

**ASSOCIATIONS
INCORPORATION
ACT (1981)**

g-OZ

**GIRLS FROM OZ
(INCORPORATED)**

RULES OF ASSOCIATION

1. **Name**

The name of the incorporated association is "Girls from Oz (Incorporated)" (in these Rules called "Girls from Oz").

2. **Definitions**

2.1 In these Rules, unless the contrary intention appears:

"Act" means the **Associations Incorporation Act 1981**;

"Alumni" means any person who was enrolled with the Australian Girls Choir and has since finished their secondary education;

"Board" means the Board of Management of Girls from Oz;

"Commissioner" means the Commissioner of Taxation, a Second Commissioner of Taxation or a Deputy Commissioner of Taxation for the purposes of ITAA 97;

"DCITA" means the Department of Communications, Information Technology and the Arts (or such other department as appointed from time to time) responsible for the administration and maintenance of the Register of Cultural Organisations;

"Eligible Charity" means a fund authority or institution which has similar objects to Girls from Oz and to which income tax deductible gifts can be made under Subdivision 30-B, section 30-100, of the ITAA 97;

"financial year" means the year ending on 30th day of June;

"general meeting" means a general meeting of members convened in accordance with rule 14.

"ITAA 97" mean the Income Tax Assessment Act 1997;

"member" means a member of Girls from Oz;

"objectives" means the objectives set out in rule 3;

"Officer" means an officer appointed under rule 22;

"Public Fund" means the public fund known as the "Girls from Oz Public Fund" established under rule 4 and listed on the Register of Cultural Organisations;

"Public Fund Committee" means the committee appointed under rule 21 to administer the Public Fund;

"Register of Cultural Organisations" means the Register of Cultural Organisations established under Subdivision 30-F of the ITAA 97 and maintained by DCITA;

"Regulations" means regulations under the Act;

"relevant documents" has the same meaning as in the Act;

"Statement of Purposes" means the Statement of Intent and Company Charter of Girls from Oz, a copy of which is annexed in Appendix 4.

2.2 In these Rules, a reference to the Secretary of Girls from Oz is a reference:

2.2.1 if a person holds office under these Rules as Secretary of Girls from Oz - to that person; and

2.2.2 in any other case, to the public officer of Girls from Oz.

3. ***Objectives***

The objectives of Girls from Oz are:

- 3.1 to design and deliver Performing Arts curriculum
- 3.2 to provide educational programs encompassing song, dance, drama and English language
- 3.3 to receive and raise funds to assist young people

4. ***Establishment and Operation of Public Fund***

4.1 The Public Fund

Girls from Oz must maintain for the objectives the Public Fund:

- 4.1.1 which must operate on a non-profit basis;
- 4.1.2 to which gifts of money or property for the objectives are to be made;
- 4.1.3 which the public will be invited to contribute to;
- 4.1.4 to which any money received by Girls from Oz because of those gifts is to be credited;
- 4.1.5 that does not receive any other money or property; and
- 4.1.6 that is located in Australia.

4.2 Limits on use of Public Fund

Girls from Oz must use the following only for the objectives:

- 4.2.1 gifts made to the Public Fund; and
- 4.2.2 any money received because of those gifts.

4.3 Administration and Accounting

- 4.3.1 Donations will be deposited into the Public Fund. These monies will be kept separate from other funds of Girls from Oz and will only be used to further Girls from Oz's objectives. Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.
- 4.3.2 The Public Fund will be administered by the Public Fund Committee.
- 4.3.3 No monies/assets in this fund will be distributed to members or officers of Girls from Oz, except as reimbursement of out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.
- 4.3.4 Receipts for gifts to the Public Fund must state:
 - (a) the name of the Public Fund and that the receipt is for a gift made to the Public Fund;
 - (b) the Australian Business Number of Girls from Oz;
 - (c) the fact that the receipt is for a gift; and
 - (d) any other matter required to be included on the receipt pursuant to the requirements of ITAA 97.

