

Rules

Ballarat Foundation United Way Ballarat Inc.

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Rules

Ballarat Foundation United Way Ballarat Inc ABN 19 069 908 915

An incorporated association

1 Association's name

The name of the association is Ballarat Foundation United Way Inc (**association**).

2 Association's purposes

The association's purposes are to relieve the poverty and suffering of people in need in the Ballarat and Victorian communities, by, without limitation:

- (a) providing access to education and training;
- (b) providing support for families and individuals to become financially stable and independent; and
- (c) providing health and welfare programs.

3 Association's powers

Solely for carrying out the association's purposes, the association may exercise all of the powers of an incorporated association under the Associations Act.

4 Not for profit

4.1 Application of the association's income and property

- (a) The association's income and property must be applied solely towards promoting the association's purposes.
- (b) No part of the income or property may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, or other profit distribution, to any member in their capacity as a member.
- (c) This rule 4 does not prohibit indemnification of, or payment of premiums on contracts of insurance for, any board member to the extent permitted by law and these rules.

4.2 Payments to board members

- (a) No fees may be paid to the board members for payments in their capacity as board members.
- (b) All other payments to board members must be approved by the board including, but not limited to:
 - (1) out-of-pocket expenses incurred by a board member in performing a duty as a board member of the association; or

- (2) a service rendered to the association by a board member in a professional or technical capacity or as an employee, other than in the capacity as a board member of the association, where:
 - (A) the provision of the service has the prior approval of the board; and
 - (B) the amount payable is not more than an amount which commercially would be reasonable payment for the service.

5 Membership

- (a) The members are the board members.
- (b) Every member agrees to comply with these rules and supports the purposes of the association set out in rule 2.
- (c) The members have no financial liability as a member.
- (d) The association must maintain a register of members setting out the name, address, alternate electronic or other address (if any) for receipt of notices and date membership starts and ceases.
- (e) A person immediately ceases to be a member if the person ceases to be a board member.

5.2 Grievance procedure

- (a) Any dispute under these rules between a member and another member or between a member and the association must, unless the parties otherwise agree, be dealt with by the procedure in this rule 5.2.
- (b) Any party to a dispute between members may refer the dispute to the board for determination or mediation.
- (c) The board may, subject to rule 5.2(e) below, act as a mediator or decision maker (provided they are unbiased) or may appoint a third party as a mediator or decision maker.
- (d) If there is a dispute between the association and a member, either party may require the dispute be referred to mediation.
- (e) The mediator must be unbiased and:
 - (1) a person chosen by agreement between the parties to the dispute; or
 - (2) in the absence of agreement within 14 days of a party requiring mediation;
 - (A) in the case of a dispute between a member and another member, a person appointed by the board;
 - (B) 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) or its successor in law.
- (f) Any party to a dispute may appoint any person to act on behalf of that party.
- (g) In each dispute:
 - (1) the parties to the dispute must have a reasonable opportunity to be heard;
 - (2) due consideration must be given to any written statement submitted by a party; and

- (3) natural justice must be accorded to the parties to the dispute throughout the process.
- (h) If the mediation process does not result in the dispute being resolved, within a reasonable time as decided by the mediator, or failing this decision, within one month of the party requiring mediation, any party to the dispute may refer the matter to an unbiased decision maker.
- (i) A determination made under this rule is final and binding on all parties to the dispute.

5.3 Disciplinary action

- (a) The board members may decide there are grounds to investigate if:
 - (1) a member has failed to comply with the rules or any procedures or policies of the association; or
 - (2) it is in the interests of the association for a member to no longer remain a member; or
 - (3) the member is not supporting the purposes of the association or by act or omission may cause detriment to the association or its reputation.
- (b) The board may establish a sub-committee or consider the matter itself or refer the matter to a third party, provided the decision maker is unbiased.
- (c) At least two weeks before a meeting to consider the issues, the decision maker, must give the member written notice:
 - (1) stating the date, place and time of the meeting;
 - (2) setting out the grounds on which the investigation is based; and
 - (3) informing the member that he or she may attend the meeting and may give an oral or written explanation or submission.
- (d) The decision maker has 4 weeks to consider the issues and may call for further information and hearings. The decision maker may decide on the appropriate disciplinary action, if any, including a decision to expel the member. Any decision must be notified to the member within 6 weeks from the meeting referred to in rule 6.2(c).
- (e) A member who has received notice under rule 5.3(b) must not initiate a grievance procedure under rule 5.2 until the determination under this rule 5.3
- (f) A determination by the decision maker is final and binding on all parties.

