



BLUEBIRD FOUNDATION INC.

Reg A0053533B

ABN 44 206 851 526

Statement of Purposes and Rules

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Bluebird Foundation Inc

Associations Incorporation Act 1981

Statement of Purposes

1 Purposes

The association is established for the public charitable purposes of making quality Arts programs accessible for all, including but without limitation:

- (a) Working with communities to identify and overcome barriers that prevent children, youth and families from accessing quality Arts programs.
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2 Powers

Solely for carrying out the association's purposes, the association may:

- (a) raise funds or encourage contributions by way of gifts (by will or otherwise), grants, sponsorships or otherwise, by personal or public appeals or by any other manner;
- (b) provide funds or other material benefits by way of grant or otherwise;
- (c) accept and hold funds or property of any kind on or for any charitable objects or purposes specified or to be specified by any person or to be selected by the committee members from a class of trusts, objects or purposes specified by any person;
- (d) accept and undertake trusteeship, administration and management of trusts and funds, whether as trustee or as agent for the trustee or otherwise, and charge and accept fees, commission or other remuneration for doing so;
- (e) purchase, take on lease or in exchange, hire or otherwise acquire real or personal property, and any rights or privileges;
- (f) control, manage, lease, exchange, mortgage, charge, sell, transfer, surrender, dispose of, develop, carry on business or otherwise deal with any real or personal property of any kind or any estate or interest in that property;
- (g) invest, deal with and lend money and otherwise provide financial accommodation to, and guarantee or otherwise secure loans to, charitable objects or purposes;
- (h) construct, improve, maintain, develop, work, manage and control real or personal property;
- (i) enter into contracts and deeds;
- (j) appoint a person as the association's attorney or agent with the powers (including the power to sub-delegate) and on the terms the association thinks fit, and procure registration or recognition of the association in any other country or place;
- (k) enter into arrangements with any government or authority and obtain from any government or authority any right, privilege or concession;

- (l) engage, dismiss or suspend any employee, agent, contractor, professional person or volunteer;
- (m) borrow, raise or secure the payment of money and secure the repayment or performance of any debt, liability, contract, guarantee or other engagement in any way and, in particular, by mortgage, charge or overdraft or by the issue of debentures or debenture stock (perpetual or otherwise) charged on all or any of the association's property (both present and future) and purchase, redeem or pay off those securities;
- (n) make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, and other negotiable or transferable instruments;
- (o) print and publish newspapers, periodicals, books or leaflets or otherwise publish information in hard copy or by electronic means;
- (p) accept any gift of property, whether subject to any special trust or not;
- (q) appoint patrons of the association;
- (r) make donations for charitable purposes;
- (s) decline or otherwise refuse to accept any gift (by will or otherwise), donation, settlement or other disposition of money or property;
- (t) co-ordinate and arrange conferences, meetings, standing committees and commissions and other forums; and
- (u) do all other things that are incidental or conducive to carrying out the association's purposes.

Bluebird Foundation Inc

Associations Incorporation Act 1981

Rules

1 Name

The name of the incorporated association is Bluebird Foundation Inc (**the association**).

2 Definitions and interpretation

2.1 Definitions

In these rules:

Act means the Associations Incorporation Act 1981 (Vic);

ITAA 97 means *Income Tax Assessment Act 1997*;

Member means a member of the association;

Officer has the meaning given in rule 10.1 but for the purpose of rule 21 only, means:

- (a) any committee member; and
- (b) any other person the committee determines from time to time;

Public Officer means the person occupying the office of public officer of the association under the Act;

Financial year means the year ending 31 December.

2.2 Interpretation

In these rules:

- (a) references to notices include formal notices of meeting and all documents and other communications from the association to its members;
- (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, attorney or representative;
- (d) a reference to writing and written includes printing, lithography and other ways of representing words in a visible form;
- (e) the singular (including defined terms) includes the plural and the plural includes the singular;
- (f) a reference to one gender includes all genders; and

- (g) a reference to these rules or the Statement of Purposes, or to a provision of these rules or the Statement of Purposes, includes any modification or replacement of them.

2.3 Headings

Headings are used for convenience only and do not affect the interpretation of these rules.

3 Not for profit status

3.1 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 of the members of the association or members of the committee.
- (c) This rule 3 does not prohibit indemnification of, or payment or premiums on contracts of insurance for, any committee member to the extent permitted by law and these rules.

3.2 Payment of fees to members of the committee

No fees may be paid to the members of the committee for acting in that role.

3.3 Other payments to members of the committee

All other payments to the committee members must be approved by the committee including, but not limited to:

- (a) out-of-pocket expenses incurred by a committee member in performing a duty as a committee member; or
 - (b) a service rendered to the association by a committee member in a professional or technical capacity or as an employee, other than in the capacity as a committee member, where:
 - (1) the provision of the service has the prior approval of the committee; and
 - (2) the amount payable is not more than an amount which commercially would be reasonable payment for the service.
-

4 Membership

- (a) The members are the members at the time of incorporation, the committee members and any other persons the committee members admit to membership.
- (b) Any person may apply for membership of the association.
- (c) An application for membership:

- (1) must be made in writing in the form set out in Appendix 1 or any other form approved by the committee; and
- (2) must be lodged with the committee or its delegate.
- (d) The committee may decide to create eligibility criteria and categories of membership with the same or differing rights or privileges.
- (e) After the receipt of an application for membership, the committee or a delegate approved by the committee must consider the application and decide whether to admit or reject the admission of the applicant. The committee or delegate need not give any reason for rejecting an application.
- (f) A right, privilege, or obligation of a person by reason of that person's membership:
 - (1) is not capable of being transferred or transmitted to another person;
 - (2) terminates upon the cessation of that person's membership whether by death or resignation or otherwise.

