



**CONSTITUTION
OF
RAINBOW CLUB AUSTRALIA
INCORPORATED**

1. **NAME**

1.1 The name of the association is the Rainbow Club Australia Inc. (the "**Association**").

2. **INTERPRETATION**

2.1 In these rules, except in so far as the context or subject matter otherwise indicates or requires:

"**Associate Member**" is a person, organisation, single member committee or corporation admitted as a Member under rule 5.9;

"**Board**" means the duly elected Board of Rainbow Club Australia;

"**Club Member**" means a member of a community Rainbow Club;

"**Clubs**" or "**Rainbow Clubs**" means Rainbow Clubs chartered by the Association;

"**General meeting**" means a general meeting of the Association and includes the annual general meeting;

"**Member**" means a Rainbow Club chartered by the Association and accepted by the Association as a Member and includes Associate Members;

"**President**" means the president from time to time of the Association;

"**Secretary**" means:

- (a) the person holding office under this Constitution as secretary of the Association; or
- (b) where no such person holds that office - the public officer of the Association;

"**special needs**" in relation to a person means a person who has a physical and/or intellectual disability which causes a significant diminution in that person's enjoyment of life; and

"**the Act**" means the Associations Incorporation Act, 2009.

2.2 In these rules:

- (a) a reference to a function includes a reference to a power, authority or duty; and
- (b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.

2.3 The provisions of the Interpretation Act, 1987, apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

3. **PURPOSE AND OBJECTS**

3.1 The purpose of this Association shall be:

- (a) to organise, charter and supervise Members to be known as Rainbow Clubs; and
- (b) to co-ordinate the activities and standardise the administration of Rainbow Clubs.

3.2 The objects of this Association are:

- (a) to provide children with special needs the opportunity and confidence to explore and extend their abilities through sports skills, training and recreational activities so there is no restriction on their achievements in life;
- (b) to provide children with special needs, their families and care givers with support and an opportunity for social contact;
- (c) to raise funds for the purpose of providing money, property or benefits in pursuit of the objects of the Association and to provide facilities within a sporting arena for children with special needs;
- (d) to provide a forum for Rainbow Clubs to discuss the development, promotion, resources and activities of the Rainbow Clubs;
- (e) to seek the views of and consult with children with special needs on their needs and other issues that affect them;
- (f) to encourage children with special needs to take control of their lives and become active participants in society by the provision and organisation of resources and information;
- (g) to encourage service-minded people to form non-profit community based clubs whose objects are committed to the provisions of sports skills, training and recreational activities for children with special needs and their families; and
- (h) to assist the integration of children with special needs into the community.

3.3 The Association may do all such things as are necessary for, or incidental to, the attainment of its objects including:

- (a) to take such steps by personal or written appeal, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the form of donations, annual subscriptions or otherwise;
- (b) to make donations for charitable purposes;
- (c) to buy, sell and deal in all kinds of apparatus, literature and other items required by the Association;
- (d) to purchase, take on lease or in exchange, hire or otherwise acquire any land, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with any of the objects of the Association provided that, in case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- (e) to enter into any arrangements with any government or authority supreme, municipal, local or otherwise that may seem conducive to the Association's objects or any of them;
- (f) to obtain from any such government or authority any rights, privileges and concessions which the Association thinks desirable to obtain;
- (g) to appoint, employ, remove or suspend such managers, clerks, secretaries, workers and other persons as may be necessary or convenient for the purpose of the Association;
- (h) to invest and deal with the money of the Association not immediately required in such manner as may be permitted by law for the investment of trust funds;

- (i) to borrow, raise or secure the payment of money in such manner as the Association may think fit and to secure the same for the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and to purchase, redeem or pay off any such securities;
- (j) to take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in rule 3.3(d);
- (k) to construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds or works of convenience which may seem calculated directly or indirectly to advance the Association's objects and to, contribute to, subsidise or otherwise assist and take part in a construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- (l) to print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
- (m) to employ and pay for such professional or other assistance as the Association may deem requisite in a discharge of the objects of the Association; and
- (n) to do all such things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

4. MEMBERSHIP QUALIFICATIONS

4.1 Membership of this Association shall consist of Rainbow Clubs, duly organised and chartered under these rules and Associate Members. Each elected Board Member is considered to be a Member for the purposes of this Constitution.

