

CONSUMER AFFAIRS VICTORIA

**ASSOCIATIONS
INCORPORATION
ACT (1981)**

**RULES OF THE
ASSOCIATION FOR
GFS AUSTRALIA INC**

GFS AUSTRALIA INCORPORATED

Statement of Purposes

GFS Australia Inc - people belonging to a Christ-centred community locally, nationally and globally through the Anglican Church.

The purpose of the Association shall be:

1. To provide ministries to children, youth, families and adults in a safe and accepting environment where Christ's love is evident and the Gospel is proclaimed.
 - (a) Children's, youth and family ministry
 - to encourage children, youth and families in local communities
 - to purposefully support and encourage family life
 - to equip children and youth with life skills to reach their God-given potential
 - (b) Adult ministry
 - To support and nurture adults in a faith community
 - To encourage prayerful support to children's and youth ministry
 - To encourage adults to be positive role models to all members, particularly those in leadership
2. To serve the community locally, nationally and globally through our motto "Bear one another's burdens and so fulfil the law of Christ" (Galatians 6:2)
3. To receive and disseminate information and facilitate communication locally, nationally and globally, within the organisation and with related service agencies.
4. To encourage Dioceses within the organisation to maintain appropriate standards in equipping people for ministry.
5. To be responsible and accountable for the assets of the organisation.
6. To be an active member of the worldwide society called "The Girls' Friendly Society"
7. To do all such things as may be incidental to the attainment of such purposes and aims.

RULES OF THE ASSOCIATION GFS AUSTRALIA INC

1. Name

The name of the incorporated association is GFS Australia Inc (in these Rules called "the Association").

2. Definitions

2.1. In these Rules, unless the contrary intention appears—

2.1.1. *diocese* means any one or more of the local branches of the Association as may be in operation and recorded in the Register of Dioceses of the Association from time to time;

2.1.2. *diocesan representative* means a member of the Association who is authorised by the National Executive to represent the Association in a particular diocese and who for the time being is recorded in the Register of Dioceses of the Association as a representative for that diocese for the time being;

2.1.3. *financial year* means the year ending on 31 October;

2.1.4. *general meeting* means a general meeting of members convened in accordance with rule 12;

2.1.5. *member* means a member of the Association in accordance with rule 4;

2.1.6. *National Council* means the triennial conference of members of the Association;

2.1.7. *National Executive* means the committee of management of the Association;

2.1.8. *ordinary member of the National Executive* means a member of the National Executive who is not an officer of the Association under rule 20;

2.1.9. *Regulations* means regulations under the Act;

2.1.10. *relevant documents* has the same meaning as in the Act;

2.1.11. *the Act* means the **Associations Incorporation Act 1981**.

2.2. In these Rules, a reference to the Secretary of an Association is a reference—

2.2.1. if a person holds office under these Rules as Secretary of the Association—to that person; and

2.2.2. in any other case, to the public officer of the Association.

3. Alteration of the rules

These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act.

4. Membership and subscription

4.1. A person 18 years and over who participates in the life of the Association, applies and is approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the annual subscription payable under these Rules.

4.2. A person who applies for membership and who is under 18 years of age must before he or she is approved for membership be registered with their diocese. Notwithstanding subrule 4.1, a person described in this clause shall only be required to pay the annual subscription upon attaining the age of 18.

4.3. A person who is not a member of the Association at the time of the incorporation of the Association (or who was a member at that time but has ceased to be a member) must not be admitted to membership unless—

4.3.1. he or she applies for membership in accordance with subrule 4.4; and

4.3.2. the admission as a member is approved by the National Executive.

4.4. An application of a person for membership of the Association must—

4.4.1. be made in writing in the form set out in Appendix 1; and

4.4.2. be lodged with that person's nearest Diocesan Representative or with the Secretary of the Association.

4.5. If a Diocesan Representative receives an application pursuant to subrule 4.4.2 that Diocesan Representative must, within 14 days, enter the applicant's name in the Diocesan Register of Members and deliver the said application to the Secretary.

4.6. As soon as practicable after the receipt of an application, the Secretary must refer the application to the National Executive.

