

ASSOCIATIONS INCORPORATION ACT 2009

RULES

OF

THE GIRLS' BRIGADE NEW SOUTH WALES INC

(2015)

RULES

THE GIRLS' BRIGADE NEW SOUTH WALES INC

ASSOCIATIONS INCORPORATION ACT 2009

1. NAME

The name of the Association is **"The Girls' Brigade New South Wales Inc"**

2. DEFINITIONS

In these rules, unless the contrary intention appears -

"Council" means the New South Wales State Council;

"Brigade" means The Girls' Brigade New South Wales Inc;

"the Act" means the Associations Incorporation Act 2009;

"the Association" means the Association referred to in rule 1;

"General Meetings" mean meetings of the State Conference as convened under rule 14;

"State Conference" means the Annual General Meeting of the Association;

"Company Coordinator" means the person appointed by the church to oversee the running of the Company. May also be known as the Captain or Team Leader;

"Regional Coordinator" means the person elected by the Region to oversee the running of the Region. May also be known as Regional Commissioner.

"Secretary" means the State Secretary.

"State Coordinator" means the person elected by the State to oversee the running of the State. May also be known as State Commissioner.

3. OBJECTS

(1) **THE OBJECTS** of the Association are RELIGIOUS and CHARITABLE and are:

- (a) to promote and affirm our belief in Jesus Christ as Lord and Saviour according to the Holy Christian Scriptures and to seek to fulfil its aim to the glory of one God - Father, Son and Holy Spirit.
- (b) to witness to the standard set by Jesus Christ.
- (c) to live a life according to Christian beliefs, values and principles
- (d) to promote a just society where all people are equally valued.

- (e) to establish local companies each of which shall be connected with a church or mission of an approved Christian denomination or an approved Christian fellowship and every member shall be encouraged to attend church.
 - (f) to be a uniformed organisation.
 - (g) to promote through its education programme activities designed to help girls achieve spiritual and mental maturity and to promote physical and social well-being.
 - (h) to assist girls to express what they learn through practical service to home, community and church.
 - (i) to foster loyalty to our country - Australia
- (2) In order to pursue these objects the Association may accept donations and gifts by will or otherwise, borrow or lend money and purchase and hold property and equipment for the use of the Association. The Council is responsible for the execution and management of such property and equipment.

4. AIM

THE AIM of the Association is:

To help girls to become followers of the Lord Jesus Christ, and through self-control, reverence and a sense of responsibility, to find true enrichment of life.

5. MOTTO AND VISION

THE MOTTO of the Association is: Seek, Serve and Follow Christ.

THE VISION of the Association is: Girls' lives transformed, God's world enriched.

6. POWERS

The powers conferred on the Association by Part 3, Division 1 of the Act are subject to the following addition:

to take over the funds and other assets and liabilities of the present unincorporated association known as "The Girls' Brigade Australia (N.S.W. State Council)"

7. MEMBERSHIP

(1) Membership shall be conferred upon

(a) Company Members

Girls:

A girl is a member:

- (i) after four weeks attendance at Company meetings and
- (ii) when a parent/guardian has completed the Membership Information form.

Girls' ages and Units are as outlined in the Leaders' Handbook.

(b) Leadership Members (who pay a fee)

(i) Company Coordinators: women who after being recommended by the local Church, Parish, Fellowship or Mission, and having satisfactorily completed the prescribed training, are commissioned as a Company Coordinator of the Brigade.

(ii) Leaders: women who after being recommended by the local Church, Parish, Fellowship or Mission, and, having satisfactorily completed the prescribed training, are commissioned as Leaders.

(Company Coordinators & Leaders receive their commissions at an event in which Brigade and the local Church share).

(iii) Supernumerary Leaders: Women who have satisfactorily completed the prescribed training, retain Leader status, are active within the Girls' Brigade, and have their name on the Regional or State Supernumerary List.

