

CONSTITUTION OF FRIENDS OF GRASSLANDS INC

PART A: PREAMBLE

~~This preamble includes a declaration followed by statements of the values, principles and functions of Friends of Grasslands Inc. Terms in bold are defined in the Dictionary (Part 1.9).~~

~~The objects of Friends of Grasslands Inc are found in FOG's Rules (Part B of this Constitution, s 2).~~

DECLARATION

~~Friends of Grasslands Inc. (the **Association**) is a registered charity that operates wholly as a not for profit entity. Funds of the Association are used solely in promotion of the Association's objects. The Association does not pay any of our profits or financial surplus, or give any of our property, to our members, beneficiaries, controllers or owners under existing law.~~

~~The Association has dual principal purposes: the protection and enhancement of a significant aspect of the natural environment; and the provision of information or education, or the carrying on of research, about a significant aspect of the natural environment.~~

VALUES AND PRINCIPLES

- ~~(1) The values and principles relating to **grassy ecosystems** which the Association seeks to promote are:~~
- ~~(a) **grassy ecosystems** are an important part of global biological diversity;~~
 - ~~(b) globally, **natural grasslands**, despite being one of the earth's major vegetation types, are in a poor state;~~
 - ~~(c) the importance of grassland species and **grassy ecosystems** is understated and undervalued;~~
 - ~~(d) this is likely to continue unless there is intervention to arrest and to rectify the situation;~~
 - ~~(e) raising the interest and knowledge of communities and governments is fundamentally important;~~
 - ~~(f) arresting the alarming decline of **grassy ecosystems** and grassland species is both an ethical and a practical obligation; and~~
 - ~~(g) all species existing in the context of their natural environment, or persisting in an altered environment, have a right to continued existence and to continuing evolution.~~
- ~~(2) The Association acknowledges and celebrates First Nations Peoples, the Traditional Custodians of the grassy ecosystems that we strive to conserve. We respect their elders past and present. We appreciate that grassy~~

Commented [MW1]: The reasons for not including the Preamble are discussed in the explanation document (in section 2 of Attachment A).

~~ecosystems are cultural landscapes. We commit to collaborating with Traditional Custodians to manage grassy ecosystems to support traditional and ongoing social, economic, cultural and spiritual values.~~

~~(3) In all its activities and dealings with individuals and organisations, the Association should reflect principles of mutual respect, open communication, membership involvement, human diversity, non-discrimination and non-harassment.~~

FUNCTIONS

~~(1) The broad function of the Association is to take all possible steps and measures to uphold the values and to pursue the principles set out in the preceding clause, and to seek their application throughout Australia and, where practicable, more widely.~~

~~(2) The specific functions of the Association are:~~

- ~~(a) to halt and reverse the decline of **grassy ecosystems**;~~
- ~~(b) to give particular attention to doing this in Australia; and~~
- ~~(c) in this regard, to give special attention to areas, zones or issues identified as priorities by the Association from time to time.~~

~~(3) Establishment of the Public Fund. The Association will establish and maintain a public fund called Friends of Grasslands' Public Fund for the specific purpose of supporting the environmental objects/purposes of the Association. The Fund is established to receive all gifts of money or property for this purpose and any money received because of such gifts must be credited to its bank account. The Fund must not receive any other money or property into its account and it must comply with subdivision 30-E of the *Income Tax Assessment Act 1997* (Cth).~~

PART B: FOG'S RULES

Contents

| | | |
|-----------------------|--|--------------------|
| Part 1.1 | Preliminary | <u>64</u> |
| 1 | Model rules—application | <u>64</u> |
| 2 | Association objects | <u>64</u> |
| 3 | Application of certain Acts | <u>94</u> |
| Part 1.2 | Membership | <u>106</u> |
| 4 | Membership—application | <u>106</u> |
| 5 | Membership—decision | <u>106</u> |
| 6 | Membership—when membership begins | <u>117</u> |
| 7 | Membership— joining fee and annual membership fee | <u>117</u> |
| 8 | Membership—when membership ends | <u>127</u> |
| 9 | Membership—resigning | <u>138</u> |
| 10 | Membership—rights and liabilities not transferable | <u>138</u> |
| 11 | Deleted | <u>139</u> |
| 12 | Voluntary Life Membership | <u>139</u> |
| 13 | Honorary Life Membership | <u>149</u> |
| Part 1.3 | Dispute resolution and disciplinary procedure | <u>1540</u> |
| Division 1.3.1 | Dispute resolution procedure | <u>1540</u> |
| 14 | Application—div 1.3.1 | <u>1540</u> |
| 15 | Meaning of <i>party</i> to a dispute—div 1.3.1 | <u>1540</u> |
| 16 | Resolving dispute by agreement | <u>1540</u> |
| 17 | Dispute resolution procedure—starting the procedure | <u>1641</u> |
| 18 | Dispute resolution procedure—appointing decision-maker | <u>1641</u> |
| 19 | Dispute resolution procedure—notice to parties about decision-maker | <u>1742</u> |
| 20 | Dispute resolution procedure—opportunity to be heard | <u>1742</u> |
| 21 | Dispute resolution procedure—outcome | <u>1742</u> |
| 22 | Dispute resolution procedure—ending dispute by agreement | <u>1843</u> |
| Division 1.3.2 | Disciplinary procedure | <u>1843</u> |
| 23 | Definitions—div 1.3.2 | <u>1843</u> |
| 24 | Application—div 1.3.2 | <u>1944</u> |
| 25 | Disciplinary procedure—grounds for disciplinary action | <u>1944</u> |
| 26 | Disciplinary procedure—proposed disciplinary action | <u>1944</u> |
| 27 | Disciplinary procedure—appointing decision-maker | <u>1944</u> |
| 28 | Disciplinary procedure—notice to member about proposed disciplinary action | <u>2045</u> |
| 29 | Disciplinary procedure—opportunity to be heard | <u>2045</u> |
| 30 | Disciplinary procedure—outcome | <u>2146</u> |

| | | |
|--|--|-----------------------------|
| 31 | Disciplinary procedure—stopping | 2247 |
| 32 | Disciplinary procedure—no further action by committee | 2247 |
| Division 1.3.3 Appealing decisions | | 2348 |
| 33 | Appeal outcome—setting aside decision-maker’s decision | 2348 |
| 34 | Who can appeal a decision? | 2348 |
| 35 | Appeal notices | 2348 |
| 36 | Withdrawing an appeal | 2348 |
| 37 | General meeting to decide appeal | 2348 |
| Part 1.4 Committee | | 2520 |
| Division 1.4.1 Committee—membership and functions | | 2520 |
| 38 | Committee—members | 2520 |
| 39 | Committee—functions | 2520 |
| 40 | Committee—delegating functions to subcommittees | 2520 |
| 41 | Committee—functions of president | 2624 |
| 42 | Committee—functions of vice president | 2624 |
| 43 | Committee—functions of secretary | 2624 |
| 44 | Committee—functions of treasurer | 2722 |
| 45 | Committee—delegating functions of committee members | 2722 |
| Division 1.4.2 Committee—election and removal | | 2823 |
| 46 | Committee—membership | 2823 |
| 47 | Committee—nominating members for election | 2823 |
| 48 | Committee—electing members | 2924 |
| 49 | Committee—term of office | 2924 |
| 50 | Committee—removal of member from office | 3025 |
| 51 | Committee—filling casual vacancies | 3126 |
| Division 1.4.3 Committee meetings | | 3126 |
| 52 | Committee meetings | 3126 |
| 53 | Committee meetings—notice and business | 3227 |
| 54 | Committee meetings—chair | 3227 |
| 55 | Committee meetings—quorum | 3328 |
| 56 | Committee meetings—voting | 3328 |
| 57 | Committee meetings—minutes | 3429 |
| 58 | Committee meetings—records | 3429 |
| Part 1.5 Annual and other general meetings | | 3530 |
| 59 | General meetings—called by committee | 3530 |
| 60 | General meetings—called at request of members | 3530 |
| 61 | General meetings—virtual attendance | 3634 |
| 62 | Annual general meetings—notice and business | 3634 |
| 63 | Other general meetings—notice and business | 3732 |

| | | |
|-----------------|------------------------------------|-----------------------|
| 64 | General meetings—authorising proxy | 383 |
| 65 | General meetings—chair | 393 |
| 66 | General meetings—quorum | 393 |
| 67 | General meetings—voting | 393 |
| 68 | General meetings—minutes | 403 |
| 69 | General meetings—adjournment | 413 |
| Part 1.6 | Financial matters | 423 |
| 70 | Funds—source | 423 |
| 71 | Funds—use and management | 423 |
| 72 | Gift Fund | 433 |
| 73 | Use of Funds and Assets | 453 |
| Part 1.7 | Miscellaneous | 474 |
| 74 | Records and other documents | 474 |
| 75 | Common seal | 474 |
| 76 | Property of defunct association | 474 |
| Part 1.8 | Forms | 494 |
| Part 1.9 | Dictionary | 544 |

Part 1.1 Preliminary

1 Model rules—application

This Constitution contains the rules of Friends of Grasslands Inc (the Association).

The Association's rules are almost wholly based on model rules found at Schedule 1 of Associations Incorporation Regulation 2023 (ACT) which came into effect on 1 February 2024 (Subordinate Law SL2023-25).

These model rules, as in force from time to time, are the rules of the [insert name of incorporated association] (the Association).

