



Women in Information and Communication

ASSOCIATION RULES

Canberra, ACT

~~February~~ November 20220

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1 Name

- (a) The name of the association is **Women in Information and Communication Inc. (Association)**.
- (b) The Association is registered and may use the following business names:
 - (i) WiC Women in ICT; or
 - (ii) any other business name(s) registered by the Association from time to time.

2 Definitions

In these Rules, unless the context otherwise requires:

Act means the *Associations Incorporation Act 1991* (ACT);

AGM Notice has the meaning given in Rule 6.2(c);

Appeal Period has the meaning given in Rule 4.15;

Application means the written application for membership of the Association, which is in the form determined by the Committee from time to time, ~~which that~~ is to be completed by individuals and corporations seeking membership of the Association;

Award Member means a person (if any) who is awarded the Defying Gravity Award, Male Champion of Change, or any other award specified by the Committee for that Financial Year as one that includes an invitation to become a Member of the Association;

Committee means the committee of management of the Association;

Committee Member means the Ordinary Committee Members and Executive Committee Members;

Disciplinary Meeting has the meaning given in Rule 4.14(c);

Disciplinary Resolution has the meaning given in Rule 4.14(a);

Disciplined Member has the meaning given in Rule 4.14(a);

Executive Committee Members means the office-bearers of the Association listed in Rule 5.25-2;

Financial Year means the year ending on 30 June;

Member means a member of the Association;

Membership Fee means the fee, as determined by the Committee from time to time, ~~which that~~ is payable by Members to maintain their membership;

Objects of the Association are those set out in Rule 3.33;

Officer means:

- (a) an Executive Committee Member;
- (b) the Public Officer or Executive ~~officer~~ Officer of the Association; or



(c) the holder of any other office of the Association or a person occupying any of the abovementioned offices, whether validly appointed or not; ~~or~~

~~(d) any other person who is concerned in or takes part in the management of the Association;~~

but does not include a patron or the holder of another honorary office of the Association, if the office does not give its incumbent a right to participate in the management of the Association;

Ordinary Committee Member means a member of the Committee who is not an Officer of the Association;

Public Officer means the person appointed to be the public officer of the Association and includes the inaugural public officer;

Register means the register of Members that is required to be maintained by Rule 4.8;

Regulations means the *Associations Incorporation Regulation 1991 (ACT)*;

Rules means these Rules as amended in accordance with these Rules;

Secretary means the person holding office under these Rules as Secretary of the Association, or, if no such person holds that office, the Public Officer of the Association;

~~**Register** means the register of Members to be maintained in accordance with Rule 4.6~~

~~**Regulations** means the *Associations Incorporation Regulation 1991 (ACT)*;~~

Special Resolution means a resolution passed at a ~~G~~general ~~M~~meeting of the Association by at least 75% of the Members who, being entitled to vote, vote in person or by proxy; and

Treasurer means the person holding office under these Rules as Treasurer of the Association;

Virtual or Hybrid Meeting Technology means radio, telephone, computer, Internet, closed circuit television or other electronic means of audio or audio-visual communication provided that, for general meetings, it affords the Members a reasonable opportunity to participate in the meeting.

3 Objects of the Association

3.1 ~~Purpose-Vision~~ of the Association

~~The vision of the Association is that WIC empowers all women to participate in ICT in Australia –leading the way to remove barriers, foster equality, and provide support for them to thrive.~~

3.2 ~~Mission~~ of the Association

~~The mission of the Association is that WIC advocates for women in ICT across all stages of their career lifecycle –fostering connections, building confidence, and contributing to inclusive and diverse environments.~~



3.3 Objectives of the Association

The Objects of the Association are as follows:

- (a) ~~To mature WIC's membership framework and offering,~~ to attract, retain, and build WIC's membership base, growing our diversity and membership footprint across Australia.
- (b) ~~To mature WIC's sponsorship framework and offering,~~ to build long term sustainable sponsorship relationships, that provide reciprocal value for WIC and our sponsors.
- (c) ~~To develop WIC's volunteer agreement,~~ to attract and retain volunteers whose values align to WIC, ensuring reciprocal reward for WIC and volunteers.
- (d) ~~t~~To be the voice for women in ICT across Australia, by engaging with Government, industry, educational institutions, and the media.
- (e) ~~To mature WIC's partnership approach,~~ to attract and maintain WIC partnerships with like-minded organisations who share similar priorities and can help amplify the need to support women and girls in ICT.
- (f) ~~To mature WIC's~~maintain strong governance, including defining roles and responsibilities, developing processes, procedures, and policies, and implementing administrative controls.
- (g) ~~t~~To work with WIC stakeholders and organisations who would like advice and support on how to be more inclusive, remove biases and attract and retain women in ICT across their organisation.
- (h) ~~t~~To give effect to WIC's principles of:
 - (i) engaging with community;
 - (ii) supporting, empowering and advancing women;
 - (iii) fostering connections;
 - (iv) advocacy; and
 - (v) Fostering inclusion and reconciliation.
- (i) ~~t~~To provide awards and stipends in the furtherance of the above Objects.

3.4 Use of Income and property

The income and property of the Association, from wherever it is derived, must be applied solely towards the promotion of the Objects.



4 Membership

4.1 Membership qualification

An individual or corporation who or which was not a Member at the time of incorporation of the Association, or who or which has ceased to be a Member, may be admitted to membership if:

- (a) they complete the Application;
- (b) the Committee approves their admission as a Member; and
- (c) they pay the Membership Fee, whereif such a fee has been determined under-in accordance with Rule 4.124.124.10.

4.2 Membership nomination

- (a) An Application must nominate the class of membership applicant is seeking.
- (b) The categories of membership for which an applicant may nominate are:
 - (i) individual;
 - (ii) award;
 - (iii) government;
 - (iv) corporate; and
 - (v) student.
- (c) A person who wins the Defying Gravity Award, or any other award specified by the Committee for that Financial Year as one as one that includes an invitation to become a Member of the Association may apply to be an Award Member.

4.24.3 Membership Applicationapplication

- (a) As soon as practicable after the receipt of an Application, the Secretary must refer that Applicationapplication to the Committee and the Committee must determine whether to approve or reject it.
- (b) The Committee may, at its discretion, reject a membership Application and is not required to provide any reason for such a rejection.
- (c) If the Committee approves an Application, the Secretary must, as soon as practicable, notify the applicant in writing of the approval of the Application for membership and issue an invoice for the Membership Fee to be paid.
- (d) The Secretary must, within 28 days after approval of the Application and payment of the Membership Fee, enter the applicant's name in the Register.
- (e) An applicant for membership becomes a Member and is entitled to exercise the rights of membership when their name is entered in the Register.
- (f) If the Committee rejects an Application, the Secretary must, as soon as practicable, notify the applicant in writing that the Applicationapplication has been rejected.



4.34.4 Membership non-transferable

A right, privilege or obligation of a person by reason of membership of the Association:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon the cessation of membership whether by death or resignation or otherwise.

4.44.5 Individual ~~m~~Members

- (a) Individual ~~m~~Members are entitled to receive:
 - (i) invitations to Member-only events;
 - ~~(i)(ii)~~ receive notice of, and attend, General Mmeetings;
 - ~~(ii)(iii)~~ receive the Association's communications to Members; and
 - ~~(iii)(iv)~~ discounted tickets for guests to the Association's events; and
 - ~~(iv)(v)~~ any other entitlements referred to on the Association's website.
- (b) An individual Member is entitled to ~~4~~one vote at general meetings of the Association.

4.6 Award Members

- (a) Award Members are entitled to receive:
 - (i) invitations to Member-only events;
 - (ii) notice of, and attend, general meetings;
 - (iii) the Association's communications to Members;
 - (iv) discounted tickets for guests to the Association's events; and
 - (v) any other entitlements referred to on the Association's website.
- (b) An Award Member is entitled to one vote at general meetings of the Association.

