

# AIDS ACTION COUNCIL OF THE ACT Incorporated

As last amended by special resolution on 28 October 2009.

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## PART 1 - PRELIMINARY

### 1 Name

The name of the Association shall be *AIDS Action Council of the ACT Incorporated*.

### 2 Interpretation

(1) In these rules, unless the contrary intention appears:

- *the Act* means the Associations Incorporation Act 1991 of the Australian Capital Territory;
- *additional Board member* means any person appointed to membership of the Board in accordance with rule 19;
- *AIDS* means an illness or medical condition of people who have been infected by Human Immunodeficiency Virus or any other related or similar infectious particles which may be discovered and any illness or medical condition related to it or caused by it and new infection;
- *infected with HIV* means the condition of being so infected;
- *the Association* means the AIDS Action Council of the ACT Incorporated;
- *Board* means the Board of Management of the Association;
- *Board member* means any member of the Board;
- *delegate* means the delegate of an organisation nominated in accordance with rule 13;
- *Executive* means the Executive Committee established by rule 27;
- *General Manager* means the person appointed as General Manager under rule 37 or any person acting in that position under rule 38;
- *living with HIV/AIDS* means a person infected with HIV;
- *member* means a member, howsoever described, of the Association and membership has a corresponding meaning;
- *objects of the Association* means the objects adopted by the Association for the purposes of section 29 of the Act;
- *office-bearer of the Association* means a person holding any of the offices specified in subrule 16(2);
- *ordinary Board member* means any Board member elected to a position on the Board described in paragraph 16(1)(b) or any person appointed to fill a vacancy in such a position;
- *Organisation as a noun* means any body corporate, association, club or collective group of persons whether incorporated or not;
- *person entitled to vote* means person a who is a member or a delegate and who is present in person;
- *representative Board member* means any person who becomes a Board member by virtue of rule 18 or an ordinary Board member who is also chosen to be a representative in accordance with rule 18;
- *Secretary/Treasurer* means the person holding office under these rules as secretary/treasurer of the Association or, where no person holds that office, the Vice-President of the Association;
- *the Regulations* means the Associations Incorporation Regulations of the Australian Capital Territory;
- *subcommittee* means a subcommittee within the meaning of rule 26; and
- *working group* means a working group within the meaning of rule 27.

(2) In these rules:

- (a) a reference to a function includes a reference to a power, authority or duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or the performance of the duty;
- (c) unless the contrary intention appears in the rules, words or expressions contained in these rules shall be interpreted so far as is possible in accordance with the provisions of the Interpretation Act 1967 of the Australian Capital Territory; and
- (d) reference to an Act of the Commonwealth Parliament or of the ACT Legislative Assembly or to Regulations made under an Act shall so far as is possible include reference to any Act or Regulations replacing the Act or Regulations or part thereof.

(3) These rules are divided into:

- Parts [1 to VII];rules [1 to 54];
- subrules within each rule [(1),(2),(3), etc.];
- paragraphs within each rule or subrule [(a),(b),(c), etc.];
- and Schedules 1, 2, and 3.

### 3 Powers

In these rules:

- (a) nothing shall be taken to limit the exercise of any power, authority or duty permitted to be exercised by the Act and Regulations; and
- (b) the power, authority or duty to do a thing includes the power, authority or duty to do any thing incidental or conducive to the doing of that thing consistent with the attainment of the objects of the Association.

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## PART II – MEMBERSHIP

### 4 Membership qualifications

- (1) Any person or organisation is qualified to be a member of the Association if the person or organisation:
  - (a) supports the objects of the Association;
  - (b) applies for membership in accordance with subrule 5(1); and
  - (c) has been approved for membership in accordance with subrule 5(2).
- (2) The General Manager is a member ex-officio.
- (3) That the category of 'Fabulous Members' be established, to be awarded by resolution of the Board, in recognition of outstanding and continuing service in HIV/AIDS related care and/or support and/or education and/or advocacy in the ACT. 'Fabulous Members' have the same rights as other members, except the membership is waived. 'Fabulous Members' are appointed in perpetuity. Fabulous memberships may be awarded posthumously.

### 5 Application for and admission to membership

- (1) All applications for membership shall:
  - (a) be made in writing in the form prescribed by the Board;
  - (b) in the case of an application by a person - be signed by that person;
  - (c) in the case of an application by an organisation - be signed by a person or persons authorised by the organisation; and
  - (d) be delivered to the Secretary/Treasurer.
- (2) An applicant for membership may submit with the application any information which the applicant considers will assist the Board in deciding whether to accept the application and this information shall be referred to the Board.
- (3) The Secretary/Treasurer shall refer each application to the next meeting of the Board which shall in its absolute discretion determine whether to approve or reject the application, save that if the Board rejects an application, the applicant may by notifying the Secretary/Treasurer apply to a general meeting for consideration of the application and the general meeting may in its absolute discretion approve or reject the application.
- (4) Where the Board or a general meeting determines to approve an application for membership, the Secretary/Treasurer shall:
  - (a) as soon as practicable after that determination notify the applicant of the approval; and
  - (b) on payment of any fee prescribed in accordance with rule 9, enter the applicants name in the register of members and upon the name being so entered, the applicant shall become a member.

**6 Membership rights not transferable**

A right, privilege or obligation which a member has by reason of being a member:

- (a) is not capable of being transferred or transmitted to another person or organisation; and
- (b) terminates upon cessation of membership.

**7 Cessation of membership**

A person or organisation ceases to be a member if the person or organisation:

- (a) in the case of a person - dies;
- (b) in the case of an organisation - is wound up or otherwise ceases to exist;
- (c) resigns from membership in accordance with rule 8;
- (d) fails to renew membership in accordance with rule 10; or,
- (e) is expelled from the Association under rule 11.

**8 Resignation of membership**

- (1) A member may at any time resign from membership by delivering to the Secretary/Treasurer written notice of resignation.
- (2) Upon receipt of the notice, the Secretary/Treasurer shall as soon as possible remove from the register of members the name of the member by whom or by which the notice was given whereupon that person or organisation ceases to be a member.

**9 Membership fees**

- (1) The general meeting may determine by resolution:
  - (a) the annual membership fee or fees;
  - (b) categories of members for the purposes of this rule and the fees (if any) to be paid by members in each category; and
  - (c) the reduction (if any) in the fee or fees to be paid by members joining the Association after 1st January in any financial year.
- (2) If there is no applicable resolution of a general meeting, then a fee may be set by the Board of Council.
- (3) There shall be no joining fee.
- (4) The General Manager is exempt from membership fees.
- (5) That if a person becomes a member of the Council later than 1 April in any year, then that membership shall be deemed to be current for the remainder of the financial year and the following financial year.

