meeting of the Association.
- 21.6. The request for a special general meeting must:
- (a) be in writing; and

- (b) state the business to be considered at the meeting and any resolutions to be proposed; and
- (c) be signed by the members requesting the meeting; and
- (d) be sent to the Secretary at the Association's address.

21.7. If the Committee does not cause a special general meeting to be held within two (2) months after the date on which the request is sent to the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than three (3) months after that date and may only consider the business stated in that request.

21.8. A special general meeting must only be held for a proper purpose. The Committee does not need to comply with a member request if the Committee resolves that the request is frivolous or unreasonable or would be contrary to the interests of the members as a whole.

21.9. If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the Committee, and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

22. Notice of general meetings

22.1. Written notice must be given to members of general meetings at least fourteen (14) days prior, or if a special resolution has been proposed, at least twenty-one (21) days prior, to the meeting being held. The required notice period excludes the day on which the notice is given or issued by the Association.

22.2. Notice of a general meeting must be given to:

- (a) each member entitled to vote at a general meeting (Full Member);
- (b) each Committee member; and
- (c) the auditor (if any).

22.3. In addition to notice of special resolutions outlined in sub-rule 22.1, notice of a general meeting cannot be provided less than twenty-one (21) days before the meeting if a resolution will be moved to:

- (a) remove a Committee member;
- (b) appoint a Committee member in order to replace a Committee member who was removed; or
- (c) remove an auditor.

22.4. A notice calling a general meeting:

- (a) must specify the place, date and time of the meeting, and if the meetings is to be held in two (2) or more places, the technology that will be used to facilitate this;
- (b) must state the general nature of the business to be transacted at the meeting;
- (c) state in full the proposed resolution;
- (d) if a special resolution is to be proposed at the meeting, must set out an intention to propose the special resolution and state the special resolution;
- (e) must incorporate a statement that members have the right to appoint proxies and that, if a member appoints a proxy:

- i. the proxy does not need to be a member of the Association;
- ii. the proxy form must be delivered to the Association at its registered address or the address (including electronic address) specified in the notice of the meeting; and
- iii. the proxy form must be delivered to the Association at least twenty-four (24) hours before the meeting.

22.5. A notice of an annual general meeting need not state that the business to be transacted at the meeting includes that which is listed in sub-rule 20.3 above.

22.6. A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

22.7. The Committee members may postpone or cancel a general meeting in their absolute discretion (other than a meeting called as a result of a request under sub-rule 21.5).

22.8. The Association must give notice of the postponement or cancellation of a general meeting to all persons entitled to receive notices from the Association.

22.9. The failure or accidental omission to send a notice of a general meeting to any member or the non-receipt of a notice (or form) by any member does not invalidate the proceedings at or any resolution passed at the general meeting.

23. Quorum of members

23.1. No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present for the duration of the meeting.

23.2. A quorum for the conduct of the business of a general meeting of the Association will be constituted by not less than ten (10) Full Members personally present or by proxy (being members entitled under these Rules to vote at a general meeting).

23.3. If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present:

- (a) in the case of a meeting convened upon the request of members, the meeting must be dissolved; and
- (b) in any other case, the meeting will stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.

23.4. If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the meeting is dissolved.

24. Presiding at general meetings

24.1. The President, or in the President's absence, the Deputy President, will preside as Chairperson at each general meeting of the Association.

24.2. If the President and the Deputy President are absent from a general meeting, or are unable or do not wish to preside, the members present must select one of their number, being a Full Member, to preside as Chairperson by ordinary resolution.

- 24.3. The Chairperson is responsible for the conduct of the general meeting, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the auditor, if any).
- 24.4. If there is a dispute at a general meeting about a question of procedure, the Chairperson may determine the question.

25. Auditor's right to attend meetings

- 25.1. The auditor (if any) is entitled to attend any general meeting of the Association and to be heard by the members on any part of the business of the meeting that concerns the auditor in the capacity of an auditor.
- 25.2. The Association must give the auditor (if any) any communications relating to the general meeting that a member of the Association is entitled to receive.

26. Adjournment of meetings

- 26.1. The Chairperson of a general meeting at which a quorum is present, may with the consent of a majority of members present at the meeting, or must where a majority of members directs the Chairperson to do so, adjourn the meeting to another time at the same place or at another place.
- 26.2. Without limiting sub-rule 26.1, a meeting can be adjourned:
- (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- 26.3. No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 26.4. If a meeting is adjourned for fourteen (14) days or more, notice of the adjourned meeting must be given in accordance with rule 22. Except as provided in this sub-rule 26.4, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

27. Members' Resolution and Statements

- 27.1. Members with at least five (5) per cent of the votes that may be cast on a resolution may give:
- (a) written notice to the Association of a resolution they propose to move at a general meeting (members' resolution); and/or
 - (b) a written request to the Association that the Association give all of its members a statement about a proposed resolution or any other matter that may properly be considered at a general meeting (members' statement).
- 27.2. A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.
- 27.3. A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.
- 27.4. Separate copies of a document setting out the notice of request may be signed by members if the wording is the same in each copy.

- 27.5. The percentage of votes that members have (as described in sub-rule 27.1) is to be worked out as at midnight before the request or notice is given to the Association.
- 27.6. If the Association has been given notice of members' resolution under sub-rule 27.1(a), the resolution must be considered at the next general meeting held more than two (2) months after the notice is given, but can be considered at an earlier general meeting at the Committee's discretion.
- 27.7. This rule does not limit any other right that a member has to propose a resolution at a general meeting.

