

**ASSOCIATIONS INCORPORATION ACT 1985**

**RULES**

**FOR**

**RAISING LITERACY AUSTRALIA**

**Adopted 5 February 2009  
Amended 11 December 2014**

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## 1. DEFINITIONS

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In these Rules:

"**Act**" means the *Associations Incorporation Act 1985* (SA) and includes Regulations made under the Act;

"**Association**" means the incorporated association known as "Raising Literacy Australia";

"**Board**" means the board of the Association;

"**Board Member**" means an officer of the Board;

"**By-laws**" means the by-laws of the Association or any of its sub-committees, established by the Board;

"**Chairperson**" means the Board Member holding the position of chairperson of the Association;

"**general meeting**" means a general meeting of Board Members convened in accordance with these Rules;

"**ITAA**" means the *Income Tax Assessment Act 1997* (Cth);

"**Month**" means a calendar month;

"**Regulations**" means the regulations to the Act;

"**Special Resolution**" means a special resolution as defined in the Act.

## 2. INTERPRETATION

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In these Rules:

2.1 neuter includes masculine and feminine;

2.2 singular includes plural and vice versa;

2.3 reference to a person includes a corporation and partnership and vice versa;

2.4 headings do not affect interpretation;

2.5 reference to parliamentary legislation includes:

2.5.1 the legislation as amended;

2.5.2 any substituted legislation; and

2.5.3 any regulations and instruments under the legislation.

## 3. NAME

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The name of the Association is Raising Literacy Australia.

## 4. OBJECTS

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The objects of the Association are to promote reading, establish a forum for literary debate and enrich Australian lives through literacy.

## 5. POWERS

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The Association has all the powers conferred by section 25 of the Act.

## 6. THE BOARD

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### 6.1 Composition

- 6.1.1 The Board shall have a minimum of four (4) Board Members and a maximum of ten (10) Board Members plus the officer holders of Chairperson, Deputy Chairperson, Treasurer and Assistant Treasurer and such other offices as the Board may from time to time determine.
- 6.1.2 The Association shall keep a Register of Board Members.

### 6.2 Removal of Board Members

A Board Member ceases to hold office if:

- 6.2.1 the Board Member is disqualified under section 30 of the Act;
- 6.2.2 the Board Member is permanently incapacitated by ill health;
- 6.2.3 the Board Member is absent without leave of absence for more than 6 consecutive Board meetings or for more than 8 Board meetings in a calendar year;
- 6.2.4 if removed by the Board Members in general meeting; or
- 6.2.5 the Board Member resigns. A Board Member may resign from office by giving written notice to the Association.

### 6.3 Vacancies

Subject to the maximum number of Board Members as set out at clause 6.1:

- 6.3.1 the Board may appoint a natural person to the Board including to the offices of Chairperson, Secretary, Treasurer and Assistant Treasurer to fill a vacancy;
- 6.3.2 the Board may appoint a natural person who is in the literature industry as a Board Member for a maximum term of 24 months, after which the person will be eligible to be reappointed. A person will be considered to be in the literature industry if they are an author, illustrator, publisher or distributor of literature.

## 7. POWERS AND DUTIES OF THE BOARD

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### 7.1 Powers of the Board

- 7.1.1 The Board governs the business and affairs of the Association.
- 7.1.2 The Board may exercise all the powers of the Association (except the powers of the Board Members in general meeting or equivalent powers of the Board Members) within the objects of the Association including the management and control of the funds and property of the Association.
- 7.1.3 The Board has the authority to interpret the meaning of these Rules and any other matter relating to the affairs of the Association on which these Rules are silent.
- 7.1.4 The Board may establish a public fund or funds for listing on the Register of Cultural Organisations, and institute a program of seeking donations from the public to assist the Association in furthering its objects.
- 7.1.5 The Board may appoint officers and employees of the Association.
- 7.1.6 The Board may delegate any of its powers, except the powers of delegation, to officers and/or employees, or to any sub-committee comprising such persons as the Board thinks fit.

- 7.1.7 No such delegation by the Board shall prevent or otherwise limit the Board in the exercise of its powers, duties or functions.

## **8. PROCEDURES OF BOARD**

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### **8.1 Frequency of meetings**

The Board must meet together for the dispatch of business at least bi-monthly.

### **8.2 Mode of meeting**

The Board may conduct its meetings in any manner and in any place as the Board sees fit.

### **8.3 Quorum**

A quorum for a meeting of the Board is one half of all Board Members. In the event of a tie, the Chairperson has a casting vote in addition to the deliberative vote. The quorum must be present at all times when business is transacted.