## **10 Renewal of membership**

- (1) Membership of the Association shall be renewed:
  - (a) except as provided in paragraph (b), before 1 July in each calendar year; or
  - (b) where a person becomes a member on or after 1 July in any calendar year, before 1 July in the following calendar year.
- (2) Renewal of membership shall be made in writing in a form prescribed by the Board which shall be delivered to the Secretary/Treasurer.
- (3) Renewal shall not be effective unless accompanied by payment of any annual membership fee which is due.
- (4) A person who fails to renew membership by 1 July in accordance with subrules (1) to (3) shall thereby cease to be a member. However, that person may cause his or her membership to be reinstated by renewing membership in accordance with subrules (2) and (3) not later than 30 September next following. If membership is not so reinstated, a new nomination for membership must be made and approved in accordance with rules 4 and 5.

## **11 Disciplining of members and rights of appeal of disciplined members**

- (1) Where the Board is of the opinion that a member:
  - (a) has persistently refused or neglected to comply with a provision of these rules; or
  - (b) has wilfully acted in a manner prejudicial to the interests of the Association, the Board may, by resolution:
    - (c) expel the member from the Association; or
    - (d) suspend the member from such rights and privileges of membership of the Association as the Board may determine for a specified period, but the resolution shall not take effect:
    - (e) until the expiry of 14 days after the service on the member of a notice under subrule (2); or
    - (f) if the member notifies the Secretary/Treasurer that the member intends to exercise a right of appeal under subrule (3), until the appeal is determined under subrule (5).
- (2) Where the Board makes a resolution under subrule (1), the Secretary/Treasurer shall, as soon as practicable, cause a notice in writing to be served on the member:
  - (a) setting out the resolution of the Board and the grounds on which it is based;
  - (b) fully informing the member of the members rights of appeal under this rule; and
  - (c) informing the member of the date, time and place of the next scheduled Board meeting to which the member may submit oral or written representations in accordance with subrule (3).
- (3) A member who is the subject of a resolution under subrule (1) may do either or both of the following:
  - (a) attend and speak at the Board meeting referred to in paragraph (2)(c); and
  - (b) submit to the Board at or prior to the date of that meeting written representations relating to the resolution.
- (4) If a member desiring to make representations to the Board under this rule advises the Secretary/Treasurer that the member is unable to attend the meeting referred to in paragraph (2)(c) and requests deferral of the matter to a later meeting, the Board shall, if it thinks the request reasonable, defer the matter to a later Board meeting and shall cause the member to be advised in writing of the time, date and place of that later meeting.

- (5) Subject to Section 50 of the Act, at the Board meeting mentioned in paragraph (2)(c) or any later meeting to which the matter has been deferred in accordance with subrule (4), the Board shall:
- (a) give to the member mentioned in subrule (1) an opportunity to make oral representations;
  - (b) give due consideration to any written representations submitted to the Board by that member at or prior to the meeting; and
  - (c) by resolution determine in its absolute discretion whether to confirm, revoke or vary its resolution made under subrule (1), and that resolution shall be final and of immediate effect.
- (6) The Secretary/Treasurer, as soon as practicable after the making by the Board of a resolution under paragraph (4)(c), shall by notice in writing inform the member of the resolution.

## **12 Members liabilities**

Members shall not be liable to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association.

## **13 Delegates**

- (1) A member which is an organisation may, by written notice delivered to the Secretary/Treasurer, appoint one person who resides in the ACT region to be its delegate and such delegate may:
- (a) attend, speak or vote at any meeting of the Association;
  - (b) be elected to preside at any meeting; and
  - (c) vote in any election, as though that person were the member.
- (2) Notwithstanding that a person is a delegate of more than one organisation or both a member and a delegate, that person may exercise only one vote in any election or in voting on any matter before a meeting, unless the person is exercising a second or casting vote as presiding member at the meeting.

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## **PART III - THE BOARD**

### **14 Name**

The committee of the Association shall be known as **the Board of Management of the AIDS Action Council of the ACT Incorporated.**

### **15 Powers and duties of the Board**

- (1) The Board, subject to the Act, the Regulations, these rules and any resolution passed by the Association in general meeting:
  - (a) shall control and manage the affairs of the Association;
  - (b) may exercise all such functions as may be exercised by the Association other than those functions that are required to be exercised by the Association in general meeting; and
  - (c) has the power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs and the furtherance of the objects of the Association.
- (2) The Board shall actively encourage participation in the affairs and activities of the Association by people living with HIV/AIDS and organisations of those persons but not so as to discourage participation by or discriminate against any person or organisation.

### **16 Membership of the Board and period of office**

- (1) The Board shall consist of:
  - (a) the office-bearers of the Association;
  - (b) 3 ordinary board members;
  - (c) the General Manager;
  - (d) any representative Board members chosen or appointed under rule 18; and
  - (e) any additional Board members appointed under rule 19.
- (2) The office-bearers of the Association shall be:
  - (a) the President;
  - (b) the Vice-President; and
  - (c) the Secretary/Treasurer.
- (3) A person who is a representative Board member or an additional Board member has the same rights, powers and duties as an ordinary Board member, and subject to rule 25(2A), the General manager has in addition to any other rights, powers and duties the rights, powers and duties of an ordinary Board member.
- (4) Ordinary Board members shall, subject to these rules, hold office until the conclusion of the second annual general meeting after the annual general meeting at which they were elected to the Board, but are eligible for a further term of office.
- (4A) Office-bearers and representative Board members shall, subject to these rules, hold office until the conclusion of the next annual general meeting, but are eligible for a further term of office.
- (5) An organisation may not be a member of the Board.
- (6) A delegate may be a member of the Board only if the delegate is personally a member of the Association.

## 17 Election of Board members

- (1) Nominations of candidates for election as ordinary Board members:
  - (a) shall be in writing in a form prescribed by the Board signed by two members of the Association and be accompanied by the written consent of the nominee (which may be endorsed on the nomination); and
  - (b) shall be delivered to the Secretary/Treasurer (or other person authorised by the Board for the purpose) not later than close of business two business days before the day fixed for the holding of the annual general meeting or other meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all positions on the Board which are to be filled at the election, the candidate or candidates nominated shall be deemed to be elected and further nominations shall be received at the meeting at which the election is to take place.
- (3) If insufficient further nominations are received, any unfilled positions remaining on the Board shall be deemed to be vacancies.
- (4) If the number of nominations received is equal to the number of positions to be filled, the persons nominated shall be taken to be elected.
- (5) If the number of nominations received exceeds the number of positions to be filled, a ballot shall be held.
- (6) Any ballot for election of office-bearers shall be conducted in accordance with Schedule 2 to these Rules. A Returning Officer shall be appointed as required by Schedule 2 and his or her duties shall be as set out in Schedule 2.
- (7) The Board shall make directions including provision for:
  - (a) the appointment of a Returning Officer;
  - (b) the duties of the Returning Officer; and
  - (c) the method and procedures to be used for the conduct of any ballot.
- (8) Copies of the directions referred to in subrule (6) shall be available to members from the Secretary/Treasurer or at the office of the Association at least seven days before the date set for any election and shall be available at any meeting at which an election is conducted.
- (9) No person may hold more than one position on the Board, excepting that an ordinary Board member may also be a representative Board member.
- (10) The members of the Board shall, at the first board meeting following the annual meeting at which they, or some number of them, are elected, shall agree amongst themselves who will be the office-bearers of the Association.
- (11) For the purposes of subrule (10), if agreement cannot be reached, the Board shall convene a general meeting to elect the office-bearers. The election shall take place in accordance with subrules (1) to (8), which for the purpose of this subrule, shall be read as if a reference to 'ordinary Board members' were a reference to 'office-bearers of the Association'.