Note 1 The Association may, by special resolution, at any time, decide to adopt rules other than these model rules (see Act, s 33). However, if a rule is inconsistent with the Act or another law in force in the ACT, the rule has no effect (see Act, s 34). Also, if the model rules make provision for a matter not provided for in the Association's rules, the Association's rules are taken to include the provision of the model rules in relation to that matter (see Act, s 31 (2)).

Note 2 A special resolution requires at least 21 days notice and needs to be passed with at least $\frac{3}{4}$ of the votes (see Act, s 70).

Commented [MW2]: These changes to the new Model Rules are needed to clarify that FOG's rules are not entirely, only, the new Model Rules, i.e., we have made variations and additions to those new model rules (every word that appears in track change text).

2 Association objects

The objects of the Association are to halt and reverse the decline of grassy ecosystems by—

(a) engaging in education of members of the Association and the wider community and other organisations;

(b) contributing to hands-on conservation and management of specific areas and species;

(c) advocacy and other forms of participation in political, consultative and administrative processes and the like, including—

(i) proactive measures such as identifying policies and regimes which would protect and enhance grassy ecosystems and to work to achieve their application by both the public and private sectors; and

(ii) reactive measures such as submissions on proposed and/or existing legislation and planning rules and proposals;

~~(d) liaison and research including monitoring of measures proposed or taken by governments, ecological authorities and others; and~~

~~(e) maintaining standards of behaviour that are respectful of grassy ecosystems as cultural landscapes and of collaborating with traditional custodians to manage healthy landscapes to support traditional and ongoing social economic, cultural and spiritual values.~~

~~(2) The specific objectives to be pursued include:~~

~~(a) in relation to education, to develop and implement education programs, in relation to knowledge and understanding of grassy ecosystems, which are directed at—~~

~~(i) informing and enriching members of the Association and the wider community; and~~

~~(ii) informing both individuals and organisations, including other conservation organisations;~~

~~(b) in relation to hands on conservation and area and species management—~~

~~(i) to support and uphold the principle of self help by human communities in relation to the protection and re-establishment of grassy ecosystems as an adjunct to, and in support of, such action by both official agencies and the private sector;~~

~~(ii) to encourage members of the organisation to participate in such practical grasslands management; and~~

~~(iii) to identify and promote regimes and operational guidelines for individual and group participation in practical grasslands management.~~

~~(c) in relation to lobbying and analogous activities—~~

~~(i) to monitor measures proposed or taken by governments, ecological authorities and others and to take all practicable steps to ensure such measures are consistent with the values and principles set out above;~~

~~(ii) to identify policies and regimes which would further these values and principles and to work to achieve their application by both the public and private sectors;~~

~~(iii) to utilise the media and other intermediaries vigorously; and~~

Commented [MW3]: The reasons for not including the 'specific objectives' in FOG's objects are discussed in the explanation document (in section 2 of Attachment A).

- ~~(iv) change, wherever necessary, the values and behaviours of those who have powers relevant to the wellbeing of grassy ecosystems and those who influence such persons;~~
- ~~(d) in relation to liaison and research~~
 - ~~(i) to facilitate identification and addressing of all causes of the decline of grassy ecosystems;~~
 - ~~(ii) to affiliate with relevant national and local environmental, ecological, planning, legal, educational, aesthetic and scientific organisations and to actively participate in their work;~~
 - ~~(iii) to affiliate or cooperate with such other organisations as would assist in the pursuit of these objectives;~~
- ~~(e) in relation to legislation and planning~~
 - ~~(i) to ensure that adequate and appropriate legislative, policy and planning measures exist to protect grasses, grasslands and grassy ecosystems; and~~
 - ~~(ii) to identify and rectify laws, policies and planning processes detrimental to grassy ecosystems;~~
- ~~(f) in relation to standards of behaviour~~
 - ~~(i) recognise and show respect and tolerance for the views of individuals and organisations in the conduct of the Association's affairs and communications;~~
 - ~~(ii) ensure that the Association, or its members, do not discriminate against, or in any way harass, individuals and, to the contrary, recognise the richness of human diversity and the contribution each individual may make in his or her own way;~~
 - ~~(iii) promote open communications and membership participation in the decisions and activities of the Association; and~~
 - ~~(iv) encourage these values in its members.~~

Note The objects of the Association are the objects appearing in the statement of the Association's objects lodged with the registrar (see [Act](#), s 29). The Association may alter its objects by special resolution (see [Act](#), s 30).

3 **Application of certain Acts**

The following Acts apply to the Association's rules as if the rules were an instrument made under the Act:

- (a) the *Electronic Transactions Act 2001*;
- (b) the *Legislation Act 2001*.

Note 1 Under the *Electronic Transactions Act 2001*, s 8, information required to be given in writing may be given electronically. For example, applications for membership may be given by email.

Note 2 The *Legislation Act* contains definitions and other provisions relevant to the Association's rules.

Part 1.2 Membership

4 Membership—application

- (1) A person may apply to the committee to become a member of the Association.

Note Founding members of the Association are dealt with in the [Act](#), s 21 (2).

- (2) The application must—
 - (a) be in writing; and
 - (b) include—
 - (i) the applicant’s name and contact details; and
 - (ii) a statement that the applicant supports the Association’s objects and agrees to comply with the Act and the Association’s rules; and

~~(iii) a member’s nomination of the applicant for membership; and~~

- (c) be signed by the applicant ~~and the member nominating the applicant.~~

- (3) The committee may require the application to be in a form decided by the committee.

Note To avoid doubt, a signature on a person’s application, including a person’s signature on behalf of an organisation, may be:

- ~~hand written; or~~
- ~~an electronic signature.~~

Note ~~The committee may require form 1 in pt 1.8 to be used.~~

5 Membership—decision

- (1) The committee must consider each application for membership and decide whether to accept or reject the application.

- (2) The committee may reject an application only if—
 - (a) the application does not comply with rule ~~3-4~~(2); or
 - (b) if the committee requires an application to be in a particular form under rule ~~3-4~~(3)—the application is not in the required form; or

Commented [MW4]: FOG’s current Constitution does not require, and we do not want to begin to require, that new members must be nominated (subrules 4(2)(b-c)).

Commented [MW5]: FoG wants aspiring members to confirm they agree to support the Association’s objects and agree to comply with the Act and the Association’s rules (subrule 4(2)(b)). The Committee wants ‘signing’ the Declaration (subrule 4(3)) to be as painless as possible.

Commented [MW6]: The application form in the Model Rules is not used. This way, FOG’s membership application form remains independent of the Constitution and details (fees in particular) can be changed without having to change the Constitution via special resolution at a general meeting.

Commented [MW7]: The Model Rule has an incorrect reference here

- (c) the committee is not satisfied that the applicant will support the Association's objects and comply with the Act and the Association's rules.
- (3) As soon as practicable after deciding the application, the committee must give the applicant written notice of the decision.
- (4) If the committee accepts the application, the committee must—
 - (a) ~~if the new member has not paid the annual membership fee,~~ ask the applicant to pay ~~that e-joining~~ fee; and
 - (b) after the applicant pays the fee—record the information required by the Act, section 67 (2) in the register of members.

Note 1 The information required to be recorded in the register includes the person's name and contact details and the date the person became a member (see Act, s 67 (2)).

Note 2 A member may apply to the committee to restrict access to the member's personal information on the register (see Act, s 67B).

6 Membership—when membership begins

A person's membership begins on ~~the later of the day the~~

- ~~(a) committee accepts the person's application for membership; or~~
- ~~(b) — person pays the annual membership fee. if the joining fee is \$0 — the day the committee accepts the person's application for membership; or~~
- ~~(b) in any other case — the later of the following:~~
 - ~~(i) the day the committee accepts the person's application for membership;~~
 - ~~(ii) the day the person pays the joining fee.~~

Commented [MW8]: The changes shown in this rule recognise that new members do not need to pay a joining fee.

7 Membership—~~joining fee and~~ annual membership fee

- ~~(1) The fee to join the Association (the *joining fee*) is—~~
 - ~~(a) \$1; or~~
 - ~~(b) if the committee decides another amount — that amount.~~
- (2) The annual fee for membership of the Association (the *annual membership fee*) is—
 - (a) \$2; or
 - (b) if the committee decides another amount—that amount.

Commented [MW9]: We do not charge, and we do not want to begin to charge, joining fees (subrules 5(4) to 7(2)).

(32) To remove any doubt, ~~a joining fee or the~~ annual membership fee may be \$0.

(43) The annual membership fee is payable before (the *due date*)—

(a) 31 July ~~July~~ May each year; or

(b) if the committee decides another date—that date.

(54) However, if a person's membership begins after the due date in a calendar year, ~~for the next calendar year, the committee may decide due date to waive for that person's next~~ annual membership fee is—

~~(a) 1 July in the following calendar year; or~~

~~(b) if the committee decides another date—that date.~~

Commented [HS10]: Model Rules indicate 31 July but that is more than half-way through FOG's financial year. Current Constitution states renewal date of 1 May. We see no need to change that.

