

UPPER LACHLAN FOUNDATION INC

RULES AND GOVERNANCE CHARTER

Part 1 – Preliminary

1. Introduction

- 1.1. The Rules and Governance Charter is written to support the trust deed of the Capital Region Community Foundation (GreaterGood) Gift Fund and the Open Fund.
- 1.2. Upper Lachlan Foundation (the FOUNDATION) is governed by a Board of Directors appointed in accordance with guidelines contained within this charter.
- 1.3. Members of the FOUNDATION and the Board will actively participate in Upper Lachlan Foundation events and activities, and use their networks to generate contacts and support for its mission and vision.

2. Mission

- 2.1. The Upper Lachlan Foundation is a part of the Capital Region Community Foundation, known as “GreaterGood.” Our purpose is to offer support for our diverse community organisations and groups. We do this by providing a secure platform and income stream for the groups to build on and connect with. We raise capital through Foundation memberships, donations, fund raising events, corporate sponsorship and bequests to provide a secure platform and potential income stream

3. Vision

To increase and expand upon the availability of funds to meet the aims of the FOUNDATION and to facilitate a transparent process for the distribution of funding within the Upper Lachlan Community

4. Aims

- (a) Build stronger links with the community
- (b) Raise the profile of Upper Lachlan community, sporting, educational, religious and other associations or bodies
- (c) Increase donations and fundraising leading to better services, opportunities and facilities for all Upper Lachlan community, sporting, educational, religious and other associations or bodies

Part 2 – Membership

5. Membership qualifications

- 5.1. A person is qualified to be a member of the Foundation if the person is a natural person who has been nominated for membership of the Foundation as provided by rule 6.1, and who has been approved for membership of the Foundation by the Board of the Foundation; or.
- 5.2. An organisation or other body (other than a natural person) is qualified to be a member of the Foundation if the organisation or other body has been nominated for membership of the Foundation as provided by rule 6.2, and has been approved for membership of the

Foundation by the Board of the Foundation. The Board shall at all times be entitled to rely on any representation that a nominee of the organisation or other body is duly authorised by such other organisation or body.

6. Nomination for membership

- 6.1. A nomination of a person for membership of the Foundation:
 - (a) must be made by a member of the Foundation in writing in the form set out in Appendix 1 to these rules, and
 - (b) must be lodged with the secretary of the Foundation.
- 6.2. A nomination of an organisation or other body (other than an individual) for membership of the Foundation:
 - (a) must be made by a member of the Foundation in writing in the form set out in Appendix 2 to these rules, and
 - (b) must be lodged with the secretary of the Foundation.
- 6.3. As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the Board which is to determine whether to approve or to reject the nomination.
- 6.4. As soon as practicable after the Board makes that determination, the secretary must:
 - (a) notify the nominee, in writing, that the Board approved or rejected the nomination (whichever is applicable), and
 - (b) if the Board approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under these rules by a member as entrance fee and annual subscription.
- 6.5. The secretary must, on payment by the nominee of the amounts referred to in rule 6.4(b) within the period referred to in that provision, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Foundation.
- 6.6. Notwithstanding the above requirements , Initial Members are only required to be proposed for membership by the Secretary of the Foundation or any steering Committee entrusted with the formation of the Foundation.

7. Cessation of membership

- 7.1. A person ceases to be a member of the Foundation if the person:
 - (a) dies, or
 - (b) resigns membership, or
 - (c) is expelled from the Foundation.

8. Membership entitlements not transferable

- 8.1. A right, privilege or obligation which a person has by reason of being a member of the Foundation:
 - (a) is not capable of being transferred or transmitted to another person, and
 - (b) terminates on cessation of the person's membership.

9. Resignation of membership

- 9.1. A member of the Foundation is not entitled to resign that membership except in accordance with this rule.

9.2. A member of the Foundation who has paid all amounts payable by the member to the Foundation in respect of the member's membership may resign from membership of the Foundation by first giving to the secretary written notice of at least one month (or such other period as the Board may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

9.3. If a member of the Foundation ceases to be a member under rule 9.2, and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

10. Register of members

10.1. The public officer of the Foundation must establish and maintain a register of members of the Foundation specifying the name and address of each person who is a member of the Foundation together with the date on which the person became a member.