28. Association must give notice of proposed resolution or distribute statement

28.1. If the Association has been given a notice or request under rule 27:

- (a) in time to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, it must do so at the Association's cost; or
- (b) too late to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, then the members who proposed the resolution or made the request must pay the expenses reasonably incurred by the Association in giving members notice of the proposed members' resolution or a copy of the members' statement. However, at a general meeting, the members may pass a resolution that the Association will pay these expenses.

28.2. The Association does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:

- (a) it is more than one thousand (1,000) words long;
- (b) the Committee consider it may be defamatory;
- (c) sub-rule 28.1(b) applies, and the members who proposed the resolution or made the request have not paid the Association enough money to cover the cost of sending the notice of the proposed members' resolution or a copy of the members' statement to members; or
- (d) in the case of a proposed members' resolution, the resolution does not relate to a matter that may be properly considered at a general meeting or is otherwise not a valid resolution able to be put to the members.

29. Use of Technology

- 29.1. The Association may hold a general meeting at two (2) or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.
- 29.2. A member participating in a general meeting as permitted under sub-rule 29.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

30. Voting at general meetings

- 30.1. Upon any question arising at a general meeting of the Association, a Full Member has one (1) vote only.
- 30.2. All votes must be given personally or by proxy.

- 30.3. In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 30.4. A Full Member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid, where relevant.
- 30.5. A Full Member who has been suspended under these Rules is not entitled to vote until such suspension has been lifted.

31. Manner of determining whether resolution carried

- 31.1. Subject to rule 32, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.
- 31.2. Voting must be conducted and decided by:
- (a) a show of hands; or
 - (b) a poll (vote in writing); or
 - (c) another method chosen by the Chairperson that is fair and reasonable in the circumstances.
- 31.3. Before a vote is taken, the Chairperson must state whether any proxy votes have been received and, where specified, how the proxy votes will be cast.
- 31.4. A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded in accordance with the Act.
- 31.5. If a question arising at a general meeting of the Association is determined on a show of hands by Full Members entitled to vote (or to the extent that the vote is by proxy, that proxy):
- (a) a declaration by the Chairperson that a resolution has been:
 - i. carried; or
 - ii. carried unanimously; or
 - iii. carried by a particular majority; or
 - iv. lost; and
 - (b) an entry to that effect in the minutes 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.
- 31.6. The demand for a poll may be withdrawn.
- 31.7. A decision of a general meeting may not be impeached or invalidated on the ground that a person voting at the general meeting was not entitled to do so.
- 31.8. If a poll (where votes are cast in writing) is demanded by three (3) or more Full Members or the Chairperson on any question:
- (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (b) the Chairperson must declare the result of the resolution on the basis of the poll.

- 31.9. If a poll is demanded on the election of the Chairperson or on a question of an adjournment, it must be taken immediately.
- 31.10. A poll demanded on any other question must be taken before the close of the meeting at a time to be determined by the Chairperson.
- 31.11. The result of the poll will be the resolution of the meeting at which the poll was demanded.
- 31.12. The Chairperson may determine any dispute about the admission or rejection of a vote.
- 31.13. The Chairperson's determination under this rule 31, if made in good faith, will be final and conclusive.

32. Special Resolution

A special resolution is passed if not less than three-quarters of the members in attendance and entitled to vote at a general meeting (whether in person or by proxy) vote in favour of the resolution.

33. Proxies

- 33.1. Other than at a disciplinary appeal meeting, each Full Member is entitled to appoint a proxy by notice given to the Secretary no later than twenty (24) hours before the time of the meeting in respect of which the proxy is appointed, in accordance with sub-rule 33.4.
- 33.2. A proxy need not be a member.
- 33.3. A proxy appointed to attend and vote for a member has the same rights as the member to:
- (a) speak at the meeting;
 - (b) vote in a poll (but only to the extent allowed by the appointment); and
 - (c) join in to demand a vote in writing under sub-rule 33.1.
- 33.4. An appointment of proxy must be signed by the member appointing the proxy and must be in the form set out in APPENDIX 2, or as determined by the Association.
- 33.5. The proxy appointment may be standing (ongoing).
- 33.6. The member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf. Otherwise the proxy may vote on behalf of the member in any manner they see fit.
- 33.7. A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.
- 33.8. Unless the Association receives written notice before the start or resumption of a general meeting at which a proxy votes, a vote cast by the proxy is valid even if before the proxy votes, the appointing member:
- (a) dies;
 - (b) is mentally incapacitated;
 - (c) revokes the proxy's appointment;

- (d) revokes the authority of a member representative or agent who appointed the proxy.

33.9. When a vote in writing is held, a proxy:

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

34. Offensive Material

A person may be refused admission to, or required to leave and not return to, a meeting if the person:

- (a) causes undue and continued disruption to the meeting after being requested not to do so by the Chairperson on more than one occasion;
- (b) refuses to permit examination of an article in the person's possession; or
- (c) is in possession of any:
 - i. electronic recording device;
 - ii. placard or banner;
 - iii. other article,

which the Chairperson considers to be dangerous, offensive or liable to cause disruption.

35. Minutes of general meeting

The Committee must ensure that minutes are taken and kept in accordance with rule 60.

36. Circular Resolution of Members

36.1. Subject to sub-rule 36.3, the Committee may put a resolution to the members without a general meeting being held (a circular resolution).

36.2. The Committee must notify the auditor (if any) as soon as possible that a circular resolution has or will be put to members, and set out the wording of the resolution.

36.3. Circular resolutions cannot be used:

- (a) for a resolution to remove an auditor, or appoint or remove a Committee member;
- (b) for passing a special resolution; or
- (c) where the Act or these Rules require a meeting to be held.

36.4. A circular resolution is passed if all members entitled to vote on the resolution sign or agree to the circular resolution in the manner set out in sub-rules 36.5 and 36.6.