5. MEMBERSHIP

- 5.1 Rainbow Clubs may be organised and chartered in any municipality including those in which an established Rainbow Club or Clubs exist.
- 5.2 Each Rainbow Club shall be known by the name of the suburb or place referable to its operations (subject to any resolution of the Association otherwise).
- 5.3 Applications for membership may be made to the Board by any group or club that has individuals eligible for appointment to a Club's committee. Such application shall be made on forms provided by the Association from time to time and shall be accompanied by such charter fees as the Board shall determine from time to time. The Secretary shall as soon as practicable after the determination by the Board, notify the applicant of the approval or rejection of the application.
- 5.4 The Board shall have full power and authority to sanction the organisation and chartering of all Rainbow Clubs under such rules and regulations as it may prescribe from time to time.
- 5.5 When membership is approved by the Board, the Secretary shall enter the applicant's name in the register of Members as a Rainbow Club and upon the name so entered, the Rainbow Club becomes a Member of the Association.
- 5.6 Upon becoming a Member, a charter, signed by the Secretary, shall be issued to such Club. A Rainbow Club shall be considered chartered when its charter has been officially signed. The acceptance of a charter by a Rainbow Club shall be ratification of an agreement on its part to be bound by the constitution of this Association and a submission by the said Rainbow Club to have its relationship with this Association interpreted and governed by this constitution according to the laws in effect from time to time, in the State of New South Wales.
- 5.7 No Rainbow Club shall have authority to obligate this Association or any other Rainbow Club financially. The charter of each Rainbow Club shall merely be a licence to use the name Rainbow Club and any other

associated intellectual property rights belonging to the Association subject to the constitution of the Association. Any Rainbow Club which fails to meet any obligation to this Association may, in the discretion of the Board, have its membership and charter suspended or have its charter cancelled and be expelled from the Association. Any Club placed in suspension shall forfeit all rights and privileges pending final determination of its status by the Board.

- 5.8 A person, organisation or corporation not qualifying as a Rainbow Club may apply to the Board to become an Associate Member.
- 5.9
- (a) An application for membership as an Associate Member shall be made in writing, signed by the applicant, and be in the form set out in Appendix A to the constitution and lodged with the Secretary.
 - (b) As soon as practical on receiving an application for associate membership, the Secretary shall refer the application to the Board which shall determine whether to approve or reject the application.
 - (c) Where the Board determines to approve an application for associate membership, the Secretary shall, as soon as practical after that determination, notify the applicant of that approval and request the applicant to pay within the period of 28 days the sum payable under these rules by a Member as the entrance fee and annual subscription.
 - (d) The Secretary, shall on payment by the nominee of the amounts referred to in the rule within the period referred to in this rule, enter the applicant's name in the register and upon the name being so entered the applicant becomes an Associate Member.
- 5.10 Associate Members may attend general meetings of the Association but have no right to speak or vote at such meetings nor be able to requisition a general meeting.

6. CESSATION OF MEMBERSHIP

- 6.1 A Rainbow Club ceases to be a Member if the Club:
- (a) resigns its membership; or
 - (b) is expelled from the Association.
- 6.2 An Associate Member or Board Member ceases to be a Member if that person, organisation or corporation:
- (a) dies, is dissolved, wound up or its incorporation is cancelled;
 - (b) resigns the membership; or
 - (c) is expelled from the Association.

7. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

- 7.1 A right, privilege or obligation which a Member has by reason of being a Member of the Association and any charter issued to a Member;
- (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon cessation of the membership.

8. RESIGNATION OF MEMBERSHIP

- 8.1 A Member is not entitled to resign that membership except in accordance with this rule.