(iv) Reserve Leaders: have temporarily given up active service within the Brigade, but have their name on the Company Reserve Leaders' List.

Commissioned Leaders on the Reserve List wear a Leader's lanyard when in uniform.

(v) Assistant Leaders: a regular leader at a Company who has completed Level 1 Leader Training. They are exempt from State Fees and are not eligible to vote.

(Leaders' age requirements are as outlined in the Leaders' Handbook.)

- (c) Leadership Members (who do not pay a fee)
 - (i) State Chaplain: appointed to this position by the Council. Prior to taking office, the State Chaplain shall formally agree to abide by these Rules, by signing the prescribed form.
 - (ii) Regional Chaplains: appointed to this position at the Regional Annual General Meeting.
 - (iii) Company Chaplains: appointed by the local Church, Parish, Fellowship or Mission to which the Company is affiliated.
- (d) Life Members (as per National Constitution)

(2) Register

A register of Leadership Members shall be maintained and kept in the custody of the Secretary of the Association or of such other person as the Council from time to time decides.

(3) Termination of Membership of Association:

- (a) If a person dies they cease to be a member.
- (b) A Leader may remain on the Reserve List for a period of no longer than 3 years. After such time she ceases to be a member.
- (c) (i) Company Members
A girl shall cease to be a member:
 - (A) if she indicates that she has left the Company;
 - (B) if she has not attended Company for three months without reasonable excuse.
 - (C) if her parent/guardian has not signed a current Membership Information Form.
 - (D) in extreme cases of misconduct, and only after consultation with the local Church, Parish, Fellowship or Mission, her membership is terminated by the Brigade.

Such girls shall have no authority to wear the registered titles, uniforms and awards of the Brigade.

- (ii) Leadership Members
 - (A) Leaders: under subrules (1) (b) (i), (1) (b) (ii), (1) (b) (iii), (1) (b) (iv), (1) (b) (v) shall cease to be members:
 - (1) by signing the prescribed form which is delivered to the Secretary; or
 - (2) the commission being withdrawn by the Association, after consultation with Council, the Leader, the local Church, Parish, Fellowship or Mission, for conduct contrary to the objects of The Brigade.
 - (B) Chaplains: under subrules (1) (c) (i), (1) (c) (ii), (1) (c) (iii) shall cease to be members by resignation from appointed position.

8. RESOLUTION OF INTERNAL DISPUTES

- (1) Disputes between members (in their capacity as members) of the Association shall be referred to the appropriate Chaplain and/or Coordinator for mediation leading to resolution.
- (2) Disputes between members and the Association shall be referred to the State Council. Such disputes may be referred to the National Council of The Girls' Brigade Australia (Inc) for resolution.

9. DISCIPLINING OF MEMBERS

1. If a leadership member or associated person:
 - (a) is convicted of an indictable offence
 - (b) fails to comply with any of the provisions of these Rules
 - (c) conducts herself in a manner considered to be injurious, prejudicial or detrimental to the character or interests of the Association,
 the Council may, with a two thirds majority vote, resolve that the person's membership shall cease, provided that the person concerned shall have been given written notice of the intention to consider such a resolution and has been given a full and fair opportunity of presenting their case to the Executive of the Council. Any identification of the person will not be revealed until after Council has made a decision regarding the action to be taken. Such a person shall have the right of appeal to a meeting of the Council, called for that purpose.
2. Notice given under this subrule shall be in writing, served:-
 - (a) by posting to the address appearing in the register of members
or
 - (b) personally on the member.
3. When a notice is sent by post under this subrule, sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by certified mail.

10. FEES

- (1) A member of the Association subject to subrule 7 1 (a) and 7 1 (b) must, following admission to membership, pay or have paid on her behalf, the prescribed annual membership fees as set out hereafter:
 - (a) the Association's annual fees and subscription, and
 - (b) the annual fees and subscription due to "The Girls' Brigade Australia Inc".
- (2) The amount of the fees and subscription to be paid to the Association shall be determined annually by the Council and notified to members of the Association in November of the preceding year of the collection of said fees.