4.4 Winding up

If upon the winding up or dissolution of the public fund, there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among its members, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of this Public Fund, and whose rules shall prohibit the distribution of its or their income among its or their members, such fund, authority or institution to be an Eligible Charity and listed on the Register of Cultural Organisations.

4.5 Alterations to the Public Fund rules

Any proposed amendments or alterations to provisions for the Public Fund will be notified to the DCITA to assess the effect of any amendments on the Public Fund's continuing deductible gift recipient status.

5. ***Officers and Members***

The revenue and property of Girls from Oz, including the Public Fund, however derived must be applied solely towards the promotion of the objectives and no portion thereof shall be paid, transferred or applied by way of personal gain or profit to the Officers, members or Board members including members of the Public Fund Committee.

6. ***Alteration of the rules***

6.1 No part of the Statement of Purposes nor any rule of Girls from Oz shall be repealed or altered and nothing shall be added to the Statement of Purposes nor any new rule be made, save by the passing of a Special Resolution i.e. a resolution passed by a three fourths (3/4) majority of the members at an Annual General Meeting or a Special General Meeting called under Section 13.

6.2 At least one (1) months notice of intention to propose any changes under part 1 of this Section must be given to the Secretary, who shall send notice of the same to every Member at least twenty one (21) days before the Annual General Meeting or Special General Meeting convened under Section 13 for that specific purpose.

6.3 In addition to these rules, additions and amendments, the Board also recognises as binding the Statement of Purposes, in so far as it or any of the above does not conflict with the provisions of the Act.

7. ***Membership, entry fees and subscription***

7.1 Application for membership of Girls from Oz is open to Alumni and current or ex-staff of the Australian School of Performing Arts.

7.2 A person who applies and is approved for membership as provided in these Rules is eligible to be a member of Girls from Oz upon payment of an annual membership fee as determined by the Board. The Board shall from time to time determine:-

7.2.1 the entrance fee (if any) payable by all nominees;

7.2.2 the Member Annual Subscription Fee (if any) payable by all members.

7.3 An application of a person for membership of Girls from Oz must:

7.3.1 be made in writing

7.3.2 be lodged with the Membership Coordinator of Girls from Oz.

7.4 As soon as practicable after the receipt of an application, the Membership Coordinator 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 Membership Coordinator must, as soon as practicable:
- 7.6.1 notify the applicant in writing of the approval for membership; and
 - 7.6.2 request payment, within 28 days after receipt of the notification, of the amount outlined in rule 7.2
- 7.7 The Membership Coordinator must, within 28 days after receipt of the amounts referred to in sub-rule 7.6.2, 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 his or her name is entered in the register of members.
- 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 a person by reason of membership of Girls from Oz:
- 7.10.1 is not capable of being transferred or transmitted to another person except as specified in Section 22; and
 - 7.10.2 terminates upon the cessation of membership whether by death or resignation or otherwise.

8. ***Register of members***

- 8.1 The Membership Coordinator must keep and maintain a register of members containing:
- 8.1.1 the name and contact address of each member; and
 - 8.1.2 the date on which each member's name was entered in the register.
- 8.2 The register is available for inspection by any member at any reasonable time in accordance with the National Privacy Principals.

9. ***Ceasing membership***

- 9.1 A member of Girls from Oz who has paid all moneys due and payable may resign from Girls from Oz by giving one month's notice in writing to the Membership Coordinator of his or her intention to resign.
- 9.2 After the expiry of the period referred to in sub-rule 9.1:
- 9.2.1 the member ceases to be a member; and
 - 9.2.2 the Membership Coordinator must record in the register of members the date on which the member ceased to be a member.

10. ***Discipline, suspension and expulsion of members***

- 10.1 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 prejudicial to the interests of Girls from Oz, the Board may by resolution—
- 10.1.1 suspend that member from membership of Girls from Oz for a specified period; or
 - 10.1.2 expel that member from Girls from Oz.