8.2 A Member who has paid all amounts payable by the Member to the Association in respect of the Member's membership may resign from Membership of the Association by first giving notice (being not less than one month or not less than such other period as the Board may determine) in writing to the Secretary of the Member's intention to resign and, upon the expiration of the period of notice and acceptance of the resignation by the Board, the Member ceases to be a Member. If the Member is a Rainbow Club, the Board may withhold acceptance until the Club's charter has been returned and all rights to use of the name "Rainbow" or "Rainbow Club" and any insignia of the Association have been surrendered.

8.3 Where a Member ceases to be a Member pursuant to rule 8.2, and in every other case where a Member ceases to hold Membership, the Secretary shall make an appropriate entry in the register of Members recording the date on which the member ceased to be a Member.

9. REGISTER OF MEMBERS

9.1 The Secretary shall establish and maintain a register of Members specifying the name and address of each Member together with the date of becoming a Member.

9.2 The register of Members shall be kept at the principal place of administration of the Association and shall be open for inspection, free of charge, by any Member and in the case of a Member that is a Rainbow Club, a duly authorised representative of such Member, at any reasonable hour.

10. FEES, SUBSCRIPTIONS, ETC

10.1 A Member shall, upon admission to membership, pay to the Association a fee prescribed by the Board from time to time.

10.2 In addition to any amount payable by the Member under rule 10.1, a Member shall pay to the Association an annual membership fee from time to time as determined by the Board:

- (a) except as provided by paragraph (b), before 1 July in each calendar year; or
- (b) where the Member becomes a Member on or after 1 July in any calendar year - upon becoming a Member and before 1 July in each succeeding calendar year.

11. MEMBERS' LIABILITIES

The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the cost, charges and expenses of the winding up 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.

12. DISCIPLINING OF MEMBERS

12.1 Where the Board is of the opinion that a Member:

- (a) has persistently refused or neglected to comply with a provision or provisions of these rules; or
- (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association,
the Board may, by resolution:
- (c) expel the Member; or
- (d) suspend the Member from membership of the Association for a specified period.

12.2 A resolution of the Board under rule 12.1 is of no effect unless the Board, at a meeting held not earlier than 14 days and not later than 28 days after service on the Member of a notice under rule 12.3, confirms the resolution in accordance with this rule.

- 12.3 Where the Board passes a resolution under rule 12.1, the Secretary 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) stating that the Member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the Member that the Member may do either or both of the following:
 - (i) attend and speak at that meeting or appoint a representative or representatives to attend and speak at that meeting;
 - (ii) submit to the Board at or prior to the date of that meeting written representations relating to the resolution.
- 12.4 At a meeting of the Board held as referred to in rule 12.3, the Board shall:
- (a) give to the Member or the Member's representative(s) an opportunity to make oral representations;
 - (b) give due consideration to any written representations submitted to Board by the Member at or prior to the meeting; and
 - (c) by resolution determine whether to confirm or to revoke the resolution.
- 12.5 Where the Board confirms a resolution under rule 12.4, the Secretary shall, within 7 days after that confirmation, by notice in writing, inform the Member of the fact and of the Member's right of appeal under rule 13.
- 12.6 A resolution confirmed by the Board under rule 12.4 does not take effect:
- (a) until the expiration of the period within which the Member is entitled to appeal against the resolution where the Member does not exercise the right of appeal within that period; or
 - (b) where within that period the Member exercises the right of appeal, unless and until the Association confirms the resolution pursuant to rule 13.4.
- 12.7 Upon expulsion of a Member that is a Rainbow Club the Club charter is automatically cancelled. The charter must be returned and all rights to use the name "Rainbow" or "Rainbow Club" and any insignia of the Association will be automatically surrendered.
13. **RIGHT OF APPEAL OF DISCIPLINED MEMBER**
- 13.1 A Member may appeal to the Association in general meeting against a resolution of the Board which is confirmed under rule 12.4, within seven days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- 13.2 Upon receipt of a notice from a Member under rule 13.1, the Secretary shall notify the Board which shall convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- 13.3 At a general meeting of the Association convened under rule 13.2:
- (a) no business other than the question of the appeal shall be transacted;
 - (b) the Board and the Member shall be given the opportunity to state their respective cases orally or in writing, or both; and