4.7. The National Executive must determine whether to approve or reject the application.

- 4.8. If the National Executive approves an application for membership, the Secretary must, as soon as practicable—
- 4.8.1. notify the applicant in writing of the approval for membership; and
 - 4.8.2. request payment within 28 days after receipt of the notification of the sum payable under these Rules as the first year's annual subscription.
- 4.9. The Secretary must, within 28 days after receipt of the amounts referred to in subrule 4.8.2, enter the applicant's name in the National Register of Members.
- 4.10. An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the National Register of Members.
- 4.11. If the National Executive rejects an application, the National Executive must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- 4.12. A right, privilege, or obligation of a person by reason of membership of the Association—
- 4.12.1. is not capable of being transferred or transmitted to another person; and
 - 4.12.2. terminates upon the cessation of membership whether by death or resignation or otherwise.
- 4.13. The annual subscription is the relevant amount set out in Appendix 2 and is payable by a person
- 4.13.1. on his or her approval for membership, in accordance with subrule 4.8.2; and
 - 4.13.2. after the first anniversary of that person's approval for membership, in advance on or before 30 June in each year.

5. National Register of Members

- 5.1. The Secretary must keep and maintain a National Register of Members containing—
- 5.1.1. the name and address of each member; and
 - 5.1.2. the date on which each member's name was entered in the National Register of Members.

5.2. The National Register of Members is available for inspection free of charge by any member upon request.

5.3. A member may make a copy of entries in the National Register of Members.

6. Ceasing membership

6.1. A member of the Association who has paid all moneys due and payable by a member to the Association may resign from the Association by giving one month's notice in writing to the Secretary of his or her intention to resign.

6.2. After the expiry of the period referred to in subrule 6.1—

6.2.1. the member ceases to be a member; and

6.2.2. the Secretary must record in the National Register of Members the date on which the member ceased to be a member.

7. Discipline, suspension and expulsion of members

7.1. Subject to these Rules, if the National Executive is of the opinion that a member has refused or neglected to comply with these Rules or any policies and procedures of the Association in force from time to time, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the National Executive may by resolution—

7.1.1. suspend that member from membership of the Association for a specified period; or

7.1.2. expel that member from the Association.

7.2. A resolution of the National Executive under subrule 7.1 does not take effect unless—

7.2.1. at a meeting held in accordance with subrule 7.3, the National Executive confirms the resolution; and

7.2.2. if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.

7.3. A meeting of the National Executive to confirm or revoke a resolution passed under subrule 7.1 must be held not earlier than 14 days, and not later than

28 days, after notice has been given to the member in accordance with subrule 7.4.

- 7.4. For the purposes of giving notice in accordance with subrule 7.3, the Secretary must, as soon as practicable, cause to be given to the member a written notice—
- 7.4.1. setting out the resolution of the National Executive and the grounds on which it is based; and
 - 7.4.2. stating that the member, or his or her representative, may address the National Executive at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
 - 7.4.3. stating the date, place and time of that meeting; and
 - 7.4.4. informing the member that he or she may do one or both of the following—
 - (a) attend that meeting;
 - (b) give to the National Executive before the date of that meeting a written statement seeking the revocation of the resolution; and
 - 7.4.5. informing the member that, if at that meeting, the National Executive confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- 7.5. At a meeting of the National Executive to confirm or revoke a resolution passed under subrule 7.1, the National Executive must—
- 7.5.1. give the member, or his or her representative, an opportunity to be heard; and
 - 7.5.2. give due consideration to any written statement submitted by the member; and
 - 7.5.3. determine by resolution whether to confirm or to revoke the resolution.
- 7.6. If at the meeting of the National Executive, the National Executive confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- 7.7. If the Secretary receives a notice under subrule 7.6, he or she must notify the National Executive and the National Executive must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.

- 7.8. At a general meeting of the Association convened under subrule 7.7—
- 7.8.1. no business other than the question of the appeal may be conducted; and
 - 7.8.2. the National Executive may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - 7.8.3. the member, or his or her representative, must be given an opportunity to be heard; and
 - 7.8.4. the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 7.9. A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

8. Disputes and mediation

- 8.1. The grievance procedure set out in this rule applies to disputes under these Rules between—
- 8.1.1. a member and another member; or
 - 8.1.2. a member and the Association.
- 8.2. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 8.3. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 8.4. The mediator must be—
- 8.4.1. a person chosen by agreement between the parties; or
 - 8.4.2. in the absence of agreement—
 - (a) in the case of a dispute between a member and another member, a person appointed by the National Executive of the Association; or
 - (b) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