6 Winding up

- (a) If, on the winding up or dissolution of the association, any property remains after satisfaction of all its debts and liabilities, and after the application of rule 7, this property must only be given or transferred to an entity that is charitable at law
- (b) The identity of the entity referred to in rule 6(a) must be decided by the board, or if the board does not wish to decide or does not decide, it must be decided by the Supreme Court of Victoria.

7 Deductible Gift Recipient status

7.1 Application of this rule

This rule only applies if the association is a deductible gift recipient under ITAA97.

7.2 Gift Account

- (a) The association must maintain a management account for its principal purpose (**Gift Account**):
 - (1) to identify and record Gifts and Deductible Contributions;
 - (2) to identify and record any money received by the association because of those Gifts and Deductible Contributions; and
 - (3) that does not record any other money or property.
- (b) Receipts for Gifts or Deductible Contributions must state the:
 - (1) name and ABN of the association;
 - (2) the date and amount (or value, if property) of the Gift or Deductible Contribution;
 - (3) the name of the donor or contributors;
 - (4) the fact that it was a Gift or Deductible Contribution (and if it was a Deductible Contribution, the relevant fundraising event and GST inclusive market value of the event or goods or services purchased).

7.3 Winding up or revocation of deductible gift recipient

- (a) Upon:
 - (1) the winding up of the association; or
 - (2) the association ceasing to be deductible gift recipient under the ITAA 97,whichever is earlier, any surplus funds in the Gift Account must be transferred to an entity:
 - (3) which is charitable at law; and
 - (4) gifts to which are deductible under the ITAA 97 on the basis that it is characterised as a public benevolent institution as described in item 4.1.1 of the table in section 30-45.
- (b) The identity of the institution referred to in rule 7.3(a) must be decided by the board, or if the board does not wish to decide or does not decide, it must be decided by the Supreme Court of Victoria.

8 Altering these rules

- (a) The association must not pass a special resolution altering these rules, if, as a result, the association will cease to be a charity.
- (b) A resolution purporting to alter or repeal the rules so that the association would cease to be a charity will have no effect.
- (c) These rules may only be altered, deleted or added to, in accordance with the Associations Act.

9 Accountability to members

9.1 Accountability to members

- (a) The association must be accountable to the members within the terms of the law, including, as applicable, the Associations Act, the ACNC Act and these rules.
- (b) The association must in each calendar year convene an annual general meeting of the members within 5 months of the end of the financial year.

9.2 General meetings

- (a) The board members may convene a general meeting at such time and place as the board members think fit.
- (b) General meetings must be conducted in accordance with rule 11, with the following modifications:
 - (1) A member may appoint a proxy on behalf of the member. The board members may decide on the rules relevant to the appointment and powers of the proxy.
 - (2) A members' resolution may be passed by written resolution in accordance with rule 11.6 unless a meeting is required by the Associations Act, such as a resolution to remove an auditor or a board member, or a resolution that by law requires a special resolution such as amending the rules.
 - (3) Where a special resolution will be put to the members, members must be given at least 21 days' notice, which must:
 - (A) specify the date, time and place of the meeting;
 - (B) state in full any proposed special resolution and state that the resolution is being proposed as a special resolution; and
 - (C) specify the manner and time for the receipt of proxies.

