



**CONSTITUTION AND RULES OF ASSOCIATION**

**OF**

**COOPERATIVE RESEARCH CENTRES ASSOCIATION  
INCORPORATED**

**AN INCORPORATED ASSOCIATION**

17 May 2011

**RULES OF COOPERATIVE RESEARCH CENTRES ASSOCIATION  
INCORPORATED**

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## PART I - PRELIMINARY

### 1. Interpretation

(1) In these rules, unless a contrary intention appears -

'Act' means the ACT Associations Incorporation Act 1991;

'Alternate Board member' means a person appointed by the Deputy Chair or an Ordinary Board member in accordance with rule 19;<sup>i</sup>

'Alternate Criteria' has the meaning given in rule 4(2);<sup>ii</sup>

'Authorised Representative' means a person duly appointed by a Member to be its authorised representative, and in the case of a Centre is the most senior executive of that Member;<sup>iii</sup>

'Board' has the same meaning as a committee as defined under the Act and is comprised of the Chair, the Deputy Chair and Ordinary Board members as set out in subrule 10(1);<sup>iv</sup>

'Chair' means a person of standing appropriate to guiding and representing the Association, appointed in accordance with subrule 11(15);<sup>v</sup>

'Cooperative Research Centre' or 'Centre' means any entity funded or established, or recognised by the Australian Government under its Cooperative Research Centres Program;<sup>vi</sup>

'Cooperative Research Centres Program' means the Australian Government program for cooperative research centres;<sup>vii</sup>

'Deputy Chair' means a member of the Board, other than the Chair and an Ordinary Board member, elected under rule 11 or appointed in accordance with subrule 10(2);<sup>viii</sup>

'Member' means a member, however described, of the Association;<sup>ix</sup>

'Ordinary Board member' means a member of the Board, other than the Chair and the Deputy Chair, elected under rule 11 or appointed in accordance with subrule 10(2);<sup>x</sup>

'Public Officer' means the person appointed by the Board to be the Public Officer as defined by the Act;

'Regulations' means the ACT Association Incorporations Regulations;

'Secretary' means a person appointed in accordance with rule 13;<sup>xi</sup> and

'Treasurer' means a person appointed in accordance with rule 14.<sup>xii</sup>

- (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, where the function is power, authority or duty.
- (3) The provision of the *Interpretation Act 1967* apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument under the Act.

## 2. Name

The name of the Association is the Cooperative Research Centres Association Incorporated (hereinafter referred to as "the Association").

## 3. Purpose and Objects

- (1) The Association is a Not -for -Profit Organisation with its primary purpose being the encouragement of science and other research disciplines.<sup>xiii</sup>
- (2) The objects of the Association shall be -<sup>xiv</sup>
- (a) to act as the interface primarily between Cooperative Research Centres and the Australian Government as well as other stakeholders, to consider broad issues which affect the Cooperative Research Centres Program;<sup>xv</sup>
  - (b) to promote the overall Cooperative Research Centres Program;
  - (c) to provide a forum primarily for Cooperative Research Centres to have access to and share relevant information and experience concerning the operation of Cooperative Research Centres;
  - (d) to promote the provision of financial commitment to Cooperative Research Centres through the Cooperative Research Centres Program;
  - (e) to enhance scientific and technological capabilities and support research and education through primarily Cooperative Research Centres;<sup>xvi</sup> and
  - (f) to collaborate and cooperate to capture the benefits of research and to strengthen the links between research and its utilisation.<sup>xvii</sup>

## PART II - MEMBERSHIP

### 4. Membership Qualifications

- (1) The Members of the Association shall be any party: <sup>xviii</sup>
- (a) established or managed by the Cooperative Research Centres Program;  
or