36.5. Members may sign:

- (a) a single document setting out the circular resolution and containing a statement that they agree to the resolution; or
- (b) separate copies of that document, as long as the wording is the same in each copy.

36.6. The Association may send a circular resolution by electronic mail to members and members may agree by sending a reply by electronic mail to that effect, including the text of that resolution in their reply.

PART 5 - COMMITTEE

DIVISION 1 – POWERS OF COMMITTEE

37. Role and powers

37.1. The affairs of the Association will be managed by or under the direction of the Committee of Management.

37.2. The Committee:

- (a) will control and manage the business and affairs of the Association;
- (b) may, subject to these Rules, the Act and the Regulations, exercise all the powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules or the Act to be exercised by the members of the Association; and
- (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.

38. Committee of Management

38.1. The Committee will consist of between five (5) and eight (8) Full Members, with no more than two (2) Full Members in the same health or related role or profession appointed by the Association in accordance with these Rules.

38.2. In addition to sub-rule 38.1, the Committee may appoint up to two (2) additional independent non-voting Committee members at any time where the Committee considers it necessary or desirable to provide specific skills and experience to the Committee, as long as the appointments:

- (a) satisfy the eligibility requirements in sub-rule 39.5, but can be a Full Member or an Associate Member;
- (b) satisfy the nomination process in sub-rule 39.6, but do not require the nomination to be executed by another member of the Association.

DIVISION 2 – COMPOSITION OF COMMITTEE AND DUTIES OF MEMBER

39. Election and Eligibility of Committee Members

39.1. Apart from the members appointed by the Committee under sub-rules 38.2 and 39.7, the members may appoint a Committee member under sub-rule 38.1 by an ordinary resolution passed in general meeting.

39.2. A single election may be held to fill all vacant Committee member positions at the one time, or Committee members can be appointed by separate resolutions.

39.3. If the number of members nominated for the position of a Committee member is less than or equal to the number to be appointed, the Chairperson of the meeting must declare each of those members to be appointed to the position.

- 39.4. If the number of members nominated exceeds the number to be appointed, a ballot must be conducted in such a manner as the Chairperson may direct.
- 39.5. A person is eligible for appointment as a Committee member of the Association if they:
- (a) are a Full Member of the Association;
 - (b) support the purposes of the Association;
 - (c) agree to comply with the Association's Rules and code of conduct, if any;
 - (d) identify any conflicts of interest with other members, the Association or Committee;
 - (e) have not, or have not been for two (2) years prior to the date of nomination, an employee or contractor of the Association; and
 - (f) are not ineligible to be a Committee member under the ACNC Act, or the Act.
- 39.6. Nominations for election as a Committee member must be:
- (a) made in writing in such form as determined by the Association;
 - (b) accompanied by the nominee's signed consent to act as a Committee member of the Association;
 - (c) signed by at least one (1) other member of the Association; and
 - (d) delivered to the Secretary of the Association not less than forty-eight (48) hours before the date fixed for the holding of the annual general meeting of the Association, or such other time as determined by the Association.
- 39.7. The Committee may appoint a Full Member to fill a casual vacancy if that person:
- (a) satisfies the eligibility requirements in sub-rule 39.5;
 - (b) satisfies the nomination process in sub-rule 39.6, but does not require the nomination to be executed by another member,
- and any such appointed Committee member must retire in accordance with sub-rule 40.2, but may seek re-appointment in accordance with sub-rule 40.1.
- 39.8. If the number of Committee members falls to fewer than five (5) or is less than the number required for a quorum, the continuing Committee members with the right to vote may act for the purpose of increasing their number to reach a quorum or to call a general meeting, but for no other purpose.

40. Term of Committee members

- 40.1. Subject to these Rules, each Committee member appointed under sub-rule 38.1 will hold office until the annual general meeting two (2) years after the date of appointment, but is eligible for re-appointment.
- 40.2. Committee members are appointed at the annual general meeting for a rotation for a term of two (2) years, so that half the Committee members' appointments expire each year. They are eligible to be re-appointed.

To implement the rotational system:

- (a) any Committee members appointed by the Committee to fill a casual vacancy or as an additional Committee member must retire; and
- (b) at least one-third of the remaining Committee members must retire.

- 40.3. The Association may appoint a Committee member for less than two (2) years in order to ensure the rotation system outlined in sub-rule 40.2 continues to work, by passing a resolution to this effect.
- 40.4. The Committee members who must retire at each annual general meeting under rule sub-rule 40.2(b) will be the Committee members who have been longest in office since last being appointed. Where Committee members were appointed on the same day, the Committee member(s) to retire will be decided by lot unless they agree otherwise.
- 40.5. In the event of a casual vacancy occurring in the office of a member of the Committee:
- (a) the Committee members may act;
 - (b) if the number of Committee members is not sufficient to constitute a quorum at a Committee meeting, the Committee members may act only to:
 - i. appoint a Committee member; or
 - ii. call a general meeting.
- 40.6. Other than a Committee member appointed for a casual vacancy, a Committee member's term of office starts at the end of the general meeting at which they are appointed and ends at the end of the general meeting at which they retire.
- 40.7. A Committee member who has held office for a continuous period of five (5) consecutive terms may only be re-appointed after a period of at least one (1) term of two (2) years.

41. Term of independent non-voting Committee members

- 41.1. The term of an independent non-voting Committee member appointed under sub-rule 38.2 is ordinarily two (2) years from the date of appointment, unless the Committee decide on a lesser term at the time of appointment.
- 41.2. An independent non-voting Committee member must retire from office at the conclusion of their term of appointment, but if they are eligible under sub-rule 39.5, may seek appointment as a Committee member under sub-rule 38.1 or re-appointed as an independent non-voting Committee member under sub-rule 38.2.
- 41.3. An independent non-voting Committee member must not hold office for more than five (5) consecutive terms, after which time they must not seek re-election for at least one (1) term of two (2) years.