- 8.5. A member of the Association can be a mediator.
- 8.6. The mediator cannot be a member who is a party to the dispute.
- 8.7. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 8.8. The mediator, in conducting the mediation, must—
 - 8.8.1. give the parties to the mediation process every opportunity to be heard; and
 - 8.8.2. allow due consideration by all parties of any written statement submitted by any party; and
 - 8.8.3. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 8.9. The mediator must not determine the dispute.
- 8.10. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

9. Annual general meetings

- 9.1. The National Executive may determine the date, time and place of the annual general meeting of the Association provided that in the years in which National Council is held, the Annual General Meeting of the Association shall take place during the course of National Council and for the purposes of these Rules, such an Annual General Meeting shall be referred to as a “National Council AGM”
- 9.2. The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- 9.3. The ordinary business of the annual general meeting shall be—
 - 9.3.1. to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
 - 9.3.2. to receive from the National Executive and diocesan representatives reports upon the transactions of the Association during the last preceding financial year; and
 - 9.3.3. to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act; and

9.3.4. at the National Council AGM only, to elect officers of the Association and the ordinary members of the National Executive.

9.4. The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

10. Special general meetings

10.1. In addition to the annual general meeting, any other general meetings may be held in the same year.

10.2. All general meetings other than the annual general meeting are special general meetings.

10.3. The National Executive may, whenever it thinks fit, convene a special general meeting of the Association.

10.4. If, but for this subrule, more than 15 months would elapse between annual general meetings, the National Executive must convene a special general meeting before the expiration of that period.

10.5. The National Executive must, on the request in writing of at least 10 members, convene a special general meeting of the Association.

10.6. The request for a special general meeting must—

10.6.1. state the objects of the meeting; and

10.6.2. be signed by the members requesting the meeting; and

10.6.3. be sent to the address of the Secretary.

10.7. If the National Executive does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.

10.8. If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

11. Special business

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.

12. Notice of general meetings

12.1. The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, or if in relation to a National Council AGM at least 120 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

12.2. Notice may be sent—

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

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

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

12.4. A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

12.5. Save for a National Council AGM, a meeting of members may be held at two or more venues using any form of technology that gives the members (or such of them as are entitled to attend the meeting) a reasonable opportunity to participate.

13. Quorum at general meetings

13.1. No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.

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

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

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

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

13.4. If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 3) shall be a quorum.

14. Presiding at general meetings

14.1. The Chairman, or in the Chairman absence, the Vice-Chairman, shall preside as Chairperson at each general meeting of the Association.

14.2. If the Chairman and the Vice-Chairman are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

15. Adjournment of meetings

15.1. The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.

15.2. No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

15.3. If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 12.

15.4. Except as provided in subrule 15.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

16. Voting at general meetings

16.1. Upon any motion arising at a general meeting of the Association, a member has one vote only by secret ballot.

16.2. All votes must be given personally.

16.3. In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.

16.4. A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid.

17. Poll at general meetings

17.1. If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

17.2. A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

18. Manner of determining whether resolution carried

18.1. If a question arising at a general meeting of the Association is determined on a show of hands or secret ballot —

(a) a declaration by the Chairperson that a resolution has been—

i carried; or

ii carried unanimously; or

iii carried by a particular majority; or

iv lost; and

(b) 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, that resolution.

19. National Executive

19.1. The affairs of the Association shall be managed by the National Executive.

19.2. The National Executive—

- 19.2.1. shall control and manage the business and affairs of the Association; and
 - 19.2.2. may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
 - 19.2.3. subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the National Executive to be essential for the proper management of the business and affairs of the Association.
- 19.3. Subject to section 23 of the Act, the National Executive shall consist of—
- 19.3.1. the officers of the Association; and
 - 19.3.2. no more than three ordinary members—
- each of whom shall be elected at the National Council AGM.

20. Office holders

- 20.1. The officers of the Association shall be—
- 20.1.1. a Chairman;
 - 20.1.2. a Vice-Chairman;
 - 20.1.3. a Treasurer; and
 - 20.1.4. a Secretary.
- 20.2. Subject to subrules 20.3 and 20.4:
- 20.2.1. the provisions of rule 22, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in subrule 20.1;
 - 20.2.2. each officer of the Association shall hold office until the National Council AGM next after the date of his or her election but is eligible for re-election; and
 - 20.2.3. in the event of a casual vacancy in any office referred to in subrule 20.1, the National Executive may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the National Council AGM next following the date of the appointment.