4.2 Register of members

- (a) The committee must keep a register of members. The full name, address and date of entry of the name of each member must be entered.
- (b) The register of members must be available for inspection by members at the association's office on giving reasonable notice to the committee.
- (c) The register of members may be kept in any manner or form the committee thinks fit, so long as it is readily convertible to written or printed form.
- (d) All persons may treat the register of members as complete and accurate. Nothing done in good faith based on the completeness and accuracy of the register of members will be rendered ineffective, void or voidable by any subsequently discovered omission from, or inaccuracy in, the register of members.

4.3 Termination of membership

A person immediately ceases to be a member if the person:

- (a) dies;
- (b) resigns as a member by giving written notice to the committee;
- (c) ceases to be a committee member;
- (d) becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under a law relating to mental health;
- (e) becomes bankrupt or insolvent or makes any arrangement or composition with his or her creditors;
- (f) is expelled under rule 4.4;
- (g) becomes, if the committee so decides in their absolute discretion, an untraceable member because the person has ceased to reside at, attend or

otherwise communicate with his or her address on the register of members;
or

- (h) fails to pay any fee or subscription due and payable within 3 months of when it falls due, or such other time as the committee decides.

4.4 Expulsion

- (a) The committee may by resolution expel a member from the association if, in their absolute discretion, they decide it is not in the interests of the association for the person to remain a member.
- (b) If the committee intends to propose a resolution under rule 4.4(a), at least 2 weeks before the meeting at which the resolution is to be proposed, they must give the member written notice:
 - (1) stating the date, place and time of the meeting;
 - (2) setting out the intended resolution and the grounds on which it is based; and
 - (3) informing the member that it, he or she or a representative may attend the meeting and may give an oral or written explanation or submission before the resolution is put to the vote.

4.5 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 4.5.
- (b) Any party to a dispute between members, may refer the dispute to the committee for determination or mediation.
- (c) The committee may, subject to rule 4.5(e) below, act as a mediator or may appoint a third party as a mediator.
- (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:
 - (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 committee; or
 - (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) A member can be a mediator.
- (g) The mediator cannot be a party to the dispute.
- (h) Any party to a dispute may appoint any person to act on behalf of that party in the process of determination by the committee or mediator.

- (i) The committee, in determining the dispute (if requested under rule 4.5(b)) or a mediator, in conducting the mediation, must:
 - (1) give the parties to the dispute every reasonable opportunity to be heard;
 - (2) allow due consideration by all parties of any written statement submitted by a party; and
 - (3) ensure that natural justice is accorded to the parties to the dispute throughout the process.
 - (j) 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 2 months of the party requiring mediation, any party to the dispute may seek to resolve the dispute in accordance with the Act or otherwise at law.
 - (k) A determination made by the committee under this rule is final and binding on all parties to the dispute.
-

5 Entrance fee, annual subscription and financial members

5.1 Entrance fee

The entrance fee is the amount, if any, set by the committee and at the date of adoption of these rules it is \$0.

5.2 Annual subscription

The annual subscription is the amount, if any, set by the committee and at the date of adoption of these rules it is \$0.

5.3 Members

The committee may determine different fees or subscriptions for individual members and members who are incorporated bodies or for any different classes of membership.

5.4 Financial member

- (a) A member is a financial member of the association if:
 - (1) all money due to the association at the relevant time is paid; or
 - (2) the committee has determined in a specific case exceptional circumstances or hardship exists so that a member who owes money to the association is to be regarded as a financial member.
 - (b) A member who is not a financial member of the association may not vote at a general meeting.
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6 Annual general meeting

6.1 Generally

- (a) 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.

- (b) The annual general meeting must be specified as such in the notice convening it.

6.2 Business of an annual general meeting

- (a) The ordinary business of the annual general meeting is:
 - (1) to approve the minutes of the previous annual general meeting;
 - (2) to receive from the committee any reports on the transactions of the association during the preceding financial year, prepared for this purpose;
 - (3) to receive and consider the statement containing the particulars of income and expenditure during the preceding financial year, the assets and liabilities of the association at the end of its last financial year and details of any mortgages, charges or securities, submitted in accordance with section 30(3) of the Act; and
 - (4) to appoint members to the committee, if applicable under rule 9.1.
 - (b) The annual general meeting may transact special business of which notice is given in accordance with these rules.
-

7 General meetings

7.1 Calling general meetings

A general meeting may only be called:

- (a) by the committee;
- (b) in accordance with a members' requisition under the Act and as set out in rule 7.2; or
- (c) as otherwise provided in the Act.

7.2 Members convening a general meeting

- (a) The committee must, on the written requisition of members representing at least 25 per cent of the total number of members entitled to vote, convene a general meeting.
- (b) The requisition for a general meeting must:
 - (1) state the objects of the meeting;
 - (2) be signed by the members making the requisition; and
 - (3) be sent to the committee at the registered address of the association.
- (c) If the committee does not cause a general meeting to be held within one month after the date on which the requisition is received, the members making the requisition, or any of them, may convene a general meeting to be held no later than 3 months after that date.
- (d) A general meeting convened by members under this rule 7.2 must be convened in the same manner, as nearly as possible, as that in which general meetings are ordinarily convened by the committee.