### **8.4 Calling of meetings**

8.4.1 The Chairperson may at any time call a meeting of the Board to be held at such time and place as the Chairperson determines.

8.4.2 The Chairperson must, by request of 3 or more Board Members, call a meeting of the Board to be held at such time and place as is convenient to the Board.

### **8.5 Notice of meeting**

Notice of each Board meeting:

8.5.1 may be given by such means as is convenient, including by electronic transmission;

8.5.2 must be given to all Board Members; and

8.5.3 must be given at least five working days prior to the meeting.

This clause may be waived upon the agreement of all Board Members.

### **8.6 Chairperson of meeting**

Where a meeting is held and the Chairperson is not present or is not able to chair the meeting the Board may elect one of the Board Members present to be the chairperson for that meeting. That person so elected will then have the casting vote during that meeting.

### **8.7 Votes of Board Members**

8.7.1 Each Board Member, except the Chairperson, has one deliberative vote.

8.7.2 The Chairperson has a casting vote if there is an equality of deliberative votes.

8.7.3 An ordinary resolution of the Board is carried by a majority of votes cast, except where these Rules or the Act provide otherwise.

### **8.8 Conflict**

A Board Member having a direct or indirect pecuniary interest in a contract or proposed contract, with the Association must disclose the nature and extent of that interest to the Board as required by the Act, and shall not vote with respect to that contract or proposed contract.

## 8.9 Executive officer

The Board may appoint an Executive Officer to assist the Board in managing the general business of the Association.

## 9. OTHER SUB-COMMITTEES AND BY-LAWS

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- 9.1 The Board may, in order to pursue the objectives of the Association, establish other advisory sub-committees.
- 9.2 The Board may at any time by Special Resolution make, alter and repeal By-laws, consistent with the Act and these Rules, for any matter that is:
- 9.2.1 the subject of these Rules; or
  - 9.2.2 necessary, convenient or desirable in relation to the conduct of the business and affairs of the Association, the Board or any of the Board's sub-committees.
- 9.3 The Board may determine such By-laws as it sees fit for the activities and proceedings of any sub-committee.
- 9.4 A sub-committee to which any powers have been so delegated must exercise the powers delegated in accordance with the directions of the Board. A power so exercised is taken to be exercised by the Board.

## 10. MINUTES AND RECORDS

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- 10.1 The Association must:
- 10.1.1 cause minutes of all proceedings of Board meetings and records of the resolutions to be entered in books kept for that purpose; and
  - 10.1.2 cause those Board minutes to be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the meeting at which the minutes are confirmed.
- 10.2 Where minutes or records have been entered, confirmed and signed in accordance with this clause, it is to be taken, in the absence of proof to the contrary, that:
- 10.2.1 the meeting to which the minutes relate was held, or the resolution to which the record relates was made;
  - 10.2.2 the proceedings noted in the minutes occurred; and
  - 10.2.3 all appointments of Board Members or auditors noted in the minutes or recorded in the resolution were validly made.

## 11. ALTERATION OF RULES

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- 11.1 These Rules may be altered or substituted by a Special Resolution of the Board Members.
- 11.2 Upon registration in accordance with section 24 of the Act, the Rules (as amended) bind the Association and the Board Members.

## 12. ANNUAL GENERAL MEETING

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- 12.1 The Board must call an annual general meeting in accordance with the Act and these Rules, by giving 14 clear days' written notice to all Board Members by post or email to their last known address (unless the Board Members otherwise unanimously agree).
- 12.2 The quorum for such a meeting shall be five (5) Board Members.

- 12.3 All Board Members present have one vote. Absent Board Members can vote by proxy (one vote). Votes are passed by simple majority except where these Rules or the Act require a Special Resolution. The Chairperson has a casting vote.
- 12.4 The order of the business at the meeting shall be:
- 12.4.1 the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting;
  - 12.4.2 the consideration of the accounts and reports of the Board and the auditor's report (if required);
  - 12.4.3 the appointment (or removal) of any Board Members;
  - 12.4.4 the appointment of auditors (if required);
  - 12.4.5 any other business requiring consideration by the Association in general meeting.