10 Board members

10.1 Appointing and removing board members

- (a) The minimum number of board members is 5. The maximum number of board members is to be fixed by the board, but may not be more than 12, unless the company in general meeting resolves otherwise. The directors must not fix a maximum which is less than the number of directors in office at the time.
- (b) The board may appoint any individual as a board member, provided:
 - (1) the number of board members does not exceed the maximum number fixed under rule 10.1(a);
 - (2) before appointing the board member, that individual signs a consent to act as a board member;
 - (3) the individual is not disqualified from managing a corporation under the Corporations Act nor disqualified from being a responsible entity under the ACNC Act.
- (c) (d) Subject to rule 10.6, a board member holds office for a maximum of 9 years from the date of appointment, unless the board otherwise decide for any particular board member.

10.2 Powers and duties of board members

- (a) The board members are responsible for managing the association's affairs and carrying out the purposes of the association in good faith and subject to the Associations Act, the ACNC Act and these rules.
- (b) The board members may exercise all the association's powers which are not required, by the Associations Act or by these rules, to be exercised by the association in a general meeting.
- (c) The board members must ensure they are aware of, and comply with, their duties as board members under the Associations Act, and as responsible entities under the ACNC Act.
- (d) The board members may delegate any of their powers and functions to one or more of the board members, a committee, an employee, agent or other person as the board decides.

10.3 Board Positions

- (a) The board members may elect a chairperson, a deputy chairperson, a treasurer, or other positions as and when the board members decide and may decide the period for which that board member is to hold that position.
- (b) The secretary must be appointed in accordance with rule 12 and need not be a member of the board.

10.4 Board members' conflict of interests

- (a) Subject to rule 10.4(b), a board member must disclose a perceived or actual material conflict of interest to the other board members. Such a disclosure must be recorded in the minutes of the meeting at which the disclosure was made. This may be a standing notice of disclosure.
- (b) Rule 10.4(a) does not apply in respect of an interest that exists only by virtue of the fact that the board member:
 - (1) is an employee of the association;
 - (2) is a member of a class of persons for whose benefit the association is established; or
 - (3) has the interest in common with all or a substantial proportion of the members.
- (c) Unless the board otherwise decides and where permitted by law, a board member who has a material personal interest in a matter that is being considered at a board meeting must not:
 - (1) be present while the matter is being considered at the meeting; or
 - (2) vote on the matter.
- (d) A contract or arrangement entered into by or on behalf of the association in which a board member is in any way interested is not invalid merely because the board member holds office or because the fiduciary obligations arising from that office.
- (e) A board member who is interested in an arrangement involving the association is not liable to account for profits derived from the arrangement provided that the board member complies with applicable disclosure requirements under these rules, any policy or rules adopted by the board, under the Associations Act and ACNC Act regarding that interest.
- (f) A board member may hold office or position (except auditor) in the association or related body corporate in conjunction with her or his board membership and may be appointed to that office or position on terms (including remuneration and tenure) that the board decides.

10.5 Use of information or position

- (a) A board member must not:
 - (1) while a board member; and
 - (2) after ceasing to be a board member,knowingly or recklessly make improper use of her or his position, or information acquired by virtue of his or her position in the association so as to:
 - (3) gain, directly or indirectly, any pecuniary benefit or material advantage for himself or herself or any other person; or
 - (4) cause a detriment to the association.

10.6 Vacation of office

The office of a board member becomes vacant if the board member:

- (a) dies;
- (b) resigns by written notice to the association;
- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth);
- (d) is found guilty of or convicted of an indictable offence punishable by imprisonment, whether or not a term of imprisonment is imposed;
- (e) becomes a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;
- (f) is disqualified from managing a corporation, within the meaning of the *Corporations Act 2001*;
- (g) is disqualified from being a responsible entity within the meaning of the *Australian Charities and Not-for-profits Commission Act 2012*;
- (h) is removed from office by special resolution of the members in accordance with rule 10.7;
- (i) fails to attend meetings of the board for at least 3 consecutive meetings or at least 4 meetings over a period of 12 months without leave of absence, unless the board members subsequently decide to grant a leave of absence.

All board members cease to be in office if a statutory manager is appointed under the Associations Act to conduct the affairs of the association.