## 18 Representative members

- (1) The representative Board members are the representatives of:
  - (a) people living with HIV/AIDS;
  - (b) the paid staff of the Association; and
  - (c) the volunteer workers of the Association
- (2) The representative of the paid staff shall be chosen as follows:
  - (a) The paid staff of the Association may choose one of their number (whether a member of the Association or not) to be a member of the Board and may at any time remove that person from membership of the Board. The person shall be chosen for membership and may be removed from membership of the Board in such a manner as the paid staff shall themselves determine from time to time in any meeting they may hold for the purpose.

- (b) The paid staff shall deliver written advice of their choice of a representative or removal of a representative to the Secretary/Treasurer and the choice or removal shall (except in the circumstances described in paragraph (c)) take effect when the advice is received by the Secretary/Treasurer.
  - (c) The paid staff may before an annual general meeting choose a representative to take office at the conclusion of that meeting.
- (3) The representative of the volunteer workers shall be chosen as follows:
- (a) The volunteer workers of the Association may choose a member of the Association to be a member of the Board and may at any time remove that person from membership of the Board. The person shall be chosen for membership and may be removed from membership of the Board in such a manner as the volunteer workers shall themselves determine from time to time in any meeting they may hold for the purpose.
  - (b) Only volunteer workers who are members of the Association may participate in the choice of the volunteers' representative on the Board.
  - (c) The volunteer workers shall deliver written advice of their choice of a representative or removal of a representative to the Secretary/Treasurer and the choice or removal shall (except in the circumstances described in paragraph (c)) take effect when the advice is received by the Secretary/Treasurer.
  - (d) The volunteer workers may before an annual general meeting choose a representative to take office at the conclusion of that meeting.
- (4) The representative of people living with HIV/AIDS shall be chosen as follows:
- (a) Subject to paragraph (c), the Board shall as soon as possible after each annual general meeting appoint a member of the Association to be a Board member to represent people living with HIV/AIDS.
  - (b) The Board may at any time revoke an appointment made under paragraph (a) but must as soon as possible after revoking such an appointment ensure appointment of a new Board member to represent people living with HIV/AIDS in the manner required in paragraph (c).
  - (c) To assist it in its choice of person to be chosen in accordance with paragraph (a), the Board, or the Executive acting on behalf of the Board, may, subject to any resolutions by the Association in general meeting, consult of cause consultations to occur with, such other organisations or community groups (if any) as it thinks fit, and must consult with People Living with HIV/AIDS (ACT) prior to such an appointment being made.
- (5) The paid staff of the Association when choosing their representative, the volunteer workers when choosing their representative, or the Board when choosing a representative of people living with HIV/AIDS, may choose a person who is already a Board member to be one of those representatives. If an ordinary Board member is so chosen, the provisions relating to the removal of the representative from the Board shall apply only to the removal of the person as the representative Board member and not so as to remove the person from the position of ordinary Board member.
- (6) Subject to section 50 of the Act, any dispute relating to the choosing or removal of a representative under this rule shall be resolved in whatever manner the Board shall think fit.

## **19 Additional members**

- (1) In addition to any appointment to fill a vacancy in accordance with rule 22, the Board may appoint to membership of the Board any member of the Association provided that the total of the number of persons appointed under this rule who will then be members of the Board holding positions by virtue only of this rule shall not exceed three. The total of three shall not include persons first appointed to the Board under this rule who have been subsequently elected or appointed to another position on the Board.
- (2) If the Board does not consider that men who have sex with men, injecting drug users and sex workers are adequately represented, then they shall seek to fill the positions specified in rule 19 (1) with representatives of these communities, subsequent to consultation with appropriate related organisations.

## **20 Vacancies in the membership of the Board**

- (1) For the purposes of these rules, a vacancy in the position of a member of the Board occurs if the Board member:

- (a) dies;
- (b) in the case of any Board member other than the representative of the paid staff of the Association ceases to be a member of the Association;
- (c) resigns the position by notice in writing delivered to the Secretary/Treasurer, save that the General Manager may resign from the Board only by resigning from the position of General Manager;
- (d) is removed from the Board pursuant to rule 21;
- (e) becomes an insolvent under administration within the meaning of the Corporations Law;
- (f) becomes medically unfit to act;
- (g) is disqualified under subsection 63(1) of the Act;
- (h) in the case of the representatives of the paid staff of the Association and the volunteers of the Association respectively is removed from the Board in accordance with rule 18;
- (i) is absent without consent of the Board from three consecutive meetings of the Board; or
- (j) is elected or appointed to another position on the Board.

- (2) If a person who is an office-bearer becomes an employee of the Association, the position on the Board held by that person shall thereupon be vacant, but this subrule does not prevent a person while remaining an office-bearer from receiving payment for:
  - (a) goods or services supplied to the Association;
  - (b) interest at a reasonable rate on money lent to the Association;
  - (c) reasonable rent for premises let to the Association; or
  - (d) reimbursement of reasonable expenses actually incurred on behalf of the Association or in carrying on the affairs of the Association.
- (3) Where a vacancy in the position of a member of the Board occurs because a person has failed to renew membership, the reinstatement of the persons membership in accordance with subrule 10(4) shall not thereby restore that person to membership of the Board.

## **21 Removal of Board members**

Subject to section 50 of the Act, the Association in general meeting may by resolution remove from the Board any person other than the General Manager, the representative of the paid staff of the Association or the representative of People Living With HIV/AIDS (ACT).

## **22 Filling of vacancies on the Board.**

- (1) In the event of a vacancy in the position of President, the Vice-President shall assume office as Acting President and a general meeting shall be held to elect a member to fill the vacancy.
- (2) In the event of a vacancy in any position of ordinary Board member or of office-bearer other than President, the Board shall:
  - (a) elect from its own membership a person to fill the vacancy;
  - (b) appoint a member of the Association to fill the vacancy; or
  - (c) convene a general meeting to elect a member to fill the vacancy.
- (3) A vacancy may be filled by appointment under paragraph (2)(b) notwithstanding that the total number of Board members holding office solely by virtue of rule 19 equals the maximum of three specified in rule 19.
- (4) If a person who is a Board member is elected by the Board in accordance with subrule (2) to fill any vacancy, the position previously held by that person shall be vacant.
- (5) If a person who is a Board member is elected by a general meeting to fill any vacancy and the position thus becoming vacant is that of an office-bearer or an ordinary Board member, the same general meeting may, notwithstanding any other rule to the contrary, forthwith elect a member to fill the consequential vacancy, but if the general meeting does not do so, the Board may appoint a member of the Association to fill the vacancy.
- (6) If an additional Board member ceases to be a member of the Board or is elected or appointed to another position on the Board, the Board may, subject to rule 19, appoint another person under rule 19.
- (7) If a representative Board member chosen under subrule 18(7) ceases to be a member of the Board or is elected or appointed to another position on the Board, the Board shall appoint another person under that subrule.