- (b) primarily involved in collaborative research and meeting the Alternate Criteria.
- (2) The Board may from time to time propose alternate membership criteria to the Members. The membership criteria will be approved if it is agreed to by 70% of the Members of the Association (**Alternate Criteria**). The Board will approve new Members.<sup>xix</sup>
  - (3) Associate Membership of the Association may be granted to any party:
    - (a) that is bidding to establish a Cooperative Research Centre;
    - (b) bidding to establish a Centre that is primarily involved in collaborative research and will meet the Alternate Criteria; or
    - (c) has ceased to be a Member of the Association due to cessation of a major funding source.<sup>lxvi</sup>
  - (4) Affiliate Membership of the Association may be granted to any party that is involved in collaborative research through the supply of research services or research support services.<sup>lxvii</sup>
  - (5) Associate Members of the Association and Affiliate Members of the Association will enjoy the rights extended to Members of the Association except that neither Associate Members or Affiliate Members will have the right to nominate or elect Board members.<sup>lxviii</sup>
  - (6) The Secretary shall enter in the register of Members the names of parties who become Members of the Association.<sup>xx</sup>
  - (7) A Member that is a Cooperative Research Centre or body corporate shall be represented in the Association by its Authorised Representative.<sup>xxi</sup>
  - (8) An Authorised Representative may by notice in writing to the Secretary appoint another person from that party to be its proxy for the purpose of attending a specified general meeting or transacting specified business of the Association.<sup>xxii</sup>
  - (9) In these rules reference to Members of the Association means representatives pursuant to this rule unless the context requires otherwise.<sup>xxiii</sup>

## 5. Membership entitlements not transferable

A right, privilege or obligation which a party has by reason of being a Member of the Association -<sup>xxiv</sup>

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

## 6. Cessation of membership

- (1) A party ceases to be a Member of the Association -
  - (d) if the party is wound up or dissolved;

- (e) if the party resigns from membership of the Association; or
  - (f) if the party ceases to meet the criteria specified in subrule 4(1).<sup>xxv</sup>
- (2) Where a party ceases to be a Member, the Secretary shall make an appropriate entry in the register of Members recording the date on which the Member ceased to be a Member.

## **7. Fee, subscriptions etc**

Fees payable for membership of the Association shall be determined by resolution of a general meeting.<sup>xxvi</sup>

## **8. Members' liabilities**

The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of membership of the Association as required by rule 7.

# **PART III - THE BOARD**

## **9. Powers of the Board**

The Board, subject to the Act, the Regulations, these rules, 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 the Association in general meeting; 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 Association.

## **10. Constitution and membership**

- (1) The Board shall consist of not less than eight members of the Board and not more than ten, comprising -<sup>xxvii</sup>
- (a) the Chair;
  - (b) the Deputy Chair; and
  - (c) Ordinary Board members.
- (2) In the event of a vacancy in the membership of the Board, the Board may appoint an Authorised Representative of a Member of the Association to fill the vacancy and the person shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of appointment. In the case of the Chair becoming vacant, the Deputy Chair shall assume the responsibilities of the Chair.<sup>xxviii</sup>

## 11. Election of Board

- (1) Only an Authorised Representative of a Member which is a Cooperative Research Centre may be elected and act as the Deputy.<sup>xxix</sup>
- (2) Nominations of candidates for election of the Deputy Chair must be -<sup>xxx</sup>
  - (a) made in writing;
  - (b) accompanied by the written consent of the candidate;
  - (c) state in brief the biographical details of the candidate;
  - (d) signed by two Members of the Association; and
  - (e) delivered to the Secretary not less than seven days before the date fixed for the annual general meeting at which the election is to take place.
- (3) Only an Authorised Representative of a Member which is a Cooperative Research Centre may be elected and act as an Ordinary Board member.<sup>xxxi</sup>
- (4) Nominations of candidates for election of the Ordinary Board members must be -<sup>xxxii</sup>
  - (a) made in writing;
  - (b) accompanied by the written consent of the candidate;
  - (c) state in brief the biographical details of the candidate;
  - (d) state the group of Cooperative Research Centres (or aggregate) for which the candidate is nominated, as defined by the Australian Government from time to time or as otherwise determined by the Board;
  - (e) signed by two Members of the Association from the group (or aggregate) for which the candidate is nominated; and
  - (f) delivered to the Secretary not less than seven days before the date fixed for the annual general meeting at which the election is to take place.
- (5) If insufficient nominations are received to fill all vacancies on the Board (other than for Chair), the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.<sup>xxxiii</sup>
- (6) If insufficient nominations are received at the annual general meeting, any vacant positions remaining on the Board (other than for Chair) shall be deemed to be vacancies.<sup>xxxiv</sup>
- (7) If the number of positions received is equal to the number of vacancies to be filled, the persons nominated shall be taken to be elected.
- (8) If the number of nominations received exceeds the number of vacancies to be filled on the Board (other than for Chair), a ballot shall be held.<sup>xxxv</sup>
- (9) The ballot for the election of the Deputy Chair and Ordinary Board members shall be conducted at the annual general meeting in such a manner as the