- (e) The association must reimburse all reasonable expenses incurred by members in convening the general meeting.
-

8 General meetings

8.1 Notice of general meetings

- (a) Notice of every general meeting must be given in any manner authorised by rule 17 to each person, 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 to each person who is at the date of the notice:
 - (1) a member; or
 - (2) the auditor of the association (if any).
- (b) A notice of general meeting must:
 - (1) be sent to the member's address appearing in the register of members;
 - (2) specify the date, time and place of the general meeting;
 - (3) state the general nature of the business to be transacted at the general meeting; and
 - (4) specify a place, fax number or electronic address for the receipt of proxies.
- (c) No business except that set out in the notice convening the general meeting may be transacted at the general meeting.
- (d) A person may waive notice of a general meeting by written notice to the association.
- (e) The non-receipt of notice of a general meeting or proxy form by, or a failure to give notice of a general meeting or a proxy form to, any person entitled to receive notice of a general meeting does not invalidate any thing done or resolution passed at the general meeting if:
 - (1) the non-receipt or failure occurred by accident or error; or
 - (2) before or after the meeting, the person has notified or notifies the association of the person's agreement to that thing or resolution.
- (f) A person's attendance at a general meeting waives any objection that person may have to:
 - (1) a failure to give notice, or the giving of a defective notice of the meeting unless, at the beginning of the meeting, the person objects to the holding of the meeting; and
 - (2) the consideration of a particular matter at the meeting which is not within the business referred to in the notice of the meeting, unless the person objects to considering the matter when it is presented.

8.2 Quorum at general meetings

- (a) No item of business may be transacted at a general meeting, except the election of a chairperson and the adjournment of the meeting, unless a

quorum of members is present during the time when the meeting proceeds to business.

- (b) A quorum consists of 3 members entitled to vote in person or by proxy.
- (c) If a quorum is not present within 30 minutes after the time appointed for a general meeting:
 - (1) where the meeting was convened on the requisition of members under rule 7.2, the meeting must be dissolved; and
 - (2) in any other case the meeting stands adjourned to the day, and at the time and place, that the committee decides or, if the committee does not make a decision, 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 given to members before the day to which the meeting is adjourned) at the same place.
- (d) If at the adjourned meeting under rule 8.2(c)(2) the quorum is not present within 30 minutes after the time appointed for the meeting to commence, the adjourned general meeting is dissolved.

8.3 General meetings by technology

- (a) The contemporaneous linking together by telephone or other electronic means of a sufficient number of the members in person to constitute a quorum, constitutes a meeting of the members, provided each member has a reasonable opportunity to participate at the meeting.
- (b) All the provisions in these rules relating to meetings of the members apply, so far as they can and with any necessary changes, to meetings of the members by telephone or other electronic means.
- (c) A member who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (d) 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 members involved was at that place for the duration of the meeting.

8.4 Chairperson of general meetings

- (a) The chairperson of the committee must preside as chairperson at each general meeting if present within 15 minutes after the time appointed for the meeting and willing to act.
- (b) If at a general meeting:
 - (1) there is no chairperson of the committee present within 15 minutes; or
 - (2) the chairperson of the committee is present but is not willing to act as chairperson of the meeting,the members present must elect as chairperson of the meeting:
 - (3) another committee member who is present and willing to act; or

- (4) if no other committee member present at the meeting is willing to act, a member who is present and willing to act.

8.5 Adjourning general meetings

- (a) The chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the general meeting from time to time and place to place.
- (b) No business may be transacted at an adjourned general meeting except the business left unfinished at the general meeting at which the adjournment took place.
- (c) Where a general meeting is adjourned for 14 days or more, a notice of the adjourned meeting must be given as for the general meeting.
- (d) Except as provided in rule 8.5(c), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

8.6 Conducting general meetings

- (a) A question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chairperson of the meeting, whose decision is final.

8.7 Decisions at general meetings

- (a) Except where by law a resolution requires a special majority, questions arising at a general meeting must be decided by a majority of votes cast by the members present at the meeting. Such a decision is for all purposes a decision of the members.
- (b) A resolution put to the vote of a general meeting must be decided on a show of hands unless, before the vote is taken or before or immediately after the declaration of the result of the show of hands, a poll is demanded by:
 - (1) the chairperson of the meeting;
 - (2) at least 2 members present and entitled to vote on the resolution; or
 - (3) a member or members present at the meeting and representing at least 25 per cent of the total voting rights of all the members entitled to vote on the resolution on a poll.
- (c) Unless a poll is demanded:
 - (1) a declaration by the chairperson that a resolution has, on a show of hands or other method of voting, been carried or carried unanimously or carried by a particular majority or lost; and
 - (2) an entry to that effect in the minute book of the association,is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- (d) If a poll is duly demanded at a general meeting, it must be taken in such manner, and either at once or after an interval of adjournment or otherwise,

as the chairperson of the meeting directs. The result of the poll is the resolution of the meeting at which the poll was demanded.

- (e) A poll demanded at a general meeting on the election of a chairperson of the meeting or on a question of adjournment must be taken immediately.
- (f) The demand for a poll may be withdrawn.
- (g) Where the votes on a question are equal, the chairperson of the meeting may:
 - (1) re-open the debate, impose a time limit within the meeting and request a further vote; or
 - (2) refer the question to the committee for resolution.

8.8 Voting rights

- (a) Subject to these rules and to any rights or restrictions attached to any class of membership, at a general meeting every member present has one vote.
- (b) A proxy, attorney or representative is entitled to a separate vote for each member the person represents, in addition to any vote the person may have as a member in his or her own right.
- (c) An objection to the qualification of a person to vote at a general meeting must be:
 - (1) raised before or at the meeting at which the vote objected to is given or tendered; and
 - (2) referred to the chairperson of the meeting, whose decision is final.
- (d) A vote not disallowed by the chairperson of a meeting under rule 8.8(c) is valid for all purposes.

8.9 Representation at general meetings

- (a) Subject to these rules, each member entitled to vote at a meeting of members may vote:
 - (1) in person or, where a member is a body corporate, by its representatives;
 - (2) by one proxy; or
 - (3) by one attorney.
- (b) A proxy, attorney or representative may, but need not, be a member of the association.
- (c) A proxy, attorney or representative may be appointed for all general meetings, or for any number of general meetings, or for a particular general meeting.