## **23 Acting office-bearers**

- (1) If any office-bearer is absent or unable to perform his or her duties, the Board may authorise another Board member to act in the vacant position during the absence or inability of the office-bearer.
- (2) Subrule (1) does not permit any person to simultaneously hold more than one position of office-bearer.
- (3) The Board shall not authorise a person to act in any position and a person shall not continue to act in a position if the holder of the position states that he or she is available to perform the duties of the position.

## 24 Board meetings

- (1) The Board shall meet at least three times in each calendar year at such place and time as the Board shall determine.
- (2) Meetings of the Board shall be convened by the Secretary/Treasurer in accordance with:
  - (a) a resolution of the Board;
  - (b) an instruction by the President;
  - (c) a resolution of the Executive; or
  - (d) a request signed by any four members of the Board.
- (3) Oral or written notice of a meeting of the Board shall be given by the Secretary/Treasurer to all Board members at least 48 hours before the time appointed for the meeting.
- (4) For the purpose of its next meeting only, the Board may, by unanimous resolution, vary the period of time for giving of notice required by subrule (3).
- (5) The Board may at any meeting, other than a meeting convened under paragraph (2)(d), conduct any business which it deems fit.
- (6) Notice of a meeting convened in accordance with paragraph (2)(d) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which Board members present at the meeting unanimously agree to transact.
- (7) The quorum for a Board meeting shall be five.
- (8) No business shall be conducted by the Board unless a quorum is present at the time the business is conducted and if within half an hour after the time appointed for the meeting a quorum is not present, the meeting shall be dissolved. The Executive Committee may cause any business intended to be transacted at the dissolved meeting to be transacted at a subsequent meeting of the Board.
- (9) Subject to subrules (10) and (11), at meetings of the Board the President or, in the absence of the President, the Vice-President shall preside.
- (10) The person required to preside under subrule (9) may at any time request the meeting to choose another member to preside over all or part of the business of that meeting or may invite the meeting to approve a particular member to preside over all or part of the business.
- (11) If the President and the Vice-President are both absent, the Board members present shall choose one of their number to preside at the meeting.

## 25 Voting and decisions

- (1) Questions arising at a meeting of the Board or of any subcommittee appointed by the Board shall be determined by a majority of the votes of members of the Board or subcommittee present at the meeting.
- (2) Subject to this rule, each member present at a meeting of the Board or subcommittee (including the person presiding at the meeting) is entitled to one vote but in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote and if that person shall not do so the question shall be lost.
- (2A) The General Manager is not entitled to a vote at a meeting of the Board.
- (3) Subject to the presence of a quorum, the Board may act notwithstanding any vacancy on the Board.
- (4) Any act or thing done or suffered or purporting to have been done or suffered by the Board or any subcommittee is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or subcommittee.

## 26 Subcommittees

- (1) The Board may by instrument in writing delegate to one or more subcommittees the exercise of such of the functions of the Board as are specified in the instrument, other than:
  - (a) this power of delegation; and
  - (b) a function which is a function imposed on the Board by the Act, by any other law of the Commonwealth or the Australian Capital Territory, or by resolution of the Association in general meeting.
- (2) In respect of a subcommittee other than the Executive:
  - (a) the subcommittee shall consist of such member or members of the Association as the Board shall appoint;
  - (b) at least one member of the subcommittee shall be a Board member;
  - (c) the Board may at any time change the membership of the subcommittee; and
  - (d) the Board may appoint a Convenor and specify the powers and duties of the Convenor.
  - (e) unless the Board otherwise determines, the quorum of the subcommittee shall be at least half of the membership of the subcommittee.
- (3) A function, the exercise of which has been delegated to a subcommittee under this rule may, while the delegation remains unrevoked, be exercised from time-to-time by the subcommittee in accordance with the terms of the delegation.
- (4) A delegation under this rule may be made subject to such conditions or limits as to the exercise of any function, or as to time or circumstances, as may be specified in the delegating instrument.
- (5) Notwithstanding any delegation under this rule, the Board may continue to exercise any function delegated.
- (6) Any act or thing done or suffered by a subcommittee acting in the exercise of a delegation under this rule has the same force and effect as it would have had it been done or suffered by the Board.
- (7) The Board may revoke wholly or in part any delegation under this rule.
- (8) The Board may make directions specifying the quorum, procedures and any other matters relating to the convening and conduct of any subcommittee or all subcommittees, other than the Executive, and the directions shall be binding on such subcommittee or subcommittees.

## 27 Executive

- (1) There shall be an Executive Committee which shall comprise:
  - (a) the office-bearers of the Association; and
  - (b) the General Manager;
  - (c) one Executive Member chosen by the Board.
- (2) The Board shall choose one Board member, other than the General Manager, who is a member of the Association, to be an Executive Member and may remove him or her from the position of Executive Member as it thinks fit. The method of choosing shall be as the Board shall think fit.
- (3) The position of an Executive Member shall become vacant if the Executive Member:
  - (a) dies;
  - (b) resigns that position by notice in writing delivered to the Secretary/Treasurer;
  - (c) ceases to be a member of the Board or of the Association; or
  - (d) is absent from three consecutive meetings of the Executive without permission of the Executive or the Board.

- (4) An Executive Member who resigns that position shall, unless the member also resigns from the Board, retain his or her position on the Board.
- (5) Subject to rule 26 and this rule, the Executive is a subcommittee for the purposes of rule 26.
- (6) The Executive may:
  - (a) subject to any resolution of the Board or of a general meeting, issue instructions to the Public Officer and the servants of the Association on matters of urgency connected with the management of the affairs of the Association;
  - (b) convene meetings of the Board to transact any business which the Executive shall propose; and
  - (c) convene general meetings of the Association, other than the annual general meeting, to transact any business which the Executive shall propose.
- (7) Notwithstanding any rule to the contrary, the Board may not limit the powers of the Executive under paragraphs (b) and (c) of the preceding subrule.
- (8) The Executive shall:
  - (a) keep records of its decisions and actions; and
  - (b) report its decisions and actions to the next meeting of the Board after each decision or action.
- (9) The quorum of the Executive shall be three. Any resolution by the Executive shall require at least three affirmative votes.
- (10) Subject to the presence of a quorum, the Executive may act notwithstanding any vacancy in its membership.

