



SOUTH GIPPSLAND BASS COAST

**LOCAL LEARNING AND EMPLOYMENT
NETWORK**

RULES OF ASSOCIATION

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Table of Contents

1.	<u>NAME</u>
2.	<u>PURPOSE</u>
3.	<u>POWERS</u>
4.	<u>DEFINITIONS</u>
5.	<u>ALTERATION OF THE RULES</u>
6.	<u>USE OF THE ASSOCIATION'S INCOME AND ASSETS</u>
7.	<u>MEMBERSHIP</u>
8.	<u>REGISTER OF MEMBERS</u>
9.	<u>MEMBERS' RIGHTS, OBLIGATIONS AND LIABILITIES</u>
10.	<u>CEASING MEMBERSHIP</u>
11.	<u>DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS</u>
12.	<u>DISPUTES AND MEDIATION</u>
13.	<u>ANNUAL GENERAL MEETING</u>
14.	<u>SPECIAL GENERAL MEETINGS</u>
15.	<u>AMENDMENT OF RULES</u>
16.	<u>NOTICE OF GENERAL MEETINGS</u>
17.	<u>QUORUM AT GENERAL MEETINGS</u>
18.	<u>PRESIDING AT GENERAL MEETINGS</u>
19.	<u>ADJOURNMENT OF MEETINGS</u>
20.	<u>VOTING AT GENERAL MEETINGS</u>
21.	<u>SPECIAL RESOLUTIONS</u>
22.	<u>POLL AT GENERAL MEETINGS</u>
23.	<u>MANNER OF DETERMINING WHETHER RESOLUTION CARRIED</u>
24.	<u>MINUTES OF GENERAL MEETING</u>
25.	<u>PROXIES AND REPRESENTATIVES</u>
26.	<u>USE OF TECHNOLOGY (GENERAL MEETINGS)</u>
27.	<u>BOARD OF MANAGEMENT</u>
28.	<u>DELEGATION</u>
29.	<u>ELECTION OF BOARD MEMBERS</u>
30.	<u>APPOINTMENT OF CO-OPTED BOARD MEMBERS</u>
31.	<u>OFFICE BEARERS</u>
32.	<u>VACANCIES</u>
33.	<u>MEETINGS OF THE BOARD</u>

- [34. NOTICE OF BOARD MEETINGS](#)
- [35. URGENT MEETINGS](#)
- [36. USE OF TECHNOLOGY \(BOARD MEETINGS\)](#)
- [37. QUORUM FOR BOARD MEETINGS](#)
- [38. SUB BOARDS](#)
- [39. PRESIDING AT BOARD MEETINGS](#)
- [40. VOTING AT BOARD MEETINGS](#)
- [41. CONFLICT OF INTEREST](#)
- [42. LEAVE OF ABSENCE](#)
- [43. REMOVAL OF BOARD MEMBER](#)
- [44. MINUTES OF MEETINGS](#)
- [45. FUNDS](#)
- [46. FINANCIAL RECORDS](#)
- [47. FINANCIAL STATEMENTS](#)
- [48. NOTICE TO MEMBERS](#)
- [49. WINDING UP](#)
- [50. CUSTODY AND INSPECTION OF BOOKS AND RECORDS](#)
- [51. NOT FOR PROFIT](#)

[APPENDIX 1](#)

[APPENDIX 2](#)

[APPENDIX 3](#)

[APPENDIX 4](#)

ASSOCIATIONS INCORPORATION REFORM ACT 2012 (VIC)
**RULES FOR THE SOUTH GIPPSLAND BASS COAST LOCAL LEARNING AND
EMPLOYMENT NETWORK INCORPORATED**

1. NAME

The name of the incorporated association is **South Gippsland/Bass Coast Local Learning and Employment Network Inc.** (in these Rules called “the association”)

2. PURPOSE

2.1 The purposes of the South Gippsland Bass Coast Local Learning and Employment Network are:

We work to respond to the challenges faced by priority cohorts of young people, including remote and rural students at risk of disengagement, and youth facing additional barriers. In partnership with our key stakeholders we aim to empower young people to actively engage, transition and succeed in education and the world of work.