8.10 Authority of a proxy, attorney or representative

- (a) Each member entitled to vote may appoint any individual as a proxy by notice given to the committee no later than 24 hours before the time of the general meeting for which the proxy is appointed.

- (b) The notice appointing the proxy must be in the form in Appendix 2 or any other form approved by the committee.
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9 The committee

9.1 Composition of committee

- (a) The members of the committee will be those persons who were members of the committee immediately before these rules were adopted.
- (b) The committee must consist of at least 3 members. The maximum number of members on the committee is 12 but may be varied by resolution of the members.
- (c) The committee may appoint a person as a committee member either to fill a vacancy or as an addition to the committee, provided the number of members of the committee does not exceed the maximum number fixed under rule 9.1(b).
- (d) A committee member appointed by the committee under rule 9.1(c) holds office only until the conclusion of the next annual general meeting following his or her appointment under rule 9.1(c).
- (e) At every general meeting if the number of committee members, (after excluding any committee members appointed by the committee under rule 9.1(c) and standing for election or re-election),
 - (1) is 5 or less, then 2 of the remaining committee members must retire from office; or
 - (2) if the number is more than 5, one third of those committee members (to the nearest whole number) must retire from office.
- (f) No committee member may hold office without re-election beyond the third annual general meeting following the meeting at which the committee member was last elected or re-elected.
- (g) The committee members to retire under rule 9.1(e) are those committee members who wish to retire and not offer themselves for re-election, those committee members required to retire under rule 9.1(f) and, so far as is necessary to obtain the number required, those who have been longest in office since their last election or appointment. As between committee members who were last elected or appointed on the same day, those to retire must, unless they can agree among themselves, be decided by lot.
- (h) The committee members to retire under rule 9.1(e) (both as to number and identity) is decided having regard to the composition of the committee at the date of the notice calling the annual general meeting. A committee member is not required to retire and is not relieved from retiring because of a change in the number or identity of the committee members after the date of the notice but before the meeting closes.
- (i) The association may by resolution at an annual general meeting fill an office vacated by a committee member under rule 9.1(d), 9.1(e) or 9.1(f) by electing or re-electing an eligible person to that office.

- (j) The retirement of a committee member from office under these rules and the re-election of the committee member or the election of another person to that office (as the case may be) takes effect at the conclusion of the meeting at which the retirement and re-election or election occur.
- (k) The term of office of a committee member is from the date on which the committee member is appointed to the date on which the committee member is removed pursuant to rule 9.3 or rule 9.4.

9.2 Nomination of committee

- (a) Nominations of candidates for election as members of the committee will be called for at least 6 weeks prior to the annual general meeting of the association at which elections will be held. The notice calling for nominations must list those committee members ceasing to be committee members.
- (b) The nominations must be:
 - (1) made in writing, signed by one member other than the candidate;
 - (2) accompanied by a short biographical statement and the written consent of the candidate (which may be endorsed on the form of nomination);
 - (3) delivered to the committee not less than 30 days before the date fixed for the holding of the annual general meeting.
- (c) Information about each nominated candidate (provided he or she is eligible under rule 9.2(b)) will be sent to all members no later than 21 days prior to the annual general meeting.
- (d) If insufficient nominations are received to fill all vacancies on the committee, further nominations, if any, will be received and voted on at the annual general meeting.

9.3 Removal of committee member

- (a) Subject to rule 9.3(b) the members may, by resolution passed at a general meeting, remove any committee member and appoint another member in his or her place.
- (b) The committee member who is the subject of a proposed resolution under rule 9.4(b) must be given at least 4 weeks notice of the general meeting and 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 30 days before the general meeting and, if it is not so sent, the committee member may require that it be read out at the general meeting.

9.4 Vacancy of office on committee

The position of a committee member becomes vacant if the person:

- (a) becomes an insolvent under administration within the meaning of the *Corporations Act 2001*;

- (b) becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with under the law relating to mental health;
- (c) is found guilty of or convicted of an indictable offence punishable by imprisonment, whether or not a term of imprisonment is imposed;
- (d) is removed from office by resolution of the members in accordance with the Act;
- (e) resigns as a committee member by written notice to the committee; or
- (f) fails to attend 3 consecutive meetings of the committee or at least 4 meetings over a period of 12 months without approval of the remaining members of the committee (whether given before or after that absence) and is removed from office by resolution of the committee.

9.5 Conflict of interest and other interests of committee members

- (a) The committee may make regulations requiring the disclosure of interests that a committee member, and any person considered by the committee as related to or associated with the committee member, may have in any matter concerning the association or a related body corporate. Any regulations made under these rules bind all committee members but no act, transaction, agreement, instrument, resolution or other thing with a third party is invalid or voidable only because a committee member fails to comply with the regulations.
- (b) A committee member who has any direct or indirect interest in a contract, or proposed contract, with the association, or who has a material personal interest in a matter being considered by the committee, must not take part in any discussions or decisions of the committee with respect to that contract or matter, unless a decision of the remaining committee members permits the committee member to take part in some or all of the discussions with respect to that contract or matter.
- (c) A committee member is not disqualified from contracting or entering into an arrangement with the association as vendor, purchaser or in another capacity, merely because the committee member holds office as a committee member or because of the fiduciary obligations arising from that office.
- (d) A contract or arrangement entered into on behalf of the association in which a committee member is any way interested is not invalid or voidable merely because the committee member holds office as a committee member or because of the fiduciary obligations arising from that office.
- (e) A committee member who is interested in any arrangement involving the association is not liable to account to the association for any profit realised under the arrangement merely because the committee member holds office as a committee member or because of the fiduciary obligations arising from that office, provided that the committee member complies with the disclosure requirements applicable to the committee member under any regulations adopted by the committee, and under the Act, regarding that interest.