- (c) the Members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

13.4 If, at the general meeting, the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

14. **POWERS OF THE BOARD**

The Board, subject to the Act, and to 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 by these rules to be exercised by a general meeting of Members of the Association;
- (c) has 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 of the Association; and
- (d) may approve policies and procedures as it shall deem necessary with respect to the conduct and administration of the Association and for the purpose of carrying out its duties under this constitution but which shall not be inconsistent with this constitution.

15. **CONSTITUTION AND MEMBERSHIP OF THE BOARD**

15.1 The Board shall consist of a minimum of four and a maximum of 12 persons each of whom shall be elected at the annual general meeting of the Association pursuant to rule 16.

15.2 The office-bearers of the Association shall be:

- (a) the President;
- (b) the Vice-President or Vice Presidents;
- (c) the Treasurer; and
- (d) the Secretary.

15.3 Each Board member may, but need not be a Club Member, provided that at least two Board places are reserved for people who are representatives for the time being of Rainbow Clubs and who have been nominated in accordance with rule 16.

15.4 Each Board member shall, subject to these rules, hold office until the conclusion of the annual general meeting following the date of his/her election, but subject to rule 15.3 is eligible for re-election.

15.5 Each Board Member shall serve for a period of 4 years. Following the expiry of this period, the Board Member shall be eligible for re-election for a further period of 4 years, provided that the total term of office is no longer than 12 years, unless otherwise approved by resolution at the annual general meeting. Any Board Member holding office prior to the annual general meeting of 2014 shall for these purposes be considered to be a newly elected Board Member such that these provisions as to tenure shall only apply to those Board Members from the date of the 2014 annual general meeting.

15.6 In the event of a casual vacancy occurring in the Board, the Board may appoint any person to fill the vacancy and the person so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment, when they shall be eligible for election.

16. **ELECTION OF BOARD MEMBERS**

16.1 Nominations of candidates for the Board:

- (a) in the case of a candidate who is a representative for the time being of a Rainbow Club, a nomination shall be made in writing, signed by one Member of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination);
- (b) in the case of a candidate who is not a representative for the time being of a Rainbow Club, shall be made in writing, accompanied by the written consent of the candidate (which may be endorsed on the form of nomination) including details which indicate that the candidate has a primary responsibility to the community and as a consequence holds or has held some public office or special position in the community; and
- (c) shall be delivered to the Secretary not less than 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

16.2 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations which comply with rule 16.1 shall be received at the annual general meeting provided always that, at least two places on the Board are reserved for representatives for the time being of Rainbow Clubs.

16.3 If insufficient further nominations are received any vacant positions remaining on the Board shall be deemed to be casual vacancies.

16.4 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

16.5 The ballot for the election of Board members shall be conducted at the annual general meeting in such usual and proper manner as the Board may direct provided always that, the Board reserves at least two places for persons who are representatives for the time being of Rainbow Clubs.

16.6 The office bearers will be elected at the annual general meeting after the election of the Board members. Only nominations of members will be accepted at the annual general meeting. Nominations may be received for one candidate for more than one position however no candidate can be elected to more than one office.

17. **SECRETARY**

17.1 The, Secretary shall, as soon as practicable after being elected as Secretary, lodge notice with the Association of his or her address.

17.2 It is the duty of the Secretary to ensure records are kept of:

- (a) all appointments of office-bearers and Board members;
- (b) the names of the Board members present at Board meetings or a general meeting; and
- (c) all proceedings at Board meetings and general meetings.

17.3 Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the following meeting.

18. **TREASURER**

It is the duty of the Treasurer to ensure that:

- (a) all money due to the Association is collected and received and that all payments authorised by the Association are made; and

- (b) correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association.