## **28 Working groups**

- (1) The Board may:
  - (a) establish working groups consisting of such persons as it thinks fit whether members of the Association or not;
  - (b) assign to a working group such tasks consistent with the carrying out of the objects of the Association as it thinks fit; and
  - (c) from time-to-time wholly or in part revoke or modify the assignment of any task.
- (2) The assignment of a task or tasks under this rule may be made subject to such conditions or limits as the Board may from time-to-time specify.
- (3) The Board may make directions establishing procedures and guidelines for the conduct of any working group or all working groups and the directions shall be binding on the group or groups.
- (4) Working groups are not subcommittees and are not authorised to publish materials or communicate on behalf of the Association without explicit approval obtained from the Board or in a manner specified by the Board in the directions referred to in subrule (3).

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## **PART IV - GENERAL MEETINGS**

### **29 Annual general meetings**

- (1) The Association shall each year, within the period of five months after the expiration of the financial year of the Association, convene an annual general meeting of its members.
- (2) Subrule (1) shall have effect subject to the powers of the Registrar of Incorporated Associations under Section 120 of the Act in relation to extensions of time.
- (3) The annual general meeting of the Association shall, subject to the Act, be convened on such date and at such place and time as the Board thinks fit.
- (4) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:
  - (a) to confirm the minutes of the last preceding annual general meeting and any general meeting held since that meeting;
  - (b) to receive from the Board reports on the activities of the Association during the last preceding financial year;
  - (c) to elect Board members; and
  - (d) to receive and consider the statement of accounts and the reports that are, required to be submitted to members pursuant to subsection 73(1) of the Act.
- (5) An annual general meeting shall be specified as such in the notice convening it in accordance with rule 30.
- (6) An annual general meeting shall be conducted in accordance with the provisions of this part.

### **30 Calling of general meetings**

- (1) Subject to subrule (2), the Board or the Executive may, whenever either thinks fit, convene a general meeting of the Association.
- (2) The Executive may not convene the annual general meeting.
- (3) The Board, or the Executive acting on behalf of the Board, shall, on the requisition in writing of not less than ten members or ten percent of the total number of members, whichever is the smaller, convene a general meeting of the Association.
- (4) A requisition of members for a general meeting:
  - (a) shall state the purpose or purposes of the meeting;
  - (b) shall be signed by the members making the requisition;
  - (c) shall be delivered to the Secretary/Treasurer; and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (5) If the Board, or the Executive acting on behalf of the Board, fails to convene a general meeting within one month after the day on which a requisition of members is delivered to the Secretary/Treasurer, any one or more of the members who made the requisition may convene a general meeting not later than three months after that date.
- (6) A general meeting convened by a member or members referred to in subrule (5) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Board and any member who thereby incurs any expense is entitled to be reimbursed by the Association for any reasonable expense so incurred.

### **31 Notice of general meetings**

- (1) Except where the nature of the business to be transacted at a general meeting requires a special resolution of the Association, the Secretary/Treasurer shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each member at the members address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Where the nature of the business to be transacted at a general meeting requires a special resolution of the Association, the Secretary/Treasurer shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner specified in subrule (1) specifying, in addition to the matter required under that subrule, the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except:
  - (a) in the case of an annual general meeting, business which may be transacted pursuant to subrule 29(4); and
  - (b) business declared as urgent in accordance with subrule 31(4).
- (4) Subject to the Act and the Regulations, any person entitled to vote at a general meeting may propose that any matter other than:
  - (a) the election of a person to the Board;
  - (b) the removal of a person from the Board;
  - (c) the disciplining of any member;
  - (d) the dismissal of any employee; or
  - (e) a matter requiring a special resolution,be dealt with as urgent business. The question of urgency shall be determined forthwith without debate. If the persons entitled to vote (including the person presiding) accept without dissent that the matter may be dealt with as urgent business, the person presiding shall declare the matter to be urgent business and it shall be dealt with at once or at such other time during the meeting as the person presiding shall determine.
- (5) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary/Treasurer who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

### **32 Procedure and quorum of general meetings**

- (1) No item of business shall be transacted at a general meeting unless a quorum of persons entitled to vote is present during the time the meeting is considering that item.
- (2) When present in person, ten persons entitled to vote at a general meeting or five percent of the total number of persons so entitled, whichever is the greater, constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than five) shall constitute a quorum.

### **33 Presiding member**

- (1) Subject to subrules (2) and (3), at general meetings the President or, in the absence of the President, the Vice-President shall preside.
- (2) The person required to preside under subrule (1) may at any time request the meeting to choose another member to preside over all or part of the business of that meeting or may invite the meeting to approve a particular member to preside over all or part of the business.
- (3) If the President and the Vice-President are both absent, the persons entitled to vote shall elect one of their number to preside at the meeting.

### **34 Adjournment**

- (1) The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of persons entitled to vote, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for 14 days or more, the Secretary/Treasurer shall give notice of the adjourned meeting to each member in the manner specified in subrule 31 (1).
- (3) Except as provided in subrules (1) and (2), notice of the adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **35 Making of decisions**

- (1) A question arising at a general meeting may be determined on the voices by the person presiding and, unless a show of hands is demanded, a declaration by the person presiding that the question has been carried or carried unanimously or lost, or an entry to that effect in the minutes of the Association, is evidence of that fact without proof of the number or proportion of votes recorded in favour of or against the resolution.
- (2) The person presiding:
  - (a) may determine a question on a show of hands if the person presiding considers a decision on the voices to be uncertain; and
  - (b) shall determine a question on a show of hands if any person entitled to vote promptly calls for a show of hands.
- (3) Notwithstanding subrules (1) and (2), the person presiding may determine a question on a show of hands without first calling on the voices.
- (4) If any question is determined on a show of hands, unless before the declaration of the show of hands a poll is demanded, a declaration by the person presiding that the question has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minutes of the Association, is evidence of that fact without proof of the number or proportion of votes recorded in favour of or against the resolution.
- (5) At a general meeting a poll may be demanded by the person presiding or by not less than three persons entitled to vote. The poll shall be taken:
  - (a) immediately in the case of a poll which relates to the election of a person to preside at the meeting or to the question of an adjournment; or
  - (b) in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

### **36 Voting**

- (1) Subject to subrule (2), upon any question arising at a general meeting a person shall have one vote only.
- (2) In the case of an equality of votes at a general meeting, the person presiding at the time is entitled to exercise a second or casting vote and if that person shall not do so, the question shall be lost.