3. POWERS

3.1 The association has the legal capacity of an incorporated body.

3.2 The association has power to do anything incidental or conducive to achieve its purposes.

3.3 The association may only:

- a) exercise its powers; and
- b) use its income and assets (including any surplus) for its purposes

4. DEFINITIONS

4.1 In these Rules, unless the contrary intention appears:

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

"Area" means the geographical area comprised of South Gippsland and Bass Coast Local Government areas;

"Category Number" means any of the category numbers set out in Appendix 3

"Board" means the board of management of the Association;

"Board Member" means a person appointed to the Board;

"Community Member" means a Member who is an individual person as distinct from an Organisational Member.

"Financial Year" means the year ending on 31 December;

"General Meeting" means a General Meeting of Members convened in accordance with Rule 13;

"Guidelines" means the guidelines for the operation of Local Learning and Employment Networks published by the Department of Education and Early Childhood Development or the Department of Education, Employment and Training as amended from time to time;

"Member" means member of the Association who may either be a Community Member or an Organisational Member;

"Membership Category" means any of the categories set out in Appendix 3;

"Organisational Member" means a Member which is an organisation as distinct from an individual person;

"Regulations" means regulations under the Act;

"Relevant Documents" has the same meaning as in the Act;

"Representative" means a person appointed under Rule 25;

"Statement of Purposes" means the statement set out in Rule 2

"Special General Meeting" means an extraordinary General Meeting of Members convened in accordance with Rule 14;

"Special Resolution" means a resolution passed at a General Meeting or Special General Meeting by not less than three quarters of the Members present and entitled to vote either personally or by proxy.

4.2 In these Rules, a reference to the Secretary is a reference:

- a) if a person holds office under these Rules as Secretary of the Association - to that person; and
- b) in any other case, to the public officer of the Association.

5. ALTERATION OF THE RULES

5.1 These Rules and the Statement of Purposes of the Association must not be altered except in accordance with the Act and these Rules.

5.2 An amendment to the Rules made by Special Resolution will not take effect unless and until approved by the Registrar.

6. USE OF ASSOCIATION'S INCOME AND ASSETS

6.1 The association must not distribute any surplus, income or assets directly or indirectly to its members.

6.2 This rule does not prevent the association from:

- a) paying a member of the association reimbursement for expenses properly incurred by them for goods supplied and services provided by the member, if this is done in good faith on terms no more favourable than if the member were not a member; or
- b) distributing any surplus, income or assets in accordance with Rule 49 (Winding up the association), and if applicable 32A (Revocation of deductible gift recipient endorsement)

7. MEMBERSHIP

- 7.1 The Association must have at least five members
- 7.2 An individual or an organisation in the Area who supports the purposes of the association, agrees to comply with these rules and meets the membership criteria set out in the Guidelines is eligible to apply to be a Member of the Association.
- 7.3 An application of an individual or organisation for membership of the Association must:
- a) be made in writing in the form set out in Appendix 1 or electronically through the association's website; and
 - b) be lodged with the Secretary of the Association.
 - c) be renewed annually
 - d) be signed by the applicant. This requirement may be met by electronic signature.
- 7.4 As soon as practicable after the receipt of an application, the Secretary must refer the application to the Board.
- 7.5 The Board must determine whether to approve or reject the application.
- 7.6 If the Board approves an application for membership, the Secretary must, as soon as practicable notify the applicant in writing of the approval for membership.
- 7.7 The Secretary must enter the applicant's name in the register of Members.
- 7.8 An applicant for membership becomes a Member and is entitled to exercise the rights of membership when their application is accepted by the Board.
- 7.9 If the Board rejects an application, the Board must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- 7.10 A right, privilege, or obligation of an individual person by reason of Community 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.

7.11 An Organisational Member may from time to time delegate a different representative to act on its behalf.

7.12 There will not be any entrance fees or annual subscriptions

8. REGISTER OF MEMBERS

8.1 The Secretary must keep and maintain a register of Members containing:

- a) the name, address and date of admission of each Member;
- b) the class of Member to which each Member belongs (i.e. Individual/Community Member or Organisational Member);
- c) if an Organisational Member:
 - i. the Membership Category to which that Organisational Member belongs; and
 - ii. the name of its Representative.

8.2 A Member may belong to only one Membership Category.

8.3 The register is available for inspection free of charge by any Member upon request.

8.4 A Member may make a copy of entries in the register.

9. MEMBERS' RIGHTS, OBLIGATIONS & LIABILITIES

9.1 Members have rights, obligations and liabilities as set out in the Act and any regulations made under it in these rules.