4.54.7 Corporate ~~m~~Members

- (a) Corporate ~~m~~Members are entitled to:
 - (i) nominate ~~one employee~~ a representative to receive notices of, and to attend and vote on behalf of the Corporate Member at, General Mmeetings;
 - (ii) nominate up to 10 further persons as individual Members, who will each receive the same benefits as those received by other individual Members, including the right to vote at general meetings;
 - ~~(ii)(iii)~~ nominate one employee-representative to receive the Association's communications to Members;
 - (iv) have their corporate membership be acknowledged on the Association's social media;
 - ~~(iii)(v)~~ receive discounted tickets for guests to the Association's events;



- ~~(iv)~~(vi) receive invitations to Member-only Membership Only events;
 - ~~(v)~~(vii) inclusion in and engagement with Mentoring Programme; and receive invitations to provide presentations at the Association's events; and
 - ~~(vi)~~(viii) receive any other entitlements referred to on the Association's website.
- (b) A corporate Member is entitled to 1~~one~~ vote at general meetings of the Association.

4.64.8 Student ~~m~~Members

- (a) Student ~~m~~Members are entitled to receive:
- (i) A~~a~~ discount on all events;
 - (ii) invitations to Member-only events;
 - (iii) ~~T~~the newsletter and all regular communications; and
 - (iv) any other entitlements referred to on the Association's website.
- (b) A student Member is not entitled to vote at general meetings of the Association.

4.74.9 Register of ~~Members~~members

- (a) The Secretary must keep and maintain ~~a the R~~register of ~~m~~Members (which may be electronic). The Register must contain~~containing~~:
- (i) the name and email address of each Member;
 - (ii) the membership class of each Member (individual, corporate, Award or student); and
 - (iii) the date on which each Member's name was entered in the Register.
- (b) The Register ~~is~~must be made available for inspection free of charge by any Member on request to the Secretary.

4.84.10 Cessation of membership

A Member ceases to be a ~~m~~Member ~~of the Association~~ if the person:

- (a) dies or, for a corporation, is wound up, deregistered or otherwise ceases to exist; ~~or~~
- (b) resigns from membership of the Association in accordance with Rule 4.11;
- (c) is expelled from membership of the Association in accordance with Rule 4.14;
- (d) fails to renew membership of the Association in accordance with Rule 4.12; or
- (e) for Award Members, it has been one year since the registration of their Membership.

4.94.11 Resignation of Membership

- (a) A Member is ~~not only~~ entitled to resign from membership of the Association ~~except~~ in accordance with this ~~section~~Rule.



- (b) A Member who has paid all amounts payable by the Member to the Association may resign from membership of the Association by first giving notice (of not less than one month or, if the Committee has determined a shorter period, that shorter period) in writing to the Secretary of the Member's intention to resign and at the end of the period of notice the Member ceases to be a Member.
- (c) If a person ceases to be a Member, the Secretary must remove their name will be taken off of from the Register.

4.104.12 **Membership Fee and renewal of Membership Fee**

- (a) The Membership Fee for Members is such amount as has been determined by resolution of the Committee for the relevant class of membership (individual, corporate, student).
- (b) When a Membership Fee has been determined, it is payable annually:
 - (i) at any time during the calendar year; and
 - (ii) the relevant membership period is for 12 months from:
 - (A) the date the payment is received, if it is a first period of Membership; or
 - (B) the expiry of the preceding period of membership, if it is a renewal of membership.
- (c) If a Member fails to pay their Membership Fee annually, the Committee may determine that the Member has failed to renew their membership, in which case the Member:
 - (i) will cease to be a Member of the Association; and
 - (ii) the Secretary will remove their name from the Register.

4.114.13 **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 relation to membership of the Association as required by rule 7.