- (3) Annual fees determined under subrules 1(a) and 1(b) shall be paid to the Association at the times declared by the Council.
- (4) A member is a financial member for the purposes of these rules if her fees are paid on or before the relevant date fixed under subrule (3) or within 3 months thereafter.
- (5) Subject to subrule (4), any member whose fees are not paid within 3 months of the relevant due date as fixed under subrule (3) ceases on the expiry of that period to be a member unless the Council decides otherwise.
- (6) A person who ceases to be a member except under subrule 7 (4) (a) remains liable to pay to the Association the amount of any fees due and payable by that person to the Association but unpaid at the date of the cessation of membership.

11. THE COMPANY

- (1) A Company is the basic unit of the Brigade and shall be formed within a local Church, Parish, Fellowship or Mission. More than one Company may be established under the auspices of a Church, Parish, Fellowship or Mission.
- (2) The formation and organisation of a Company shall be as outlined in the relevant Girls' Brigade Handbooks.
- (3) Each Company shall be under the leadership of a Company Coordinator, who shall be appointed by the local Church, Parish, Fellowship or Mission with which the Company is affiliated.
 - (a) In the absence of a Company Coordinator, a Leadership team can be established to lead the Company.
- (4) The minimum number required for the formation of a Company shall be 10 girls, plus a Company Coordinator and a Chaplain. There is no minimum to maintain a Company once they are affiliated.
- (5) The Company leadership may also include Commissioned Leaders and Non-Commissioned Assistant Leaders as approved by the Church, Parish, Fellowship or Mission with which the Company is affiliated.
- (6) Each Company shall have adequate insurance cover including public liability insurance, as arranged through The Girls' Brigade Australia (Inc) National Council.
- (7) Each Company shall:
 - (i) keep proper accounting records of all moneys received and disbursed; and
 - (ii) at the end of each calendar year have those accounting records audited.
- (8) No Company or member of the Association shall incur a debt for which the Association is liable without the Council's prior written permission.

- (9) The Church should advise the Secretary, in writing, when its Company is going to close.
- (10) Recognition of a Company may be withdrawn by the Brigade, after consultation with the local Church, Parish, Fellowship or Mission, for conduct contrary to the objects of the Brigade. Such a Company and its members shall have no authority to use the programmes, registered titles, uniforms or awards of the Brigade.
- (11) A Company that closes shall, under the supervision of the Council:
 - (a) return Company Colours, records and GB resources to the State Office. ;
 - (b)
 - (i) collect all moneys due to the Company;
 - (ii) apply funds to meet all debts. Any shortfall will be met from Association funds; and
 - (iii) close all bank accounts.

12. REGIONAL COUNCILS

- (1) Companies in each State shall be grouped into Regions as determined by the Council and each Region shall be governed by a Regional Council.
- (2) The Regional Council shall consist of:
 - (a) Office Bearers: who shall be:
 - (i) Regional Coordinator; who must be a Leadership member under rule 7 (1) (b)
 - (ii) Regional Secretary;
 - (iii) Divisional Regional Treasurer;
 - (iv) Other personnel, which may include Assistant Regional Coordinators, as required by the Regional Council all of whom must be Leadership members under rule 7 (1) (b)
 - (b) Chaplain; who shall not have a vote and
 - (c) All Commissioned and non-Commissioned Leaders in the Region who may take part in discussion.
 - (d) Regional State Council Representative
 - (e) Each Company shall have one vote as per clause 12 (6) (e).
- (3) The Executive of the Regional Council shall be the Office Bearers under subrule 12 (2) (a) and (b).
- (4) Responsibilities:
 - (a) To nurture Companies in its Region;
 - (b) To promote the Brigade within its area; and
 - (c) To provide an effective administrative link between Companies and the Council.