8 Membership—when membership ends

A person's membership ends if—

(a) the person resigns under rule 9; or

(b) the person has not paid their annual membership fee by the due date; or

(c) the person's membership is cancelled as a result of disciplinary action taken under part 1.3; or

(d) if the member is an individual—the individual—

(i) dies; or

(ii) is not physically or mentally fit to exercise the functions of membership; or

(e) if the member is a corporation—the corporation is wound up; or

(f) the incorporation of the Association is cancelled under—

(i) the [Act](#), section 83 (Cancellation where continued incorporation inappropriate); or

(ii) the [Act](#), section 85 (Cancellation of incorporation following voluntary transfer); or

(iii) the [Act](#), section 93 (Cancellation of incorporation); or

(g) the Association is wound up under—

(i) the [Act](#), section 88 (Voluntary winding-up); or

(ii) the Act, section 90 (Winding-up by the court).

9 Membership—resigning

- (1) A member may resign their membership of the Association by giving written notice to the committee.
- (2) The resignation takes effect—
 - (a) on the day the committee receives the notice; or
 - (b) if another day is stated in the notice—on that day.
- (3) Despite section 10 (b), a person who resigns their membership remains liable for any annual membership fee the person owes the Association when the resignation takes effect.

Note An amount owing under a law may be recovered as a debt in a court of competent jurisdiction or the ACAT (see [Legislation Act](#), s 177).

- (4) The committee must remove information about the member from the register of members as soon as practicable after the member's resignation takes effect.

10 Membership—rights and liabilities not transferable

A member's rights and liabilities—

- (a) are not transferable; and
- (b) end when the member's membership ends.

11 Deleted Members' liabilities

~~There is no rule 11. The liability of a member to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by section 7.~~

Commented [MW11]: When the process of revising FoG's Constitution began in Dec 2023, no part of the new model rules was found to limit members' liability, so this rule 11-found in FoG's current Constitution (rule 8)-was included. The Committee then found this rule is no longer needed. In the event of FoG being wound up (not likely!), members' liability is now governed under s 51 of the Act. It is a vast improvement to have members' liability limited at the level of the statute. There is no need for what the Committee had first contemplated at rule 11.

12 Voluntary Life Membership

~~Any financial member can apply to become a Life Member of the association—~~

- ~~(a) this application shall be submitted in writing to the Secretary, and the association's committee is to consider the application and vote on its acceptance at the first subsequent committee meeting;~~
- ~~(b) the fee for voluntary life membership shall be fifteen times the existing annual fee for a full membership and falls due as soon as success of the application is notified.~~

Commented [MW12]: The Committee propose to retain this arrangement which is provided for in the current Constitution (current Constitution rules 11-12), i.e., to be able to grant voluntary and bestow honorary life memberships

13 Honorary Life Membership

This is a special award through which the association can recognise exceptional service by a member or former member—

(a) the association's committee can propose an award as part of the business of any general meeting of the association;

(b) the person proposed will not be a current serving member of the committee (as defined in section 38).

(c) the general meeting will vote on the committee's proposal, with a majority vote indicating acceptance;

(d) a maximum of two new honorary life members can be recognised in any calendar year.

Part 1.3 Dispute resolution and disciplinary procedure

Division 1.3.1 Dispute resolution procedure

Commented [MW13]: Division 1.3.1 is a new set of rules based on s 65B of the Act. Wording in new model rules is adopted in full

14 Application—div 1.3.1

This division sets out the dispute resolution procedure for dealing with a dispute under the Act or the Association's rules between—

- (a) a member and another member; or
- (b) a member and the committee.

Examples—disputes under the Act or the Association's rules

- 1 a dispute about when the annual membership fee for membership is due
- 2 a dispute about when an annual general meeting must be held
- 3 a dispute arising out of a refusal of a request under the Act, s 67B by a member to restrict access to personal information about the member recorded in the register of members
- 4 a dispute about whether the Association is acting in accordance with its objects
- 5 a dispute about whether a member is acting in accordance with the Association's objects

Note 1 There are further requirements for dispute resolution procedures in the Act, s 65B.

Note 2 On application by the Association, a court may direct a person to comply with the Association's rules and may declare and enforce the rights or obligations of members or the Association (see Act, s 53).

15 Meaning of *party* to a dispute—div 1.3.1

In this division:

party, to a dispute, means—

- (a) if the dispute is between members—the members; or
- (b) if the dispute is between a member and the committee—the member and the committee.

Note A member may appoint someone to act on their behalf in the dispute resolution procedure (see Act, s 65B (2)).

16 Resolving dispute by agreement

- (1) The parties to a dispute must attempt to resolve the dispute by agreement between themselves.
- (2) A party to the dispute may ask the committee to help the parties resolve the dispute by agreement if—

- (a) the committee is not a party to the dispute; and
- (b) the parties are unable to resolve the dispute between themselves.

17 Dispute resolution procedure—starting the procedure

- (1) If the parties to a dispute do not resolve the dispute by agreement under rule 16, any party to the dispute may start the dispute resolution procedure by giving written notice to the committee.

Note A member who is the subject of a disciplinary procedure must not start a dispute resolution procedure in relation to the same matter until the disciplinary procedure (including any appeal) is complete (see [Act](#), s 65C (4)).

- (2) The notice must—
- (a) include the names and contact details of the parties to the dispute; and
 - (b) give a brief summary of the matters in dispute (a *dispute summary*) including the relevant provisions of the Act and the Association’s rules (if known); and
 - (c) briefly state the steps the parties have taken to resolve the dispute.

18 Dispute resolution procedure—appointing decision-maker

- (1) As soon as practicable after receiving a notice under rule 17, the committee must appoint a decision-maker to decide the outcome of the dispute.

Note For laws about appointments, see the [Legislation Act](#), pt 19.3.

- (2) The committee must ensure that the decision-maker—
- (a) is unbiased; and
 - (b) has, or can quickly acquire, knowledge of the following:
 - (i) the Act;
 - (ii) the Association’s rules;
 - (iii) the Association’s objects;
 - (iv) the management and operation of the Association; and
 - (c) does not have a conflict of interest.
- (3) The committee must give the decision-maker a copy of the notice.

19 Dispute resolution procedure—notice to parties about decision-maker

- (1) As soon as practicable after a decision-maker is appointed under rule 18, the secretary must give written notice to each party to the dispute that the dispute resolution procedure has started.
- (2) However, if the committee is a party to the dispute, the secretary is not required to give the committee notice under subsection (1).
- (3) The notice must include—
 - (a) a copy of the dispute summary for the dispute; and
 - (b) the name and contact details of the decision-maker; and
 - (c) information about the dispute resolution procedure.

20 Dispute resolution procedure—opportunity to be heard

- (1) Before deciding the outcome of a dispute, the decision-maker must invite each party to make a written or oral submission (or both) about the dispute.
- (2) The invitation must state—
 - (a) if the decision-maker invites the parties to make a written submission—a period of not less than 14 days in which a party may make a written submission (the *submission period*); and
 - (b) if the decision-maker invites the parties to make oral submissions—the day and time (within the submission period) when the party can make their oral submissions.
- (3) The decision-maker may also attempt to resolve the dispute with the agreement of the parties to the dispute.

21 Dispute resolution procedure—outcome

As soon as practicable after the submission period has ended, the decision-maker must—

- (a) consider any submissions received by the decision-maker during the submission period; and
- (b) decide the outcome of the dispute (the *dispute decision*); and
- (c) give the parties to the dispute a written notice stating—
 - (i) the dispute decision; and

- (ii) the reasons for the dispute decision; and

Note For what must be included in a statement of reasons, see the [Legislation Act](#), s 179.

- (iii) that a party to the dispute may appeal the dispute decision under division 1.3.3 (Appealing decisions); and
- (d) if the committee is not a party to the dispute—give the committee a copy of the notice mentioned in paragraph (c).

22 **Dispute resolution procedure—ending dispute by agreement**

- (1) The parties to a dispute may agree to end the dispute at any time before the decision-maker decides the outcome of the dispute.
- (2) If the parties agree to end the dispute, they must give written notice to the following people:
 - (a) if the committee is not a party to the dispute—the committee;
 - (b) if a decision-maker has been appointed for the dispute—the decision-maker.
- (3) The notice must state—
 - (a) that the parties have agreed to end the dispute; and
 - (b) the terms of the agreement.

Division 1.3.2 **Disciplinary procedure**

23 **Definitions—div 1.3.2**

In this division:

disciplinary action, against a member of the Association in relation to the member’s status as a member of the Association, includes any of the following:

- (a) demoting the member to a level of membership with fewer rights and privileges;
- (b) suspending the member’s entitlement to exercise some or all of the member’s rights and privileges as a member for a stated period;
- (c) suspending the member’s membership for a stated period;

Commented [MW14]: Divisions 1.3.2 and 1.3.3 are new model rules; they are being adopted instead of words in the current Constitution to ensure compliance with s 65C of the Act

In brief, the new process includes the Committee first deciding if grounds exist for disciplinary action (rule 22), proposing disciplinary action (rule 23) and appointing someone to decide whether disciplinary action is needed (rule 24). Then, after that decision-maker makes their ‘disciplinary action decision’ (subrule 27(1)(b)), the Committee gains a capacity (alongside the member) to appeal that ‘disciplinary action decision’ (see Part 1.3.3, subrule 31(2)). To hear any appeal, the Committee must call a general meeting and consider a special resolution (subrule 34(1)(b)).

Commented [MW15]: FOG’s current Constitution enables the Committee to discipline members (rule 9). There are two disciplinary options, expel or suspend members (subrule 9(1)(c)). In the unlikely event that the Committee has to discipline a member, the wider range of disciplinary options (rule 23) is a sensible improvement.

- (d) cancelling the member's membership and disqualifying the member from applying for membership for a stated period.

grounds for disciplinary action—see rule 25.