42. Vacation of Office

- 42.1. The office of an officer of the Association, or of an ordinary member of the Committee, becomes vacant if the officer or Committee member:
- (a) dies;
 - (b) ceases to be a member of the Association or ceases to fulfil the requirements of a Full Member of the Association;
 - (c) is removed by a resolution of the Association;
 - (d) retires at the end of his or her term;
 - (e) resigns from office by written notice given to the Secretary;
 - (f) is convicted of an indictable offence;
 - (g) is liable to have a person appointed, under a law relating to the administration of estates of persons who through mental or physical incapacity are incapable of

managing their affairs, to administer it, or becomes in the opinion of the Committee members incapable of performing his or her duties;

- (h) becomes bankrupt;
- (i) fails to attend three (3) consecutive Committee meetings without approval of the Committee;
- (j) becomes ineligible to be or is disqualified from being an officer or Committee member under the Act or the ACNC Act.

42.2. The Association in a general meeting may, by resolution, remove any Committee member appointed by the Association before the expiration of the Committee member's term of office and may appoint an eligible Full Member in their place to hold office until the expiration of the term of the Committee member that has been removed.

42.3. A member who is the subject of a proposed resolution referred to in sub-rule **Error! Reference source not found.** may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.

42.4. The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the Committee member may require that they be read out at the next general meeting.

43. Delegation

43.1. The Committee may by resolution delegate any of its powers other than this power to delegate and those that by law must be dealt with by the Committee to:

- (a) a Committee member;
- (b) a committee of two (2) or more Committee members;
- (c) a committee of members of the Association;
- (d) a committee of members of the Association and/or other persons; or
- (e) a committee of Committee members and/or other persons.

43.2. The Committee may establish sub-committees for specific purposes with such powers and functions as the Committee may determine. Any sub-committee so formed will conform to any terms and conditions or restrictions that may be imposed by the Committee.

43.3. The Committee may, in writing, revoke a delegation wholly or in part.

43.4. At least one member of each committee must be a Committee member.

43.5. A committee or other delegated authority must exercise their powers in accordance with any directions of the Committee member and a power exercised in that way is taken to have been exercised by the Committee member.

43.6. A committee or other delegated authority may be authorised by the Committee member to sub-delegate all or any of the powers for the time being vested in it.

43.7. Meetings of any committee or other delegated authority will be governed by the provisions of these Rules which deal with Committee meetings so far as they are applicable and are not inconsistent with any directions of the Committee members. The provisions apply as if each committee member or other delegated authority was a Committee member.

43.8. The delegation must be recorded in the minutes of the Committee meeting at which the delegation is given.

44. Remuneration of Committee Members

44.1. The Association may remunerate the Committee members for their services as Committee members out of the funds of the Association, such amount to fixed from time to time by members in a general meeting.

44.2. Any payment under sub-rule 44.1 must be approved by the Committee before being taken to the members in general meeting.

44.3. The Association may also pay a Committee member for:

- (a) out-of-pocket expenses incurred by the Committee members in the performance of any duty as a Committee member of the Association where the amount payable does not exceed an amount previously approved by the Committee; and
- (b) any service rendered to the Association by the Committee members in professional or technical capacity, where the provision of the service has the prior approval of the Committee and where the amount payable is approved by the Committee and is not more than the amount which commercially would be reasonable payment for the service.

44.4. The Association may pay premiums for insurance indemnifying the Committee, as allowed for by law (including the Act) and these Rules.

45. Conflict of Interests

45.1. No contract made by a Committee member with the Association and no contract or arrangement entered into by or on behalf of the Association in which any Committee member may be in any way interested is avoided or rendered voidable merely because of the Committee member holding office as a Committee member or because of the fiduciary obligations arising out of that office.

45.2. No Committee member contracting with or interested in any arrangement involving the Association is liable to account to the Association for any profit realised by or under any such contract or arrangement merely because of the Committee member holding office as a Committee member or because of the fiduciary obligations arising out of that office.

45.3. A Committee member must, however, disclose the nature and extent of any actual or perceived, direct or indirect, material personal interest in a matter that relates to the affairs of the Association, including that is being considered at a Committee meeting or that is proposed in a circular resolution:

- (a) to the other Committee members; or
- (b) if all of the Committee members have the same conflict of interest, to the members at the next general meeting, or at an earlier time if reasonable to do so.

45.4. A general notice that the Committee member is an employee of a particular member and is to be regarded as interested in all transactions with that member will be a sufficient disclosure under this rule for that Committee member and the relevant transactions and the Committee member will not be required to give special notice relating to any particular transaction with that member.

45.5. The disclosure of a conflict of interest by a Committee member must be recorded in the minutes of the meeting.

45.6. Each Committee member who has a material personal interest in a matter that relates to the affairs of the Association, including that is being considered at a meeting of the Committee or that is proposed in a circular resolution must not, except as provided under rule 45.7:

- (a) be present while the matter is being considered at the meeting; and
- (b) vote on the matter.

45.7. A Committee member may still:

- (a) be counted in determining whether or not a quorum is present at any meeting of Committee members considering the contract or arrangement or proposed contract or arrangement;
- (b) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement;

and be present and vote if:

- (c) their interest arises because they are a member of the Association, and the other members have the same interest;
- (d) their interest relates to an insurance contract that insures, or would insure, the Committee member against liabilities that the Committee member incurs as a Committee member of the Association;
- (e) their interest relates to a payment by the Association under rule 72 or any contract relating to an indemnity that is allowed under the Act;
- (f) the Committee member who do not have a material personal interest in the matter pass a resolution that:
 - i. identifies the Committee member, the nature and extent of the Committee member's interest in the matter and how it relates to the affairs of the Association; and
 - ii. says that those Committee members are satisfied that the interest should not stop the Committee member from voting or being present.