Board may direct provided that -<sup>xxxvi</sup>

- (a) the votes in the ballot for the Deputy Chair shall be cast first by Association Members, with one vote per Member;
  - (b) the votes in the ballot for Ordinary Board members shall be cast only by those Association Members from the group (or aggregate) from which the candidate is nominated, with one vote per Member; and
  - (c) in the event of a tie in votes for any elected position, the person presiding at the meeting shall have a casting vote, subject to the condition that this person presiding in that part of the general meeting shall not be a nominee.
- (10) At the close of every annual general meeting at least one -half of the Ordinary Board members rounded up or down to the nearest whole number (as applicable from time to time) must retire -<sup>xxxvii</sup>
- (a) initially the number that must retire is rounded up to the nearest whole number and the Ordinary Board members who must retire are any Ordinary Board members occupying a vacancy in accordance with subrule 10(2), followed by calling for volunteers and if there are insufficient volunteers, by drawing of straws for the remainder; and
  - (b) at every subsequent annual general meeting, the Ordinary Board members who must retire are any Ordinary Board members occupying a vacancy in accordance with subrule 10(2) followed by any Ordinary Board member who was not appointed at the previous annual general meeting.
- (11) At the close of every bi -annual general meeting the Deputy Chair must retire.<sup>xxxviii</sup>
- (12) A retiring Deputy Chair and Ordinary Board member will remain in office until the end of the relevant meeting and may be reappointed at the meeting.<sup>xxxix</sup>
- (13) The Chair shall not be eligible to simultaneously hold a position on the Board as Deputy Chair or an Ordinary Board member.<sup>xi</sup>
- (14) Notwithstanding subrule 10(2), the Deputy Chair shall not be eligible to simultaneously hold a position on the Board as Chair or an Ordinary Board member.<sup>xii</sup>
- (15) The Chair shall be appointed by the Board for a term not exceeding three years and may be reappointed at the end of a term.<sup>xiii</sup>

## 12. Vacancies

- (1) For the purpose of these rules, a vacancy in the office of the Board occurs if the Board member -
- (a) dies;
  - (b) with the exception of the Chair, ceases to be an Authorised Representative of a Member which is a Cooperative Research Centre;<sup>xliii</sup>
  - (c) resigns the office;

- (d) suffers from mental or physical incapacity;
- (e) is disqualified from office under subsection 63(1) of the Act; or
- (f) is absent without the consent of the Board from two successive Board meetings.

### **13. Secretary**

- (1) The Secretary shall be appointed by the Board and may be an Ordinary Board member. The Secretary must not be -<sup>xliv</sup>
  - (a) the Chair;
  - (b) the Deputy Chair; or
  - (c) the Treasurer.
- (2) The Secretary of the Association shall, as soon as practicable after being appointed as Secretary, notify the Association of his or her address.<sup>xlv</sup>
- (3) The Secretary shall keep minutes of -
  - (a) all elections and appointments of the Chair, the Deputy Chair, Ordinary Board members and Alternate Board members;<sup>xlvi</sup>
  - (b) the names of members of the Board present at a Board meeting and Members of the Association present at a general meeting; and
  - (c) all proceedings at Board meetings and general meetings.
- (4) Minutes of proceedings at a meeting shall be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

### **14. Treasurer**

- (1) The Treasurer shall be appointed by the Board and may be an Ordinary Board member. The Treasurer must not be -<sup>xlvii</sup>
  - (a) the Chair;
  - (b) the Deputy Chair; or
  - (c) the Secretary of the Association.
- (2) The Treasurer of the Association shall -
  - (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
  - (b) keep correct amounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

## **15. Removal of Board members**

The Association in general meeting may by resolution, subject to section 50 of the Act, remove any member of the Board from the office of the Board before the expiration of the Board member's term of office.