9.2 A member of the association who is entitled to vote has the right to:

- a) receive notice of general meetings and of proposed special resolutions
- b) submit items of business for consideration at a general meeting
- c) attend and be heard at general meetings
- d) vote at general meetings
- e) have access to the minutes of general meetings and other documents of the association; and
- f) inspect the register of members in the manner and within any timeframe set out in these rules.

9.3 the rights of a member are not transferable and end when membership stops.

10. CEASING MEMBERSHIP

10.1 A member ceases being a member if:

- a) the member resigns from the Association by giving one month's notice in writing to the Secretary of the Member's intention to resign.

- b) the Member is expelled in accordance with the disciplinary procedures set out in these rules
- c) the Member dies; or
- d) the Secretary has made written request to the member to confirm they wish to remain a member; and the member has not, within three months after receiving that request, confirmed in writing they wish to remain a member.

10.2 If a person's membership ceases, the Secretary must, as soon as practicable, enter the date the person stopped being a member in the member's register.

11. DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS

11.1 Subject to these Rules, if the Board is of the opinion that a Member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a Member or if the member's behaviour is causing (or has caused) damages or harm, or has the potential to cause harm or is likely to cause harm to the Association, the Board may by resolution:

- a) suspend that Member from membership of the Association for a specified period; or
- b) expel that Member from the Association.

11.2 A resolution of the Board under Rule 11.1 does not take effect unless:

- a) at a meeting held in accordance with Rule 11.3, the Board confirms the resolution; and
- b) if the Member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.

11.3 A meeting of the Board to confirm or revoke a resolution passed under Rule 11.1 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the Member in accordance with Rule 11.4.

11.4 For the purposes of giving notice in accordance with Rule 11.3, the Secretary must, as soon as practicable, cause to be given to the Member a written notice:

- a) setting out the resolution of the Board and the grounds on which it is based; and
- b) stating that the Member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that Member; and
- c) stating the date, place and time of that meeting; and
- d) informing the Member that the Member may do one or both of the following:
 - (i) attend that meeting;
 - (ii) give to the Board before the date of that meeting a written statement seeking the revocation of the resolution;

- e) informing the Member that, if at that meeting, the Board confirms the resolution, the Member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that the Member wishes to appeal to the Association in General Meeting against the resolution.

11.5 At a meeting of the Board to confirm or revoke a resolution passed under Rule 11.1, the Board must:

- a) Ensure only un-biased decision makers are involved in determining outcome
- b) give the Member an opportunity to be heard; and
- c) give due consideration to any written statement submitted by the Member; and
- d) determine by resolution whether to confirm or to revoke the resolution.

11.6 If at the meeting of the Board, the Board confirms the resolution, the Member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that the Member wishes to appeal to the Association in General Meeting against the resolution.

11.7 If the Secretary receives a notice under Rule 11.6, he or she must notify the Board and the Board must convene a General Meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.

11.8 At a General Meeting of the Association convened under Rule 11.7:

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

11.9 A resolution is confirmed if, at the General Meeting, not less than two-thirds of the Members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

11.10 Despite any other provision in these rules, a member whose membership has been suspended in accordance with the disciplinary procedure in these rules is not eligible to be elected or appointed as a Board member and is not entitled to vote at a general meeting.

11.11 A member who is the subject of a disciplinary procedure must not initiate a dispute resolution procedure in relation to the matter which is the subject of the disciplinary procedure until the disciplinary procedure has been completed.

12. DISPUTES AND MEDIATION

- 12.1 The grievance procedure set out in this rule applies to disputes under these Rules between:
- a) a Member and another Member; or
 - b) a Member and the Association.
- 12.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 12.3 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 14 days, write to the Board and any other people affected and explain their grievance (**Grievance Notice**)
- 12.4 The Board must, within 14 days after receipt of a Grievance Notice, appoint an unbiased mediator to hear from all the parties involved and try to find a solution.
- 12.5 The Board must give the people involved reasonable notice of the time and place of the mediation, which must be held as soon as practicable after the appointment of the mediator
- 12.6 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, a person appointed by the Board of the Association; or
 - (ii) in the case of a dispute between a Member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 12.7 A Member of the Association can be a mediator.
- 12.8 The mediator cannot be a Member who is a party to the dispute.
- 12.9 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 12.10 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.
- 12.11 The mediator must not determine the dispute.