45.8. The prohibition on voting in rule 45.6 will not apply to any contract or arrangement:

- (a) in relation to a member who employs a Committee Member;
- (b) to give the Committee member any security for advances;
- (c) for an indemnity of the Committee member; or
- (d) where the Committee member is interested merely as a shareholder or Committee member of another Association.

45.9. A Committee member may be or become a Committee member or other officer of, or otherwise interested in, any related body corporate or any other body corporate promoted by the Association or in which the Association may be interested as a vendor, shareholder or otherwise and is not accountable to the Association for any remuneration or other benefits received by the Committee member as a Committee member or officer of, or from having an interest in, that body corporate.

45.10. A Committee member who has an interest described in this rule must provide written notice to the Chairperson when the interest arises and when the Committee member no longer has the interest.

45.11. This rule does not apply to a material personal interest that:

- (a) exists only because the Committee member belongs to a class of persons for whose benefit the Association is established; or
- (b) the Committee member has in common with all, or a substantial proportion of, the members of the Association.

46. General duties

- 46.1. As soon as practicable after being elected or appointed to the Committee, each Committee member must become familiar with these Rules, the Act and the ACNC Act.
- 46.2. The Committee is collectively responsible for ensuring that the Association complies with the Act, ACNC Act and that individual members of the Committee comply with these Rules.
- 46.3. Each Committee member is subject to and must comply with their duties as Committee members under legislation and common law (judge-made law), and with the duties described in governance standard five (5) of the regulations made under the ACNC Act which are:
- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Committee member of the Association;
 - (b) to act in good faith in the best interests of the Association and to further the charitable purpose(s) of the Association set out in rule 3;
 - (c) not to misuse their position as a Committee member;
 - (d) not to misuse information they gain in their role as a Committee member;
 - (e) to disclose any perceived or actual material conflicts of interest in the manner set out in rule 45;
 - (f) to ensure that the financial affairs of the Association are managed responsibly; and
 - (g) not to allow the Association to operate while it is insolvent.
- 46.4. In addition to any duties imposed by these Rules, the Act, or the ACNC Act, a Committee member must perform any other reasonable duties imposed from time to time by resolution at a general meeting.

47. Office holders

- 47.1. The officers of the Association are:
- (a) President;
 - (b) Deputy President;
 - (c) Treasurer;
 - (d) Secretary; and
 - (e) Ordinary members (if any).
- 47.2. The provisions of rule 48, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in sub-rule 47.1.

- 47.3. Each officer of the Association will hold office until the next annual general meeting following the date of their election, unless removed by ordinary resolution of the Committee, but is eligible for re-election in accordance with these Rules.
- 47.4. In the event of a casual vacancy in any office referred to in sub-rule 47.1, the Committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the next annual general meeting following the date of the appointment.

48. Election of officers

- 48.1. Immediately following the appointment of Committee members at a general meeting, the Committee will elect from its members the officer holders: President; Deputy President, Treasurer and Secretary.
- 48.2. The position of President and Deputy President must be filled by Full Members.
- 48.3. If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- 48.4. The ballot for the election of officers must be conducted in such manner as the Committee may direct.

49. President

- 49.1. The term of the President's appointment is subject to sub-rule 47.3.
- 49.2. A retiring President, provided they remain eligible for re-appointment in accordance with these Rules, may be re-elected.
- 49.3. The President will preside as Chairperson at each general meeting and Committee meeting, subject to the discretionary judgment of the delegate to delegate responsibility for chairing a given meeting to a Committee member where appropriate.
- 49.4. If the office of President becomes vacant before the one (1) year term expires, the Committee members will appoint a Chairperson from the remaining Committee members (excluding independent, non-voting Committee members), who will hold office until the term of the exiting President expires.
- 49.5. The President or person acting as Chairperson is responsible for the conduct of general meetings and Committee meetings, and for this purpose must give members and Committee members, respectively, a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).

50. Secretary

- 50.1. There must be at least one Secretary of the Association appointed in accordance with rule 48 or otherwise by the Committee.
- 50.2. The Secretary may be a Committee member or an outsourced provider.
- 50.3. The Secretary will be responsible for maintaining the Associations registers, including:
- (a) the register of members in accordance with rule 14; and
 - (b) the minutes and records of all appointments of Committee members and officers;
 - (c) the names of Committee members present at all meetings;
 - (d) the names of members present at all general meetings;

- (e) all proceedings at Committee meetings and general meetings;
- (f) keep custody of all books, documents and securities of the Association in accordance with rules 61 and 66, but not the financial records referred to in rule 65;
- (g) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents, in accordance with rule 60.5; and
- (h) perform any other reasonable duty or function imposed on the Secretary by these Rules or the Committee.

50.4. The Secretary must give to the Registrar notice of his or her appointment in accordance with the Act within fourteen (14) days after the appointment.

50.5. If the position of Secretary becomes vacant, the Committee must appoint a member to the position in accordance with sub-rule 47.4 within fourteen (14) days after the vacancy arises.

50.6. The Secretary must keep Consumer Affairs Victoria and the ACNC informed of all notifiable information within the required timeframes.

50.7. The Secretary must ensure that the minutes of the proceedings:

- (a) at a general meeting, are confirmed at the next general meeting as a true and accurate record by the members; and
- (b) at a Committee meeting, are confirmed at the next Committee meeting as a true and accurate record by the Committee members.