## **16. Board meetings and quorum**

- (1) The Board may meet for the dispatch of business and adjourn and otherwise regulate its meetings as it thinks fit, provided that it meets at least 3 times per year.
- (2) Additional meetings of the Board may be convened by any member of the Board.
- (3) A Board meeting may be held by the Board members communicating with each other by a technological means by which they are able simultaneously to hear each other and to participate throughout the discussion.<sup>xlviii</sup>
- (4) The Board members need not all be physically present in the same place and a Board member who participates in a meeting held in accordance with subrule 16(3) is deemed to be present and entitled to vote at the meeting.
- (5) Oral or written notice of a meeting of the Board shall be given by the Secretary to each member of the Board at least four hours (or such other period as may be unanimously agreed upon by the members of the Board) before the time appointed for the holding of the meeting.<sup>xlix</sup>
- (6) 60% of the Board constitutes a quorum for the transaction of the business of a meeting of the Board.<sup>l</sup>
- (7) At meetings of the Board -
  - (a) the Chair, or in the absence of the Chair, the Deputy Chair, shall preside; or
  - (b) if the Chair and the Deputy Chair are absent, one of the remaining members of the Board may be chosen by the members present to preside.

## **17. Delegation by Board to sub-committee**

- (1) The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of such members of the Board or Members of the Association 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 function imposed on the Board by the Act, by any other law of the Australian Capital Territory, or by resolution of the Association in general meeting.
- (2) A function, the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time

to time by the sub -committee in accordance with the terms of the delegation.

- (3) A delegation under this rule 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.
- (4) Notwithstanding any delegation under this rule, the Board may continue to exercise any function delegated.
- (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.
- (6) The Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub -committee may meet and adjourn as it thinks proper, taking into account subrules 16(3) and 16(4) as if they applied to meetings of sub -committees.

## **18. Voting and decisions**

- (1) Questions arising at a meeting of the Board or of any sub -committee appointed by the Board shall be determined by a majority of the votes of members of the Board or sub -committee present at the meeting.
- (2) Each Board 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.
- (3) Subject to subrule 16(6), the Board may act notwithstanding any vacancy on the Board.
- (4) If all the Board have signed a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Board held on the day on which the document was signed and at the time which the document was last signed by a Board member or, if the Board members signed the document on different days, on the day on which, and at the time at which, the document was last signed by a member of the Board.
- (5) For the purposes of subrule 18(4), two or more separate documents containing statements in identical terms each of which is signed by one or more members of the Board shall together be deemed to constitute one document containing a statement in those terms signed by those members of the Board on the respective days on which they signed the separate documents.
- (6) Rule 18 applies to meetings of sub -committees appointed by the Board as if all members of the sub-committee were members of the Board.
- (7) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed 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 or sub-committee.

## **19. Alternate Board members<sup>ii</sup>**

- (1) A member of the Board (other than the Chair) may appoint any person approved by a majority of the Board members to act as an Alternate Board member in place of the appointing member of the Board for a meeting or for a specified period.
- (2) The Chair may not appoint an alternate to act as Chair.
- (3) An Alternate Board member is entitled to notice of meetings of the Board and, if the appointing member of the Board is not present at a meeting, is entitled to attend and vote in his or her stead.
- (4) An Alternate Board member, when acting on behalf of a member of the Board, is responsible to the Association for his or her own acts and defaults and is not to be taken to be an agent of the appointing Board member.
- (5) A member of the Board may suspend or revoke the appointment of an Alternate Board member appointed by him or her.
- (6) The Board may suspend or remove an Alternate Board member by resolution after giving the appointing member of the Board reasonable notice of their intention to do so.
- (7) An appointment, suspension or revocation of an Alternate Board member takes effect only when the Association has received notice in writing of the appointment, suspension or revocation. The notice may be given by facsimile.
- (8) The appointment of an Alternate Board member automatically terminates -
  - (a) if the appointing member of the Board ceases to hold office on the Board;
  - (b) on the happening in respect of the Alternate Board member of any event which causes a member of the Board to vacate the office on the Board; or
  - (c) if the Alternate Board member resigns from the appointment by written notice left at the registered office of the Association.

## **PART IV - GENERAL MEETINGS**

### **20. Annual general meetings - holding of**

- (1) With the exception of the first annual general meeting of the Association, the Association shall, at least once in each calendar year and within the period of five months after the expiration of each financial year of the Association, convene an annual general meeting of its Members.
- (2) The Association shall 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 five months after the expiration of the first financial year of the Association.