10.2. The register of members must be kept at the principal place of administration of the Foundation and must be open for inspection, free of charge, by any member of the Foundation at any reasonable hour.

10.3. A member of the Foundation may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the Board, that other amount.

11. Fees and subscriptions

11.1. A member of the Foundation must, on admission to membership, pay to the Foundation the fee (if any) as determined by the Board, that other amount.

11.2. In addition to any amount payable by the member under clause (1), a member of the Foundation must pay to the Foundation any annual membership fee as determined by the Board.

12. Members' liabilities

The liability of a member of the Foundation to contribute towards the payment of the debts and liabilities of the Foundation or the costs, charges and expenses of the winding up of the Foundation is limited to the amount, if any, unpaid by the member in respect of membership of the Foundation as required by rule 6.4(b).

13. Resolution of internal disputes

13.1. Disputes between members (in their capacity as members) of the Foundation, and disputes between members and the Foundation , are to be referred to the Greater Good Foundation for the appointment of a suitable mediator .

13.2. At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

14. Disciplining of members

14.1. A complaint may be made to the Board by any person that a member of the Foundation:

- (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 Foundation.

14.2. On receiving such a complaint, the Board:

- (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 28 days from the time the notice is served within which to make submissions to the Board in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- 14.3. The Board may, by secret ballot, expel the member from the Foundation or suspend the member from membership of the Foundation if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- 14.4. If the Board expels or suspends a member, the secretary must, within 14 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Board for having taken that action and of the member's right of appeal under rule 15.
- 14.5. The expulsion or suspension does not take effect:
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the Foundation confirms the resolution under rule 15.4, whichever is the later.
- 15. Right of appeal of disciplined member**
- 15.1. A member may appeal to the Foundation in general meeting against a resolution of the Board under rule 14.3, within 14 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- 15.2. The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 15.3. On receipt of a notice from a member under rule 15.1, the secretary must notify the Board which is to convene a general meeting of the Foundation to be held within 28 days after the date on which the secretary received the notice.
- 15.4. At a general meeting of the Foundation convened under rule 15.3:
- (a) no business other than the question of the appeal is to be transacted, and
 - (b) the Board and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
 - (d) If at the general meeting the Foundation passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

Part 3 – The Board

16. Duties, obligations and Operations of the Board

- 16.1. The Board establishes priorities to guide and monitor the business and affairs of Upper Lachlan Foundation, including approvals for the collection and distribution of funds to the community of the Upper Lachlan Shire and surrounding regions

17. Responsibilities of the Board

- 17.1. The responsibilities of the Board and its members will be:

- (a) to consider the needs of eligible recipients as determined by the Board;
- (b) to work as a collaborative team to fulfil the mission and vision of the Foundation;
- (c) to consider all applications made to the FOUNDATION for a grant or allocation of income from the Trust Fund;
- (d) to recommend to the Trustee as to the payment, allocation and distribution of the income of the Trust Fund to eligible recipients;
- (e) to accept responsibility for upholding the integrity of the trust, acting ethically at all times, gaining no personal advantage from the position and not doing anything that might bring the Foundation into disrepute;
- (f) to promote activities of the Foundation;
- (g) to act honestly, reasonably and in accordance with the charter at all times.
- (h) At all times, the majority of members of the Board will have the requisite degree of responsibility to the general community as determined in any applicable pronouncement, ruling or guideline issued by the Federal Commissioner for Taxation or any other Government authorities.

18. Powers of the Board

The Board is to be called the Board of management of the Foundation and, subject to the Act, the Regulation and these rules and to any resolution passed by the Foundation in general meeting:

- (a) is to control and manage the affairs of the Foundation, and
- (b) may exercise all such functions as may be exercised by the Foundation, other than those functions that are required by these rules to be exercised by a general meeting of members of the Foundation, and
- (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 Foundation.