51. Disciplining of Committee members

51.1. If a Committee member has committed any act or omission that has, will or may, in the opinion of the Committee, be injurious to the reputation, interests or activities of the Association, its members, the Committee, its personnel or its community, then the majority of Committee members at a Committee meeting specifically called for that purpose and entitled to vote may suspend that Committee member.

51.2. At least twenty-one (21) days before the Committee meeting at which a resolution under rule 51.1 will be considered, the Secretary must notify the Committee member in writing:

- (a) that the Committee is considering a resolution to suspend the Committee member;
- (b) that this resolution will be considered at a Committee meeting and the date, time and location of that meeting;
- (c) what the Committee member is said to have done or not done;
- (d) the nature of the resolution that has been proposed; and
- (e) that the Committee member may provide an explanation to the Committee, and details of how to do so.

51.3. The Committee member may give a written submission in relation to the proposed resolution to the Secretary to be circulated to the Committee. If the written submission is not circulated, then the Committee member may request that the written submission is read out at the disciplinary meeting at which the resolution is considered.

51.4. After considering any explanation under sub-rule 51.3, the Committee may:

- (a) take no further action;

- (b) warn the Committee member;
- (c) suspend the Committee member for a period of no more than three (3) months.

51.5. The Secretary must give prompt written notice of the decision under sub-rule 51.4 to the Committee member.

51.6. Within twenty-one (21) days of a Committee member's suspension under sub-rule 51.4, the Committee must call a general meeting, at which the members of the Association may either confirm the suspension and remove the Committee member from office or annul the suspension and reinstate the Committee member.

51.7. A Committee member suspended under this rule may attend meetings of the Committee as an observer only, will not be counted for the purposes of establishing a quorum and will not be entitled to participate in the discussions of the Committee or to vote.

51.8. Disciplinary procedures must be completed as soon as reasonably possible.

51.9. There will be no liability for any loss or injury suffered by the Committee member as a result of any decision made in good faith under this rule.

DIVISION 3 - COMMITTEE MEETINGS

52. Meetings of the Committee

52.1. Subject to sub-rule 52.2, the Committee members may meet, adjourn and regulate their meetings as they think fit.

52.2. The Committee must meet at least four (4) times in each year at such place and such times as the Committee may determine.

52.3. Meetings of the Committee may be convened by any Committee member with a right to vote.

52.4. The procedure to be followed at a meeting of the Committee must be determined by the Committee from time to time.

52.5. The order of business may be determined by the Committee members present at the meeting in accordance with any agenda.

53. Notice of Committee meetings

53.1. Written notice (which can be provided by electronic transmission) of Committee meetings must be given to each Committee member at least two (2) business days before the date of the meeting (or such other period unanimously agreed to by the Committee).

53.2. Notice may be given of more than one Committee meeting at the same time.

53.3. The notice must state the date, time, place of the meeting, the technology to be used at the meeting, and the general nature of the business to be conducted at the meeting.

54. Use of Technology

54.1. A Committee member who is not physically present at a Committee meeting may participate in the meeting by the use of technology that allows that Committee member

and the Committee members present at the meeting to clearly and simultaneously communicate with each other.

54.2. A Committee member participating in a Committee meeting as permitted under sub-rule 54.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

55. Quorum for Committee meetings

55.1. A majority of Committee members with the right to vote, constitute a quorum for the conduct of the business of a meeting of the Committee. No business may be conducted unless a quorum is present. If within half an hour of the time appointed for the meeting a quorum is not present:

- (a) in the case of a meeting, the meeting lapses;
- (b) in any other case, the meeting will stand adjourned to the same place and the same time and day in the following week.

55.2. The Committee may act notwithstanding any vacancy on the Committee, in accordance with sub-rule 40.5.

55.3. Where a quorum cannot be established for the consideration of a particular matter at a Committee meeting, the Chairperson may call a general meeting to deal with the matter.

56. Presiding at Committee meetings

At meetings of the Committee:

- (a) the President or, in the President's absence, the Deputy President presides; or
- (b) if the President and the Deputy President are absent, or are unable to preside, the Committee members present must choose one of their number to preside (excluding independent, non-voting Committee members); and
- (c) the Committee member presiding is entitled to one vote, subject to sub-rule 57.4.

57. Voting at Committee meetings

57.1. Subject to these Rules, questions arising at a meeting of Committee members are to be decided by a majority of votes cast by the Committee members present and entitled to vote on the question.

57.2. Subject to sub-rule 57.4, each Committee member has one (1) vote (excluding independent, non-voting Committee members).

57.3. Questions arising at a meeting of the Committee, or at a meeting of any sub-committee appointed by the Committee, will be determined on a show of hands or, if a Committee member requests, by a poll taken in such manner as the person presiding at that meeting may determine.

57.4. In the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

58. Circular Resolutions of Committee members

58.1. The Committee may pass a circular resolution without a Committee meeting being held.

58.2. A circular resolution is passed if all the Committee members entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in sub-rules 58.3 or 58.4.

58.3. Each Committee member entitled to vote on the resolution may sign:

- (a) a single document setting out the resolution and containing a statement that they agree to the resolution; or
- (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.

58.4. The Association may send a circular resolution by electronic mail to the Committee members and the Committee members may agree to the resolution by sending a reply electronic mail to that effect, including the text of the resolution in their reply.

58.5. A circular resolution is passed when the last Committee member signs or otherwise agrees to the resolution in the manner set out in sub-rules 58.3 or 58.4.

59. Validity of acts of Committee members

If it is discovered that:

- (a) there was a defect in the appointment of a person as a Committee member or member of a committee or under any delegation of the Committee; or
- (b) a person appointed to one of those positions was disqualified,

all acts of the Committee members or the committee or other delegated authority before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

60. Minutes of meetings

60.1. The Secretary of the Association must ensure that minutes are taken and kept of each Committee meeting and general meeting.