- (3) Subrules 20(1) and 20(2) have effect subject to the powers of the Registrar of Incorporated Associations under section 120 of the Act in relation to extensions of time.

## **21. Annual general meetings - calling of and business at**

- (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.
- (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 general meeting held since that meeting;
  - (b) to receive from the Board reports on the activities of the Association during the last preceding financial year;
  - (c) to elect members of the Board, other than the Chair;<sup>iii</sup> and
  - (d) to receive and consider the statement of accounts and the reports that are required to be submitted to Members pursuant to subsection 73(1) of the Act.
- (3) An annual general meeting shall be specified as such in the notice convening it in accordance with rule 23.
- (4) An annual general meeting shall be conducted in accordance with provisions of this Part.

## **22. General meetings - calling of**

- (1) The Board may, whenever it thinks fit, convene a general meeting of the Association.
- (2) The Board shall, on the requisition in writing of not less than one third of the Members of the Association, convene a general meeting of the Association.
- (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 requisition;
  - (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.
- (4) If the Board fails to convene a general meeting 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 made the requisition may convene a general meeting to be held no later than three months after that date.

- (5) A general meeting convened in accordance with this rule 22 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 not entitled to be reimbursed by the Association for any expense so incurred.<sup>liii</sup>

## **23. Notice**

- (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 by pre -paid post 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.
- (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 in the manner provided in subrule 23(1) specifying, in addition to the matter required under that subrule, the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to subrule 21(2).
- (4) A 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.
- (5) The Board may postpone or cancel any general meeting whenever it thinks fit (other than a meeting convened as the result of a requisition under subrule 22(2)).
- (6) The Board must give notice of the postponement or cancellation to all persons entitled to receive notices from the Association.
- (7) The failure or accidental omission to send a notice of a general meeting to any Member or the non -receipt of a notice by any Member does not invalidate the proceedings at or any resolution passed at the general meeting.

## **24. General meetings - procedures and quorum**

- (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.
- (2) 50% of the Members of the Association present in person or by proxy (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, provided that at least one -third of the Members of the Association are present in person.<sup>liv</sup>

- (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 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.
- (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 meeting is automatically dissolved.

## **25. Resolutions in writing**

- (1) The Board may, in its absolute discretion, subject to the Act, submit to the Members of the Association a resolution in writing.
- (2) The Secretary shall cause a copy of each resolution to be sent to each Member at the Member's address appearing in the register of Members.
- (3) Such resolution shall be accompanied by an explanatory memorandum outlining the reasons for the resolution.
- (4) Subject to the Act, agreement to the resolution in writing by 75% of the Members shall be deemed to have effect as if it were a resolution passed at a general meeting of the Association.<sup>iv</sup>

## **26. Presiding member of the Board**

- (1) The Chair, or in the absence of the Chair, the Deputy Chair, shall preside at each general meeting of the Association.
- (2) If the Chair and the Deputy Chair are absent from a general meeting, the Members present shall elect one of their number to preside at the meeting.

## **27. Adjournment**

- (1) The person presiding at 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 shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where the 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.
- (3) Except as provided in subrules 27(1) and 27(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.



## **28. Making of decisions**

- (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 person presiding 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 that resolution.
- (2) At a general meeting of the Association, a poll may be demanded by the person presiding or by not less than 3 Members present in person at the meeting.<sup>lvi</sup>
- (3) Where the 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 person to preside at the meeting or to the question or an adjournment; or
  - (b) in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

## **29. Voting**

- (1) Subject to subrule 29(3), upon any question arising at a general meeting of the Association a Member has 1 vote only.
- (2) All votes shall be given personally or by proxy.<sup>lvii</sup>
- (3) In the case of an equality of votes on a question at a general meeting, the person presiding is entitled to exercise a casting vote.
- (4) A Member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the Member or proxy to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

## **30. Appointment of proxies**

- (1) Each Member shall be entitled to appoint another Member or the Chair as 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.<sup>lviii</sup>
- (2) The notice appointing the proxy shall be in the form set out in Appendix 1 to these rules.

## **PART V - MISCELLANEOUS**

### **31. Funds - source**

- (1) The funds of the Association shall be derived from grants by the Commonwealth and from entrance fees and annual subscriptions of Members and non - members, donations and, subject to any resolution passed by the Association in general meeting and subject to section 114 of the Act, such other sources as the Board determines.<sup>lix</sup>
- (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.
- (3) The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

### **32. Funds - management**

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the Board determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the Board or employees of the Association, being members of the Board or employees authorised to do so by the Board.