24 Application—div 1.3.2

This division sets out the disciplinary procedure the Association must use if it proposes to take disciplinary action against a member.

Note 1 There are further requirements for disciplinary procedures in the [Act](#), s 65C.

Note 2 A court may direct a person to comply with the Association's rules and may declare and enforce the rights or obligations of members or the Association (see [Act](#), s 53).

Note 3 The Association may (but need not) also use the disciplinary procedure set out in this division if it proposes to take other disciplinary action against a member.

25 Disciplinary procedure—grounds for disciplinary action

Each of the following is a *ground for disciplinary action* against a member of the Association:

- (a) the member has failed to comply with the Act or the Association's rules;
- (b) the member has acted in a way that is likely to be harmful to the Association.

26 Disciplinary procedure—proposed disciplinary action

If the committee is satisfied that a ground for disciplinary action exists in relation to a member of the Association, the committee may, by resolution, propose to take disciplinary action (the *proposed disciplinary action*) against the member in relation to the member's status as a member.

27 Disciplinary procedure—appointing decision-maker

- (1) If the committee passes a resolution under rule 26, the committee must appoint a decision-maker to decide whether to take the proposed disciplinary action.

Note For laws about appointments, see the [Legislation Act](#), pt 19.3.

- (2) The committee must ensure that the decision-maker—
 - (a) is unbiased; and
 - (b) has, or can quickly acquire, knowledge of the following:

- (i) the Act;
 - (ii) the Association's rules;
 - (iii) the Association's objects;
 - (iv) the management and operation of the Association; and
 - (c) does not have a conflict of interest.
- (3) The committee must give the decision-maker the following information in writing:
- (a) the name and contact details of the member who is the subject of the proposed disciplinary action;
 - (b) details about the proposed disciplinary action;
 - (c) the grounds for the proposed disciplinary action.

28 Disciplinary procedure—notice to member about proposed disciplinary action

- (1) As soon as practicable after appointing a decision-maker under rule 27, the committee must give the member written notice telling the member that the disciplinary procedure has started.
- (2) The notice must include—
- (a) details about the proposed disciplinary action; and
 - (b) the grounds for the proposed disciplinary action; and
 - (c) the name and contact details of the decision-maker; and
 - (d) information about the disciplinary procedure.

29 Disciplinary procedure—opportunity to be heard

- (1) Before deciding whether to take the proposed disciplinary action, the decision-maker must invite the member to make a written or oral submission (or both) about—
- (a) the proposed disciplinary action; and
 - (b) the grounds for the proposed disciplinary action.

- (2) The invitation must state—
- (a) if the decision-maker invites the member to make a written submission—a period of not less than 14 days in which the member may make a written submission (the *submission period*); and
 - (b) if the decision-maker invites the member to make oral submissions—the day and time (within the submission period) when the member can make their oral submissions.

30 Disciplinary procedure—outcome

- (1) As soon as practicable after the submission period has ended, the decision-maker must—
- (a) consider any submissions received by the decision-maker during the submission period; and
 - (b) decide whether to take the proposed disciplinary action, another disciplinary action, or no disciplinary action against the member (the *disciplinary action decision*); and
 - (c) give the member and the committee written notice stating—
 - (i) the disciplinary action decision; and
 - (ii) the reasons for the disciplinary action decision; and
 - Note* For what must be included in a statement of reasons, see the [Legislation Act](#), s 179.
 - (iii) if the decision-maker decides to take disciplinary action—the day the disciplinary action takes effect; and
 - (iv) that the member or the committee may appeal the disciplinary action decision under division 1.3.3 [of this Constitution](#) (Appealing decisions).

- (2) If the decision-maker decides to take disciplinary action against a member, the committee must—
 - (a) if the member's membership is cancelled—remove information about the member from the register of members; or
 - (b) in any other case—record the details of the disciplinary action in the register of members.
- (3) If the decision-maker decides to suspend the member's membership for a stated period—
 - (a) the person is taken not be a member of the Association during the period of suspension; and
 - (b) the period of suspension does not affect the suspended member's liability to pay the annual membership fee.

31 Disciplinary procedure—stopping

- (1) The committee may, by resolution, decide to stop a disciplinary procedure against a member at any time before the decision-maker makes a disciplinary action decision.
- (2) If the committee decides to stop the disciplinary procedure, the committee must give written notice to—
 - (a) the member; and
 - (b) the decision-maker.
- (3) The notice must state—
 - (a) that the committee has decided to stop the disciplinary procedure for proposed disciplinary action against a member; and
 - (b) the reasons for the committee's decision to stop the disciplinary procedure.

32 Disciplinary procedure—no further action by committee

If a decision-maker makes a disciplinary action decision in relation to a member, no further disciplinary action may be proposed or taken against the member in relation to the conduct making up the grounds for disciplinary action set out in the written notice given to the member under rule 28.

Division 1.3.3 **Appealing decisions**

33 Appeal outcome—setting aside decision-maker’s decision

A dispute decision or disciplinary action decision may be set aside only by special resolution of the Association.

Note 1 A special resolution requires at least 21 days notice and needs to be passed with at least $\frac{3}{4}$ of the votes (see [Act](#), s 70).

Note 2 If a decision of the Association deprives a member of a right provided by the Association’s rules, the member may apply to the court for an order to vary or set aside the decision (see [Act](#), s 49).

34 Who can appeal a decision?

- (1) A party to a dispute may appeal the dispute decision.
- (2) The following people may appeal a disciplinary action decision:
 - (a) the member who is the subject of the disciplinary action decision;
 - (b) the committee.

35 Appeal notices

A person appealing a decision must, within 7 business days after being given notice of the decision, give the secretary written notice of the appeal (an *appeal notice*) stating the grounds for the appeal.

36 Withdrawing an appeal

A person appealing a decision may, at any time before the appeal is decided, withdraw the appeal by giving written notice to the secretary.

37 General meeting to decide appeal

- (1) As soon as practicable after the secretary receives an appeal notice—
 - (a) the secretary must give the parties to the appeal a copy of the appeal notice; and
 - (b) the committee must call a general meeting to consider a special resolution about the appeal.

Note A special resolution requires at least 21 days’ notice and needs to be passed with at least $\frac{3}{4}$ of the votes (see [Act](#), s 70).

- (2) The chair of the general meeting must ensure that—

- (a) the special resolution is the only item of business at the general meeting called under subrule (1) (b); and
 - (b) the parties to the appeal are given the opportunity to be heard about the special resolution; and
 - (c) the members vote on the special resolution by a secret ballot.
- (3) The parties to the appeal must not vote on the special resolution.
- (4) In this section:
- party* to the appeal, means—
- (a) if the appeal is against a dispute decision—the parties to the dispute; and
 - (b) if the appeal is against a disciplinary action decision—
 - (i) the member who is the subject of the disciplinary procedure; and
 - (ii) the committee.

Part 1.4 Committee

Division 1.4.1 Committee—membership and functions

38 Committee—members

- (1) The committee must include the following office-bearers for the Association:
 - (a) the president;
 - (b) the secretary;
 - (c) the treasurer.
- (2) The committee may also include—
 - (a) ~~a two vice presidents;~~ and
 - (b) ~~up to six ordinary committee members.~~
- (3) A member must not hold more than 1 position on the committee at the same time.

Note Committee members have duties of care and diligence, good faith and proper purpose and duties about the use of their position and the use of information obtained because of their position (see [Act](#), div 4.2 and [dictionary](#), [definition officer](#)).

39 Committee—functions

The committee may exercise the Association's functions under the Act and the Association's rules, other than conducting the Association's business mentioned in—

- (a) rule 62 (Annual general meetings—notice and business); and
- (b) rule 63 (Other general meetings—notice and business).

Note 1 The committee has the management of the Association (see [Act](#), s 60 (2)).

Note 2 A provision of a law that gives an entity a function also gives the entity powers necessary and convenient to exercise the function (see [Legislation Act](#), s 196).

40 Committee—delegating functions to subcommittees

- (1) The committee may delegate a function of the committee under the Association's rules to 1 or more subcommittees.
- (2) However, the committee must not delegate a function given to the committee—

Commented [MW16]: The current Constitution enables there to be two vice Presidents (rule 14(2)(b)). The Committee propose to retain this arrangement.

Commented [MW17]: The current Constitution enables there to be up to 11 ordinary committee members (rule 14(1)(b)). The Committee thinks, together with the five office bearers, that a Committee of up to 16 people is too many people. The Committee propose to limit the size of the Committee. With five office bearers, this limit on the number of ordinary committee members (up to six) means the Committee will include no more than 11 people

- (a) under the Act or another territory law; or
- (b) by resolution of the members at a general meeting.

Note For laws about delegations, see the [Legislation Act](#), pt 19.4.

- (3) If the committee delegates a function to a subcommittee, the subcommittee may, subject to any limitation or condition in the delegation—
 - (a) meet on the dates and at the times and places agreed by the subcommittee; and
 - (b) decide its own procedures.

41 Committee—functions of president

The functions of the president include—

- (a) chairing committee meetings and general meetings (including annual general meetings); and
- (b) exercising any other function given to the president—
 - (i) under the Act or the Association’s rules; or
 - (ii) by the committee or the members to achieve the Association’s objects.

42 Committee—functions of vice president

The functions of the vice president (if any) include—

- (a) exercising the functions of the president if the president is unavailable to exercise those functions for any reason; and
- (b) exercising any other function given to the vice president—
 - (i) under the Act or the Association’s rules; or
 - (ii) by the committee or the members to achieve the Association’s objects.