- 10.2 A resolution of the Board under sub-rule 10.1 does not take effect unless:
- 10.2.1 at a meeting held in accordance with sub-rule 10.3, the Board confirms the resolution; and
 - 10.2.2 if the member exercises a right of appeal to Girls from Oz under this rule, Girls from Oz confirms the resolution in accordance with this rule.
- 10.3 A meeting of the Board to confirm or revoke a resolution passed under sub-rule 10.1 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 sub-rule 10.4.
- 10.4 For the purposes of giving notice in accordance with sub-rule 10.3, the Secretary must, as soon as practicable, cause to be given to the member a written notice:
- 10.4.1 setting out the resolution of the Board and the grounds on which it is based; and
 - 10.4.2 stating that the member, or his or her representative, 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
 - 10.4.3 stating the date, place and time of that meeting; and
 - 10.4.4 informing the member that he or she may do one or both of the following:
 - (a) attend that meeting;
 - (b) give to the Board before the date of that meeting a written statement seeking the revocation of the resolution;
 - 10.4.5 informing the member that, if at that meeting, the Board confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to Girls from Oz in general meeting against the resolution.
- 10.5 At a meeting of the Board to confirm or revoke a resolution passed under sub-rule 10.1, the Board must:
- 10.5.1 give the member, or his or her representative, an opportunity to be heard; and
 - 10.5.2 give due consideration to any written statement submitted by the member; and
 - 10.5.3 determine by resolution whether to confirm or to revoke the resolution.
- 10.6 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 he or she wishes to appeal to Girls from Oz in general meeting against the resolution.
- 10.7 If the Secretary receives a notice under sub-rule 10.6, he or she must notify the Board and the Board must convene a general meeting of Girls from Oz to be held within 21 days after the date on which the Secretary received the notice.
- 10.8 At a general meeting of Girls from Oz convened under sub-rule 10.7:
- 10.8.1 no business other than the question of the appeal may be conducted; and
 - 10.8.2 the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - 10.8.3 the member, or his or her representative, must be given an opportunity to be heard; and

- 10.8.4 the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 10.9 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. ***Disputes and mediation***
- 11.1 The grievance procedure set out in this rule applies to disputes under these Rules between:
- 11.1.1 a member and another member; or
 - 11.1.2 a member and Girls from Oz.
- 11.2 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.
- 11.3 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 10 days, hold a meeting in the presence of a mediator.
- 11.4 The mediator must be:
- 11.4.1 a person chosen by agreement between the parties; or
 - 11.4.2 in the absence of agreement:
 - (a) in the case of a dispute between a member and another member, a person appointed by the Board of Girls from Oz; or
 - (b) in the case of a dispute between a member and Girls from Oz, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 11.5 A member of Girls from Oz can be a mediator.
- 11.6 The mediator cannot be a member who is a party to the dispute.
- 11.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 11.8 The mediator, in conducting the mediation, must—
- 11.8.1 give the parties to the mediation process every opportunity to be heard; and
 - 11.8.2 allow due consideration by all parties of any written statement submitted by any party; and
 - 11.8.3 ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 11.9 The mediator must not determine the dispute.
- 11.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

12. ***Annual General Meetings***

- 12.1 The Annual General Meeting of Girls from Oz shall be conducted within four months of the end of the previous financial year at a date, time and location determined by Girls from Oz.
- 12.2 The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.
- 12.3 The order of business of the Annual General Meeting shall be:
- 12.3.1 Opening by the Chairperson
 - 12.3.2 Roll Call
 - 12.3.3 Reading and Confirmation of the Previous Minutes (inc any Special General Meetings that may have been held since the last Annual General Meeting)
 - 12.3.4 Business Arising from the Minutes
 - 12.3.5 Adoption of the Minutes
 - 12.3.6 Correspondence
 - 12.3.7 Annual Report
 - 12.3.8 Presentation of the Financial Report
 - 12.3.9 Independent Financial Review
 - 12.3.10 Election of Office Holders
 - 12.3.11 Appointment of an Independent Financial Reviewer
 - 12.3.12 Life Membership (if applicable)
 - 12.3.13 General Business