60.2. The Association, must within one (1) month, make and keep the following records:

- (a) names of the Committee members present at all meetings;
- (b) names of the members in attendance at the meeting;
- (c) minutes of proceedings and resolutions of meetings;
- (d) names of member representatives or authorised proxies of members presents at meetings;
- (e) any resolution on which a vote is taken and the result of the vote;
- (f) minutes of circular resolutions of Committee members and members;
- (g) copy of the notice of each meeting;
- (h) appointment of officers;
- (i) all orders made by the Committee and committees;
- (j) a copy of Members' statements distributed to members; and
- (k) any disclosures made under rule 45.

60.3. The Secretary must ensure that the minutes of the proceedings:

- (a) at a general meeting, are confirmed at the next general meeting as a true and accurate record by the members; and
- (b) at a Committee meeting, are confirmed at the next Committee meeting as a true and accurate record by the Committee members.

60.4. The Committee members must ensure that minutes of the passing of a circular resolution (of members or Committee members) are signed by the Chairperson within a reasonable time after the resolution is passed.

60.5. To allow members to inspect the Association's records:

- (a) the Association must give a member access to the records set out in sub-rule 60.2; and
- (b) the Committee members may authorise a Member to inspect other records of the Company.

60.6. In addition, the minutes of each annual general meeting must include:

- (a) the names of the members attending the meeting;
- (b) proxy forms given to the Chairperson of the meeting under rule 33;
- (c) the financial statements submitted to the members in accordance with rule 20;
- (d) the certificate signed by two (2) Committee members certifying that the financial statements give a true and fair view of the financial positions and performance of the Association; and
- (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

61. Common Seal

The Association will not have a common seal.

62. Execution of documents

The Association may execute a document without using a common seal if the document is signed by:

- (a) two (2) Committee members of the Association;
- (b) a Committee member and the Secretary; or
- (c) such persons delegated this authority by the Committee.

PART 6 – FINANCIAL MATTERS

63. Financial Year

The financial year of the Association is each period of twelve (12) months ending on 30 June.

64. Funds

64.1. The Treasurer of the Association is responsible for:

- (a) collecting and receiving all moneys due to the Association and making all payments authorised by the Association;

- (b) ensuring that all moneys received are paid into the account of the Association within five (5) working days after receipt;
- (c) making any payment authorised by the Committee or by a general meeting of the Association from the Association's funds; and
- (d) keeping correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

64.2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed two Committee members or duly authorised signatories.

64.3. The funds of the Association will be derived from grants, entrance fees, annual subscriptions, donations and such other sources as the Committee determines.

64.4. The Treasurer, acting prudently and responsibly and in accordance with these Rules in particular in accordance with the purposes of the Association and rule 3, may invest any surplus funds in bank term deposits, government or semi-government bonds or the equivalent.

65. Financial Records

65.1. The Association must keep financial records in accordance with the Act and that:

- (a) correctly record and explain its transactions, financial position and performance; and
- (b) enable financial statements to be prepared as required by the Act.

65.2. The Association must retain the financial records for seven (7) years after the transactions covered by the records are completed.

65.3. The Treasurer must keep in his or her custody, or under his or her control:

- (a) the financial records of the Association for the current financial year; and
- (b) any other financial records of the Association as authorised by the Committee.

65.4. The Treasurer must ensure that at least one other Committee member has access to the accounts and financial records of the Association.

66. Custody and inspection of books and records

66.1. Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.

66.2. All accounts, books, securities and any other relevant documents of the Association including minutes of general meetings of the Association and minutes of meetings of the Committee must be available for inspection free of charge by any member upon request.

66.3. Without limitation to sub-rule 66.1, the Association must prepare and retain accurate minutes of:

- (a) general meetings of the Association; and
- (b) meetings of the Committee.

67. Financial statements

67.1. For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.

67.2. Without limiting sub-rule 67.1, those requirements include:

- (a) the preparation of the financial statements;
- (b) if required, the review or auditing of the financial statements;
- (c) the certification of the financial statements by the Committee;
- (d) the submission of the financial statements to the annual general meeting of the Association;
- (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7 – GENERAL MATTERS

68. By-laws

68.1. The Committee may pass a resolution to make by-laws to give effect to these Rules.

68.2. Members and Committee members must comply with by-laws as if they were part of these Rules.

69. Notice to members

69.1. Any notice that is required to be given to a member, by or on behalf of the Association, under these Rules may be given by:

- (a) handing the notice to the member personally; or
- (b) sending it by post to or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices; or
- (c) sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any); or
- (d) sending it to the fax number nominated by the member as an alternative address for service of notices (if any); or
- (e) notifying the member, if agreed to by the member, at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).

69.2. If the Association does not have an address for the member, the Association is not required to give notice in person.

69.3. Sub-rule 69.1 does not apply to notice given for an urgent meeting.

70. Notice to the Association

Any notice required to be given to the Association, the Committee or Secretary may be given by:

- (a) delivering it to the Association's registered office;
- (b) posting it to the Association's registered office or to another address chosen by the Association for notice to be provided;

- (c) sending it to the fax number notified by the Association to the members as the Association's fax number;
- (d) if the Committee determines that it is appropriate in the circumstances:
 - i. sending it to the email or other electronic address notified by the Association to the members as the Association's email address or other electronic address; or
 - ii. handing the notice to a member of the Committee.

71. Committee members access to documents

- 71.1. A Committee member or former Committee member has a right of access to the financial records of the Association at all reasonable times.
- 71.2. If the Committee agrees, the Association must give a Committee member or former Committee member access to:
- (a) certain documents, including documents provided for or available to the Committee members; and
 - (b) any other documents referred to in those documents.