43 Committee—functions of secretary

(1) The functions of the secretary include—

- (a) keeping minutes of committee meetings and general meetings (including annual general meetings); and
- (b) exercising any other function given to the secretary—
 - (i) under the Act or the Association’s rules; or

- (ii) by the committee or the members to achieve the Association's objects.
- (2) The secretary must lodge the notice mentioned in the [Act](#), section 62 (1) (Notice of changes in committee).

Note A committee member must notify the Association of any change of address within 1 month (see [Act](#), s 62 (2)).

44 Committee—functions of treasurer

The functions of the treasurer include—

- (a) keeping the accounting records mentioned in the [Act](#), section 71 (Accounting records); and
- (b) preparing the statement of accounts mentioned in the [Act](#), section 72 (Annual statement of accounts); and
- (c) presenting the documents mentioned in the [Act](#), section 73 (Presentation of statement to members) at the annual general meeting; and
- (d) lodging with the registrar-general the documents mentioned in the [Act](#), section 79 (Annual returns); and
- (e) exercising any other function given to the treasurer—
 - (i) under the Act or the Association's rules; or
 - (ii) by the committee or the members to achieve the Association's objects.

45 Committee—delegating functions of committee members

- (1) A relevant committee member may delegate their functions under the Association's rules to any other committee member.
- (2) However, a relevant committee member must not delegate a function given to the committee member—
 - (a) under the Act or another territory law; or
 - (b) by resolution of the members at a general meeting.

Note For laws about delegations, see the [Legislation Act](#), pt 19.4.

(3) In this section:

relevant committee member means the following committee members:

- (a) the president;
- (b) the vice president (if any);
- (c) the secretary;
- (d) the treasurer.

Division 1.4.2 Committee—election and removal

46 Committee—membership

A member of the Association becomes a committee member if the member—

- (a) is elected to the committee at an annual general meeting under rule 48; or
- (b) is appointed by the committee to fill a casual vacancy on the committee under rule 51.

Note The inaugural committee is established under the [Act](#), s 61.

47 Committee—nominating members for election

- (1) The secretary must, at least 28 days before an annual general meeting, give written notice to the members of the Association calling for nominations of members for election to the committee.
- (2) A nomination of a member must—
 - (a) be in writing; and
 - (b) be signed by 2 other members; and
 - (c) include the written consent of the nominated member; and
 - (d) be given to the secretary by not later than 14 days after the day the notice under subsection (1) is given.
- (3) The committee must not accept the nomination of a member if—
 - (a) the member is disqualified from election to the committee; or

Note A person may be disqualified from election to the committee under the [Act](#), s 63, s 63A and s 63B.

- (b) disciplinary action has been taken against the member under division 1.3.2 of this Constitution in the previous 2 years. |

48 **Committee—electing members**

- (1) If more than 1 member is nominated for a particular committee member position, the members at the annual general meeting must vote to decide who is to be elected to the position.
- (2) If only 1 member is nominated for a particular committee member position, the nominated member is taken to be elected to the position at the annual general meeting.
- (3) If no member is nominated for a particular committee member position, at the annual general meeting, the chair must call for further nominations to fill the position.
- (4) If the chair calls for further nominations under subsection (3), the chair—
 - (a) may accept the nomination of a member only if—
 - (i) the nomination is supported by 2 members; and
 - (ii) the nominated person consents to the nomination; and
 - (b) must not accept the nomination of a member if—
 - (i) the member is disqualified from election to the committee; or
 - Note* A person may be disqualified from election to the committee under the [Act](#), s 63, s 63A and s 63B.
 - (ii) disciplinary action has been taken against the member under division 1.3.2 in the previous 2 years.
- (5) If the chair calls for further nominations under subrule (3)—
 - (a) if more than 1 member is nominated for the position—the members at the meeting must vote to decide who is to be elected to the position; or
 - (b) if only 1 member is nominated for the position—the nominated member is taken to be elected to the position; or
 - (c) if no member is nominated for the position—the position is taken to be vacant.

Commented [MW18]: The current Constitution enables people to nominate or be nominated “from the floor” of an Annual General Meeting (rule 15(1)(b)). This provision will enable members present “on the floor” and online to nominate or be nominated

49 **Committee—term of office**

- (1) The term of office of a committee member begins—

- (a) for an elected committee member—at the end of the annual general meeting at which the member is elected; or
 - (b) for a committee member appointed to fill a casual vacancy under rule 51—on the day the appointment commences.
- (2) The term of office of a committee member ends on the earliest of the following:
- (a) the end of the annual general meeting held after the committee member’s term of office begins;
 - (b) if the person resigns from office—the day the resignation takes effect;
- Note* A committee member may resign from the committee by written notice given to the public officer (see [Act](#), s 64A).
- (c) if the person’s membership of the Association ends—the day the membership ends;
 - (d) if the person is disqualified from holding committee membership under—
 - (i) the [Act](#), section 63 (Disqualification from office—convictions or bankruptcy)—the day the disqualification takes effect; or
 - (ii) the [Act](#), section 63A (Disqualification from office—noncompliance with Act)—the day the disqualification takes effect; or
 - (iii) the [Act](#), section 63B (Disqualification from office—disqualified under other legislation)—the day the disqualification takes effect;
 - (e) if the person is removed from office under section 50—the day the removal takes effect.

50 Committee—removal of member from office

The Association may, by resolution passed at a general meeting, remove a committee member from the committee before the end of their term of office if the member—

- (a) does not exercise their functions or discharge their duties under the [Act](#), section 66A (Duty of care and diligence); or
- (b) does not exercise their functions or discharge their duties under the [Act](#), section 66B (Duty of good faith and proper purpose); or

- (c) contravenes—
 - (i) the [Act](#), section 66C (Use of position); or
 - (ii) the [Act](#), section 66D (Use of information); or
- (d) fails to attend 2 consecutive committee meetings and does not have the agreement of the committee to be absent from 1 or both of the meetings; or
- (e) does not exercise the functions of their office for a period of 3 months.

51 Committee—filling casual vacancies

- (1) The committee may appoint a member to fill a position on the committee that—
 - (a) was not filled at the last annual general meeting; or
 - (b) becomes vacant because a person’s committee membership ends for a reason mentioned in rule 49 (2) (b) to (e).
- (2) If there is a vacancy on the committee during a term of the committee, the committee may appoint a member to the committee for the remainder of the term of the committee.

Note For laws about appointments, see the [Legislation Act](#), pt 19.3.

- (3) However, the committee must not appoint a member under this rule if disciplinary action has been taken against the member under division 1.3.2 in the previous 2 years.

Note A person may also be disqualified from appointment to the committee under the [Act](#), s 63, s 63A and s 63B.

Division 1.4.3 Committee meetings

52 Committee meetings

- (1) The committee must meet (a *committee meeting*) at least 3 times during its term.
- (2) Committee meetings must be held on the dates and at the times and places decided by the committee.
- (3) The committee may, by resolution, decide to hold a committee meeting using a method of communication, or a combination of methods of communication, that allows a committee member taking part to hear or otherwise know what each other committee member taking part says without the members being in each other’s presence.

Examples—methods of communication

video conferencing software, instant messaging, telephone conferencing

- (4) A committee member who takes part in a committee meeting conducted under subrule (3) is taken, for all purposes, to be present at the meeting.

53 Committee meetings—notice and business

- (1) The secretary must give each committee member notice of a committee meeting (a *committee meeting notice*) at least—
 - (a) 48 hours before the meeting; or
 - (b) if the committee unanimously agrees on another period—that period before the meeting.
- (2) The committee meeting notice must state—
 - (a) the date, time and place of the meeting; and
 - (b) the general nature of the business to be conducted at the meeting.
- (3) The committee may conduct business at a committee meeting only if—
 - (a) the business is mentioned in the committee meeting notice; or
 - (b) the majority of the committee members at the meeting agree that—
 - (i) the business is urgent; and
 - (ii) it is appropriate to conduct the business at the meeting.

(4) Subject to subrule 55(1), the committee may act (including by voting) notwithstanding any vacancy on the committee.

(5) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

54 Committee meetings—chair

A committee meeting must be chaired by—

- (a) the president; or
- (b) if the president is absent—any vice president; or

Commented [MW19]: Rules 22(3–4) of the current Constitution clarify that the business of and voting by Committee continues to be valid if there is a vacancy on the Committee. These subrules maintain that clarity.

- (c) if the president and any vice president are absent—a committee member elected to chair the meeting by the committee members at the meeting.

55 Committee meetings—quorum

- (1) The committee may conduct business at a committee meeting only if there is a quorum of 3-5 committee members.
- (2) If there is not a quorum at the time stated in the committee meeting notice, the time of the meeting is taken to be postponed for 30 minutes.
- (3) If there is not a quorum after the 30-minute postponement, the meeting is ended.

Note If a quorum for a committee meeting is not reached because a committee member present at the meeting has a personal interest in a matter being considered, a general meeting may be called to pass a resolution to deal with the matter (see [Act](#), s 65A (3)).