- 20.3. The person who holds the office of Chairman immediately before the National Council AGM shall not be eligible for re-election.
- 20.4. The person who holds the office of Vice-Chairman immediately before the National Council AGM shall be appointed to the office of Chairman at the said National Council AGM as of right and, notwithstanding anything in rule 22 to the contrary, no nominations shall be accepted for the position of Chairman other than those which may, in the event that the said Vice-Chairman is unwilling or unable to accept the appointment to the office of Chairman, be received at the National Council AGM and in such event an election shall be conducted for the office of Chairman in accordance with subrules 22.4 to 22.6 inclusive.
- 20.5. In the event of a casual vacancy in the office of Chairman:
- 20.5.1. the National Executive may appoint the then Vice-Chairman to the vacant office;
- 20.5.2. the office of Vice-Chairman shall be deemed vacant and shall be filled in accordance with subrule 20.2.3; and
- 20.5.3. the person appointed to the office of Chairman pursuant to this rule 20.5 may continue in office up to and including the conclusion of the National Council AGM next following the date of the appointment.

21. Ordinary members of the National Executive

- 21.1. Subject to these Rules, each ordinary member of the National Executive shall hold office until the National Council AGM next after the date of his or her election but is eligible for re-election.
- 21.2. In the event of a casual vacancy occurring in the office of an ordinary member of the National Executive, the National Executive may appoint a member of the Association to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the National Council AGM next following the date of the appointment.

22. Election of officers and ordinary National Executive members

- 22.1. Nominations of candidates for election as officers of the Association or as ordinary members of the National Executive must be—

- 22.1.1. made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination);
- 22.1.2. accompanied by CV and reference from their parish priest; and
- 22.1.3. delivered to the Secretary of the Association not less than 90 days before the date fixed for the holding of the National Council AGM.
- 22.2. A candidate may only be nominated for one office, or as an ordinary member of the National Executive, prior to the National Council AGM.
- 22.3. If insufficient nominations are received to fill all vacancies on the National Executive, the candidates nominated shall be deemed to be elected and further nominations may be received at the National Council AGM.
- 22.4. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 22.5. If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- 22.6. The ballot for the election of officers and ordinary members of the National Executive must be conducted at the National Council AGM in such manner as the National Executive may direct.

23. Vacancies

- 23.1. The office of an officer of the Association, or of an ordinary member of the National Executive, becomes vacant if the officer or member—
 - 23.1.1. ceases to be a member of the Association; or
 - 23.1.2. becomes an insolvent under administration within the meaning of the Corporations Act; or
 - 23.1.3. resigns from office by notice in writing given to the Secretary.

24. Minutes of meetings

- 24.1. The Secretary of the Association must keep minutes of the resolutions and proceedings of each meeting, together with a record of the names of persons present at meetings.

25. Funds

25.1. The Treasurer of the Association must—

25.1.1. collect and receive all moneys due to the Association and make all payments authorised by the Association; and

25.1.2. keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

25.2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the National Executive.

25.3. The funds of the Association shall be derived from annual subscriptions, donations and such other sources as the National Executive determines.

26. Seal

26.1. The common seal of the Association must be kept in the custody of the Secretary.

26.2. The common seal must not be affixed to any instrument except by the authority of the National Executive and the affixing of the common seal must be attested by the signatures either of two members of the National Executive or, of one member of the National Executive and of the public officer of the Association.

27. Notice to members

27.1. Except for the requirement in rule 12, any notice that is required to be given to a member, by or on behalf of the Association, under these Rules may be given by—

27.1.1. delivering the notice to the member personally; or

27.1.2. sending it by prepaid post addressed to the member at that member's address shown in the register of members; or

27.1.3. facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or

27.1.4. electronic transmission, if the member has requested that the notice be given to him or her in this manner.

28. Winding up

In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association must be disposed of in accordance with the provisions of the Act.

29. Custody and inspection of books and records

29.1. Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.

29.2. All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.

29.3. A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

APPENDIX 1

APPENDIX 2

SCHEDULE OF FEES

<i>Fee</i>	<i>Amount</i>
Entrance fee	\$0.00
Annual subscription fee	\$20.00 full fee \$12.00 concession card holders