(5) Procedure:

- (a) The Regional Council shall meet not less than 3 times per calendar year. One designated meeting in the year shall be the Annual General Meeting.
- (b) Regional Council meetings shall be presided over by the Regional Coordinator or an appointed Chairperson.
- (c) A quorum shall be not less than one half of those entitled to vote under subrule (6) and shall include the Regional Coordinator or in their absence a person as appointed by the Council.
- (d) The Regional Secretary shall be responsible for the accurate recording of all matters of business.

(6) Voting:

Subject to these rules, the following persons are entitled to one deliberative vote at any Regional Council Meeting:

- (a) Regional Coordinator;
- (b) Regional Secretary;
- (c) Regional Treasurer
- (d) Personell appointed under subrule (2) (a) (iv); and
- (e) Company Coordinator of each Company in the Region.
A Company Coordinator may appoint a proxy, including an Assistant Leader or a Pioneer who has attained the age of 18 provided the proxy is indicated to the Regional Secretary prior to the Regional Council Meeting.
- (f) Any person appointed under subrule (5) (c).
- (g) Subject to subrule (7) (d) a question arising at a Regional Council meeting shall be decided by a majority vote, but if there is an equality of votes, the person presiding at the meeting shall have a casting vote in addition to her deliberative vote.

(7) Election of Office Bearers:

- (a) Election of Office Bearers shall take place at the Annual General Meeting of the Regional Council.
- (b) The Office Bearers to be elected are
 - (a) Regional Coordinator
All other Officer Bearers, including Assistant Regional Coordinators shall be elected or appointed on an annual basis.
- (c) Nominations for election as Office Bearers shall be made in writing, signed by the nominator and nominee, and lodged, in person, post or electronically, with the appointed Returning Officer prior to the Annual General Meeting.
- (d) No more than two members of any one Company may hold positions on the Regional executive, unless authorised by a resolution of Council.

- (e) Elections shall be by secret ballot, on a majority vote but, where more than two candidates nominate for one office, elections shall be on a preferential system.
- (f) The Regional Council shall fill any casual vacancy of Office Bearers provided that a period of not less than two months remains, in which event the position need not be filled.
- (g) In the event of a position remaining unfilled new nominations may be called. If no further nominations are received for an Office Bearing position the Council has power to appoint.
- (h) Elected Office Bearers shall assume responsibility on a date determined by the Regional Council.

(8) Term of Office:

- (a) Elected Office Bearers shall hold office for one year and shall be ineligible to hold the same office for more than six consecutive years, unless authorised by a resolution of the Council.
- (b) A portion of a term served filling a casual vacancy shall not be counted in reckoning terms of holding office.

(9) Finance:

- (a) The Regional Treasurer shall ensure that:
 - (i) proper accounting records are kept of all monies received and disbursed; and
 - (ii) at the end of each calendar year the auditor's report is submitted to the State Office.
- (b) Regional Councils may impose a levy on its members in order to pay necessary running costs.
- (c) The levy amount shall be determined by a majority vote at the Regional Council Annual General Meeting, for the ensuing year.
- (d) Regional Councils shall pay to the Association fees and subscriptions as determined by the Council.
- (e) In the event of the formation of a new Region the Council shall determine the allocation of the existing Regional funds between the existing Region and the new Region.

(10) Maintenance and Support of Regional Structures:

Where a Region is unable to meet regularly and/or fulfil Regional roles and/or meet Regional responsibilities, Council will provide Regional support and structure as appropriate.

(11) Cessation of a Region:

A Region that ceases to exist or merges with another Region shall:

- (a) Return all records to the State Office.
- (b) Close bank accounts, depositing funds into the Association's bank account.

Funds under subrule (10) (b) shall be applied to satisfy any debt owed by the closing Region. Any shortfall will be met from Association funds. The State Council shall determine the use of any surplus funds after the satisfaction of all debts.