72. Indemnity

- 72.1. The Association indemnifies each officer of the Association out of the assets of the Association, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the Association.
- 72.2. In this rule and rule 73, 'officer' means a Committee member or Secretary and includes a Committee member or Secretary after they have ceased to hold that office.
- 72.3. In this rule, 'to the relevant extent' means:
- (a) to the extent that the Association is not precluded by law (including the Act) from doing so; and
 - (b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 72.4. The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the Association.

73. Insurance

To the extent permitted by law (including the Act and ACNC Act), and if the Committee consider it appropriate, the Association may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the Association against any liability incurred by the person as an officer of the Association.

74. Winding up

- 74.1. If the Association is wound up, any surplus assets must not be distributed to a member or a former member of the Association, unless that member or former member is a charity.
- 74.2. Subject to the Act and the ACNC Act, and any court order, any surplus assets that remain after the Association is wound up must be distributed to one or more charities:

- (a) with charitable purpose(s) similar to, or inclusive of, the purpose(s) in rule 3,
- (b) which also prohibit the distribution of any surplus assets to its members to at least the same extent as the Association, and
- (c) that is or are deductible gift recipients within the meaning of the *Income Tax Assessment Act 1997* (Cth).

74.3. The decision as to the charity or charities to be given the surplus assets must be made by a special resolution of members at or before the time of winding up. If the members do not make this decision, the Association may apply to the Supreme Court to make this decision.

74.4. If the Association's deductible gift recipient endorsement is revoked (whether or not the Association is to be wound up), any surplus gift funds must be transferred to one or more charities that meet the requirements of sub-rules 74.2(a), 74.2(b), 74.2(c) as decided by the Committee members.

74.5. For the purposes of this rule:

- (a) A 'gift fund' means:
 - i. Gifts of money or property for the principal purpose of the Association
 - ii. Contributions made in relation to a fund-raising event held for the principal purpose of the Association, and
 - iii. Money received by the Association because of such gifts and contributions.
- (e) 'contributions' and 'fund-raising event' have the same meaning as in Division 30 of the *Income Tax Assessment Act 1999* (Cth).

APPENDIX 1.1

APPLICATION FOR FULL MEMBERSHIP

Weenthunga Health Network Inc

Full name: _____

Mob: _____

Address: _____

_____ Postcode: _____

Email address: _____

(preferred)

Email address: _____

(personal, if different from above)

Phone number: _____

Health or related role: _____

'Health or related role' means any role or function for the provision of health, wellbeing and/or healing services that contributes to the health, wellbeing and/or healing of people, communities and Country.

I hereby apply for Full Membership of the Weenthunga Health Network Inc

I declare that I am eligible for Full Membership and in the event of my admission as a Full Member I agree to be bound by the rules of the Association.

Signed:

Date:

Full Member: has the meaning given to it in sub-rule 9.2 of the Weenthunga Health Network Inc Rules.

APPENDIX 1.2

APPLICATION FOR ASSOCIATE MEMBERSHIP
(INDIVIDUAL)

Weenthunga Health Network Inc

Full name: _____

Mob: _____

Address: _____

_____ Postcode: _____

Email address: _____

(preferred)

Email address: _____

(personal, if different from above)

Phone number: _____

Role/Profession: _____

I hereby apply for Associate Membership of the **Weenthunga Health Network Inc**

I declare that I am eligible for Associate Membership and in the event of my admission as an Associate Member I agree to be bound by the rules of the Association.

Signed:

Date:

Associate Member (Individual): means a member referred to in sub-rule 9.3 of the Weenthunga Health Network Inc Rules.

APPENDIX 1.3

APPLICATION FOR ASSOCIATE MEMBERSHIP
(HEALTH STUDENT)

Weenthunga Health Network Inc

Full name: _____

Mob: _____

Address: _____

_____ Postcode: _____

Email address: _____

(preferred)

Email address: _____

(personal, if different from above)

Phone number: _____

Health course enrolled in: _____

University/TAFE/Education provider: _____

(if applicable)

'Health course' means in relation to sub-rule 9.3(b)ii, a field of study or branch of knowledge studied that equips a person with the skills and knowledge to work in health.

I hereby apply for student membership of the **Weenthunga Health Network Inc**

I declare that I am eligible for student membership and in the event of my admission as a student member I agree to be bound by the rules of the Association.

Signed:

Date:

Associate Member (Health Student): means a member referred to in sub-rule 1 of the Weenthunga Health Network Inc Rules.

APPENDIX 2

FORM OF APPOINTMENT OF PROXY

I,
(name)

of
(address)

being a member of **Weenthunga Health Network Inc** appoint (*must tick only one of the options below*)

The Chair of the general meeting referred below

or

.....
(name of proxy holder)

of
(address of proxy holder)

as my proxy to vote for me on my behalf at the annual/special* general meeting of the Association to be held on:

.....
(date of meeting)

and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against* the following resolution (insert details of resolution).

.....
Signed

Date:

NOTES



SCHEDULE 1

PREPARATION OF FINANCIAL STATEMENTS BY PRESCRIBED ASSOCIATIONS--AUSTRALIAN ACCOUNTING STANDARDS

Australian Accounting Standard Number	Name of Australian Accounting Standard	Issued
AASB 1018 (replaces AAS 1)	Statement of Financial Performance	June 2002
AAS 4	Depreciation	August 1997
AAS 5	Materiality	September 1995
AAS 6	Accounting Policies	March 1999
AAS 8	Events Occurring After Reporting Date	October 1997
AAS 15	Revenue	June 1998
AAS 17	Leases	October 1998
AAS 28	Statement of Cash Flows	October 1997
AAS 36	Statement of Financial Position	October 1999
AASB 1041 (replaces AAS 38)	Revaluation of Non-Current Assets	July 2001