10.7 Removal of board members

- (a) Subject to this rule, the members may, by special resolution passed at a general meeting, remove any board member.
- (b) Any request by the members for a general meeting to consider a special resolution to remove a board member must be made in writing by members representing at least 10% of all members to the Secretary and must outline the reasons for the request. A contact member must be nominated in the request together with contact details.
- (c) The board must hold a general meeting to consider the special resolution within 4 months of the receipt of the request.
- (d) The board member who is the subject of a proposed special resolution under rule 10.7(a) must not take part in the board considerations of the resolution and must be given at least 6 weeks' notice of a general meeting.
- (e) The board member may make a representation in writing to the chairperson (not exceeding a reasonable length) and request that the representation be notified to the members and the chairperson must send a copy of the representation to

each member if received at least 28 days before the general meeting and the board member may require that it be read out at the general meeting.

10.8 Committees

- (a) The board members may delegate any of their powers to one or more committees consisting of the number of board members and other individuals they think fit.
- (b) A committee to which any powers have been delegated must exercise the powers delegated in accordance with any directions given by the board.
- (c) The provisions of these rules that apply to meetings and resolutions of board members apply, so far as they can and with any necessary changes, to meetings and resolutions of any committee.

10.9 Advisory councils

The board may establish one or more advisory councils. If so established, the composition, duties and responsibilities of any such advisory council will be set out in a policy, charter or resolution adopted by the board members.

10.10 Validity of acts

An act done by a person acting as a board member, a meeting of board members, or a committee under Rule 10.8, is not invalidated merely because of one of the following circumstances, if that circumstance was not known by the person, the board members or the committee (as applicable) when the act was done:

- (a) a defect in the appointment of the person as a board member;
- (b) the person being disqualified to be a board member or having vacated office; or
- (c) the person not being entitled to vote.

11 Meetings

11.1 Convening meetings

- (a) The board members may meet together and adjourn and otherwise regulate their meetings as they think fit.
- (b) A board member may convene a meeting by giving reasonable notice to the other board members or by the secretary giving notice of the meeting to all board members.
- (c) A notice of meeting:
 - (1) must specify the time and place of the meeting;
 - (2) need not state the nature of the business to be transacted at the meeting;
 - (3) may be given immediately before the meeting; and
 - (4) may be given in person or by post, telephone, fax or other electronic means.
- (d) A notice of a meeting must be given to each person who is at the time of giving the notice a board member, except a board member on leave of absence approved by the board members.
- (e) A board member may waive the requirement of notice of a meeting by giving written notice to the association.

- (f) The non-receipt of notice of a meeting of board members by, or a failure to give notice of a meeting of board members to, a board member does not invalidate any thing done or resolution passed at the meeting if:
 - (1) the non-receipt or failure occurred by accident or error;
 - (2) the board member has waived or waives notice of that meeting under rule 11.1(e) before or after the meeting;
 - (3) the board member has notified or notifies the secretary or chairperson of his or her agreement to that thing or resolution personally or by post, telephone, fax or other electronic means before or after the meeting; or
 - (4) the board member attended the meeting.

11.2 Use of technology

- (a) The simultaneous linking together by telephone or other electronic means of a sufficient number of the board members to constitute a quorum constitutes a meeting of the board members. All the provisions in these rules relating to meetings of the board members apply, so far as they can and with any necessary changes, to meetings of the board members by telephone or other electronic means.
- (b) A board member who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (c) A meeting by telephone or other electronic means is taken as held at the place decided by the chairperson of the meeting, as long as at least one of the board members involved was at that place for the duration of the meeting.
- (d) If, before or during the meeting, any technical difficulty occurs as a result of which one or more board members cease to participate, the chairperson may adjourn the meeting until the difficulty is remedied or may, where a quorum of board members remains present, continue with the meeting.