19. **CASUAL VACANCIES**

For the purposes of these rules, a casual vacancy for the office of a Board member occurs if the person:

- (a) dies;
- (b) becomes insolvent under administration within the meaning of the Corporations Law;
- (c) resigns office by notice in writing given to the Secretary;
- (d) is removed from office under rule 20;
- (e) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (f) is absent without the consent of the Board from all meetings of the Board held during a period of six months.

20. **REMOVAL OF A BOARD MEMBER**

- 20.1 The Association in a general meeting may by resolution remove any Board member from office before the expiration of the person's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the person so removed provided always that, the Board reserves at least two places for persons who are representatives for the time being of Rainbow Clubs.
- 20.2 Where a Board member, to whom a proposed resolution referred to in rule 20.1, makes representations in writing to the Secretary or President and requests that the representations be notified to the Members, the Secretary or the President may send a copy of the representations to each Member or, if they are not so sent, the Board member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

21. **MEETING AND QUORUM**

- 21.1 The Board shall meet at least four times in each period of 12 months at such place and time as the Board may determine.
- 21.2 Additional meetings of the Board may be convened by the Board or by any Board member.
- 21.3 Electronic or written notice of a meeting of the Board shall be given by the Secretary to each Board member at least 48 hours (or such other period as may be unanimously agreed upon by the Board members) before the time appointed for the holding of the meeting.
- 21.4 Notice of a meeting given under rule 21.3 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 the Board members present at the meeting unanimously agree to treat as urgent business.
- 21.5 Any four Board members constitutes a quorum for the transaction of the business of a meeting of the Board.
- 21.6 No business shall be transacted by the Board unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- 21.7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.

- 21.8 At a meeting of the Board:
- (a) the President, or in the President's absence, a Vice-President shall preside; or
 - (b) if the President and the Vice-President(s) are absent or unwilling to act such one of the remaining Board members as may be chosen by the members present at the meeting shall preside.

22. **DELEGATION BY BOARD TO SUB-COMMITTEE**

- 22.1 The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of such Board members and/or Club Members and/or other persons with necessary skills as the Board thinks fit) 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 duty imposed on the Board by the Act or by any other law.
- 22.2 A function, the exercise of which has been delegated to a sub-committee under this rule may, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 22.3 A delegation may be made subject to such conditions or limitations may be specified in the instrument of delegation.
- 22.4 Notwithstanding any delegation under this rule, the Board may continue to exercise any function delegated.
- 22.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Board.
- 22.6 The Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- 22.7 A sub-committee may meet and adjourn as it thinks proper.

23. **VOTING AND DECISIONS**

- 23.1 Questions arising at a meeting of the Board shall be determined by a majority of the votes of Board members present at the meeting.
- 23.2 Each member present at a meeting of the Board or of any sub-committee appointed by the Board (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.
- 23.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Board.

24. **ANNUAL GENERAL MEETINGS - HOLDING OF**

- 24.1 The Association shall, at least once in each calendar year and within the period of six months after the expiration of each financial year of the Association, convene an annual general meeting of its Members.

25. **ANNUAL GENERAL MEETINGS -- CALLING OF AND BUSINESS AT**

- 25.1 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.
- 25.2 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 of any special general meeting held since that meeting;
- (b) to receive from the Board reports upon the activities of the Association during the last preceding financial year;
- (c) to elect the Board members and office-bearers of the Association; and
- (d) to receive and consider the statement which is required to be submitted to Members pursuant to section 43 of the Act.

25.3 An annual general meeting shall be specified as such in the notice convening it.

26. **GENERAL MEETINGS - CALLING OF AND BUSINESS AT**

26.1 The Board may, whenever it thinks fit, convene a general meeting of the Association.

26.2 The Board shall, on the requisition in writing of not less than five per cent of the total number of Members, convene a general meeting of the Association.

26.3 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 requisitions;
- (c) shall be lodged with the Secretary; and
- (d) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.