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## **PART V - EMPLOYEES**

### **37 Employment and dismissal**

- (1) The Board may on behalf of the Association:
  - (a) employ a General Manager and such other staff as it shall deem necessary to carry out such duties as the Board shall from time-to-time determine and on such terms and conditions as the Board may lawfully determine; and
  - (b) subject to those terms and conditions, terminate the employment of any employee.
- (2) Notwithstanding any rule to the contrary, the Association in general meeting may not dismiss any employee except:
  - (a) by special resolution; or
  - (b) by resolution concurring in a recommendation of the Board, and shall not do so in contravention of the terms and conditions determined under paragraph (1)(a).
- (3) The Board on behalf of the Association may establish, support the establishment of or participate in any existing associations, institutions, funds, trusts, schemes or conveniences intended to benefit employees of the Association and their dependants, and may grant pensions, allowances or other benefits to employees or past employees of the Association and their dependants and may make payments towards insurance or superannuation in relation to any of those purposes.
- (4) For the purposes of subrule (3), but not so as to exclude any other category of dependants, dependants shall include persons whose relationship of dependence on an employee or past employee is associated with or in consequence of a homosexual or de facto marital relationship with that employee or past employee.

### **38 Temporary performance**

- (1) If the position of the General Manager is vacant or the occupant of the position is absent from duty, the Board or the Executive Committee may by instrument in writing:
  - (a) appoint another person to to act as General Manager and, unless the Board otherwise directs, that person shall exercise all the functions, powers, duties and delegations of the General Manager as if that person were the General Manager; or
  - (b) appoint another person or persons temporarily to perform such of the functions, powers, duties and delegations of the position of General Manager as the Board or the Executive shall specify; and
  - (c) may vary such appointment or appointments as and when it thinks fit.
- (2) If any position of an employee is vacant or an employee is absent from duty, the Board, the Executive or the General Manager may by instrument in writing:
  - (a) appoint another person to act in the place of that employee and unless otherwise directed, that person shall exercise all the functions, powers, duties and delegations of the position in which that person is acting; or
  - (b) appoint another person or persons temporarily to perform such of the functions, powers, duties and delegations of the position as the Board, Executive or General Manager respectively think fit; and
  - (c) may vary such appointment as and when she, he or it thinks fit.
- (3) The Board may make such directions as it thinks proper to ensure that the provisions of this rule are carried out in a fair and equitable manner.

### **39 Management of employees**

Subject to any direction of the Board, the General Manager shall have the direction and management of the employees of the Association and of the office of the Association.

#### **40 Delegation to employees**

- (1) The Board may by instrument in writing delegate to one or more employees any duty, function or power to perform any task required by these rules or by a resolution of the Association in general meeting to be performed by an office-bearer of the Association, other than:
  - (a) any further power of delegation;
  - (b) any duty or power to attend, speak, vote or preside at any general meeting of the Association, or meeting of the Board or the Executive, but not so as to exclude any duty, function or power the employee may have otherwise than by a delegation under this rule; and
  - (c) a duty, power or function which is a function imposed on the office-bearer personally by any law of the Commonwealth or the Australian Capital Territory, by the Board or by resolution of the Association in general meeting.
- (2) A duty, function or power, the exercise of which has been delegated to an employee under this rule may, while the delegation remains unrevoked, be exercised from time-to-time by the employee in accordance with the terms of the delegation.
- (3) A delegation under this rule may be made subject to such conditions or limits as to the exercise of any function, or as to time or circumstances, as may be specified in the delegating instrument.
- (4) Notwithstanding any delegation under this rule, an office-bearer may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by an employee acting in the exercise of a delegation under this rule has the same force and effect as it would have had it been done or suffered by the applicable office-bearer.
- (6) The Board may by resolution revoke wholly or in part any delegation under this rule.

#### **41 Membership by employees**

An employee may be a member of the Association and may exercise all the rights, duties and privileges thereof, except that an employee may not be an office-bearer.

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### **PART VI - FINANCE**

#### **42 Source of funds**

The funds of the Association shall be derived from membership fees, donations, grants and, subject to any resolution passed by the Association in general meeting and subject to Section 114 of the Act, such other sources as **the** Board determines.

#### **43 Management of funds**

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the Board determines.
- (2) The foregoing subrule does not prevent the payment in good faith to any employee or member of the Association of:
  - (a) remuneration in return for services actually rendered to the Association or goods or services supplied to the Association;
  - (b) interest at a reasonable rate on money lent to the Association;
  - (c) reasonable rent for premises let to the Association; or
  - (d) reimbursement of reasonable expenses actually incurred on behalf of the Association or in carrying on the affairs of the Association.
- (3) All money received by the Association shall be deposited as soon as practicable to the credit of a bank account of the Association.

- (4) All cheques and other negotiable instruments shall be signed by two members of the Board or employees of the Association, being Board members or employees authorised to do so by the Board.
- (5) The Board shall make directions:
  - (a) sufficient to ensure compliance by the Association with Part V of the Act;
  - (b) prescribing policies and procedures for the control and authorisation of expenditures for the purposes of the Association including the use and control of petty cash, credit cards, and charge accounts by employees and office-bearers; and
  - (c) such other directions as it deems necessary to ensure compliance with sound accounting and financial management practice in the affairs of the Association.

#### **44 Financial year**

The financial year of the Association shall begin on 1 July in each year.

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### **PART VII - MISCELLANEOUS**

#### **45 Proxies disallowed**

- (1) The nomination of proxies to vote in any election or at any meeting of the Association, the Board, the Executive or any subcommittee or working group is not permitted.
- (2) Nothing in this rule shall be taken to contradict a provision of rule 13.

#### **46 Alteration of objects and rules**

Neither the objects of the Association nor these rules may be altered except in accordance with the Act.

#### **47 Common seal**

- (1) The common seal of the Association shall be in the custody of the Secretary/Treasurer or other person authorised by the Board.
- (2) The common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures of two Board members.

#### **48 Custody of books**

Subject to the Act, the Regulations and these rules, the Secretary/Treasurer or other person so authorised by the Board shall keep in his or her custody or under his or her control all records, books, and other documents of the Association.

#### **49 Retention of records**

In addition to any requirement of the Act, Regulations or any other law for the retention of books, the following documents shall be retained for not less than two years in the custody of the Secretary/Treasurer or other Board member or Board members authorised by the Board for the purpose:

- (a) in the case of any person accepted for membership, documents recording:
  - the nomination of the person for membership,
  - the acceptance of nomination by that person, and
  - the approval by the Board of the nomination;

- (b) with respect to any election of Board members:
  - nomination forms,
  - ballot papers, and
  - lists of voters marked off in the distribution of ballot papers;
- (c) documents relating to the resignation, disciplining or expulsion of any member;
- (d) minutes of Board meetings and general meetings; and
- (e) any documents relating to disclosure by Board members of pecuniary interests in accordance with section 65 of the Act.