56 Committee meetings—voting

- (1) Each committee member—
 - (a) has 1 vote on each question arising at the committee meeting; and
 - (b) must vote personally.
- Note* A committee member who has a material personal interest in a matter must not be present while the matter is being considered by the committee and must not vote on the matter (see [Act](#), s 65A).
- (2) A motion is carried if a majority of the committee members at the committee meeting vote in favour of the motion.
 - (3) However, if the votes on a question are equal, the chair has a second or deciding vote.
 - (4) The committee members at a committee meeting may vote on a question at the meeting orally, in writing or by a show of hands.
 - (5) However, a vote on a question at a committee meeting must be by ballot conducted at the meeting if—
 - (a) the chair decides the vote is to be by ballot; or
 - (b) at least 2 committee members request the vote be by ballot.
 - (6) If a ballot is required, the chair must decide how the ballot is to be conducted.

Commented [MW20]: The Committee considers a quorum of three is not sufficient

- (7) For this section, voting *personally* includes voting while taking part in a committee meeting conducted using a method of communication that allows a committee member taking part to hear or otherwise know what each other committee member taking part says without the members being in each other's presence.

57 Committee meetings—minutes

- (1) The committee must ensure that minutes are taken and kept for each committee meeting.
- (2) The following must be recorded in the minutes:
- (a) the names of the committee members at the meeting;
 - (b) whether the committee agreed that the minutes of the previous meeting are correct;
 - (c) a description of the business conducted at the meeting;
 - (d) if a committee member makes a disclosure of a material personal interest as required by the [Act](#), section 65 (1)—
 - (i) the nature and extent of the interest; and
 - (ii) the relation of the interest to the Association's activities;
 - (e) any motion on which a vote is taken at the meeting and the outcome of the vote.

Note A summary of the minutes of committee meetings must be provided to members on request (see [Act](#), s 35). However, the committee may refuse access if satisfied that allowing access would be prejudicial to the Association's interests (see [Act](#), s 35A).

58 Committee meetings—records

The committee must keep the following records for each committee meeting:

- (a) committee meeting notices;
- (b) minutes of committee meetings;
- (c) copies of documents considered at committee meetings.

Part 1.5 Annual and other general meetings

Note The provisions in this part apply to all general meetings, including annual general meetings, unless otherwise stated.

59 General meetings—called by committee

The committee may call a general meeting whenever it considers appropriate.

Note 1 The Association must hold its first annual general meeting within 18 months after it is incorporated (see [Act](#), s 68).

Note 2 The Association must hold an annual general meeting once each calendar year, within 5 months after the end of the Association's financial year (see [Act](#), s 69).

Note 3 The Association's incorporation may be cancelled if it has not convened an annual general meeting during the previous 3 years (see [Act](#), s 93 (1) (d)).

60 General meetings—called at request of members

- (1) The committee must call a general meeting (other than an annual general meeting) if—
 - (a) at least 5% of the members of the Association ask for a meeting to be called (the *requesting members*); and
 - (b) the request—
 - (i) is made in writing; and
 - (ii) is given to the secretary; and
 - (iii) states the purpose of the meeting; and
 - (iv) is signed by the requesting members.
- (2) If the committee does not call a general meeting within 1 month after the date of the request, a requesting member may call a general meeting to be held not more than 3 months after the date of the request.
- (3) If a general meeting is called under subrule (2), the requesting members must give the general meeting notice required under subrule 63 (1).
- (4) The committee must reimburse any reasonable expenses incurred by the requesting members in calling a general meeting under subrule (2).

61 General meetings—virtual attendance

- (1) A general meeting may be held using a method of communication, or a combination of methods of communication, that allows a member taking part to hear or otherwise know what each other member taking part says without the members being in each other’s presence if—
 - (a) the committee decides, by resolution, to hold the meeting using the method of communication; or
 - (b) for a meeting called by a requesting member under subrule 60 (2)—the requesting member decides to hold the meeting using the method of communication.

Examples—methods of communication

video conferencing software, instant messaging, telephone conferencing

- (2) A member who takes part in a general meeting conducted under subrule (1) is taken, for all purposes, to be present at the meeting.

62 Annual general meetings—notice and business

- (1) The committee must give each member ~~written notice~~ of an annual general meeting—
 - (a) ~~at least 14 days before the meeting;~~ or
 - (b) if a special resolution is to be considered at the meeting—at least 21 days before the meeting.

Note A special resolution requires at least 21 days’ notice (see Act, s 70).:-

- (2) The notice must—
 - (a) state the date, time and place of the annual general meeting; and
 - (b) include the agenda for the annual general meeting; and
 - (c) ~~attach~~ provide minutes of the previous annual general meeting; and
 - (d) provide information and documents directly relevant to any matters to be decided, dealt with or done at the annual general meeting.

Examples—information relevant to matters to be decided

1 information ~~about nominees for members nominating~~ for committee membership

2 ~~information about a proposed budget for the Association~~

- (3) The following must be done at an annual general meeting:

Commented [MW21]: Rules 62 and 63 distinguish between Annual general meetings and Other general meetings. Notice of a special resolution to be considered at a general meeting was only included in rule 63 - Other general meetings - notice and business. It also needs to be included in rule 62 - Annual general meetings - notice and business

Commented [MW22]: FOG’s current Constitution enables “consenting members” to be notified of general meetings by “electronic means” (rule 26(1)). The Committee proposes to adopt the new Model Rule without alteration. In the same circumstances (this rule 62(1) and the equivalent rule in 63(1)), the committee or a member is required to give ‘written notice’. The Committee considers ‘electronic means’ is ‘written notice’ ... so nothing is being lost

- (a) the minutes of the previous annual general meeting must be confirmed;
- (b) the committee must be elected under rule 48;
- (c) the documents mentioned in the [Act](#), section 73 (1) must be presented;

Note The [Act](#), s 73 (1) requires the committee to present a statement of accounts, a reviewer's or auditor's report, and a report about the committee membership, principal activities and profit or loss.

- (d) the documents the Association is required to lodge with the registrar-general under the [Act](#), section 79 (1) must be dealt with;

(e) consider any proposal for honorary life membership ([rule 13](#)).

63 Other general meetings—notice and business

- (1) The committee, or the requesting member for a meeting called under subrule 60 (2), must give each member written notice of a general meeting (a *general meeting notice*)—
 - (a) at least 14 days before the meeting; or
 - (b) if a special resolution is to be considered at the meeting—at least 21 days before the meeting.

Note A special resolution requires at least 21 days notice (see [Act](#), s 70).

- (2) A general meeting notice must—
 - (a) state the date, time and place of the meeting; and
 - (b) include the agenda for the meeting; and
 - (c) provide information and documents directly relevant to any matters to be decided at the meeting.
- (3) A member may give the secretary written notice about any business the member would like included in the agenda for a general meeting.
- (4) If a member gives the secretary written notice under subrule (3), the secretary must include the business in the agenda for the next general meeting.
- (5) The chair of a general meeting must ensure that the only business conducted at the meeting is—
 - (a) the business stated in the general meeting notice for the meeting; and
 - (b) decisions about the procedure of the meeting.

Examples—decisions about procedure

- 1 election of chair for the general meeting
- 2 decision to adjourn the general meeting

64 General meetings—authorising proxy

- (1) A member of the Association (the *authorising member*) may authorise another member (the *proxy*) to vote on their behalf at a general meeting.
- (2) However, a particular member must not be a proxy for more than 5 other members at a general meeting.
- (3) The authorisation must—
 - (a) be in writing; and
 - (b) include the name and contact details of the authorising member and the proxy; and
 - (c) be signed by the authorising member and the proxy; and
 - (d) include anything else required by the committee; and
 - (e) be in a form decided by the committee.

Note The committee may require form 2-1 in pt 1.8 to be used.

- (4) The authorisation may include instructions about how the proxy is to vote on the authorising member's behalf.
- (5) If the authorisation does not include instructions, the proxy may vote on the authorising member's behalf in any way the proxy considers appropriate.
- (6) The proxy may vote on the authorising member's behalf at a general meeting only if—
 - (a) the authorising member gives the authorisation to the secretary not later than 24 hours before the general meeting; and
 - (b) the committee accepts the authorisation.
- (7) The committee must not accept the authorisation of a proxy if the committee has already accepted 5 authorisations for that proxy.
- (8) If the committee does not accept the authorisation, the committee must, as soon as practicable before the meeting, give the authorising member written notice that the authorisation has not been accepted.

Commented [MW23]: The current Constitution prevents proxy voting (rule 31(2)). The Committee propose to allow proxy voting in future. This will minimise difference between FOG's Constitution and the new Model Rules

- (9) To remove any doubt, an authorising member is not taken to be present at a general meeting only because they have authorised a proxy to vote on their behalf at the meeting.

65 General meetings—chair

A general meeting must be chaired by—

- (a) the president; or
- (b) if the president is absent—any vice president; or
- (c) if the president and any vice president are absent—a member elected to chair the meeting by members at the meeting.

66 General meetings—quorum

- (1) The members of the Association may conduct business at a general meeting only if there is a quorum of members present.
- (2) If a quorum of 5 members is not present at the time stated in the general meeting notice, the time of the meeting is taken to be postponed for 30 minutes.
- (3) If a quorum of 5 members is not present after the 30-minute postponement, the chair of the meeting may adjourn the meeting to another day and time that is not earlier than 7 days, and not later than 14 days, after the meeting that is being adjourned.
- (4) The committee must, within 48 hours after adjourning a meeting under subrule (3), give each member written notice stating—
 - (a) that the meeting was adjourned under subsection (3); and
 - (b) the new date, time and place of the meeting.