13. ***Special General Meetings***

- 13.1 In addition to the Annual General Meeting, any other general meetings may be held in the same year.
- 13.2 All general meetings other than the annual general meeting are Special General Meetings.
- 13.3 The Board may, whenever it thinks fit, convene a Special General Meeting of Girls from Oz.
- 13.4 If, but for this sub-rule, more than 15 months would elapse between Annual General Meetings, the Board must convene a Special General Meeting before the expiration of that period.
- 13.5 The Board must, on the request in writing of members representing not less than 5 per cent of the total number of members, convene a Special General Meeting of Girls from Oz.
- 13.6 The request for a Special General Meeting must—
- 13.6.1 state the objects of the meeting; and
 - 13.6.2 be signed by the members requesting the meeting; and
 - 13.6.3 be sent to the address of the Secretary.
- 13.7 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.

13.8 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 Special General Meeting must be refunded by Girls from Oz to the persons incurring the expenses.

14. ***Notice of general meetings***

14.1 The Secretary of Girls from Oz, 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 Girls from Oz, must cause to be sent to each member of Girls from Oz, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

14.2 Notice may be sent:

14.2.1 by prepaid post to the address appearing in the register of members; or

14.2.2 if the member requests, by facsimile transmission or electronic transmission.

14.3 No business other than that set out in the notice convening the meeting may be conducted at the meeting.

14.4 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.

15. ***Quorum at general meetings***

15.1 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.

15.2 Five members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.

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

15.3.1 in the case of a meeting convened upon the request of members—the meeting must be dissolved; and

15.3.2 in any other case—the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.

15.4 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 3) shall be a quorum.

16. ***Presiding at general meetings***

16.1 The Chairperson shall preside as Chairperson at each general meeting of Girls from Oz.

16.2 If the Chairperson is absent from a general meeting, or is unable to preside, the Officers present must select one of their number to preside as Chairperson.

17. ***Adjournment of general meetings***

- 17.1 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.
- 17.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 17.3 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 14.
- 17.4 Except as provided in sub-rule 17.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

18. ***Voting at general meetings***

- 18.1 Upon any question arising at a general meeting of Girls from Oz, a member has one vote only.
- 18.2 All votes must be given personally or by proxy.
- 18.3 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.
- 18.4 A member is not entitled to vote at a general meeting unless all moneys due and payable by the member have been paid.

19. ***Proxies***

- 19.1 Each member is entitled to appoint another member as a proxy 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.
- 19.2 The notice appointing the proxy must be—
- 19.2.1 for a meeting of Girls from Oz convened under rule 10.7, in the form set out in Appendix 2; or
- 19.2.2 in any other case, in the form set out in Appendix 3.

20. ***Board of Management***

Subject to sub-rule 4.3.2 and rule 214:

- 20.1 The affairs of Girls from Oz shall be managed by the Board of Management.
- 20.2 The Board—
- 20.2.1 shall control and manage the business and affairs of Girls from Oz; and
- 20.2.2 may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by Girls from Oz other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of Girls from Oz; and
- 20.2.3 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 Girls from Oz.
- 20.3 and subject to section 23 of the Act, the Board shall consist of:
- 20.3.1 the officers of Girls from Oz.

21. ***Public Fund Committee***

- 21.1 The Public Fund must be administered by a committee, a majority of whom, because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the cultural objectives of Girls from Oz.
- 21.2 The Public Fund Committee may be:
- 21.2.1 the Board or a subcommittee of the Board; or
 - 21.2.2 a specific administration committee that may include members who are not part of Girls from Oz's management structure, as appointed by the Board from time to time, provided that the requirements of rule 21.1 are satisfied.