12.12 Any mediation costs are to be paid as agreed between the parties, or otherwise as determined by the Board.

12.13 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.

13. ANNUAL GENERAL MEETING

13.1 The Board may determine the date, time and place of the annual General Meeting of the Association.

13.2 The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.

13.3 The ordinary business of the annual General Meeting shall be to:

- a) confirm the minutes of the previous annual General Meeting and of any General Meeting held since that meeting; and
- b) receive from the Board reports upon the transactions of the Association during the last preceding Financial Year;
- c) elect officers of the Association; and
- d) receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.

13.4 The annual General Meeting may also deal with any Special Resolution of which notice has been given in accordance with these Rules.

14. SPECIAL GENERAL MEETINGS

14.1 Any general meeting of the association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting

14.2 The Board may, whenever it thinks fit, convene a Special General Meeting of the Association.

14.3 The Board must, on the request in writing of Members representing not less than 10 per cent of the total number of Members, convene a Special General Meeting of the Association.

14.4 The request for a General Meeting must:

- a) state the objects of the meeting;
- b) be signed by the Members requesting the meeting; and
- c) be sent to the address of the Secretary.

14.5 If the Board does not cause a Special General Meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the Members making the request, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.

- 14.6 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 Board and all reasonable expenses incurred in convening the General Meeting must be refunded by the Association to the persons incurring the expenses.
- 14.7 Such other Special General Meeting may deal with any ordinary resolution or Special Resolution of which notice has been given in accordance with these Rules.

15. AMENDMENT OF RULES

A Special Resolution amending these Rules or the Statement of Purposes shall only be deemed to have been passed if it has been approved as a Special Resolution in a General Meeting or Special General Meeting in accordance with Rule 13 or 14.

16. NOTICE OF GENERAL MEETINGS

- 16.1 The Secretary of the Association, at least 14 days, or if a Special Resolution has been proposed at least 21 days, before the date fixed for holding a General Meeting of the Association, must cause to be sent to each Member of the Association, a notice stating:
- (a) the place, date and time of the meeting,
 - (b) the nature of the business to be conducted at the meeting, and
 - (c) if a Special Resolution is proposed, the notice shall specify the intention to propose the resolution as a Special Resolution.
- 16.2 If a special resolution is to be proposed, notice must:
- (a) state in full the proposed resolution; and
 - (b) state the intention to propose the resolution as a special resolution
- 16.3 Notice may be sent:
- (a) by prepaid post to the address appearing in the register of Members; or
 - (b) if the Member requests, by facsimile transmission or electronic transmission.
- 16.4 Notice must comply with Rule 25 (Proxies).
- 16.5 No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- 16.6 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.

16.7 This rule does not apply to a disciplinary appeal meeting.

17. QUORUM AT GENERAL MEETINGS

17.1 No item of business may be conducted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present at the time when the meeting is considering that item.

17.2 A quorum is 10 per cent of Members (being Members entitled under these Rules to vote at a General Meeting).

17.3 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 the business that was to have been considered at the meeting is taken to have been addressed; and

(b) in any other case - the meeting shall stand adjourned to a date not more than 21 days after the adjournment.

(c) Notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practical after the meeting.

17.4 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 Members personally present (being not less than three Members entitled to vote) shall be a quorum.

18. PRESIDING AT GENERAL MEETINGS

18.1 The Chairperson, or in the Chairperson's absence, the Deputy Chairperson, shall preside as Chairperson at each General Meeting of the Association.

18.2 If the Chairperson and the Deputy Chairperson are absent from a General Meeting, or are unable to preside, the Members present must select one of their number to preside as Chairperson.

19. ADJOURNMENT OF MEETINGS

19.1 The person presiding may, with the consent of a majority of Members present at the meeting, adjourn the meeting from time to time and place to place.

19.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

19.3 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with Rule 13.

19.4 Except as provided in Rule 16.4 it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

20. VOTING AT GENERAL MEETINGS

20.1 Subject to Rule 22.6, upon any question arising at a General Meeting of the Association each Member is entitled to one vote.

20.2 All votes must be given personally or by proxy.

20.3 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.