26.4 If the Board fails to convene a general meeting to be held within one month after the date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who requisition may convene a general meeting to be held not later than three months after that date.

26.5 A general meeting convened by a Member or Members as referred to in rule 26.4 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 expense is entitled to be reimbursed by the Association for any expense so incurred.

27. **NOTICE OF GENERAL MEETINGS**

27.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent to each Member at the Member's 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.

27.2 Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each Member, specifying the intention to propose the resolution as a special resolution.

27.3 No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to rule 25.2.

27.4 Member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the Member.

28. PROCEDURE AT GENERAL MEETINGS

- 28.1 No item of business shall be transacted at a general meeting unless a quorum of Members entitled under these rules to vote is present during the time the meeting is considering that item.
- 28.2 Four Members either present in person or by teleconference or who have provided proxies (being Members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 28.3 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 (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- 28.4 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 three and being Members entitled under these rules to vote at a general meeting) shall constitute a quorum.

29. PRESIDING MEMBER AT GENERAL MEETINGS

- 29.1 The President or, in the President's absence, a Vice-President, shall preside as chairperson at each general meeting of the Association.
- 29.2 If the President and the Vice-Presidents are absent from a general meeting or unwilling to act, the Members present shall elect one of their number to preside as chairperson at the meeting.

30. ADJOURNMENT OF GENERAL MEETINGS

- 30.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of voting Members present at the meeting in person, on teleconference or represented by proxy, 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.
- 30.2 Where a general meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each Member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 30.3 Except as provided in rules 30.1 and 30.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

31. MAKING OF DECISIONS AT GENERAL MEETINGS

- 31.1 A question arising at a general meeting of the Association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution 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 minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against resolution.
- 31.2 At a general meeting of the Association, a poll may be demanded by the chairperson or by not less than two voting Members present in person or by proxy at the meeting.
- 31.3 Where a poll is demanded at a general meeting, the poll shall be taken:
- (a) immediately in the case of a poll which relates to the election of the chairperson of 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 chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

32. **SPECIAL RESOLUTION AT GENERAL MEETINGS**

A resolution of the Association is a special resolution if the notice provided makes it clear that the proposed resolution is a special resolution,

- (a) the special resolution will only be passed at the general meeting if at least 75% of those members who vote on the resolution, vote in favour.
- (b) Members who are not actually present themselves may appoint another person to act as their 'proxy' who can cast votes on their behalf.

33. **WINDING UP AT A GENERAL MEETING**

The Association shall not be wound up except at a general meeting of the Association specially convened for the purpose and by a resolution carried by a majority of four-fifths of the votes recorded in respect of the same.

34. **VOTING AT GENERAL MEETINGS**

- 34.1 Upon any question arising at a general meeting of the Association, a Member who is entitled to vote under these rules has one vote only.
- 34.2 At any general meeting of the Association each Member may be represented and have its vote cast by its representative for the time being or the representative's proxy.
- 34.3 All votes shall be given personally by the representative for the time being of the Rainbow Clubs or by proxy but no representative may hold more than five proxies.
- 34.4 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 34.5 A representative for the time being of a Rainbow Club or her/his proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the Rainbow Club the representative /proxy represents has been paid, other than the amount of the annual subscription payable in respect of the then current year.

35. **APPOINTMENT OF PROXIES FOR GENERAL MEETINGS**

- 35.1 Each Rainbow Club shall be entitled to appoint a voting Club Member as representative or proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 35.2 The notice appointing the proxy shall be in the form set out in Appendix B to these rule36.

36. **INSURANCE**

- 36.1 The Association shall effect and maintain insurance as considered necessary by the Board from time to time.

37. **FUNDS - SOURCE**

- 37.1 The funds of the Association shall be derived from Membership fees donations, grants and surpluses from fundraising events and, subject to any resolution passed by the Association in general meeting, such other sources as the Board determines.