### **33. Alteration of objects and rules**

Neither the objects of the Association referred to in section 29 of the Act nor these rules shall be altered except in accordance with the Act.

### **34. Common seal**

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

### **35. Custody of books**

Subject to the Act, the Regulations and 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.

### **36. Inspection of books**

The records, books and other documents of the Association shall be open to inspection at a place in the Australian Capital Territory, free of charge, by a Member of the Association at any reasonable hour.

### **37. Service of notice**

- (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 to the Member at the Member's address shown in the register of Members.
- (2) Where a document is sent to a person 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.

### **38. Surplus property**

- (1) In the event of the dissolution or winding up of the Association, the Board will propose a fund, institution, association or authority which is a not-profit organisation, having had similar objectives to those of the Association to pay any surplus property of the Association to (**Nominee**). Any surplus property of the Association will be paid to the Nominee if it is agreed to by 70% of the Members of the Association.
- (2) In the event that the Nominee cannot be agreed to by 70% of the Members of the Association, any surplus will remitted to the Registrar-General.<sup>lx</sup>

### **39. Financial Year**

Each financial year of the Association shall end on 31 December.<sup>lxi</sup>

### **40. Privacy Policy**

The Privacy Policy of the Association is outlined at Appendix 2.<sup>lxii</sup>

### **41. Public Officer**

The Board will appoint a Public Officer of the Association, who is a person who resides in the ACT and is at least 18 years of age.<sup>lxiii</sup>

## Appendix 1 – FORM OF APPOINTMENT OF PROXY<sup>lxiv</sup>

(Subrule 30(2))

.....  
(full name)

of .....  
(address)

being a Member of Cooperative Research Centres Association Incorporated

hereby appoint .....  
(full name of proxy)

of .....

being a Member of that incorporated association, as proxy to vote on my behalf at the general meeting of the association (annual general meeting or other general meeting, as the case may be) to be held on the day of .....20..... and at any adjournment of that meeting.

\*The proxy is authorised to vote in favour of/against (*delete as appropriate*) the resolution (*insert details of resolution*).

.....  
(Signature of Member appointing proxy)

Date .....

(\*To be inserted if desired.)

NOTE - A proxy vote may not be given to a person who is not a Member or the Chair of the Association.

## **Appendix 2 – PRIVACY POLICY<sup>lxv</sup>**

### **Cooperative Research Centres Association Incorporated**

#### **IMPORTANT INFORMATION REGARDING YOUR PRIVACY**

The CRCA's key objectives are to help promote research, and specifically the CRC Program, to represent CRCs on matters of generic importance and to facilitate networking and sharing of experiences among CRCs.

On 21 December 2001, a new legislative regime dealing with the way in which we handle personal information commenced and the CRCA through its National Office intends to treat your information in the following manner -

The CRCA respects the privacy of its Members. The personal information the CRCA collects is used for the purpose of delivering the key objectives highlighted above. To this end, the names of the CRC CEOs and their CRC contact details are provided in the list of CRCA Members in the public access part of the CRCA web site, in a list of electronic details only in the CRCA information kit and likewise in the annual highlights booklet of CRC achievements which the CRCA publishes. The CRCA also holds these details for CRC Chairs, CEOs, Business Managers, Education & Training Managers and Communications Managers in the Members only component of the CRCA web site for which each CRC Member has its own access code. The CRCA also operates 5 email broadcast networks for these same positions; only those who are subscribed to the list can send to that list.

The personal information the CRCA collects, and holds on its data base in the CRCA National Office, may include your name, address, telephone and fax numbers, e-mail address, and any further information you provide. Please note that credit card details (where you provide them) are not retained by the CRCA. Occasionally the CRCA may provide your contact details to a third party, for example to a Government Department or businesses or media who wish to contact CRCs to seek input on a range of issues.

Please be assured the CRCA will not disclose any personal information for any other purpose without your consent, except where the use or disclosure is required or authorised by or under law. The CRCA will make its best attempt to protect any personal information it holds from misuse, loss, unauthorised access, modification or disclosure. The CRCA does not sell, in whole or part, the personal information it collects and does not disclose it to other organisations, except as provided above.