4.124.14 **Disciplining of Members**

- (a) If the Committee is of the opinion that a Member:
 - (i) has persistently refused or neglected to comply with a provision of these Rules; or
 - (ii) has persistently and wilfully acted in a manner prejudicial to the interests of the Association, **(Disciplined Member)**,the Committee may, by resolution:
 - (iii) expel the Member from the Association; or



- (iv) suspend the Member from such rights and privileges of membership of the Association ~~that as~~ the Committee may decide for a specified period (**Disciplinary Resolution**).
- (b) A Disciplinary Resolution is of no effect unless the Committee, at a Disciplinary Meeting, confirms the Disciplinary Resolution in accordance with this ~~R~~rule.
- (c) If the Committee passes a Disciplinary Resolution under ~~R~~rule ~~4.14(a)~~~~4.11(a)~~, the Secretary must, as soon as practicable, serve a written notice on the Disciplined Member:
 - (i) setting out the Disciplinary Resolution and the grounds on which it is based;
 - (ii) stating that the Disciplined Member may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice (**Disciplinary Meeting**);
 - (iii) stating the date, place and time of the Disciplinary Meeting; and
 - (iv) informing the Disciplined Member that the Member may do either or both of the following:
 - (A) attend and speak at the Disciplinary Meeting; ~~and~~
 - (B) submit to the Committee, at or before the date of the Disciplinary Meeting, written representations relating to the Disciplinary Resolution.
- (d) At the Disciplinary Meeting, the Committee must:
 - (i) comply with the ~~Rules~~~~rules~~ of natural justice;
 - (ii) give the Disciplined Member an opportunity to make oral representations;
 - (iii) give due consideration to any written representations submitted to the ~~Committee~~~~committee~~ by the Disciplined Member at or before the Disciplinary Meeting and any oral representations submitted to the Committee by the Disciplined Member at the Disciplinary Meeting; and
 - (iv) by resolution decide whether to confirm or to revoke the Disciplinary Resolution.
- (e) If the Committee confirms the Disciplinary Resolution, the Secretary must, within ~~seven~~~~7~~ days after that confirmation, by written notice inform the Disciplined Member of that confirmation (**Disciplinary Confirmation Notice**) and of the Disciplined Member's right of appeal under ~~R~~rule ~~4.154~~~~154~~~~13~~.
- (f) A Disciplinary Resolution confirmed by the Committee does not take effect:
 - (i) until the end of the Appeal Period, if the Disciplined Member does not exercise the right of appeal within that period; or



- (ii) if, within the Appeal Period, the Disciplined Member exercises the right of appeal, unless and until the Association confirms the Disciplinary Resolution in accordance with Rule 4.15(d).

4.134.15 **Right of appeal of Disciplined Member**

- (a) A Disciplined Member may appeal to the Association in General Meeting against a Disciplinary Resolution, within seven days after the Disciplinary Confirmation Notice is served on the Member (**Appeal Period**) by lodging with the Secretary a notice to that effect.
- (b) On receipt of a notice under Rule 4.15(a), the Secretary must notify the Committee, which must call a General Meeting to be held within 21 days after the date when the Secretary received the notice or as soon as possible after that date.
- (c) At that General Meeting called under Rule 4.15(b):
 - (i) no business other than the question of the appeal may be transacted; ~~and~~
 - (ii) the Committee and the Disciplined Member must be given the opportunity to make representations in relation to the appeal orally or in writing or both; and
 - (iii) the Members present must vote by secret ballot on the question of whether the Disciplinary Resolution should be confirmed or revoked.
- (d) If the meeting passes a Special Resolution in favour of the confirmation of the Disciplinary Resolution, that Disciplinary Resolution is confirmed and takes immediate effect.