11.3 Quorum

- (a) No business may be transacted at a board meeting unless a quorum of board members is present at the time the business is dealt with.
- (b) A quorum consists of:
 - (1) if the board members have fixed a number for the quorum greater than 5, that number of board members present at the meeting; and
 - (2) in any other case, 5 board members.
- (c) If the number of board members in office at any time is not sufficient to constitute a quorum, or is less than the minimum number of board members fixed under these rules, the remaining board members must act as soon as possible to appoint additional board members, as required, and, until that has happened, may only act if and to the extent that there is an emergency requiring them to act.

11.4 Chairperson

- (a) The chairperson must preside as chairperson at each board meeting if present within 10 minutes after the time appointed for the meeting and willing to act. If the chairperson is not present within 10 minutes after the time appointed for the meeting or is not willing to act, the deputy chairperson must preside as chairperson at the meeting (if present within 10 minutes after the time appointed for the meeting and willing to act).

- (b) If there is no chairperson or the conditions in rule 11.4(a) have not been met, the board members present must elect one of the board members as chairperson of the meeting.

11.5 Decisions at meetings

- (a) Except where by law a resolution requires a special majority, a resolution at a meeting must be decided by majority of votes cast by the board members present.
- (b) Questions arising at a meeting of board members must be decided by a majority of votes cast by the board members present. Such a decision is for all purposes a decision of the board members.
- (c) A vote will be taken by a show of hands unless a poll is demanded by three or more board members. A poll will be taken in the manner determined by the chairperson. The chairperson must declare the result of the resolution.
- (d) Where the votes on a proposed resolution are equal, the chairperson has a second or casting vote.

11.6 Decisions without a meeting

- (a) A resolution is taken to have been passed by a meeting of board members if:
 - (1) all of the board members who would be entitled to receive notice of a meeting and to vote on a resolution are given a document setting out that resolution;
 - (2) all of the board members sign or consent to the written resolution.
- (b) A board member may consent to a resolution by:
 - (1) signing the document containing the resolution (or a copy of that document);
 - (2) giving to the association written notice addressed to the secretary or to the chairperson agreeing to the resolution and either setting out its terms or otherwise clearly identifying them; or
 - (3) telephoning the secretary or the chairperson and signifying assent to the resolution and clearly identifying its terms.
- (c) The resolution is taken as passed when the last board member signs or consents to that resolution.

11.7 Minutes of meetings and minutes of resolutions

- (a) The board members must ensure accurate minutes are recorded in books kept for the purpose of:
 - (1) proceedings of general meetings, of board meetings and of committees of the board; and
 - (2) resolutions put to members, board members and committee members.
- (b) The minutes of a meeting must be signed within a reasonable time by the chairperson of the meeting or the chairperson of the next meeting as an accurate record, after the board concurs the minutes are an accurate record.

12 Secretary

12.1 Appointment

- (a) The board members must appoint a secretary to hold the position subject to the Associations Act and carry out the duties provided in the Associations Act and any additional duties as decided by the board members.
- (b) Before being appointed, the secretary must:
 - (1) consent to the appointment;
 - (2) be at least 18 years old; and
 - (3) be a resident of Australia.
- (c) The secretary may hold any other position or office in the association but is not required to be a board member.
- (d) Rule 10.5 relating to use of information or position applies to the Secretary as though he or she is a board member.

12.2 Vacation of office

- (a) The office of secretary becomes vacant if the secretary ceases to be resident in Australia or in the circumstances set out in rule 10.6.
- (b) The board members must appoint a new secretary within 14 days of the office becoming vacant and provide notice as required under the Associations Act.

13 Indemnity and insurance

13.1 Persons to whom the indemnity and insurance apply

The indemnity and insurance referred to in this rule 13 apply to Indemnified Officers.

13.2 Indemnity

- (a) The association must indemnify, on a full indemnity basis and to the full extent permitted by law, each Indemnified Officer against all losses or liabilities (including costs and expenses) incurred by the person as an office holder of the association.
- (b) This indemnity:
 - (1) is a continuing obligation and is enforceable by an Indemnified Officer even though that person has ceased to be an office holder of the association; and
 - (2) operates only to the extent that the loss or liability in question is not covered by insurance.