The consequence of you not providing any information requested by the CRCA is that the CRCA may not be able to fully inform you of issues related to the CRC Program nor advise you of relevant activities.

You can view the personal information that we hold about you by visiting the CRCA web site. If you think that any personal information that is held about you is inaccurate, please contact the CRCA National Office, and following authentication, the CRCA National Office will take reasonable steps to ensure that it is corrected. The CRCA National Office endeavours to keep all the contact information as current as possible.

Likewise if you do not consent to the CRCA using your personal information as detailed above, please contact the CRCA National Office.

## Appendix 3 – AMENDMENTS AND INSERTIONS

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i Inserted on 26 May 2009

ii Inserted on 26 May 2009

iii Amended on 26 May 2009 and 15 April 1998

Note - On 26 May 2009 technical amendments were also made to rules 4, 10, 11 and 12.

iv Amended on 26 May 2009

Note - On 26 May 2009 technical amendments were also made to rules 1, 9, 10, 11, 12, 13, 15, 16, 17, 18, 21, 22, 23, 25, 31 and 32.

v Amended on 26 May 2009

vi Inserted on 26 May 2009

vii Inserted on 26 May 2009

viii Inserted on 26 May 2009

ix Amended on 26 May 2009

Note - On 26 May 2009 technical amendments were also made to rules 4, 5, 6, 8, 10, 11, 12, 13, 17, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 36 and 37.

x Amended on 26 May 2009

Note - On 26 May 2009 technical amendments were also made to rules 10, 11, 13 and 14.

xi Inserted on 26 May 2009

xii Amended on 26 May 2009

xiii Inserted on 26 May 2009

xiv Amended on 26 May 2009

xv Amended on 26 May 2009

xvi Amended on 26 May 2009

xvii Amended on 26 May 2009

xviii Amended on 26 May 2009, previous amendment on 27 May 2003

xix Amended on 26 May 2009

xx Amended on 26 May 2009

xxi Amended on 26 May 2009, previous amendment on 15 April 1998

xxii Amended on 26 May 2009, previous amendment on 15 April 1998

xxiii Amended on 15 April 1998

xxiv Amended on 26 May 2009

xxv Amended on 26 May 2009

xxvi Amended on 15 April 1998

xxvii Amended on 26 May 2009

xxviii Amended on 26 May 2009

xxix Amended on 26 May 2009

xxx Amended on 26 May 2009

xxxi Amended on 26 May 2009, previous amendment on 15 April 1998

xxxii Amended on 26 May 2009

xxxiii Amended on 15 April 1997

xxxiv Amended on 26 May 2009

xxxv Amended on 26 May 2009

xxxvi Amended on 26 May 2009

xxxvii Amended on 26 May 2009

xxxviii Amended on 26 May 2009

xxxix Amended on 26 May 2009

xl Amended on 26 May 2009, previous amendment on 15 April 1997

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- xli Amended on 26 May 2009, previous amendment on 15 April 1997
  - xliv Amended on 15 April 1997
  - xliii Inserted on 26 May 2009
  - xliiv Inserted on 26 May 2009
  - xlv Amended on 26 May 2009
  - xlvi Amended on 26 May 2009
  - xlvii Inserted on 26 May 2009
  - xlviii Amended on 26 May 2009
  - xlix Amended on 26 May 2009
  - i Amended on 26 May 2009
  - ii Inserted on 26 May 2009
  - iii Amended on 26 May 2009
  - liii Amended on 26 May 2009, previous amendment on 15 April 1998
  - liv Amended on 26 May 2009
  - lv Amended on 26 May 2009, previous amendment on 15 April 1998
  - lvi Amended on 15 April 1998
  - lvii Amended on 26 May 2009
  - lviii Amended on 15 April 1998
  - lix Amended on 26 May 2009
  - lx Amended on 26 May 2009
  - lxi Amended on 15 April 1998
  - lxii Inserted on 27 May 2003
  - lxiii Amended on 26 May 2009
  - lxiv Amended on 26 May 2009, previous amendment on 27 May 2003
  - lxv Inserted on 26 May 2009
  - lxvi Amended on 17 May 2011
  - lxvii Amended on 17 May 2011
  - lxviii Amended on 17 May 2011