22. ***Office holders***

- 22.1 The Officers of the Association shall be:
- 22.1.1 the Chairperson;
 - 22.1.2 the Vice Chairperson x 2
 - 22.1.3 the Treasurer
 - 22.1.4 the Secretary,
 - 22.1.5 the Membership Coordinator, and
 - 22.1.6 the Supporter Coordinator
- 22.2 Founding members of the Board are to be Life Members of Girls from Oz.
- 22.3 Each Officer of Girls from Oz shall be elected for the period between Annual General Meetings. All Officers shall retire at the following Annual General Meeting but may stand for re-election. There shall be no limit on the number of times a person may be re-elected to any position on the Board.
- 22.4 In the event of a casual vacancy in any office referred to in sub-rule 22.1, the remaining Officers may appoint a suitable individual to the vacant office.

23. *Duties of Office holders*

23.1 Chairperson

- 23.1.1 The Chairperson shall be the Chief Executive Officer of Girls from Oz, unless the Board employs another person to this position under rule 37
- 23.1.2 The Chairperson shall be, ex-officio, a member of all sub-committees
- 23.1.3 The Chairperson shall coordinate all meetings and functions of Girls from Oz
- 23.1.4 The Chairperson shall assume a dominant role in all negotiations with other bodies
- 23.1.5 In conjunction with the Board, the Chairperson shall ensure Girls from Oz works towards achieving its objectives as set out in rule 3.
- 23.1.6 The Chairperson may, through the Board, delegate any of his or her duties to other members of the Board, subcommittees or members of Girls from Oz as required.
- 23.1.7 The Chairperson shall have a willingness to chair one sub-committee

23.2 Vice chairperson (x 2)

- 23.2.1 The Vice chairperson shall assist the Chairperson with carrying out his or her duties
- 23.2.2 The Vice chairperson shall assume an active role in all negotiations with other bodies
- 23.2.3 In conjunction with the Board, the Vice chairperson shall ensure Girls from Oz works towards achieving its objectives as set out in rule 3.
- 23.2.4 The Vice chairperson shall have a willingness to chair one sub-committee

23.3 Treasurer

- 23.3.1 The Treasurer shall be the Chief Financial Officer of Girls from Oz, unless the Board employs another person to this position under rule 37
- 23.3.2 The Treasurer shall arrange for the collection of all fees, monies and other entitlements of Girls from Oz and ensure their safe conduct to the financial institution nominated by Girls from Oz
- 23.3.3 The Treasurer shall arrange for all payments of expenditure authorised by Girls from Oz
- 23.3.4 The Treasurer shall ensure that up to date financial records are kept as directed by Girls from Oz and in accordance with the Act.
- 23.3.5 The Treasurer shall provide to an Independent Financial Reviewer appointed by Girls from Oz under rule 39, all information necessary in order to provide an opinionated review on the state of the finances of Girls from Oz in time for such an opinion to be presented to the Annual General Meeting of Girls from Oz with the audited accounts.
- 23.3.6 The Treasurer shall provide a written report of the finances of Girls from Oz to all meetings of the Board.
- 23.3.7 In conjunction with the Board, the Treasurer shall ensure Girls from Oz works towards achieving its objectives as set out in rule 3.
- 23.3.8 The Treasurer shall have a willingness to chair one sub-committee

- 23.4 Secretary
- 23.4.1 The Secretary shall ensure all minutes of the Board and any general meetings of the members are accurately recorded and circulated in a timely fashion.
- 23.4.2 The Secretary shall ensure that all subcommittees of Girls from Oz provide reports to the Board as per rule 36.
- 23.4.3 In conjunction with the Board, the Secretary shall ensure Girls from Oz works towards achieving its objectives as set out in rule 3.
- 23.4.4 The Secretary shall have a willingness to chair one sub-committee
- 23.5 Membership Coordinator
- 23.5.1 The Membership Coordinator is responsible for maintaining the Register of Members
- 23.5.2 In conjunction with the Board, the Membership Coordinator shall ensure Girls from Oz works towards achieving its objectives as set out in rule 3.
- 23.5.3 The Membership Coordinator shall have a willingness to chair one sub-committee
- 23.6 Supporter Coordinator
- 23.6.1 In conjunction with the Board, the Supporter Coordinator shall ensure Girls from Oz works towards achieving its objectives as set out in rule 3.
- 23.6.2 The Supporter Coordinator shall have a willingness to chair one sub-committee