## **50 Inspection of books**

- (1) Subject to subrule (2), the records, books and other documents of the Association shall be open to inspection at a place in the Territory, free of charge, by a member of the Association at any reasonable hour.
- (2) Subrule (1) shall not be taken to permit inspection of any document:
  - (a) referring to the personal affairs or particulars of any person other than any particulars required by the Act to be recorded in the register of members or any particulars relating to payment of money to any person; or
  - (b) containing any information given in confidence to the Association, the Board, the Executive or any other subcommittee, working party, employee, volunteer worker or any other person or group acting for or on behalf of the Association or assisting in carrying out the objects of the Association.
- (3) The Secretary/Treasurer or the General Manager shall have discretion to determine whether any document may be withheld from access in accordance with subrule (2).
- (4) A member may appeal to the Board against any decision of the Secretary/Treasurer or General Manager (as the case may be) made under subrule (3) and the Board may, subject to Section 50 of the Act, in its absolute discretion resolve the matter in whatever manner it shall think fit.
- (5) Information shall be recorded in such a manner as to as much as is practicable avoid recording in the same document information to which access may be denied under subrule (2) and information which, but for that subrule would be available for access.
- (6) In particular, and without limiting the generality of subrule (5), information to which access may be denied under subrule (2) shall not be recorded in the register of members or in any minutes of a general meeting.

## **51 Service of notices**

- (1) For the purpose of these rules or a direction made under these rules, a notice may be served by or on behalf of the Association upon any member of the Association either personally or by sending it by post to the member at the members address shown in the register of members.
- (2) Where it is required by these rules or a direction made under these rules that a document be delivered to an office-bearer or employee of the Association, it shall be sufficient that the document is:
  - (a) handed to the person to whom it is required to be delivered;
  - (b) lodged, addressed to that person, at the office of the Association during ordinary hours of business; or
  - (c) sent in the manner specified in subrule (3), addressed to that person at the postal address of the Association.
- (3) Where a document is sent to a person by properly addressing, prepaying and posting to a person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on or delivered to the person at the time at which the letter would have been delivered in the ordinary course of post.

52 **Surplus property on winding up**

- (1) At the general meeting at which these revised rules are adopted or as soon as possible thereafter, the Association shall pass a special resolution nominating:
  - (a) another association for the purposes of paragraph 92(1)(a) of the Act; or
  - (b) a fund, authority or institution for the purpose of paragraph 92(1)(b) of the Act, in which it is to vest its surplus property in the event of the dissolution or winding up of the Association.
- (2) An association nominated under paragraph (1)(a) must fulfil the requirements specified in subsection 92(2) of the Act.

53 **Directions**

The Board or the Association in general meeting may by resolution make directions regulating the affairs of the Association or prescribing any thing permitted or required by or under these rules to be prescribed and such directions shall continue in force until amended or rescinded by the Board or a general meeting.

54 **Transitional provisions**

- (1) For the purposes of subrule (2) former rules means the rules of the Association which were in effect immediately prior to the entering into effect of these rules.
- (2) Unless the contrary intention appears in the Act, the Regulations or these rules, all persons, things and circumstances appointed or created by or under the former rules, or existing or continuing under the former rules immediately before the entering into effect of these rules, shall, under and subject to the Act, the Regulations and these rules, continue to have the same status, operation and effect as they respectively would have had if these rules had not been substituted for the former rules.
- (3) Without affecting the generality of subrule (2) and unless the contrary intention appears in the Act, the Regulations or these rules, nothing in these rules shall be taken to disturb the continuity of status, operation or effect of any thing described in subsection 129(2) of the Act.
- (4) (Transitional Provision) Notwithstanding subrule 16(4), at the first annual general meeting after which this subrule is adopted, half of the candidates elected ordinary Board members in accordance with rule 17 will hold office until the next annual general meeting and the other half of the candidates elected ordinary Board members will hold office until the second annual general meeting.
- (5) (Transitional Provision) The candidates elected ordinary Board members in accordance with rule 17 at the first annual general meeting after which this subrule is adopted, will agree amongst themselves as to who will hold office until the conclusion of the next annual general meeting, and who will hold office until the conclusion of the second annual general meeting, after the annual general meeting at which they are elected. In the event that agreement cannot be reached, lots will be drawn.

## SCHEDULE 1

### REVISED STATEMENT OF OBJECTS OF THE AIDS ACTION COUNCIL OF THE ACT INCORPORATED

Adopted by special resolution of the AIDS Action Council of the ACT Incorporated (hereinafter called the Association) on this **TWENTY SEVENTH** day of **JANUARY, 1993** as the statement of objects required for the purposes of section 29 of the Associations Incorporation Act 1991 of the Australian Capital Territory.

- 1) The objects for which the Association is established are to:
  - (a) counsel, support and identify the needs of persons actually or potentially affected by HIV infection, AIDS or related conditions, recognising that in Australia men who have sex with men (and their sexual and needle-sharing partners) are those most affected by HIV and thus deserving of highest priority in the Association's work;
  - (b) advocate measures to meet those needs including the recognition of the human rights of those affected in general, and the rights of the gay community in particular;
  - (c) educate the wider community about HIV infection, AIDS and related conditions, giving particular attention to the relationship between HIV infection and homosexuality, injecting drug use and sex work in Australia.
  - (d) provide relief and support, on the basis of need, to alleviate suffering, hardship, poverty and/or discrimination attributable to HIV infection, AIDS or related conditions.
  
- 2) For the purposes of these objects:

*AIDS* means an illness or medical condition of people who have been infected by Human Immunodeficiency Virus or any other related or similar infectious particle(s) or any illness or medical condition related to or caused by it and HIV infection means the condition of being so infected.

## SCHEDULE 2

### RULES RELATING TO THE CONDUCT OF ELECTIONS FOR POSITIONS ON THE BOARD OF THE AIDS ACTION COUNCIL OF THE ACT INCORPORATED

Adopted by special resolution of the AIDS Action Council of the ACT Incorporated (herein called the Association) on this TWENTY SEVENTH day of JANUARY, 1993.

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#### 1. Returning Officer

The Board or the general meeting shall appoint a Returning Officer as required. The Returning Officer shall be ineligible to be a candidate at any election at which he or she officiates.

#### 2. Duties of the Returning Officer

The Returning Officer shall be responsible for the proper conduct of elections in accordance with these rules. The Returning Officer shall chair the meeting during the conduct of any election and shall have authority to deal with any point of order or other matter arising during the election.

#### 3. Assistants

The Returning Officer may appoint members to assist him or her in the issue of ballot papers and the counting of votes at a meeting. The Assistants shall be ineligible to be candidates in any election at which they officiate. At least two such assistants shall be present with the Returning Officer during the counting of votes.

#### 4. List of voters

The Board shall ensure that prior to the conduct of any election, the Returning Officer is provided with:

- a. a list of all members of the association eligible to vote in accordance with rule 34.

5. Nominations

The Secretary, or other person authorised by the Board to do so, shall ensure the following as soon as possible after the close of nominations:

- a. that all nomination forms received are checked to ensure that the nominees and persons nominating them are current members;
- b. that the nomination forms are delivered to the Returning Officer; and
- c. that the Returning Officer is advised of any nominations which appear to be invalid.

The Returning Officer, subject to section 50 of the Act, and provided he or she has reasonable grounds to do so, has final discretion to determine the validity of any nomination.