21. SPECIAL RESOLUTIONS

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

22. POLL AT GENERAL MEETINGS

22.1 If at a meeting a poll on any question is demanded by not less than 20 per cent of the Members present, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

22.2 A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

23. MANNER OF DETERMINING WHETHER RESOLUTION CARRIED

23.1 If a question arising at a General Meeting of the Association is determined on a show of hands:

(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 minute book of the Association -

(c) is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

23.2 If a count is demanded by 3 or more members on any question—

(a) the count 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 count.

23.3 A count demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.

- 23.4 A count demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

24. MINUTES OF GENERAL MEETING

- 24.1 The Board must ensure that minutes are taken and kept of each general meeting.
- 24.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 24.3 In addition, the minutes of each annual general meeting must include—
- (a) the names of the members attending the meeting; and
 - (b) the financial statements submitted to the members in accordance with rule 30(4)(b)(ii); and
 - (c) the certificate signed by 2 Board members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (d) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

25. PROXIES AND REPRESENTATIVES

- 25.1 Each Member is entitled to appoint another person as a proxy for a General Meeting by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed. A proxy shall be a Community Member or a person who is a Representative of an Organisational Member.
- 25.2 The notice appointing the proxy may be in the form set out in Appendix 2, or any other signed form that clearly identifies the person appointed as the member's proxy.
- 25.3 An Organisational Member must appoint an individual to act as its Representative.
- 25.4 A Representative shall exercise all or any of the powers the Organisational Member may exercise:
- (a) at a meeting of Members; or
 - (b) relating to resolutions to be passed without a meeting of Members
- 25.5 The member appointing the proxy may give specific directions as to how the proxy is to vote on the member's behalf, otherwise the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- 25.6 Notice of a general meeting given to a member under rule 33 must—
- (a) state that the member may appoint another member as a proxy for the meeting; and

- (b) include a copy of any form that the Board has approved for the appointment of a proxy.

25.7 An instrument appointing a Representative must be in such form as the Board determines from time to time.

25.8 An Organisational Member may revoke the appointment of a Representative by giving written notice to the Secretary.

26. USE OF TECHNOLOGY

26.1 A general meeting may be held and members may take part by the use of technology that allows members to clearly and simultaneously communicate with each other participating member.

26.2 For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

27. BOARD OF MANAGEMENT

27.1 The affairs of the Association shall be managed by the Board;

27.2 The Board:

- (a) shall control and manage the business and affairs of the Association; and
- (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by General Meetings of 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 Board to be essential for the proper management of the business and affairs of the Association.
- (d) may appoint and remove staff; and
- (e) may establish sub Boards consisting of members with terms of reference it considers appropriate.

27.3 Subject to Rule 27.4 and Rule 27.5, the Association will strive to ensure each Membership Category be represented by one Board Member or such other number as the Board decides from time to time in respect of that Membership Category.

27.4 The total number of Board Members shall be a maximum of 10, as well as up to two coopted members in accordance with Rule 30

27.5 If at the time of calling for nominations or at the date of the annual General Meeting there are no current Members in a Membership Category, no Board Member shall be elected or appointed, as the case may be, to represent that Membership Category.

- 27.6 Except for such number of Board Members who shall be appointed by the Board in accordance with Rule 29, the Board Members shall be elected in accordance with Rule 28.

28. DELEGATION

- 28.1 The Board may delegate to a member of the Board, a sub board or staff, any of its powers and functions other than—
- a) this power of delegation; or
 - b) a duty imposed on the Board by the Act or any other law.
- 28.2 The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- 28.3 The Board may, in writing, revoke a delegation wholly or in part.

29. ELECTION OF BOARD MEMBERS

- 29.1 Before each Annual General Meeting the Secretary shall invite Members by notice in writing to nominate persons to be elected as Board Members. The notification shall state the number of persons who may be elected.
- 29.2 If insufficient nominations are received to fill all vacancies on the Board, the Board may call for further nominations on or before the day of the General Meeting.
- 29.3 A nomination of a candidate for election as a Board Member must be:
- a) in writing signed by two Members and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - b) delivered to the Secretary not less than 48 hours before the date fixed for the holding of the Annual General Meeting.
- 29.4 A person may be a candidate for appointment in respect of more than one Membership Category. Upon election or appointment to the Board in respect of one Membership Category, that person shall be ineligible to be elected or appointed in respect of any other Membership Category.
- 29.5 The Board shall satisfy itself that nominations have been properly made in accordance with the Rules
- 29.6 Subject to these Rules:
- a) an elected Board Member who is elected at any annual General Meeting shall hold office for [2] years and be eligible for re-election.
- 29.7 For the purposes of Rule 29.6(a) one half of the Board Members shall retire each year.