- (f) A committee member may hold any other office or position (except the auditor of the association) in the association or any related body corporate in conjunction with his or her committee membership and may be appointed to that office or position on terms (including remuneration and tenure) the committee decides.
- (g) A committee member may be or become a committee member or other officer of, or interested in, any related body corporate or any other body corporate associated with the association, and, with the consent of the committee, need not account to the association for any remuneration or other benefits the committee member receives as a committee member or officer of, or from having an interest in, that body corporate.
- (h) The committee may exercise the voting rights conferred by shares in any body corporate held or owned by the association in the manner in all respects that they think fit.

9.6 Powers and duties of committee

- (a) The committee is responsible for managing the association's affairs and carrying out the purposes of the association. The committee may exercise to the exclusion of the association in general meeting all the association's powers which are not required, by the Act or by these rules, to be exercised by the association in general meeting.
- (b) The committee may:
 - (1) appoint or employ an officer, agent or attorney of the association with the powers, discretions and duties vested in or exercisable by the committee, on the terms the committee decides;
 - (2) authorise an officer, agent or attorney to delegate all or any of the powers, discretions and duties vested in the office, agent or attorney; and
 - (3) subject to any contract between the association and the relevant officer, agent or attorney, remove or dismiss any officer, agent or attorney at any time, with or without cause.
- (c) A power of attorney may contain any provisions for the protection and convenience of the attorney or persons dealing with the attorney that the committee thinks fit.

9.7 Use of information or position

- (a) A committee member must not:
 - (1) while a committee member; and
 - (2) after ceasing to be a committee member,knowingly or recklessly make improper use of 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.

- (b) A committee member must not knowingly or recklessly make improper use of his or her position in the incorporated association so as to:
 - (1) gain, directly or indirectly, any pecuniary benefit or material advantage for himself or herself or any other person; or
 - (2) cause detriment to the association.

9.8 Disclosure of interests

- (a) A committee member who has any direct or indirect interest in a contract, or proposed contract, with the association must:
 - (1) as soon as he or she becomes aware of his or her interest, disclose the nature and extent of his or her interest to the committee; and
 - (2) disclose the nature and extent of his or her interest in the contract, or proposed contract, in the statement submitted under section 30(3) of the Act by the association to the members at the next annual general meeting.
- (b) Rule 9.8(a) does not apply in respect of an interest that exists only by virtue of the fact that the committee 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) Subject to rule 9.8(d), if a committee member discloses an interest in a contract, or proposed contract, in accordance with rule 9.8(a), or his or her interest is not such as need be disclosed under rule 9.8(a):
 - (1) the contract is not liable to be avoided by the association on any ground arising from the fiduciary relationship between the committee member and the association; and
 - (2) the committee member is not liable to account for profits derived from the contract.
- (d) Despite anything to the contrary in these rules, a committee member may not act as auditor of the association.

9.9 Implied validity

Despite any other provision in these rules, all decisions and actions at a meeting of the committee, and all actions taken by the committee or a person acting as a committee member, are as valid as if every person acting as a committee member had:

- (a) been duly appointed;
- (b) duly continued in office; and
- (c) at all material times been fully entitled to do all things which he or she did or purported to do as a committee member,

even though it is later discovered that there was a defect in the person's appointment or continuance in office, or that the person had vacated office or was not entitled to do a particular thing.

10 Proceedings of the committee

10.1 Officers

The Officers of the association are, unless otherwise decided by the committee:

- (a) a president;
- (b) a vice president;
- (c) a treasurer; and
- (d) a secretary.

10.2 Responsibility for administration

- (a) The committee must ensure minutes of the resolutions and proceedings of each general meeting and each committee meeting are kept in books provided for that purpose together with a record of the names of persons present at committee meetings.
- (b) The committee must ensure a person is appointed to:
 - (1) collect and receive all monies due to the association and make all payments authorised by the association; and
 - (2) keep correct accounts and books showing financial affairs of the association with full details of all receipts and expenditures connected with the activities of the association.

10.3 Committee meetings

The committee may meet together and adjourn and otherwise regulate their meetings as they think fit.

10.4 Convening meetings

- (a) The chairperson or any committee member may convene a meeting of the committee whenever they think fit.
- (b) The committee or its delegate must, on requisition of the chairperson or any committee member under rule 10.4(a), convene a meeting of the committee.

10.5 Notice of committee meetings

- (a) Subject to these rules, notice of a committee meeting must be given to each person who at the time of giving the notice is a committee member, except a committee member on leave of absence approved by the committee.
- (b) A notice of meeting of the committee:
 - (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.
- (c) A committee member may waive notice of a meeting of the committee by notifying the association to that effect in person or by post, telephone, fax or other electronic means.
- (d) The non-receipt of a notice of a committee member by, or a failure to give notice of a committee meeting to, a committee 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 committee member has waived or waives notice of that meeting under rule 10.5(c) before or after the meeting;
 - (3) the committee member has notified or notifies the association 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 committee member attended the meeting.
- (e) Attendance by a person at a committee meeting waives any objection which that person may have to a failure to give notice of the meeting.