67 General meetings—voting

- (1) Each member of the Association—
 - (a) has 1 vote on each question arising at a general meeting; and
 - (b) may vote—
 - (i) personally; or
 - (ii) if an authorisation of a proxy has been accepted by the committee under rule 64—by proxy.
- (2) A motion is carried (except in the case of a special resolution) if a majority of the members vote in favour of the motion.

Note A special resolution needs at least $\frac{3}{4}$ of the votes to pass (see [Act](#), s 70).

- (3) However, if the votes on a question are equal, the chair has a second or deciding vote.
- (4) The members at a general meeting may vote on a question at the meeting orally, in writing or by a show of hands.
- (5) However, a vote on a question at a general meeting must be by ballot conducted at the meeting if—
 - (a) the chair decides the vote is to be by ballot; or
 - (b) at least 3 members request the vote be by ballot.
- (6) For this section, voting *personally* includes voting while taking part in a general meeting conducted using a method of communication that allows a member taking part to hear or otherwise know what each other member taking part says without the members being in each other's presence.

68 General meetings—minutes

- (1) The secretary, or another person authorised by the committee, must take and keep minutes of each general meeting.
- (2) The following must be recorded in the minutes:
 - (a) the names of the members present at the meeting;
 - (b) any authorisation of a proxy accepted by the committee under rule 64;
 - (c) a description of the business conducted at the meeting;
 - (d) if a vote is taken at the meeting—
 - (i) the motion on which the vote is taken; and
 - (ii) the outcome of the vote; and
 - (iii) whether the vote was taken orally, in writing, by a show of hands or by ballot; and
 - (iv) the number of votes by proxy.
- (3) The chair must review the minutes and sign them if they are correct.
- (4) The outcome of a vote on a matter at a general meeting is taken to be the resolution of the general meeting of the members of the Association on the matter.

69 General meetings—adjournment

- (1) The chair of a general meeting may, at any time, adjourn the meeting if—
 - (a) there is a quorum; and
 - (b) the majority of members vote to adjourn the meeting.
- (2) The only business that may be conducted on the resumption of an adjourned meeting is the business that remained unfinished when the meeting was adjourned.

Part 1.6 Financial matters

70 Funds—source

- (1) ~~Subrule 72(2) sets out sources of income and money that, on receipt, must be deposited into the Association's 'Friends of Grasslands Gift Fund' bank account.~~

~~This rule 70 concerns only 'other funds' that the Association may receive.~~

~~These Association's 'other funds' may only be made up of—~~

- ~~(a) joining fees for the Association given under section 7(1); and~~
(ab) annual membership fees of members given under rule 7-(21);
and

~~(c) donations; and~~

- (db) any other source that the committee decides, subject to—
(i) the Act, section 114 (Investment with associations); and
(ii) a resolution passed by the Association at a general meeting.

- (2) The committee must, ~~as soon as practicable after the money is received~~—

- (a) ~~ensure that all 'other funds' money received by the Association is deposited into the Association's Friends of Grasslands Current Account (see subrule 71(1)(a)) account with a deposit taking institution as soon as practicable after the money is received; and~~

~~(b) issue a receipt for all 'other funds' received by the Association.~~

~~(b) issue a receipt for any money received by the Association as soon as practicable after the money is received, unless it is impracticable to do so.~~

Examples—when impracticable to issue receipt

- ~~• a gold coin donation~~
- ~~• an anonymous donation~~

71 Funds—use and management

- (1) ~~Except for money described in subrule 72(2), where different rules apply, t~~The Association must—

Commented [MW24]: The new Model Rules are made for all incorporated associations, including those that are *not* Deductible Gift Recipients (charities). Change is needed here because FoG is a DGR and FoG is subject to additional rules related to DGRs.

Commented [MW25]: For deductible gift recipients (DGRs), *all* gifts or money or property must go into the DGR's gift fund. This includes gold coin donations and anonymous gifts cited as examples of where it would not be necessary for FoG to issue receipts. With these types of gifts not included in 'other funds' FoG must issue receipts for all money received as 'other funds'.

- (a) open and maintain an ~~'Friends of Grasslands Current Account'~~ (bank account) with an authorised deposit-taking institution; and
- (b) pay all ~~money-~~'other funds' received by the Association into the ~~Friends of Grasslands Current Account~~; and
- (c) pay all amounts of 'other funds' spent by the Association out of the ~~Friends of Grasslands Current Account~~.

Note An **authorised deposit-taking institution** is an institution (eg a bank, credit union or building society) that is authorised under the *Banking Act 1959* (Cwlth), s 9 (3) (see *Legislation Act*, dict, pt 1).

- (2) The Association's 'other funds' may only be used—
 - (a) ~~on a not-for-profit basis to achieve for~~ the Association's Objects; and
 - (b) either—
 - (i) in the way the committee decides; or
 - (ii) if a general meeting passes a resolution about the way the funds are to be used—in accordance with the resolution.
- (3) The committee may make payments on the Association's behalf.
- (4) The committee may delegate its functions under subrule (3) to—
 - (a) a committee member; or
 - (b) anyone employed or engaged by the Association.

Note For laws about delegations, see the *Legislation Act*, pt 19.4.

72

Rules for the Public Gift Fund

- ~~— reflecting the requirements of taxation policy, especially Taxation Ruling 95/27.~~
- ~~(1) The objective of the fund is to support Friends of Grasslands' environmental purposes.~~
- ~~(2) Members of the public are to be invited to make gifts of money or property to the fund for the environmental purposes of the Association.~~
- ~~(3) Money from interest on donations, income derived from donated property, and money from the realisation of such property is to be deposited into the fund.~~
- ~~(4) A separate bank account is to be opened to deposit money donated to the fund, including interest accruing thereon, and gifts to it are to be kept separate from other funds of the Association.~~

Commented [MW26]: The revised Constitution can be and is specific about which of its bank accounts must be used to receive and expend 'other funds'.

Commented [MW27]: Noting the FOG Public Fund has been abolished as an entity in itself (see the accompanying 'explanation' document) ...

The text showing as being deleted in rules 72-73 is the text from rules 34-35 in the current Constitution; that text is included here so members have easy visibility of what is being replaced.

~~(5) Receipts are to be issued in the name of the fund and proper accounting records and procedures are to be kept and used for the fund.~~

~~(6) The fund will be operated on a not-for-profit basis.~~

~~(7) A committee of management of no fewer than three persons will administer the fund. The committee will be appointed by the Association. A majority of the members of the committee are required to be 'responsible persons' as defined by the Guidelines to the Register of Environmental Organisations.~~

(1) The Association will establish a Gift Fund which will operate on a not-for-profit basis to achieve the Objects of the Association.

Members of the public will be invited to give gifts of money or property to the Association.

Commented [MW28]: This section establishes that there will be a Gift Fund and what it will do

(2) For the purposes of the Gift Fund, the Association will open (if necessary) and operate a 'Friends of Grasslands Gift Fund' bank account. All money from gifts and deductible contributions, interest on gifts and deductible contributions, income derived from donated property, and money from the realisation of such property, are to be deposited into the Association's Friends of Grasslands Gift Fund bank account.

Commented [MW29]: This subrule lists all the types of money and property which are to be deposited into the FoG Gift Fund

(3) The Friends of Grasslands Gift Fund bank account is to be kept separate from 'other funds' of the Association.

(4) Receipts for deposits to the Friends of Grasslands Gift Fund bank account are to be issued by the Association as soon as practicable after the money is received, unless it is impracticable to do so.

Examples—when impracticable to issue receipt

- a gold coin donation
- an anonymous donation.

Commented [MW30]: Donations of these types are listed here, as sources of funds going into the FoG Gift Fund, but where receipts will not need to be issued.

(5) A committee of management of no fewer than three persons will administer the Gift Fund. The committee will be appointed by the Association.

Commented [MW31]: FoG is no longer *required* to have a separate committee to manage the Gift Fund. This is something the C'ttee/FoG wants.

(6) The Association must inform the Department responsible for taxation as soon as possible if there is any change to:

- (a) the name of the Association; or
- (b) the Friends of Grasslands Gift Fund bank account details; or

~~(c) any of the people who are authorised by the Association to make enquiries with the Department responsible for taxation about the Association's tax affairs.~~

73 Operation of the Public Use of Funds and Assets

~~(1) Requirements of the Public Fund. The Association must inform the Department responsible for the environment as soon as possible if—~~

~~(a) it changes its name or the name of its public fund; or~~

~~(b) there is any change to the membership of the management committee of the public fund; or~~

~~(c) there has been any departure from the model rules for public funds.~~

~~(2) Ministerial Rules. The Association agrees to comply with any rules that the Treasurer and the Minister with responsibility for the environment may make to ensure that gifts made to the fund are only used for its principal purpose.~~

~~(3) Not for profit. The income and property of the Association shall be used and applied solely in promotion of its objects and no portion shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or by way of profit to members, directors, or trustees of the Association.~~

~~(4) Conduit Policy. Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of the Association and not be influenced by the preference of the donor.~~

~~(5) Winding up. In case of the winding up of the Fund, any surplus assets are to be transferred to another fund with similar objectives that is on the Register of Environmental Organisations.~~

~~(6) Statistical Information. Statistical information requested by the DepartmentACT Government and the Australian Charities and Not for profits Commission on donations to the Public Fund will be provided within four months of the end of the financial year. An audited financial statement for the Association and its public fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of public fund monies and the management of public fund assets.~~

~~(1) Proper accounting records and procedures are to be kept and used for all funds of the Association.~~

Commented [MW32]: The text showing as being deleted in rules 72-73 is the text from rules 34-35 in the current Constitution; that text is included here so members have easy visibility of what is being replaced.