24. **Election of officers**

- 27.1 Nominations of candidates for election as Officers of Girls from Oz must be -
- a) made in writing, signed by two members of Girls from Oz and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
- b) delivered to the Secretary of Girls from Oz not less than 7 days before the date fixed for the holding of the Annual General Meeting.
- 27.2 A candidate may only be nominated for one Officer position prior to the Annual General Meeting.
- 27.3 The list of nominations shall be circulated to all members not later than five (5) days prior to the date of the Annual General Meeting.
- 27.4 For all positions, including those with only one (1) nominee, the method of voting shall be by secret ballot, decided by preferential voting.

25. ***Vacancies***

The office of an Officer of Girls from Oz becomes vacant if the Officer:

- 25.1 ceases to be a member of Girls from Oz; or
- 25.2 becomes an insolvent under administration within the meaning of the Corporations Law; or
- 25.3 resigns from office by notice in writing given to the Secretary; or
- 25.4 is absent from three (3) consecutive meetings of the Board without sufficient reason.

26. ***Meetings of the Board***

- 26.1 The Board shall meet on a monthly basis with a minimum of ten (10) meetings being held in each calendar year.
- 26.2 The order of business at meetings of the Board shall be:
- 26.2.1 Opening
 - 26.2.2 Reading and Confirmation of Previous Minutes
 - 26.2.3 Adoption of the Minutes
 - 26.2.4 Business Arising from the Minutes
 - 26.2.5 Correspondence
 - 26.2.6 Financial Reports and Presentation of Accounts
 - 26.2.7 Reports
 - 26.2.8 General Business
- 26.3 Special meetings of the Board may be convened by the Chairperson or by any three (3) members of the Board.

27. ***Notice of Board meetings***

- 27.1 Written notice of each Board meeting must be given to each member of the Board at least two (2) business days before the date of the meeting.
- 27.2 Written notice must be given to members of the Board of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

28. ***Quorum for Board meetings***

- 28.1 Any three (3) members of the Board constitute a quorum for the conduct of the business of a meeting of the Board.
- 28.2 No business may be conducted unless a quorum is present.
- 28.3 If within half an hour of the time appointed for the meeting a quorum is not present:
- 28.3.1 in the case of a special meeting—the meeting lapses;
 - 28.3.2 in any other case—the meeting shall stand adjourned to the same place and the same time and day in the following week.
- 28.4 The Board may act notwithstanding any vacancy on the Board.

29. ***Presiding at Board meetings***

At meetings of the Board:

- 29.1 the Chairperson presides; or
- 29.2 if the Chairperson is absent, the Officers present must choose one of their number to preside.

30. ***Voting at Board meetings***

- 30.1 Questions arising at a meeting of the Board, or at a meeting of any sub-committee appointed by 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.
- 30.2 Each Board member present at a meeting of the Board, or at a meeting of any sub-committee appointed by the Board (including the person presiding at the meeting), 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.

31. ***Removal of a Board member***

- 31.1 Girls from Oz may remove a member of the Board before the expiration of his or her term of office at a Special General Meeting convened for that purpose and called in accordance with rule 13.
- 31.2 Removal of a member of the Board shall be through a formal motion put to a properly constituted Special General Meeting and shall require a two thirds (2/3) majority of those voting at the meeting to pass.
- 31.3 If such a motion is successful, the meeting may appoint another person to hold office until the expiration of the term of the original incumbent. Such a person must meet the qualifications for the position to which they are to be appointed.

32. ***Minutes of meetings***

The Secretary of Girls from Oz must keep minutes of the resolutions and proceedings of each general meeting, and each Board meeting, together with a record of the names of persons present at such meetings.