13. THE BOARD

(1) The Board of The Girls' Brigade N.S.W. hereafter referred to as the "Council" is the controlling body of the Association and members shall consist of:

- (a) State Chaplain;
- (b) State Coordinator;
- (c) Deputy State Coordinator/s;
- (d) Secretary;
- (e) Regional Coordinators;-
- (f) Regional State Council representative; and
- (g) any other person or persons as deemed necessary by the Council.

The State Treasurer is not deemed to be a member of Council but reports directly to the Executive and Council.

All Council members must be Leadership members of the Association, elected or appointed to membership of the Council as under subrule (4) or (7).

A Regional Coordinator may appoint any Leadership member (subject to rule 7 (1) (b)), from the same Region, as her proxy on the Council. Such an appointment should be notified to the Secretary no later than 48 hours prior to the meeting.

(2) The Executive

- (a) The Executive Officers of the Association shall be the State Chaplain, the State Coordinator, Deputy State Coordinator/s and State Secretary. Additional executive members may be appointed by the Council as deemed necessary.
- (b) The definition of terms of reference and conditions of employment of all state staff shall be the responsibility of the executive alone.

- (3) Quorum
A quorum of the Council shall consist of 60% of Council members including at least 50% of the Executive Officers as defined under subrule (2) (a).

(4) Appointment to the Council

- (a) State Coordinator and Deputy State Coordinator/s shall be elected triennially at the State Conference.

The State Coordinator and Deputy State Coordinator/s shall be ineligible to hold the same office for more than six consecutive years, unless authorised by resolution of The Girls' Brigade Australia (Inc.) National Council.

A portion of a term served filling a casual vacancy shall not be counted in reckoning terms of holding office.

- (b) The employed State Office Manager shall be the Secretary of the Council.
- (c) State Chaplain – nominated by the State Coordinator and appointed by the Council for a three year term - who shall not have a vote.
- (d) Additional person or persons as deemed necessary by the Council shall be appointed by the Council every three years at the Council meeting prior to the State Conference in the year following the Triennial elections. Such appointments to be recommended by the State Coordinator and Deputy State Coordinator/s.
- (f) Regional Coordinators - subject to rule 12.
- (g) Regional State Council Representatives – subject to rule 12.

(5) Election of Executive Officers.

Subject to subrule (4) (a) the election of the State Coordinator, Deputy State Coordinator/s, shall take place in the following manner:

- (a) A Returning Officer and Scrutineers shall be appointed at the State Council Meeting immediately preceding the State Conference.
- (b) Any Leadership member of the Association shall be at liberty to nominate a member under rule 7 (1) (b) to be the State Coordinator or Deputy State Coordinator/s.
- (c) The nominations, which shall be in writing and signed by the nominator and the nominee, to signify her willingness to stand for election, shall be lodged with the Returning Officer at least one calendar month before the State Conference at which that election is to take place.

- (d) The Secretary shall ensure that notice of all persons being nominated for election to membership of the Council, including a profile, is given to all voting members under rules 17 and 18 at least 21 days prior to the State Conference at which that election is to take place.
- (e) Subject to rule 17 and 18 voting shall be by secret ballot with a majority vote but, where more than two candidates nominate for one office, elections shall be on a preferential system.

(6) Casual vacancies in membership of Council

- (a) A casual vacancy occurs in the office of a Council member and that office becomes vacant if the council member:-
 - (i) dies; or
 - (ii) resigns by notice in writing delivered to the State Coordinator or, if the Council member is the State Coordinator, to the Secretary. The resignation takes effect at the time the notice is received by the Secretary unless a later date is specified in the notice in which case it shall take effect on that later date; or
 - (iii) A member may be removed from office:
 - (a) at a general meeting of the Association where that member shall be given the opportunity to fully present their case. The question of removal shall be determined by a two thirds majority of the vote of members, as referred to in rule 17 and 18 present at such a meeting;
 - (b) if permanently incapacitated by mental or physical ill-health;
 - (c) if absent from more than -
 - (i) 3 consecutive Council meetings; or
 - (ii) 3 Council meetings in the same financial year, for which he or she has received notice without tendering an apology to the person presiding at each of those Council meetings; or
 - (d) if they cease to be a member of the Association.
 - (e) if convicted of an offence under the Act or a criminal offence;