30. APPOINTMENT OF CO-OPTED BOARD MEMBERS

- 30.1 It may benefit the Association to appoint no more than two Co-Opted members.
- 30.2 A Co-opted Member of the Board may be appointed following a decision and recommendation by the existing members of the Board.
- 30.3 A motion to appoint Co-opted member/s may be made at any time as deemed necessary by the Board to fulfil a specific need, provide a particular perspective or skillset in relation to key decisions.
- 30.4 A co-opted member may hold office until the next until the next Annual General Meeting and be eligible for reappointment.
- 30.5 Co-opted members are counted in addition to the available Board positions as stated in Rule 27 and can be any Community member or any person associated with an Organisational Member.

31. OFFICE BEARERS

- 31.1 The Office Bearers shall be appointed by the Board from among the Board Members.
- 31.2 The officer bearers shall be:
 - a) a Chairperson;
 - b) a Deputy Chairperson;
 - c) a Treasurer; and
 - d) a Secretary.
- 31.3 In the instance of the Secretary, the Board may determine whether it is best to delegate this authority to the Executive Officer.
- 31.4 Each office bearer of the Association shall hold office until the annual General Meeting next after the date of his or her appointment and is eligible for re-appointment.
- 31.5 In the event of a casual vacancy in any office referred to in Rule 23.2, the Board may appoint one of the Board Members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the next annual General Meeting.

32. VACANCIES

- 32.1 A Board Member ceases to hold office as a Board Member and if applicable, as an office bearer, if he or she:
 - a) dies;
 - b) becomes insolvent;
 - c) resigns from office by notice in writing given to the Secretary
 - d) ceases to be a member of the Association; or

- e) fails to attend 3 consecutive Board meetings (other than special or urgent Board meetings) without leave of absence under rule 42.

32.2 The Board may appoint a person to fill the vacancy. Where the Board Member ceasing to hold office represents a Membership Category, the Board shall appoint a replacement after consulting with the Members of that Membership Category where possible.

32.3 A person so appointed must retire at the next annual General Meeting and will be eligible, for re-election or reappointment.

32.4 If the position of Secretary becomes vacant, the Board must appoint a member to the position within 14 days after the vacancy arises.

33. MEETINGS OF THE BOARD

33.1 The Board must meet at least 4 times in each year at such places and such times as the Board may determine.

33.2 Special meetings of the Board may be convened by the Chairperson or by any 4 Board Members.

34. NOTICE OF BOARD MEETINGS

34.1 Written notice of each Board meeting must be given to each Board Member at least 2 business days before the date of the meeting. The notice shall specify the general nature of the business to be conducted at the meeting.

34.2 Notice may be given by any of the following methods:

- a) by serving it personally;
- b) by leaving it at the address of the Board Member;
- c) by sending it by post addressed to the Board Member at the address of the Board Member; or
- d) by sending it to a facsimile number or electronic address (if any) nominated by the Board Member for the purpose of serving notices on the Board Member.

35. URGENT MEETINGS

35.1 In cases of urgency, a meeting can be held without notice being given in accordance with rule 34 provided that as much notice as practicable is given to each Board member by the quickest means practicable.

35.2 Any resolution made at the meeting must be passed by an absolute majority of the Board.

35.3 The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

36. USE OF TECHNOLOGY

- 36.1 A Board meeting may be held by the use of technology that allows Board members to clearly and simultaneously communicate with each other participating member.
- 36.2 For the purposes of this Part, a Board member participating in a Board meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

37. QUORUM FOR BOARD MEETINGS

- 37.1 The presence (in person or as allowed under rule 36) of a majority of the Board members holding office constitute a quorum for the conduct of the business of a meeting of the Board.
- 37.2 No business may be conducted unless a quorum is present.
- 37.3 If within half an hour of the time appointed for a meeting a quorum is not present the meeting shall stand adjourned to a date no later than 14 days after the adjournment and notice of the date, time and place to which the meeting is adjourned must be given in accordance with Rule 34.
- 37.4 The Board may act notwithstanding any vacancy on the Board.