10.6 Quorum

- (a) No business may be transacted at a meeting of the committee unless a quorum is present. If within 15 minutes of the time appointed for the meeting a quorum is not present, the chairperson may adjourn the meeting to the same place and at the same hour of the same day in the following week.
- (b) A quorum consists of:
- (1) if the committee has a fixed number for the quorum greater than 3, that number of members of the committee present at the meeting; and
 - (2) if any other case, 3 members of the committee present at the meeting.
- (c) If the number of members of the committee at any time is not sufficient to constitute a quorum of a committee meeting or is less than the minimum number of members of the committee fixed under these rules, the remaining members of the committee must act as soon as possible to:
- (1) increase the number of members of the committee to a number sufficient to constitute a quorum and to satisfy the minimum number required under these rules; or
 - (2) convene a general meeting of the association for that purpose,

and, until that has happened, may only act if and to the extent that there is an emergency requiring them to act.

10.7 Chairperson

- (a) Subject to rule 10.7(b), the chairperson, or in his or her absence, the deputy chairperson, must act as chairperson at each meeting of the committee.
- (b) If both the chairperson and deputy chairperson are absent or unwilling to act at any particular meeting of the committee, then the members of the committee present must elect one of their number to act as chairperson for that meeting.

10.8 Decisions of the committee

- (a) A meeting of the committee at which a quorum is present may exercise all the powers and discretions vested in or exercisable by the committee members under these rules.
- (b) Questions arising at a meeting of the committee must be decided by a majority of votes cast by the committee members present. Such a decision is for all purposes a decision of the committee.
- (c) Where the votes on a proposed resolution are equal:
 - (1) the chairperson of the meeting does not have a second or casting vote; and
 - (2) the proposed resolution is taken as lost.

10.9 Observers at meetings of committee

Members and other persons, when invited by the committee, may attend meetings or such part of the meeting as determined appropriate by the committee, but do not have voting rights and may not speak at the meeting unless permitted by the chairperson.

10.10 Meetings convened by telephone or other electronic means

- (a) The contemporaneous linking together by telephone or other electronic means of a sufficient number of the committee members to constitute a quorum constitutes a meeting of the committee. All the provisions in these rules relating to the meetings of the committee apply, so far as they can and with any necessary changes, to meetings of the committee by telephone or the electronic means.
- (b) A committee 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 committee 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 members of the committee cease to participate, the

chairperson may adjourn the meeting until the difficulty is remedied or may, where a quorum of members of the committee remains present, continue with the meeting.

- (e) Where more than one committee member requests access to a telephone or other electronic means, the resources will be provided if reasonably available.

10.11 Written resolutions of the committee

- (a) If:
 - (1) a majority of the members of the committee (other than any committee member who disqualifies himself or herself from considering the act, matter, thing or resolution in question on the grounds that he or she is not entitled at law to do so or has a conflict of interest), assent to a document containing a statement to the effect that an act, matter or thing has been done or resolution has been passed; and
 - (2) the members of the committee who assent would have constituted a quorum at a meeting of the committee held to consider that act, matter, thing or resolution,

that act, matter, thing or resolution is to be taken as having been done at or passed by a meeting of the committee.

- (b) For the purpose of rule 10.11(a):
 - (1) the meeting is to be taken to have been held on the day on which, and at the time at which, the document was last assented to by a committee member;
 - (2) 2 or more separate documents in identical terms each of which is assented to by one or more members of the committee are to be taken as constituting one document; and
 - (3) a committee member may signify assent to a document by signing the document or by notifying the association of the member's assent in person or by post, fax, telephone or other method of written, audio or audio visual communication.
- (c) Where a committee member signifies assent to a document otherwise than by signing the document, the committee member must by way of confirmation sign the document at the next meeting of the committee attended by that committee member, but failure to do so does not invalidate the act, matter, thing or resolution to which the document relates.
- (d) Where a document is assented to in accordance with rule 10.11(a), the document is to be taken as a minute of a meeting of the committee.

10.12 Minutes of meetings and minutes of resolutions

- (a) The committee must ensure minutes of proceedings and resolutions of general meetings and of meetings of the committee (including subcommittees) are recorded in books kept for the purpose, within one month after the relevant meeting is held.

- (b) The committee must ensure minutes of resolutions passed by the committee (and subcommittees) without a meeting are recorded in books kept for that purpose within one month after the resolution is passed.
 - (c) 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.
-

11 Subcommittees

11.1 Delegation to subcommittees

The committee may delegate any of the committee powers to a subcommittee or subcommittees established by the committee, comprising the committee members and any other people (whether members or not) that the committee decides.

11.2 Control of subcommittees

- (a) The committee may name, dissolve and vary the powers and composition of a subcommittee as the committee thinks fit.
- (b) Each member of a subcommittee holds office on terms decided by the committee.
- (c) A subcommittee must exercise its powers, and generally conduct itself, in accordance with any directions given by the committee including, but not limited to, any directions concerning keeping minutes and reporting to the committee.

11.3 Rules apply to subcommittee

Subject to any directions by the committee, the provisions of these rules applying to meetings and resolutions of the committee apply, so far as they reasonably can and with any modifications reasonably necessary, to meetings of a subcommittee.

12 Delegates and the Public Officer

12.1 Delegates

- (a) The committee may from time to time appoint delegates of the association, who may or may not be members of the committee.
- (b) The committee may delegate any of its powers or responsibilities to a delegate appointed under rule 12.1(a).
- (c) Despite rule 12.1(b), the committee remains responsible for the:
 - (1) exercise of committee powers; and
 - (2) discharge of committee responsibilities,by a delegate appointed under rule 12.1(a).
- (d) A delegate to whom any powers have been so delegated must exercise the powers delegated in accordance with any directions of the committee.

12.2 The Public Officer

The committee must appoint at least one Public Officer who will hold the position subject to, and have the powers provided for under, the Act and who must carry out any additional duties decided by the committee from time to time.

13 Audit

13.1 Appointment of auditor

If the association is or becomes a prescribed association under the Act, the committee must appoint a qualified auditor.