- (b) When a casual vacancy occurs in the membership of the Council
- (i) the Council may appoint a member under rule 7 (1) (b) or rule 7 (2) to fill that vacancy; and
 - (ii) a Leadership member appointed under subrule (b) (i) shall -
 - (i) hold office until the commencement of: and
 - (ii) be eligible for election to membership of the Council at the next regular election or period of appointment.
 - (iii) The Council may continue to act irrespective of the number of casual vacancies provided that its number is not reduced below the number fixed by these rules as the necessary quorum of the Council. If that number falls below the necessary quorum, the Council may act only for the purpose of increasing the number of members of the Council to that required number, or of summoning a general meeting of the Association.
- (7) Proceedings of the Council
- (a) The Council shall be presided over by the State Coordinator or an appointed Chairperson.
 - (b) The Council shall meet together not less than every 3 calendar months for the dispatch of its business. The State Coordinator may at any time convene a meeting of the Council.
 - (c) Upon requisition of not less than 4 Council members, from a minimum of two different Regions, an extraordinary meeting of the Council shall be called by the State Coordinator within 1 month of the requisition.
 - (d) Council members shall receive at least 7 days notice of any meeting. Prior to the meeting an agenda shall be sent to all members of the Council.
 - (e) The procedure and order of business to be followed at a Council meeting shall be determined by the Council members present at the meeting.
 - (f) Each Council member, except a member appointed pursuant to sub rule (4) (c) shall have one deliberative vote.
 - (g) As per the Charitable Fundraising Act 1991 [Section 48] any member of the Council who is also an employee of the Association shall not be entitled to a vote, except for employees under subrule (4) (b). This person may not vote on matters pertaining to employment.

- (h) A question arising at a Council meeting shall be decided by a majority vote, but if there is an equality of votes, the person presiding at the meeting shall have a casting vote in addition to her deliberative vote.
 - (i) The Secretary shall be responsible for the accurate recording of all matters of business.
 - (j) A Council member having any direct or indirect pecuniary interest referred to in section 23, 24 or 25 of the Act shall comply with that section.
- (8) Functions of the Council
- (a) Unless otherwise provided for by these Rules and subject to resolutions of the Leadership members of the Association carried at any general meeting, the Council -
 - (i) shall have the general control and management of the administration of the affairs, property and funds of the Association; and
 - (ii) shall have authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent.
 - (b) Subject to these Rules, the responsibilities of the Council shall include:
 - (i) implementation of the resolutions of The Girls' Brigade Australia Incorporated or the State Conference and the reporting to the following State Conference, but unless specifically authorised by State Conference, the Council shall not decide Policy;
 - (ii) appointment of such sub-committees as it may from time to time consider necessary. Such sub-committees shall take action only if specifically authorised by the Council;
 - (iii) determining if any matters of business from any Region within the State are to be forwarded to The Girls' Brigade Australia Incorporated; and
 - (iv) adoption of a Budget of estimated receipts and expenditure for the ensuing financial year and the setting of fees for the ensuing financial year under rule 10.