13.3 Insurance

The association may, to the extent permitted by law, purchase and maintain insurance; or pay or agree to pay a premium for insurance, for any Indemnified Officer against any liability incurred by the person as an office holder of the association where the board considers it appropriate to do so.

13.4 Savings

Nothing in this rule 13:

- (a) affects any other right or remedy that an Indemnified Officer may have in respect of any loss or liability referred to in this indemnity or insurance; or
- (b) limits the capacity of the association to indemnify or provide or pay for insurance for any person to whom this rule 13 does not apply.

14 Financial records

14.1 Keep financial records

- (a) The board members must keep financial records that:
 - (1) correctly record and explain the association's transactions and financial position and performance; and
 - (2) enable true and fair financial statements to be prepared as required by the Act or any other law.
- (b) The records must be retained for at least 7 years.

14.2 Tier one, tier two or tier three association

- (a) Each year the board must determine whether the association is a tier one, tier two or tier three association in accordance with the Act and comply with the requirements of reporting, review and audit applicable to that tier as set out in the Act.
- (b) At the time of adoption of these rules:
 - (1) Tier one has total revenue less than \$250,000 during the previous Financial Year;
 - (2) Tier two has total revenue of more than \$250,000 but less than \$1,000,000 during the previous Financial Year;
 - (3) Tier three has total revenue of more than \$1,000,000 during the previous Financial Year.

15 Notices

15.1 Notices from the association

The association may give notices and any communication:

- (a) personally;
- (b) by sending it by post to the residential or business address for the board member; or
- (c) by sending it to the electronic address (if any) nominated by the member (including providing a URL to any document or attachment).

15.2 Notices to the association

Notice may be given to the association by:

- (a) serving it on the association at its registered address;
- (b) sending it by post in a prepaid envelope to the registered address of the association; or

- (c) by electronic means to the principal electronic address of the association, or if there is no principal electronic address, to the email or other electronic address of the secretary.

15.3 Time of service

- (a) A notice from the association properly addressed and posted is taken to be served at 10.00am on the day that is two Business Days after the date it was posted.
- (b) Where the association sends notice by email or other electronic transmission, the notice is taken as served at the time the email or electronic transmission is sent.
- (c) If service under rules 15.3(b) is on a day which is not a Business Day or is after 4.00pm (addressee's time), the notice is regarded as having been received at 9.00am on the next following Business Day.

15.4 Other communications and documents

Rules 15.1 to 15.3 (inclusive) apply, so far as they can and with any necessary changes, to the service of any communication or document.

15.5 Notices in writing

A reference in these rules to a written notice includes a notice given by electronic transmission or any other form of written communication. A signature to a written notice need not be handwritten.

16 Source and management of funds

- (a) The funds of the association are to be derived from fees, gifts, sponsorships, donations, government grants, fundraising activities and such other sources as the board determines.
- (b) The funds must be managed as decided by the board members.
- (c) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed:
 - (1) as the board members decide; or
 - (2) failing a decision, by any 2 board members.

17 Records

17.1 Custody of records

The board or its delegate for this purpose must keep in its or their custody, or under its or their control, all records, books, documents and securities of the association.

17.2 Inspection of records

- (a) The documents associated with incorporation, these rules, the trust deed of any trust of which the association is a trustee, and the minutes of general meetings, including accounting records and financial statements submitted to that general meeting, must be made available for inspection by any member who gives the chairperson, the secretary or delegate for this purpose, reasonable notice that the member wishes to inspect them.