Commented [MW33]: This subrule is not required. It is the law and we do not need to state that we will comply with it, we must, so the sub-rule is obsolete.

Commented [MW34]: The ATO website clarifies that FoG is no longer required to provide statistical information beyond what we are required to provide by the ACNC. As we are required to provide that information by law, we do not need to mention it here, it is the law and we must comply. The requirement for that report is not related to how FoG must operate the FoG Gift Fund

Commented [MW35]: This is a requirement in the current Constitution (rule 34(5)). The rule should apply to both FoG's accounts, hence this requirement sits here (as opposed to in either rule 70 or 72).

(2) Not-for-profit. The income and property of the Association shall be used and applied solely in promotion of its Objects. The Association does not pay any of our profits or financial surplus, or give any of our property, to members, beneficiaries, controllers or owners under existing law.

(3) Conduit Policy. Any allocation of funds or property to other persons or organisations will be made in accordance with the Objects of the Association and not be influenced by the preference of the donor. The Association is not a conduit for the donation of money or property to other organisations, bodies or persons.

(4) Winding up. In case of the winding up of the Association, any surplus assets are to be transferred to another deductible gift recipient, with similar purposes, that is a registered charity.

Commented [MW36]: These rules are an adaptation of what is in FoG's current Constitution. The changes satisfy contemporary legal requirements.

Part 1.7 Miscellaneous

74 Records and other documents

- (1) The secretary must keep all the Association's records and other documents, other than accounting records, in their custody or under their control.
- (2) The treasurer must keep the Association's accounting records in their custody or under their control.
- (3) The secretary must ensure that all the Association's records and other documents (other than the register of members) are available for inspection by a member free of charge at a place in the ACT at a reasonable time.

Note 1 The committee may refuse to allow a member to inspect a record or other document if satisfied that allowing access would be prejudicial to the Association's interests (see [Act](#), s 35A).

Note 2 A copy of certain documents (including the Association's rules) must also be provided to members on request (see [Act](#), s 35) unless the committee is satisfied that allowing access would be prejudicial to the Association's interests (see [Act](#), s 35A).

Note 3 The Act provides for inspection of the register of members (see [Act](#), s 67A). A member may apply to restrict access to personal information of the member recorded on the register of members (see [Act](#), s 67B).

75 **Common seal**

~~The Association has no common seal. (1) — If the Association has a common seal, the secretary must keep the common seal in their custody.~~

~~(2) The common seal may only be attached to a document if its attachment is —~~

~~(a) authorised by the committee; and~~

~~(b) witnessed by 2 committee members.~~

~~*Note* — The Association's documents may be authenticated or executed other than under a common seal (see [Act](#), s 55).~~

Commented [MW37]: The new model rules provide for associations that have a common seal. The draft revised Constitution is clear, FOG has no common seal.

76 Property of defunct association

The Association may pass a special resolution nominating another association, or a fund, authority or institution, in which surplus

property of the Association will vest if the Association is dissolved or wound up.

Note 1 If the Association does not nominate another association, fund, authority or institution, the surplus property will vest in the registrar-general (see [Act](#), s 92 (1) (c)).

Note 2 An association may be nominated only if it complies with the [Act](#), s 92 (2). A fund, authority or institution may be nominated only if it is in Australia and is mentioned in the *Income Tax Assessment Act 1997* (Cwlth), sdiv 30-B (see [Act](#), s 92 (1) (a) and (b)).

Note 3 A special resolution requires at least 21 days notice and needs to be passed with at least $\frac{3}{4}$ of the votes (see [Act](#), s 70).

Part 1.8

Forms

Form 1 Application for membership

(see s 4 (3))

Application for membership of *[insert name of incorporated association]*

I,
name of applicant

of
contact details of applicant

apply to become a member of the Association.

As a member, I agree to—

- (a) support the Association's objects; and
- (b) comply with the *Associations Incorporation Act 1991* and the Association's rules.

.....
signature of applicant *date*

Nomination

I,
name of nominator

a member of the Association, nominate

.....
name of applicant

for membership.

Commented [MW38]: The Committee has 'taken what it needs' from this Model Rule application form and deleted it. What we have taken from this form is incorporated into FoG's membership application form available online. The Committee does not want FoG's membership form in its Constitution. We maintain it separately so it can be changed easily if we need to change it.

.....
signature of nominator *date*

Form 1

(see s 64)

Proxy for meeting

Commented [MW39]: The proxy form the Committee wants is below this Model Rule text which will be deleted

I,
name of authorising member

of
contact details of authorising member

a member of
name of Association

authorise
name of proxy

of
contact details of proxy

a member of the Association, to vote on my behalf at the
type of meeting

held on and at any adjournment of that meeting.
date of meeting

.....
signature of authorising member *date*

*My proxy is authorised to vote for/against the resolution
insert details of resolution

**to be inserted if desired*

I,
(full name of authorising member of Friends of Grasslands Inc)

of
(contact details of authorising member)

appoint.....
(full name of proxy member of Friends of Grasslands Inc)

of.....
(contact details of proxy)

to vote for me at the.....
(type of meeting)

to be held on.....including any adjournment of that meeting.
(date of meeting)

*My proxy is authorised to vote for/against the resolution.....

.....
insert details of resolution

**to be inserted if desired*

.....
Signature of authorising member Date

Notes:

1. A proxy vote may not be given to a person who is not a current (ie fully-paid-up member of Friends of Grasslands Inc.)
2. A particular member must not be a proxy for more than 5 other members at a general meeting.

1

Part 1.9 Dictionary

Note 1 Terms used in the Association's rules have the same meaning that they have in the Act. For example, the following terms are defined in the Act, dict:

- accounting records
- annual general meeting
- committee
- incorporated
- member
- model rules
- objects
- **officer**
- register of members
- special resolution.

Note 2 The [Legislation Act](#) contains definitions relevant to the Association's rules. For example:

- authorised deposit-taking institution
- document
- may (see s 146)
- must (see s 146)
- writing.

Act means the [Associations Incorporation Act 1991](#).

annual membership fee—see rule 7 (1).

appeal notice—see rule 35.

Association—see rule 1.

authorising member, for a general meeting—see subrule 61 (1).

committee meeting—see subrule 52 (1).

committee meeting notice—see subrule 52 (1).

contact details, for a person, includes the person's address, email and telephone number.

Commented [MW40]: This term is used in the Constitution but not included here by the Model Rules. It needs to be here.

decision-maker means—

- (a) for a dispute resolution procedure—the person appointed under rule 18; and
- (b) for a disciplinary procedure—the person appointed under rule 27.

disciplinary action, against a member of the Association in relation to the member's status as a member of the Association, for division 1.3.2 (Disciplinary procedure)—see rule 2223.

disciplinary action decision—see subrule 30 (1) (b).

dispute decision—see subrule 21 (b).

dispute summary—see subrule 17 (2) (b).

due date, for payment of an annual membership fee—see subrule 7 (3).

financial year means the year ending on ~~30 June~~31 December.

Note Financial year is defined in the Act to mean the period not exceeding 12 months, fixed by the Association's rules as the Association's financial year (see [Act](#), dict).

general meeting notice—see subrule 62 (1).

grasses means

~~(a) where the term is used generally, species of grass indigenous to a particular area; and~~

~~(b) where the term is used to refer to Australia specifically, species of indigenous grass within the family *Poaceae* and including riverine and estuarine grasses;~~

~~**grasslands** means those ecological communities which have few or no trees and are dominated by native grasses; ecological communities within grasslands would include indigenous grass, forb, other plant, vertebrate, invertebrate, etc. species which make up a diverse community; grasslands include both "natural" and "secondary" grasslands.~~

grassy ecosystems means those ecological communities commonly known as grasslands, together with grassy woodlands and the like.

Commented [MW41]: The Committee propose to retain this arrangement which is provided for in the current Constitution (rule 1(1)), i.e., FoG's **financial year** will be defined by calendar not financial year

Commented [MW42]: The definitions of 'grasses', 'grasslands', 'grassy woodlands' and 'natural grasslands' are included in FoG's current Constitution. With the removal from the Constitution of FoG's 'specific objectives' (see the comment at subrule 2(2)), these definitions need to be removed also, because they are definitions included in the 'specific objective' part of the current Constitution that is not being retained.

Commented [MW43]: FoG's objects (rule 2) relate to this definition

~~*grassy woodlands* means those instances of the ecological communities commonly known as woodlands where the understorey is dominated by native grasses.~~

ground for disciplinary action, for division 1.3.2 (Disciplinary procedure)—see rule 25.

~~*joining fee*—see section 7 (1).~~

~~*natural grasslands* means grasslands which have been grasslands since European Settlement, whereas "secondary grasslands" refers to grasslands formed following the destruction or serious modification of a natural grassland or a non-grassland community (eg a woody grassland).~~

party, to a dispute, for division 1.3.1 (Dispute resolution procedure)—see rule 15.

proposed disciplinary action—see rule 26.

proxy, for a general meeting—see subrule 64 (1).

requesting members, for a general meeting—see subrule 60 (1) (a).

submission period—

- (a) for a dispute resolution procedure—see subrule 20 (2) (a); and
- (b) for a disciplinary procedure—see subrule 29 (2) (a).