38. SUB BOARDS

- 38.1 The Board may appoint sub-Boards of the Board. Membership of sub-Boards shall be determined by the Board and shall comprise Board Members and other persons.
- 38.2 Sub-Boards shall not perform functions of the Board but shall act in a consultative and advisory manner and make recommendations to the Board.

39. PRESIDING AT BOARD MEETINGS

- 39.1 At meetings of the Board:
- a) the Chairperson or, in the Chairperson's absence, the Deputy Chairperson presides; or
 - b) if the Chairperson and the Deputy Chairperson are absent, or are unable to preside, the Board Members present must choose one of their number to preside.

40. VOTING AT BOARD MEETINGS

- 40.1 Questions arising at a meeting of the Board, shall be determined on a show of hands or, if a Board Member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- 40.2 Each Board Member present at a meeting of the Board, is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

41. CONFLICT OF INTEREST

41.1 A Board member who has a material personal interest in a matter being considered at a Board meeting must disclose the Board member's position and the nature and extent of that interest to the Board.

41.2 The member—

- a) must not be present while the matter is being considered at the meeting; and
- b) must not vote on the matter.

41.3 This rule does not apply to a material personal interest—

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

41.4 The Board must keep a conflict of interest register.

41.5 The conflict of interest register must record the following—

- a) the name and position of the member who has disclosed a material personal interest;
- b) a description of the nature and extent of that interest;
- c) a management plan documenting actions required to mitigate the conflict.

42. LEAVE OF ABSENCE

42.1 The Board may grant a Board member leave of absence from Board meetings for a period not exceeding 3 months.

42.2 The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Board member to seek the leave in advance.

43. REMOVAL OF BOARD MEMBER

43.1 The Association in General Meeting may, by resolution, remove any Board Member before the expiration of the Board Member's term of office.

43.2 A Board Member who is the subject of a proposed resolution referred to in Rule 32.1 may make representations in writing to the Secretary or Chairperson of the Association (not exceeding a reasonable length) and may request that the representations be provided to the Members of the Association.

43.3 The Secretary or the Chairperson may give a copy of the representations to each Member of the Association or, if they are not so given, the Board Member Director may require that they be read out at the meeting.

44. MINUTES OF MEETINGS

- 44.1 The Board must ensure that minutes are taken and kept of each Board meeting.
- 44.2 The minutes must record the following—
- a) the names of the members in attendance at the meeting;
 - b) the business considered at the meeting;
 - c) any resolution on which a vote is taken and the result of the vote;
 - d) any material personal interest disclosed under rule 41.

45. FUNDS

- 45.1 The Treasurer of the Association provides oversight and advice to management on matters relating to:
- a) collection and receipt of all moneys due to the Association and payment of all expenses authorised by the Association; and
 - b) 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.
- 45.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two Board Members.
- 45.3 The funds of the Association shall be derived from donations and such other sources as the Board determines.
- 45.4 The Board may appoint an auditor and ensure that the financial statements of the Association for each calendar year are duly audited in accordance with the requirements of section 99 of the Act (whether or not it is considered a 'tier three' organisation).
- 45.5 Investment of funds and purchase of assets must be approved by the Board at a formal Board meeting

46. FINANCIAL RECORDS

- 46.1 The Association must keep financial records 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.
- 46.2 The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- 46.3 The Treasurer must keep in the Treasurer's custody, or be given full administrative access to by delegated responsible persons -

- a) the financial records for the current financial year; and
- b) any other financial records as authorised by the Board.

47. FINANCIAL STATEMENTS

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

47.2 Without limiting subrule (1), those requirements include—

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

48. NOTICE TO MEMBERS

48.1 Except for the requirement in Rule 16, 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) delivering the notice to the Member personally;
- b) sending it by prepaid post addressed to the Member at that Member's address shown in the register of Members;
- c) facsimile transmission, if the Member has requested that the notice be given to that Member in this matter; or
- d) electronic transmission if the Member has requested that the notice be given to that Member in this manner.

49. WINDING UP

Surplus assets not to be distributed to members

49.1 If the company is wound up, any surplus assets must not be distributed to a member or a former member *of the company, unless that member or former member is a charity described in Rule 49.2.*

Distribution of surplus assets

49.2 Subject to the Corporations Act 2001 (Cth) and any other applicable Act, and any court order, any surplus assets that remain after the company is wound up must be distributed to one or more charities:

- a) with charitable purpose(s) similar to, or inclusive of, the object(s) in Rule 2, and
- b) which also prohibit the distribution of any profits and surplus assets to its members to at least the same extent as the company.