### **13. SPECIAL GENERAL MEETINGS**

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- 13.1 The Board may call a special general meeting of the Association at any time by giving 21 clear days' written notice to all Board Members by post or email to their last known address / email address.
- 13.2 Upon a requisition in writing of not less than 10% of the total number of Board Members of the Association, the Board shall within one month of receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- 13.3 Every requisition for a special general meeting shall be signed by the relevant Board Members and shall state the purpose of the meeting.
- 13.4 If a special general meeting is not held within one month as required by Rule 14.2 above, the requisitionists may convene a special general meeting in the same manner as if convened by the Board.
- 13.5 All Board Members present have one vote. Absent Board Members can vote by proxy (one vote). Votes are passed by simple majority except where these Rules or the Act require a Special Resolution. The Chairperson has a casting vote.

### **14. NOT-FOR-PROFIT**

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#### **14.1 Association**

The Association is a not-for-profit organisation, whose public fund is a deductible gift recipient in accordance with the ITAA. The Association must not pay any of its profits or financial surplus, or give any of its property, to the Members, its beneficiaries, controllers or owners.

#### **14.2 Public Fund**

- 14.2.1 Donations to the public fund will be kept separate from other funds of the Association and will only be used to further the Association's objects.
- 14.2.2 Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.
- 14.2.3 The public will be invited to contribute to the public fund. Receipts for any such gifts to the public fund must state:
  - (a) the name of the public fund;
  - (b) the Australian Business Number of the Association;
  - (c) the fact that the receipt is for a gift made to the public fund; and

- (d) any other matter required to be included on the receipt pursuant to the requirements of the ITAA.
- 14.2.4 The fund, if created, will be administered by a subcommittee of the Board, a majority of whom, because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the cultural objectives of the Association.
- 14.2.5 No monies or assets in any public fund will be distributed to Board Members or office bearers of the Association, except as reimbursement of out of pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.
- 14.2.6 If a public fund is created, any proposed amendments or alterations to provisions for the public fund will be notified to the Department responsible for the administration of the Register of Cultural Organisations to assess the effect of any amendments on the public fund's continuing deductible gift recipient status.
- 14.2.7 If upon the winding-up or dissolution of the public fund listed on the Register of Cultural Organisations, there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among the Members, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of this public fund, and whose rules shall prohibit the distribution of its or their income among its or their members. Such a fund, authority or institution must be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the ITAA and listed on the Register of Cultural Organisations maintained under the ITAA.

## 15. SEAL

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- 15.1 The Association must have a common seal upon which its name appears in legible characters.
- 15.2 The common seal may be used only with the express authority of the Board.
- 15.3 The affixing of the seal must be:
  - 15.3.1 witnessed by any two Board Members; and
  - 15.3.2 recorded in the minute book of the Association.
- 15.4 The seal must be kept in the custody of the Secretary or any other person the Board thinks fit.

## 16. WINDING UP

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- 16.1 The Association may be wound up in accordance with section 41 of the Act.
- 16.2 Subject to section 21 of the Act, the Board Members are not liable to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of a winding up of the Association.
- 16.3 On a winding up, any surplus assets (within the meaning of section 43(5) of the Act) must be distributed to another non-profit association with similar objects to the Association and whose rules shall prohibit the distribution of its income among its or their members, such fund, authority or institution to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the ITAA and listed on the Register of Cultural Organisations maintained under the ITAA and chosen by:
  - 16.3.1 the Board on or before the winding up; or
  - 16.3.2 if the Board does not make that decision, any Court with jurisdiction.



## 17. FINANCIAL REPORTING

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- 17.1 The Association must keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act.
- 17.2 The accounts, together with any auditor's report on the accounts, the Board's statement and the Board's report, shall be laid before the Board Members at the annual general meeting.
- 17.3 An annual (periodic) return must be lodged with Consumer and Business Services within 6 months after the end of each financial year if the Association was prescribed for the purposes of the Act during that year. If so lodged, it must be accompanied by a copy of the accounts, the auditor's report, the Board's statement and the Board's report.
- 17.4 If the Association becomes a prescribed association as defined in the Act, the Board Members at annual general meeting must appoint a person to be the auditor of the Association. The auditor must hold office until the next annual general meeting and is eligible for re-appointment. If an appointment is not made pursuant to a resolution at annual general meeting, the Board shall appoint an auditor for the current financial year.

## 18. DISPUTE RESOLUTION

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- 18.1 The dispute resolution procedure set out in this rule applies to disputes under these Rules between:
- 18.1.1 a Board Member and one or more other Board Members;
  - 18.1.2 one or more Board Members and the Association.
- 18.2 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.
- 18.3 if the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.
- 18.4 In this rule "Board Member" includes any person who was a Board Member not more than 6 months before the dispute occurred.