33. ***Subcommittees***

- 33.1 Girls from Oz may create subcommittees to carry out functions, duties or projects in accordance with these rules
- 33.2 All subcommittees shall be made up of persons appointed from time to time by Girls from Oz in a manner determined by a meeting of the Board.
- 33.3 The functions and membership of all subcommittees shall be determined by the Board.
- 33.4 The Chairman of each subcommittee shall be appointed by the Board on a recommendation from the Chairperson
- 33.5 All subcommittees must submit minutes of all meetings to the Board within one (1) month of their meeting.
- 33.6 The Board shall retain the power of veto over all subcommittees.
- 33.7 Subcommittees may co-opt members, other persons or organisations as required to carry out their functions. Co-opted members of subcommittees shall be approved by the Board.
- 33.8 At least one (1) member of the Board must attend all meetings of a subcommittee of Girls from Oz.

34. ***Employees***

- 34.1 Girls from Oz may employ any person or organisation to undertake work on behalf of Girls from Oz.
- 34.2 Individual employees of Girls from Oz shall have an employment agreement including a job description.
- 34.3 Employees of Girls from Oz may not hold the position of Member or vote on any Board or subcommittee of Girls from Oz.

35. ***Funds***

- 35.1 The funds of Girls from Oz shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Board determines.
- 35.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the Board.

36. ***Financial Review***

- 36.1 A suitable person shall be appointed annually by Girls from Oz to provide a financial opinion of the accounts of Girls from Oz and report thereon to the Annual General Meeting.
- 36.2 Such a person shall be paid a fee as determined from time to time

37. ***Patrons***

- 37.1 Girls from Oz may from time to time appoint patrons who shall be entitled to attend without charge any function held under the patronage of Girls from Oz.

38. ***Life Membership:***

- 38.1 Girls from Oz may elect annually to Life Membership of Girls from Oz a maximum of three (3) persons who have rendered outstanding service to Girls from Oz. Life Membership shall be awarded at an Annual General Meeting of Girls from Oz on a three fourths (3/4) majority of the members present and eligible to vote.
- 38.2 Nominations for Life Membership shall be received by the Board from members by 31 July each year and shall be considered by the Board prior to making a recommendation to the Annual General Meeting.
- 38.3 Nominations must be accompanied by details of the nominator(s) reasons for putting the nomination(s) forward. The nominator(s) may be required to further amplify, in writing, the reasons and circumstances applying to the nomination to the Board. Girls from Oz reserves the right to award Life Membership to persons whom they consider deserving of the award, and the cost of the award to be borne by Girls from Oz.
- 38.4 Life members shall enjoy all rights and privileges of Girls from Oz, except that if not a financial member shall not be entitled to vote, but may speak on any motion before the chair.
- 38.5 Life members shall be admitted free of charge to any function held under the patronage of Girls from Oz.

39. ***Notice to members***

- 39.1 Except for the requirement in rule 15, any notice that is required to be given to a member, by on behalf of Girls from Oz, under these Rules may be given by:
- 39.2 delivering the notice to the member personally; or
- 39.3 sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
- 39.4 facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
- 39.5 electronic transmission, if the member has requested that the notice be given to him or her in this manner.

40. ***Winding up***

- 40.1 If upon the winding up or dissolution of Girls from Oz and subject to rule 4.4, there remains after satisfaction of all its debts and liabilities, any property, the property shall not be paid to or distributed among its members, but shall be given or transferred to some other institution having objects similar to the Objects of

Girls from Oz, and whose rules shall prohibit the distribution of its or their income among its or their members, such institution or institutions to be an Eligible Charity and listed on the Register of Cultural Organisations maintained under the Act.

41. *Custody and inspection of books and records*

- 41.1 Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of Girls from Oz.
- 41.2 All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any Board Member upon request
- 41.3 A Board Member may make a copy of any accounts, books, securities and any other relevant documents of the Association.