14. GENERAL MEETINGS.

- (1) State Conference
 - (a) The Council shall call a State Conference of the Leadership members of the Association. The Conference shall be counted as a meeting of the State Council.
 - (b) Responsibilities:
 - (i) Receive Reports and Statements of Accounts;
 - (ii) Determine and review policy in light of National policy;
 - (iii) Elect Office Bearers under rule 13(5)
 - (iv) Transact any other business appropriate to the Brigade within the State; and
 - (v) Provide a time of Christian fellowship.
 - (c) Procedure:
 - (i) Notices of Motion for discussion at the State Conference shall be submitted in writing to the Secretary by the Council or a Regional Council 1 calendar month prior to the Conference. Amendments to motions shall be allowed during debate.
 - (ii) An Agenda, Notices of Motion, and Financial Statements shall be available to Leadership members 21 days prior to the State Conference.
 - (iii) The Annual Report shall be circulated to all in attendance at the State Conference.
 - (iv) All in attendance shall be entitled to participate in the discussion of all matters at the State Conference, but only those under rule 17 and 18 are entitled to vote.
- (2) The Council may at any time call a special general meeting;
- (3) The Council shall, within 30 days of receiving a request in writing to do so from not less than 25% of all Leadership members who must come from at least 2 Regions, convene a special general meeting for the purpose specified in that request;
- (4) The members making a request referred to in subrule (3) shall -
 - (a) state the purpose for which the special general meeting is required; and
 - (b) sign that request.
- (5) If the special general meeting is not convened within the 30 days referred to in subrule (3) then the members who made the request may do so.
- (6) The Secretary shall give to all voting members under rule 17 and 18 not less than 14 days' notice of a general meeting and of any motions to be moved at the general meeting, as under subrule (7).

- (7) The notice given in subrule (6) shall specify -
- (a) when and where the general meeting is to be held; and
 - (b) particulars of the business to be transacted and of the order in which that business is to be transacted.
- (8) The notice given under subrule 1c(ii), subrule (3) or subrule (6) may be:-
- (a) posted to the address appearing in the register of members kept under rule 7(3);
 - (b) sent electronically to the address appearing in the register of members kept under rule 7 (3); or
 - (c) delivered in person
- (9) When a notice is sent by post under subrule (8) (a) sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail. When a notice is sent by electronic format under subrule (8) (b) a delivery receipt will be requested.
- (10) All general meetings shall be presided over by the State Coordinator or a chairperson appointed by the Council who shall maintain order and conduct the meeting in a proper and orderly manner.
- (11) Subject to these Rules every question, matter or resolution shall be decided by a majority vote of members entitled to vote under rule 17 and 18.
- (12) All voting members under rules 17 and 18 shall be entitled to one deliberative vote. In the case of an equality of votes the Chairperson shall have a second or casting vote.
- (13) Subject to rule 13 (5) (f) voting shall be by show of hands, unless not less than one fifth of the Leadership members present, who are entitled to vote under rules 17 and 18, request a secret ballot. The chairperson shall appoint two Leadership members to conduct the secret ballot in such a manner as the chairperson determines and the result of the ballot as declared by the chairperson shall be deemed to be the resolution of the meeting of which the ballot was requested.

15. QUORUM AT GENERAL MEETINGS

- (1) A quorum shall be not less than 40% of those members, present in person, who are entitled to vote under rules 17 and 18.
- (2) No business shall be transacted at any general meeting unless a quorum is present.
- (3) If within 30 minutes from the time appointed for the commencement of a general meeting a quorum is not present, the meeting shall stand adjourned to such other time or day as the Chairperson shall determine.

16. MINUTES OF MEETINGS OF THE ASSOCIATION

Proper minutes of all meetings shall be kept and signed as a correct record by the Chairperson at the following meeting.

17. VOTING

(1) Subject to these Rules, the following persons or their proxy, under rule 18 are entitled to one deliberative vote at any general meeting of the Association.

- (a) Chairperson;
- (b) State Coordinator;
- (c) Deputy State Coordinator/s;
- (d) Secretary;
- (e) Appointed members of the Council;
- (f) Regional Coordinators;
- (h) Regional State Council Representative; and
- (h) Any member of the Association who holds the position of Company Coordinator.

(2) Should any one person listed in subrule (1) hold more than one position they are entitled to one deliberative vote only.

(3) Proxies, under Rule 18, may be given by any person who is effected by (17) (2).

(3) No member entitled to vote may do so if their fees are more than 3 months in arrears at the date of the meeting.