19. Constitution and membership

- 19.1. The Board will comprise nine members and a member holds office for a term of no more than three years. It is desirable but not mandatory that members of the Board be limited to three consecutive terms or part thereof.
- 19.2. The Board shall elect the office-bearers of the Foundation who shall be:
 - (a) the president,
 - (b) the vice-president,
 - (c) the treasurer, and
 - (d) the secretary
 - (e) the Public Officer (who may hold dual positions).
- 19.3. Each member of the Board is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- 19.4. In the first three years of the Foundation, 1/3 of the Board shall resign but can offer himself or herself for re-election for a full term
- 19.5. In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a member of the Foundation to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

20. Election of members

- 20.1. Nominations of candidates for election as office-bearers of the Foundation or as ordinary members of the Board:
- (a) must be made in writing, signed by 2 members of the Foundation and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the secretary of the Foundation at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- 20.2. If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- 20.3. If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.
- 20.4. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 20.5. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 20.6. The ballot for the election of office-bearers and ordinary members of the Board is to be conducted at the annual general meeting in such usual and proper manner as the Board may direct.

21. Secretary

- 21.1. The secretary of the Foundation must, as soon as practicable after being appointed as secretary, lodge notice with the Foundation of his or her address.
- 21.2. It is the duty of the secretary to keep minutes of:
- (a) all appointments of office-bearers and members of the Board,
 - (b) the names of members of the Board present at a Board meeting or a general meeting, and
 - (c) all proceedings at Board meetings and general meetings.
- 21.3. Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

22. Treasurer

- 22.1. It is the duty of the treasurer of the Foundation to ensure:
- (a) that all money due to the Foundation is collected and received and that all payments authorised by the Foundation are made, and
 - (b) that correct books and accounts are kept showing the financial affairs of the Foundation, including full details of all receipts and expenditure connected with the activities of the Foundation.
 - (c) identify and allocate funds to the Gift or Open Fund administered by the Greater Good Foundation as the Board duly determines or the nature of the income dictates.

23. Disqualification of Members of the Board

- 23.1. Any member of the Board will immediately cease to be a member of the Board:
- (a) if the member dies;

- (b) if the member becomes bankrupt; or
 - (c) if, by notice in writing to the Board, the member resigns his or her office.
- 23.2. The following may constitute grounds for disqualification at the discretion of the Board:
- (a) if the member is incapable of performing his or her duties for any reason;
 - (b) if the member has an undisclosed conflict of interest;
 - (c) if the member is absent from 30% of the meetings of the Board during a period of one year;
 - (d) if, the member having failed to show cause why the Board should not do so, the Board passes a resolution that the member is guilty of any grave misconduct.
- 24. Meetings and quorum**
- 24.1. The Board must meet at least 3 times in each period of 12 months at such place and time as the Board may determine.
- 24.2. Additional meetings of the Board may be convened by the president or by any member of the Board. Where necessary the Board may choose to make out-of-session determinations and decisions via electronic means such as email or teleconferences.
- 24.3. The Board may also invite people to attend meetings in advisory capacities. Advisors do not have voting rights at meetings.
- 24.4. Oral or written notice of a meeting of the Board must be given by the secretary to each member of the Board at least 48 hours (or such other period as may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.
- 24.5. Notice of a meeting given under rule 24.1 or 24.2 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as urgent business.
- 24.6. Any 5 members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- 24.7. No business is to 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 is to stand adjourned to the same place and at the same hour of the same day in the following week.
- 24.8. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- 24.9. At a meeting of the Board:
- (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the Board as may be chosen by the members present at the meeting is to preside.
- 25. Delegation by Board to sub-Board**
- 25.1. The Board may, by instrument in writing, delegate to one or more sub-Boards (consisting of such member or members of the Foundation 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.

- 25.2. A function the exercise of which has been delegated to a sub-Board under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-Board in accordance with the terms of the delegation.
- 25.3. A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- 25.4. Despite any delegation under this rule, the Board may continue to exercise any function delegated.
- 25.5. Any act or thing done or suffered by a sub-Board 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.
- 25.6. The Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- 25.7. A sub-Board may meet and adjourn as it thinks proper.

26. Voting and decisions

- 26.1. Questions arising at a meeting of the Board or of any sub-Board appointed by the Board are to be determined by a majority of the votes of members of the Board or sub-Board present at the meeting.
- 26.2. Each member present at a meeting of the Board or of any sub-Board 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.
- 26.3. Subject to rule 24.6, the Board may act despite any vacancy on the Board.
- 26.4. Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-Board appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-Board.