- (b) The board must give a member a copy of anything referred to in rule 17.2(a) within 14 days of a written request from a member and payment of any reasonable fee set by the board members.
- (c) A member (other than a board member) may apply in writing to the board to have access to:
 - (1) minutes of board meetings or meetings of committees;
 - (2) any resolutions of the board or any committee;
 - (3) records, books, relevant documents or securities of the association.
- (d) The application must state the member's purpose of the access and specify how the member will use the information.
- (e) The board must review the application at the board meeting following the receipt of the application, or if that is not practicable, at the next following board meeting. The board may request further information or written undertakings from the member as to the use of the information. The board may:
 - (1) agree to the application, subject to the association's legal and other duties (including privacy, commercial confidentiality, governance) on such terms and conditions as it considers necessary, including setting access and time limits to control any disruption or inconvenience to management or volunteer time, and may require the member to enter a confidentiality deed or deed restricting the use and disclosure, and any other conditions the board considers necessary or desirable; or
 - (2) refuse the application in its absolute discretion without the need to provide reasons, if it considers it may not be in the interests of the association, or any of the other entities referred to in the relevant documents, to allow the member access.

17.3 Returning documents of the association

Any person who has possession or control of documents that belong to the association are required to return the documents to the secretary within 28 days after the person ceases to be a member, or ceases to hold the position or role by virtue of which he or she had possession or control of the documents.

18 Common seal

There is no common seal. Contracts and documents of the association must be signed:

- (a) as authorised by the board members;
- (b) by any 2 board members; or
- (c) by a board member and the secretary.

19 Definitions and interpretation

19.1 Definitions

The meanings of the terms used in these rules are set out below.

Term	Meaning
ACNC Act	the <i>Australian Charities and Not-for-profits Commission Act 2012</i> (Cth).
Associations Act	the <i>Associations Incorporation Act Reform 2012</i> (Vic)
Auditor	the auditor of the association for the purposes of audit or review under the Act
Board	the board of management of the association
Business Day	Monday to Friday inclusive, excluding New Years' Day, Good Friday, Easter Monday, Christmas Day and Boxing Day and any other gazetted public holidays for the state of Victoria.
Deductible Contribution	a voluntary transfer of money or property in relation to an eligible fundraising event as described in item 7 or item 8 of the table in section 30-15 of the ITAA 97.
Financial Year	period of 12 months ending on 31 December.
Gift	a voluntary transfer of money or property (including financial assets such as shares) where the donor receives no material benefit or advantage as described in item 1 of the table in section 30-15 of the ITAA 97.
Indemnified Officer	each person who is or has been a board member or Secretary of the association; and <ol style="list-style-type: none">1 an office holder within the meaning of the Act; and2 any former officer holder as the board members in each case decide.
ITAA 97	the <i>Income Tax Assessment Act 1997</i> (Cth).
Secretary	the person occupying the office of secretary of the association under the Act.

19.2 Interpretation

In these rules:

- (a) references to notices include formal notices of meeting and all documents and other communications from the association to its member;
- (b) a reference to any legislation or a provision of any legislation includes any amendment to that legislation or provision, any consolidation or replacement of that legislation or provision and any subordinate legislation made under that legislation;
- (c) a reference to a member present at a general meeting is a reference to a member present in person or by proxy or attorney either at the meeting or a participant by using technology as permitted under these rules;
- (d) a reference to writing and written includes printing, lithography and other ways of representing or reproducing words in a visible form;
- (e) the singular (including defined terms) includes the plural and the plural includes the singular; and
- (f) headings are used for convenience only and do not affect the interpretation of these rules.

20 Application of the Act

20.1 What parts of the Act apply?

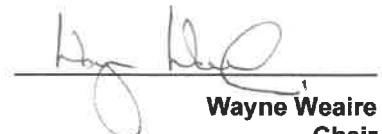
Unless the contrary intention appears:

- (a) an expression used in a rule that deals with a matter dealt with by a provision of the Associations Act has the same meaning as in that provision; and
- (b) subject to rule 20.1(a), an expression in a rule that has a defined meaning for the purposes of the Associations Act has the same meaning as in the Associations Act.

20.2 Model rules

The provisions of these rules displace each provision of the Model rules, except to the extent required by the Associations Act.

Signed as true copy of the Rules of Ballarat Foundation United Way Inc as passed by special resolution at Special General Meeting held 18 April 2024.


Wayne Weaire
Chair
18/04/2024