18. PROXIES OF MEMBERS OF THE ASSOCIATION

A Leadership member entitled to vote under rule 17 (in this rule called “the appointing member”) may appoint in writing another Leadership member, subject to rule 7 (1) (b) to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at any general meeting.

A maximum of two proxy votes(in addition to their deliberative vote) may be exercised by any one Leadership member on any one e occasion.

Proxy notifications are to be sent to the Secretary no less than 48 hours prior to the general meeting.

19. POSTAL BALLOTS

A Leadership member entitled to vote under rule 17 may submit a postal ballot for Election of Executive Officers (see rule 13.5) as long as they are received by the date advertised prior to the Annual General Meeting. Postal ballots can be received by mail or email. Postal ballots will not be counted as members in a quorum. No other votes can be made using a postal ballot unless authorised by a resolution of Council.

20. RULES OF THE ASSOCIATION

- (1) The Association may alter or rescind these Rules, or make rules additional to these Rules, in accordance with the procedure set out in Part 2, Division 2 of the Act.
- (2) These Rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

21. ALTERATION OF RULES

No change in these Rules shall be made except by a 75% majority vote of the votes cast at the State Conference. Notice of such alteration shall be given in writing to the Secretary at least 3 calendar months prior to the meeting.

Notice of such alteration to be given to voting members at least 2 calendar months prior to the meeting.

22. BY-LAWS

The Council may make, amend or repeal by-laws as may be necessary for the management of their own proceedings and of the Association provided that no by-law shall be made which is inconsistent with these Rules.

23. COMMON SEAL

The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council and in the presence of any two Executive members, whose signatures are registered in the Leadership Members, Officers and Seal Holders Register.

The Common Seal of the Association shall be kept in the custody of the Secretary or of such other person as the Council from time to time decides.

24. RECORDS

The records, books, documents and securities of the Association shall be kept in a secure environment at the associations headquarters. Records are able to be kept in electronic format where available.

A Leadership member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

25. FUNDS

The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members provided that remuneration may be paid in good faith to employees of the Association or other persons in return for services actually rendered to or expenses incurred on behalf of the Association.

- (1) The funds of the Association are to be derived from annual subscriptions of member, donations and, subject to any resolution passed by the association in general meeting, such other sources as the Council determines.
- (2) All money received by the Association must be deposited as soon as practicable and without undocumented deduction to the credit of the Association's bank account.
- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

26. FUNDS - MANAGEMENT

- (a) Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Council determines.
- (b) All cheques, electronic transfers and other negotiable instruments must be signed by any 2 members of the Council or employees of the Association, being members or employees authorised to do so by the Council.
- (c) A debit card facility can be issued to a person authorised by Council, with the account limit to be set by Council annually.
- (d) Whenever directed to do so by the Council, the State Treasurer or such other person as the Council shall appoint shall submit to the Council a financial statement in accordance with that direction.

- (e) Financial Statements shall be audited annually by an auditor appointed at the State Council immediately preceding State Conference.
- (f) The financial year of the Association will run from 1st January to 31st December each year.

27. PROPERTY

All property both real and personal acquired by the Council by purchase, lease or bequest shall be registered in the name of The Girls' Brigade N.S.W. Incorporated, a body corporate registered under Associations Incorporation Act 1984 of New South Wales by The Brigade for this purpose and over which State Conference, through the Council, has full control.

28. DISSOLUTION

- (1) Should the Council consider that the objects must for any reason be abandoned it may call a special meeting of the Leadership members of the Association for the purpose of passing a resolution to dissolve the affairs of the Association. If this resolution is passed by a 75% majority of the voting members, the Council shall finalise the affairs of the Association.
- (2) Upon dissolution, the assets of The Association shall be transferred to The Girls' Brigade Australia (Inc) or if The Brigade so decides, to such other like organizations with similar aims and objects to those of The Association. No assets or part thereof shall be paid or transferred directly or indirectly to any member of The Association.
- (3) The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the dissolution of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by rule 10.