13.2 Remuneration of auditor

The committee may fix the remuneration of the auditor from time to time.

13.3 Qualifications of auditor

The auditor must be:

- (a) a registered association auditor registered under section 1280 of the *Corporations Act*;
- (b) a firm of registered association auditors registered under section 1280 of the *Corporations Act*;
- (c) a member of the CPA Australia or the Institute of Chartered Accountants in Australia; or
- (d) any other person approved by the Registrar of Incorporated Associations for this purpose.

13.4 Role of auditor

- (a) The auditor must:
 - (1) examine the accounting records of the association at least once in each financial year; and
 - (2) meet with relevant committee members for this purpose at times arranged with the committee and relevant committee members.
- (b) The auditor must draw up the audit program. In preparing the program the auditor must have regard to:
 - (1) current practice;
 - (2) the auditing standards issued from time to time by recognised Australian accounting bodies; and
 - (3) any advisory notes for auditors which the committee issues from time to time.

13.5 Access by auditor

The auditor:

- (a) must be given access to the accounting records of the association at all times; and

- (b) may make reports to the committee as the auditor considers necessary.

13.6 Report by auditor

The auditor must:

- (a) make a report to the members at each annual general meeting on every statement of income and expenditure and balance sheet tabled before each annual general meeting during the auditor's term of office; and
- (b) state in the report whether in his or her opinion:
 - (1) the statement of income and expenditure and balance sheet together with any statements, reports and notes that are attached to and intended to be read with the statement or balance sheet are properly drawn up so as to give a true and fair view of the financial position of the association during and at the end of its last financial year (or other date appropriate to the period covered by that balance sheet and statement);
 - (2) the accounting and other records examined by the auditor have been properly maintained; and
 - (3) the financial statements are in accordance with the Australian Accounting Standards specified in Schedule 1 of the Associations Incorporations Regulations 1998.

13.7 Attendance at general meetings

The auditor may attend a general meeting and make a report direct to the members of any matter within the scope of the auditor's duties.

14 Cheques

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed:

- (a) as the committee decides; or
- (b) failing a decision under rule 14(a), by any 2 committee members.

15 Custody and inspection of records

15.1 Custody of records

The committee or its delegate for this purpose must keep in its custody or under its, his or her control, all books, documents and securities of the association.

15.2 Inspection of records

The documents associated with incorporation, the register of members and the minutes of general meetings must be made available for inspection by any member who gives the committee or its delegate for this purpose reasonable notice that he, she or it wishes to inspect them.

16 Common seal

- (a) The common seal of the association must be kept in the custody of the committee or its delegate for this purpose.
- (b) The common seal may only be affixed to a document if:
 - (1) the committee authorises it, which it may do before or after the common seal is used; and
 - (2) the document to which the common seal is affixed is signed by any 2 members of the committee.

17 Notices

17.1 Notices by the association to members

The association may give notices, including a notice of a general meeting to a member:

- (a) personally;
- (b) by sending it by post to the address for the member in the register of members or the alternative address (if any) nominated by the member; or
- (c) by sending it to the fax number or electronic address (if any) nominated by the member.

17.2 Notices by the association to members of the committee

Subject to these rules, a notice may be given by the association to any committee member by:

- (a) serving it personally at the committee member's usual residential or business address;
- (b) sending it by post in a prepaid envelope to the committee member's usual residential or business address; or
- (c) by electronic means or fax to such electronic address or fax number, as the committee member has supplied to the association for giving notices.

17.3 Notices by members or members of the committee to the association

Subject to these rules, a notice may be given by a member or a committee member by:

- (a) serving it on the association at the registered address of the association;
- (b) sending it by post in a prepaid envelope to the registered address of the association; or
- (c) fax or electronic means to the principal fax number or the principal electronic address of the association.

17.4 Time of service

- (a) Where a notice is sent by post, service of the notice is taken to be effected if a prepaid envelope containing the notice is properly addressed and placed in the post and to have been effected:
 - (1) in the case of a notice of general meeting, on the day after the date of its posting;
 - (2) in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- (b) Where a notice is sent by fax, service of the notice is to be taken to be effected if the correct fax number appears on the fax report generated by the sender's fax machine and to have been effected at the time the fax is sent.
- (c) Where a notice is sent by electronic means by electronic messaging system that contains a delivery verification function, service of the notice is to be taken to be effected on the generation by the electronic messaging system of a delivery verification notice or log entry, or other confirmation.
- (d) Where notice is sent by electronic means by electronic mail or other electronic messaging system (other than those referred to in rule 17.4(c)), service of the notice is taken to be effected on the delivery to:
 - (1) where the addressee is a natural person, the addressee's electronic mail or electronic messaging system account; or
 - (2) where the addressee is a corporation, the corporation's computer systems.
- (e) If service under rules 17.4(b), 17.4(c) and 17.4(d) is 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.
- (f) For the purposes of rule 17.4(e), **Business Day** means a day that is not a Saturday, Sunday or a public holiday or bank holiday in the place concerned.
- (g) No:
 - (1) general meeting, annual general meeting or meeting of the committee; or
 - (2) act, proceeding or business of any such meeting,
is or will be rendered voidable or invalid merely because of:
 - (3) the failure of any person to receive notice of the meeting; or
 - (4) any other procedural irregularity.

17.5 Other communications and documents

Rules 17.1 to 17.4 (inclusive) apply, so far as they can and with any necessary changes, to the service of any communication or document.

17.6 Notices in writing

A reference in these rules apply, so far as they can and with any necessary changes, to the service of any communication or document.

18 Trading

The association is authorised to trade in accordance with section 51 of the Act.

19 Source of funds

The funds of the association are to be derived from fees, subscriptions, gifts, sponsorships, donations, government grants, fundraising activities and such other sources as the committee determines.