27. Remuneration of Members of the Board

- 27.1. No member of the Board will be paid any remuneration for his or her services as a member.
- 27.2. Subject to prior Board approval, every member of the Board will be entitled to be paid out of the Trust Fund all reasonable travelling, accommodation and other expenses incurred in attending meetings of the Board or while engaged on the activities of the Board.

28. Proceedings of the Board

- 28.1. The Board may from time to time make any rules as to its meetings (including the time, place and notice of the meetings) and as to its proceedings as it thinks fit. Unless otherwise determined, five members of the Board is a quorum for a meeting.
- 28.2. The agenda for each meeting of the Board must include an item requiring any material interest in an issue to be considered at the meeting to be disclosed to the meeting. If a board member has a material interest in an issue being considered, or about to be considered, by the board, the member must disclose the nature of the interest at a board meeting as soon as practicable after the relevant facts come to the member's knowledge. The disclosure must be recorded in the board's minutes and, unless the board otherwise decides, the member must not:

- (a) be present when the board considers the issue; or
 - (b) take part in a decision of the board on the issue.
- 29. Board may act notwithstanding vacancies etc**
The Board may act for all purposes notwithstanding any vacancy in their number and all proceedings at any meeting of the Board will be valid and effectual notwithstanding that it may afterwards be discovered that any member of the Board is not properly qualified.

Part 4 – General meetings

30. Annual general meetings--holding of

- 30.1. With the exception of the first annual general meeting of the Foundation, the Foundation must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Foundation, convene an annual general meeting of its members.
- 30.2. The Foundation must hold its first annual general meeting:
 - (a) within the period of 18 months after its incorporation under the Act, and
 - (b) within the period of 6 months after the expiration of the first financial year of the Foundation.
- 30.3. Clauses (1) and (2) have effect subject to any extension or permission granted by the Director-General under section 26 (3) of the Act.

31. Annual general meetings--calling of and business at

- 31.1. The annual general meeting of the Foundation is, subject to the Act and to rule , to be convened on such date and at such place and time as the Board thinks fit.
- 31.2. In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (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 on the activities of the Foundation during the last preceding financial year,
 - (c) to elect the members of the Board,
 - (d) to receive and consider the statement which is required to be submitted to members under section 26 (6) of the Act.
- 31.3. An annual general meeting must be specified as such in the notice convening it.

32. Special general meetings--calling of

- 32.1. The Board may, whenever it thinks fit, convene a special general meeting of the Foundation.
- 32.2. The Board must, on the requisition in writing of at least 15 per cent of the total number of members, convene a special general meeting of the Foundation.
- 32.3. A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must 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.
- 32.4. If the Board fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary,

any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

- 32.5. A special general meeting convened by a member or members as referred to in rule 32.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board and any member who consequently incurs expense is entitled to be reimbursed by the Foundation for any expense so incurred.

33. Notice

- 33.1. Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Foundation, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 33.2. If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Foundation, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under rule 33.1, the intention to propose the resolution as a special resolution.
- 33.3. No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 31.2
- 33.4. A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.
- 33.5. Notice may be given by means of electronic mail or by advertising in a locally published newspaper or such other appropriate communication means.

34. Procedure

- 34.1. No item of business is to 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.
- 34.2. Ten members present in person (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.
- 34.3. If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
- (a) if convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to 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.
- 34.4. 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 at least 5) is to constitute a quorum.

35. Presiding member

- 35.1. The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the Foundation.
- 35.2. If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

36. Adjournment

- 36.1. The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 36.2. If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Foundation stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 36.3. Except as provided in rules 36.1 and 36.2 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.

37. Making of decisions

- 37.1. A question arising at a general meeting of the Foundation is to 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 Foundation, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 37.2. At a general meeting of the Foundation, a poll may be demanded by the chairperson or by at least 5 members present in person or by proxy at the meeting.
- 37.3. If a poll is demanded at a general meeting, the poll must 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 is taken to be the resolution of the meeting on that matter.

38. Special resolution

A special resolution may only be passed by the Foundation in accordance with Section 39 of the Act.