37.2 All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.

37.3 The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

38. **FUNDS - MANAGEMENT**

38.1 All income and property of the Association shall be applied solely towards the promotion of the objects of the Association in such manner as the Board determines and no portion shall be paid or transferred directly or indirectly to the Members provided that nothing shall prevent, subject to rule 44, the payment in good faith of remuneration to any employee of the Association or to any Member in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual way of business, nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed by rule 44 on money borrowed from any Member or reasonable and proper rent for premises demised or let by any Member to the Association.

38.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two Board members or employees of the Association, being Board members or employees authorised to do so by the Board.

39. **ALTERATION OF OBJECTS AND RULES**

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Association.

40. **COMMON SEAL**

40.1 The common seal of the Association shall be kept in the custody of the Secretary.

40.2 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 either of two Board members or of one Board member and or the public officer or Secretary.

41. **CUSTODY OF BOOKS, ETC**

Except as otherwise provided by these rules, the Secretary shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

42. **INSPECTION OF BOOKS, ETC**

The records, books and other documents of the Association shall be open to inspection, free of charge, by any Member or in the case of Rainbow Clubs, a duly authorised representative of such Member, at any reasonable hour.

43. **SERVICE OF NOTICES**

43.1 For the purpose of these rules, a notice may be served by or on behalf of the Association upon any Member either personally or by sending it by post or electronically to the Member at the Member's address shown in the register of Members.

43.2 Where a document is sent to a person by email or by properly addressing, prepaying and posting to the 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 the person at the time at which the letter would have been delivered in the ordinary course of post.

44. **PAYMENT OF OFFICE BEARERS AND MEMBERS**

A Board member shall not be appointed to any salaried office of the Association and no remuneration or other benefit in money or money's worth shall be given by the Association to any Board member except:

- (a) repayment of out-of-pocket expenses;
- (b) interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the Association's bankers for money lent to the Association; and
- (c) reasonable and proper rent for premises let to the Association.

45. **VACATION OF OFFICE**

Without limiting the operation of rule 19, the office of a Member of the Board member shall become vacant if the Board member holds an office of profit in the Association;

46. **NOTIFICATION OF PROPOSED ALTERATION OF RULES**

A proposed alteration of the rules or of the statement of objects of the Association shall be notified to the Minister administering the Charitable Fundraising Act, 1991, in the manner required by the regulations under that Act.

47. **COMPLIANCE WITH CHARITABLE FUNDRAISING ACT, 1991**

The Association shall comply with such of the provisions of the Charitable Fundraising Act, 1991 or another similar Act of Parliament and the regulations thereunder as are applicable to it.

APPENDIX A

APPLICATION FOR ASSOCIATE MEMBERSHIP OF THE ASSOCIATION

TO : Rainbow Club Australia Incorporated
(incorporated under the Associations Incorporation Act,2004)

I, _____
(full name of applicant)
of _____
(address)
_____ hereby apply to become an
(occupation)

Associate Member of the above named incorporated association. In the event of my admission as an Associate Member, I agree to be bound by the rules of the Association for the time being in force.

Signature of Applicant

Date _____

I, _____, on behalf of Rainbow Club _____ Inc,
(full name)

a member of the Association nominate the applicant, who is personally known to me, for membership of the Association.

Signature of Proposer

Date _____

I, _____, on behalf of Rainbow Club _____ Inc
(full name)

a member of the Association second the nomination of the applicant, who is personally known to me, for membership of the Association.

Signature of Seconder

Date _____

**APPENDIX B
FORM OF APPOINTMENT OF PROXY**

I, _____
(full name)

of _____
(address)

being a representative of RAINBOW CLUB _____ (the "Club")

hereby appoint _____

of _____

as my proxy to vote for and on behalf of the Club at the annual general meeting/general meeting (delete as appropriate) of the Rainbow Club Australia Inc to be held on the

_____ day of _____ 20____ and at any adjournment of that meeting.

* My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution [insert details]:-

* To be inserted if desired.

Signature of Club representative

Date _____