49.3 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 company may apply to the Supreme Court to make this decision.

49.4 This Rule and the Rule immediately preceding it shall override all other Rules in this governing document and shall prevail to the extent of any inconsistency.

49.5 If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:

- a) gifts of money or property for the principal purpose of the organisation
- b) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation
- c) money received by the organisation because of such gifts and contributions.

50. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

50.1 Members may on request inspect free of charge any of the following—

- a) the register of members;
- b) the minutes of general meetings;
- c) subject to subrule 50.2, the financial records, books, securities and any other relevant document of the Association, including minutes of Board meetings.

50.2 The Board may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

50.3 The Board must on request make available, or provide copies of, these Rules available to members and applicants for membership free of charge.

50.4 Subject to subrule 50.2, a member may request a copy of, or make a copy of, any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.

50.5 For the purposes of this rule— **relevant document** means any record or other document, however compiled, recorded or stored, that relates to the incorporation and management of the Association and includes the following—

- a) a membership record;
- b) a financial statement;
- c) a financial record;
- d) any other record or document relating to transactions, dealings, business or property of the Association.

51. NOT FOR PROFIT

51.1 The assets, income and the capital of the Association shall be applied solely in furtherance of its Statement of Purposes and no portion shall be distributed directly or indirectly to the Members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

MEMBERSHIP APPLICATION FORM

SOUTH GIPPSLAND BASS COAST

LOCAL LEARNING AND EMPLOYMENT NETWORK INC

.....(Full name of applicant/organisation)

of(Address) desires to become a member of SOUTH GIPPSLAND/BASS COAST LOCAL LEARNING AND EMPLOYMENT NETWORK Incorporated

Class of Member

Please tick the appropriate box for the class of Member to which you belong:

- ☐ Community Member
☐ Organisational Member

Membership Category for Organisational Members

If an Organisational Member, please tick the appropriate Membership Category box (An Organisational Member may belong only to one Membership Category):

- ☐ Schools
☐ TAFE Institutes or Universities
☐ Industry/Business
☐ First Nations organisation
☐ Local Government

Membership Category for Community Members

If a Community Member, please tick the appropriate Membership Category box (a Community Member may belong only to one Membership Category):

- ☐ Youth (under 25)
☐ First Nations individual
☐ Other Community Member, please specify: _____

If admitted as a member, I/We agree to be bound by the Rules of the Association for the time being in force.

.....
Signature of or on behalf of Applicant

.....
Position Held (if an Organisation)

(An application on behalf of an organisation must be signed by a person who has the requisite authority, such as a director, chief executive officer, secretary or other authorised officer of that organisation.)

Date.....

APPENDIX 2

FORM OF APPOINTMENT OF PROXY

I, of

being a member of South Gippsland/Bass Coast Local Learning and Employment
Incorporated hereby appoint.....

.....

of

being a member of that incorporated Association, as my proxy to vote for me on my behalf at
the General Meeting of the Association (Annual General Meeting or Special General
Meeting, as the case may be) to be held on the day of.....

20 and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the following
resolution(s) set out in the notice of meeting (insert details):

Signed.....

Date.....

APPENDIX 3

COMPOSITION OF THE BOARD

Where possible, the Board shall strive to ensure representation of each of the below categories:

Category Number	Membership Category
1. No of Reps 1	Schools – one representative from a Government or Non-Government School
2. No of Reps 1	TAFE Institutes or Universities
3. No of Reps 2	Local Governments
4. No of Reps 2	Industry (can include businesses and organisations from a wide variety of sectors)
5. No of Reps 1	First Nations – representative from First Nations organisation-, Peak agency, Regional organisation or First Nations community member
6. No of Reps 2	Community Members
7. No of Reps 1	Youth (Under 25)

APPENDIX 4

FIRST BOARD MEMBERS

Chairperson	Cr Mike Wrigley
Secretary	Susan Gill
Treasurer	
Acting Executive Officer	Ned Dennis
Members	Peter Tyrell
	Karen Sandon
	Paddy Nichols
	Barbara Look
	Geoffrey Marks