20 Alteration of Statement of Purposes and rules

- (a) The association must not pass a special resolution, if, as a result, the association will cease to be a charity.
 - (b) These rules and the Statement of Purposes of the association may only be altered in accordance with the Act.
 - (c) A special resolution making a material alteration to, or materially affecting, the Statement of Purposes or rules 3, 20 or 22 must be notified in writing to a Deputy Commissioner of Taxation.
 - (d) A special resolution making a material alteration to, or materially affecting, rules 18 or 22 has no effect until the Minister responsible for the Act consents to the alteration.
-

21 Indemnity and insurance

21.1 Persons to whom the indemnity and insurance apply

The indemnity and insurance referred to in this rule 21 apply to Officers.

21.2 Indemnity

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

21.3 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 Officer against

any liability incurred by the person as an officer of the association where the committee considers it appropriate to do so.

21.4 Savings

Nothing in this rule 21:

- (a) affects any other right or remedy that an 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 21 does not apply.
-

22 Winding up

- (a) If, on the winding up or dissolution of the association, any property remains after satisfaction of all its debts and liabilities, this property must only be given or transferred to a fund, authority or institution:
 - (1) which is charitable at law;
 - (2) whose constitution prohibits distributions or payments to its members and committee members to an extent at least as great as is outlined in rule 3.
 - (b) The identity of the fund, authority or institution referred to in rule 22(a) must be decided by the committee, or if the committee does not wish to decide or does not decide, it must be decided by the members by ordinary resolution at or before the time of winding up or dissolution of the association and, if the committee cannot decide, by the Supreme Court of Victoria.
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23 Application of the Act

23.1 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 Act has the same meaning as in that provision; and
 - (b) subject to rule 23.1(a), an expression in a rule that has a defined meaning for the purposes of the Act has the same meaning as in the Act.
-

24 Inclusion on the Register of cultural organisations

24.1 Introduction

If the company is on the Register it must comply with this rule 24.

24.2 Ministerial Rules

The company must comply with any rules that the Treasurer of the Commonwealth of Australia, the Commissioner or the Minister responsible for the Register make to ensure that gifts made to the Public Fund (established under rule 24.5) will only be used for the company's principal purposes and principal activity as set out in rule 1(a).

24.3 Statistical information

The company must provide to the Department statistical information on the gifts and donations made to the Public Fund every 6 months.

24.4 Notifying the Department

The company must notify the Department, as soon as practicable, of:

- (a) any changes to its principal purposes and principal activity;
- (b) any change to the name of the company or its Public Fund;
- (c) any change to the membership of the committee administering the Public Fund under rule 24.5(g);
- (d) any departure from this rule 24;
- (e) if the company becomes insolvent, or commences any process for the winding up of the company or experiences other financial difficulties; or
- (f) any other issues reasonably required by the Department.

24.5 Establishment and operation of Public Fund

- (a) The company must establish and maintain for its principal purposes and principal activity in Australia a fund to be called Bluebird Foundation Public Fund:
 - (1) to which gifts of money or property for those purposes and activity are to be made;
 - (2) to which any money received by the company because of those gifts is to be credited; and
 - (3) that does not receive any other money or property.
- (b) The purposes of the Public Fund are the same as the principal purposes and principal activity of the company.
- (c) The company must maintain for the Public Fund:
 - (1) a separate bank account; and
 - (2) proper accounting records.
- (d) The signatories must be Australian resident members of the committee in charge of the Public Fund.
- (e) The company must seek donations from the public to the Public Fund.
- (f) The company must use the following only for its principal purposes and principal activity and the provisions of rule 3.1(b) apply to:
 - (1) gifts made to the Public Fund; and
 - (2) any money received because of those gifts.
- (g) No fewer than 3 directors will administer the Public Fund, the majority of whom are Responsible Persons. If there is not a majority of directors who are Responsible Persons the directors must delegate the power to administer the Public Fund to a sub-committee of not fewer than 3 people, a majority of whom are Responsible Persons.

- (h) Receipts for gifts to the Public Fund must be made in the name of the Public Fund and state:
- (1) the number of the receipt;
 - (2) the name and ABN of the company;
 - (3) the name of the Public Fund and a reference to it being on the Register;
 - (4) the name of the donor;
 - (5) the amount of the gift, the fact that it was a gift and the date the gift was received,
- and include the signature of a person authorised to act on behalf of the Public Fund.
- (i) At the first occurrence of:
- (1) the winding up of the Public Fund;
 - (2) the company ceasing to be endorsed as a deductible gift recipient under Subdivision 30-BA of ITAA 97; or
 - (3) the company and the Public Fund ceasing to be on the Register,
- any surplus assets of the Public Fund must be transferred to a fund on the Register, the identity of which must be decided by the directors.

Appendix 1 - Application for membership

[name of association] (the association)

I, _____

(Full name of applicant)

of _____

(Address)

Phone: (BH) _____ (AH) _____

(Mobile) _____

Email: _____

wish to become a member of the association. In the event of my admission as a member, I agree to be bound by the rules of the association for the time being in force and I agree to receive notices from the association by email.

Signature of applicant

Date

Appendix 2 - Form of appointment of proxy

[name of association] (the association)

I, _____
of _____

being a member of the association, hereby appoint the chairperson of the annual general meeting/general meeting*; or

of _____

as my proxy to vote for me on my behalf at the annual general meeting/general meeting* to be held on _____ and at any adjournment of that meeting.

My proxy is authorised to vote for me on my behalf in accordance with the directions on this form or, if no directions have been are given, as he or she sees fit.

Details of the resolution:

for

against

Signature

Date

* delete as appropriate