6. Issue of ballot papers

At a convenient time immediately prior to or during the meeting at which the election is to be held, the Returning Officer shall issue ballot papers to members seeking to vote. The list of members shall be marked off as each ballot paper or set of papers is issued. Every ballot paper shall be initiated personally on the front by the Returning Officer or one of the assistants appointed by the Returning Officer and shall be invalid if not so initiated. The Returning Officer shall ensure safe custody of any initiated papers and shall ensure that any unused initiated papers are destroyed.

7. Format of ballot papers

Blank sheets of paper, sufficiently large to write the names of all candidates clearly in order of preference, shall suffice for ballot papers. However, the Returning Officer may arrange for ballot papers to be preprinted in any convenient format, such as the following.

AIDS Action Council of the ACT, Inc  
BALLOT PAPER  
Election of ordinary Board members

Write the names of you  
preferred candidates  
IN ORDER OF PREFERENCE below

8. Receipt of nominations at the meeting

If in accordance with rule 16, nominations are required to be received at the meeting where the election is to be held, the Returning Officer shall at an appropriate time call for nominations. Nominations must be made by a member and seconded by a member and shall require the consent of the nominee, who must be present.

9. Announcement of nominations

- a. Before announcing the candidates nominated for any ballot, the Returning Officer shall advise the meeting of any invalid nominations received and the reason or reasons they have not been accepted.
- b. If, in accordance with rule 16, no nominations are required to be received at the meeting but a ballot is required, the Returning Officer may advise the voters of the candidates names either by circulating a list of the candidates or by displaying the names prominently on a blackboard, large notice or similar in plain view of the voters.
- c. If nominations are required to be received at the meeting, the nominations may be announced only by display as above and a list of any nominations which may have been received prior to the meeting shall not be circulated.
- d. The Returning Officer may also read out the candidates names.
- e. It shall not be necessary for a person validly nominated in writing to be present at the ballot.

10. Speeches by candidates

Whether or not candidates are invited to address the meeting, and for how long each, shall be a matter for the meeting to

determine. However, the meeting shall ensure that candidates for any particular position are given equal opportunity (if any) to speak.

11. Method of voting

Voters shall write the names of the persons for whom they wish to vote IN ORDER OF PREFERENCE on the ballot paper. Surnames alone shall suffice if adequate to uniquely identify the candidates. Voters may write the names of as many of the candidates as they wish. The Returning Officer shall ensure that all voters are afforded a reasonable amount of time to read the lists of candidates and complete their ballot papers.

12. Counting the votes

Votes shall be counted using a transferable full value preferential method as follows:

- a. Count all the ballot papers, eliminating any invalid papers. For this purpose, an invalid paper includes one which does not clearly indicate a first preference for one candidate.

- b. Determine a quota, as follows:

(number of valid ballot papers)

Quota =  $1 + \frac{\text{number of valid ballot papers}}{\text{vacancies to be filled}}$

(vacancies to be filled) + 1

(if the result includes a fraction, reduce to the previous whole number)

If there is only one vacancy to be filled, the quota is achieved when one candidate has more than half the votes.

- c. Sort all the papers into piles, one pile for each candidate, according to the first preferences. Record the number of first preference votes received by each candidate.
- d. So long as is necessary, repeatedly eliminate the candidate with the least number of papers and redistribute that candidate's papers according to the next preference expressed on each.
- e. If at any stage of the redistribution:  
  
all the preferences on a paper are exhausted; or  
it is unclear which candidate is next in a voter's order of preference,  
  
set the paper aside as exhausted.
- f. If there is only one vacancy to be filled, continue the redistribution until one candidate has at least half the total number of valid papers originally counted, or until all the preferences are exhausted. If any candidate receives more than half the total number of papers originally counted, he or she is elected. If all preferences are exhausted before this occurs, the candidate then having the largest number of papers is elected.
- g. If there is more than one vacancy to be filled, repeatedly redistribute the papers as above until there are as many candidates with a quota of papers as there are vacancies to be filled. Those candidates are thus elected.
- h. If at any stage of the counting there is an equality of votes, the candidate having the largest number of first preferences shall be preferred or elected as the case requires. If in determining this there is an equality of first preferences, resort shall be made to the number of second and (if necessary) further preferences received in order to separate the candidates.
- i. If during redistribution of papers the number of candidates remaining equals the number of vacancies to be filled, those candidates are elected, notwithstanding that one or more of them may not have achieved a quota.

13. Announcing the results

If, in accordance with rule 16(4), any candidates are taken to be elected unopposed, the Returning Officer shall announce this to the meeting. The Returning Officer shall declare the result of any ballot by announcing:

- a. the number of first preference votes received by each candidate;
- b. if a redistribution of votes occurred, the order in which any unsuccessful candidates were eliminated; and
- c. the names of the remaining successful candidate or candidates, whom the Returning Officer shall then declare to be elected.

14. Report by Returning Officer

The Returning Officer shall provide the Board as soon as possible after any election with a written report containing:

- a. a list of all nominees for each position filled;
- b. if any nomination was rejected, the reasons for the rejection;
- c. the results of any ballot, including the information referred to in 13 above;
- d. a report of any circumstances causing difficulty during the conduct of the election; and
- e. any other matter which may appear to the Returning Officer to be relevant.

15. Retention of records

The Returning Officer shall ensure that the following are delivered to the Board for retention in accordance with rule 43:

- nomination forms;
- ballot papers; and
- lists of voters marked off in the distribution of ballot papers.

### SCHEDULE 3

#### FORMAL STATEMENT OF POLICY RELATING TO THE COUNCIL'S RELATIONSHIP TO THE GAY AND LESBIAN COMMUNITY

Adopted by special resolution of the AIDS Action Council of the ACT Incorporated (herein called the Association) on this **TWENTY SEVENTH** day of **JANUARY, 1993**.

1. The AIDS Action Council of the ACT Inc. is constituted as an HIV/AIDS organisation. It commenced in 1983 as the coming together of a cross-section of individuals concerned about the emerging HIV/AIDS epidemic. Its primary and overwhelming charter is to respond to HIV-related needs in prevention, education, support and advocacy. Membership of Council is open to all persons who adhere to Council's statement of Objects. Council employs staff on the basis of equal opportunity principles and in accordance with anti-discrimination laws.
2. Council recognises that HIV infection has followed substantially different patterns in various countries throughout the world, but that its primary charter is to respond to the pattern of HIV infection in Australia.
3. The epidemiology of HIV/AIDS in Australia demonstrates that the group which is overwhelmingly affected by HIV/AIDS is men who have sex with men (whether identified as homosexual, gay, bisexual, queer, or otherwise). In addition their sexual and needle-sharing partners are also at a high risk.
4. Council declares that it has a special relationship with and strong support for the aspirations of the gay and lesbian communities, while not being itself a gay or lesbian community organisation.
5. At the same time Council does not seek to ignore or exclude any others affected by HIV infection, and particularly seeks to co-operate with organisations representing people living with HIV/AIDS, injecting drug users and sex workers.