39. Voting

- 39.1. On any question arising at a general meeting of the Foundation a member has one vote only.
- 39.2. 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.
- 39.3. A member or proxy is not entitled to vote at any general meeting of the Foundation unless all money due and payable by the member or proxy to the Foundation has been paid, other than the amount of the annual subscription payable in respect of the then current year.

40. Proxies votes not permitted

Proxy votes must not be undertaken at or in respect of a general meeting.

Part 5 – Miscellaneous

41. Insurance

The Foundation shall have and maintain effective insurance.

42. Funds--source

42.1. The funds of the Foundation are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Foundation in general meeting, such other sources as the Board determines.

42.2. All money received by the Foundation must be deposited as soon as practicable and without deduction to the credit of the Foundation's bank account.

42.3. The Foundation must, as soon as practicable after receiving any money, issue an appropriate receipt.

43. Funds--management

43.1. Subject to any resolution passed by the Foundation in general meeting, the funds of the Foundation are to be used in pursuance of the objects of the Foundation in such manner as the Board determines.

43.2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Board or employees of the Foundation, being members or employees authorised to do so by the Board.

44. 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 Foundation.

45. Common seal

45.1. The common seal of the Foundation must be kept in the custody of the public officer.

45.2. The common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures either of 2 members of the Board or of 1 member of the Board and of the public officer or secretary.

46. Custody of books

Except as otherwise provided by these rules, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Foundation.

47. Inspection of books

The records, books and other documents of the Foundation must be open to inspection, free of charge, by a member of the Foundation at any reasonable hour.

48. Service of notices

48.1. For the purpose of these rules, a notice may be served on or given to a person:

- (a) by delivering it to the person personally, or
- (b) by sending it by pre-paid post to the address of the person, or

- (c) (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- 48.2. For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

Part 6 - Definitions

49. Definitions

49.1. (1) In these rules:

"Director-General" means the Director-General of the Department of Fair Trading.

"ordinary member" means a member of the Board who is not an office-bearer of the Foundation, as referred to in rule 19.2

"secretary" means:

- (a) the person holding office under these rules as secretary of the Foundation, or
- (b) if no such person holds that office--the public officer of the Foundation.

"special general meeting" means a general meeting of the Foundation other than an annual general meeting.

"the Act" means the Associations Incorporation Act 1984.

"the Regulation" means the Associations Incorporation Regulation 1999.

"Trust Fund" means the Capital Region Community Foundation Gift Fund established by a Declaration of Trust by the Public Trustee for the Australian Capital Territory

49.2. In these rules:

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

49.3. 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.

Appendix 1

(Rule 5.1)

APPLICATION FOR MEMBERSHIP OF UPPER LACHLAN FOUNDATION INC (to be completed by an individual)

(incorporated under the Associations Incorporation Act 1984)

I, _____
(*full name of applicant*)

of _____

Phone: _____

Fax: _____

Email: _____

hereby apply to become a member of the abovenamed incorporated association. In the event of my admission as a member, I agree to be bound by the rules of the Foundation for the time being in force.

Signature of applicant

Date

I, _____ a member of the Foundation,

nominate the applicant, who is personally known to me, for membership of the Foundation.

Signature of proposer

Date

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

Signature of seconder

Date

Appendix 2

(Rule 5.2)

APPLICATION FOR MEMBERSHIP OF UPPER LACHLAN FOUNDATION INC

(To be completed by an Association, Club etc)

(incorporated under the Associations Incorporation Act 1984)

WE, _____
(full name of applicant body)

of _____

Contact Details for Nominee

Phone: _____

Fax: _____

Email: _____

hereby apply to become a member of the abovenamed incorporated association. In the event of the admission of our association as a member, the Association agrees to be bound by the rules of the association for the time being in force. The Chairperson for the time being of the Applicant shall be our nominee unless otherwise advised.

Signature of applicant

Date

I, _____ a member of the association,

nominate the applicant, who is personally known to me, for membership of the association.

Signature of proposer

Date

I, _____ 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 3

APPLICATION FOR MEMBERSHIP OF BOARD

I, _____ (name of applicant)

Of _____ (address of applicant)

Phone: _____

Fax: _____

Email: _____

hereby apply for membership of the Board of the Upper Lachlan Foundation and agrees to be bound by responsibilities of a Board member

Signature of Applicant

Signature of Proposer

Signature of Seconder

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