4.144.16 **Dispute Resolution**

- (a) The dispute resolution procedure set out in this Rule applies to disputes between:
 - (i) a Member and another Member;
 - (ii) a Member and the Committee; or
 - (iii) a Member and the Association,

in respect of the interpretation or application of this Constitution or the affairs of the Association.
- (b) A Member must not initiate a dispute resolution procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.
- (c) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- (d) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 4.164.14(c), the parties must within 10 days:



- (i) notify the Committee of the dispute;
 - (ii) agree to, or request, the appointment of a mediator; and
 - (iii) attempt in good faith to settle the dispute by mediation.
- (e) The mediator must be:
- (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement:
 - (A) if the dispute is between a Member and another Member (neither of whom being Members of the Committee)—a person appointed by the Committee; or
 - (B) if the dispute is between a Member and the Committee or the Association—a person appointed or employed by the President of the Resolution Institute in the ACT.
- (f) The costs of the mediator will be shared equally by the parties.
- (g) A mediator appointed by the Committee may be a Member or former ~~M~~member of the Association but, in any case, must not be a person who:—
- (i) has a personal interest in the dispute; or
 - (ii) is biased in favour of or against any party.
- (h) The mediator to the dispute, in conducting the mediation, must:
- (i) give each party every opportunity to be heard; ~~and~~
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties throughout the mediation process.
- (i) The mediator must not determine the dispute.
- (j) If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

5 Committee

5.1 Powers ~~and form~~ of ~~Committee~~committee

The Committee:

- ~~(a)~~ (a) controls and manages the affairs of the Association;
- ~~(a)(b)~~ (a)(b) is responsible for making decisions on behalf of the Association;
- ~~(b)(c)~~ (b)(c) may exercise all functions that may be exercised by the Association other than those functions that are required by these ~~R~~rules to be exercised by—the Association in ~~G~~general ~~M~~meeting or by a specific person (such as the Secretary



or the Public Officer, unless no person has been appointed to either of those positions); and

~~(e)~~(d) has power to perform all acts and do all things that appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association; and-

~~(d)~~(e) The may only be comprised of committee must hold an individual Mmembership to of the Association.

5.2 Constitution and membership

- (a) The Committee will consists of between 5 and 10 Committee Members, to be comprised of:
- (i) the four Executive Committee Members;
 - ~~(i)~~(ii) the Immediate Past President; and
 - ~~(ii)~~(iii) up to 10-five Ordinary Committee Members; each of whom must be elected under Rule 5.35.3 or appointed in accordance with Rule 5.2(d);
 - ~~(iii) the person (if any) who is awarded the Defying Gravity Award (as it may be named from time to time).~~
- (b) The Executive Members ~~of the Association~~ are:
- (i) the pPresident;
 - (ii) the vVice-president;
 - (iii) the Treasurer; and
 - (iv) the Secretary.
- (c) The ~~Executive Members and Ordinary~~ Committee Members hold office subject to these ~~r~~Rules until the conclusion of the annual general meeting following the date of that Member's election but are eligible for re-election.
- (d) If there is a vacancy in the membership of the Committee, the Committee may appoint a Member of the Association to fill the vacancy and the Mmember so appointed holds office subject to these Rulesrules until the conclusion of the next annual general meeting after the date of the appointment.
- ~~(e) The recipient of the Defying Gravity Award in each year holds office subject to these rules for a period of 12 months from the date on which the award is made by the Association.~~

5.3 Election of Committee Members~~Committee members~~

- (a) Nominations of candidates for election as ~~Executive Members or Ordinary~~ Committee Members:
- (i) must be made in writing signed by 1-one Member and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and



- (ii) must be given to the Secretary not less than seven 7 days before the date fixed for the annual general meeting at which the election is to take place.
- (b) A person is not eligible for nomination as a candidate for election under Rule 5.3(a) unless that person is an individual Member of the Association.
- (c) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations may be received before or at the annual general meeting.
- (d) If insufficient further nominations are received before or at the annual general meeting, any vacant positions remaining on the Committee are taken to be vacancies.
- (e) If the number of nominations received is equal to the number of vacancies to be filled, the people nominated are taken to be elected.
- (f) If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.
- (g) The ballot for the election of ~~Executive Members and Ordinary~~ Committee Members must be conducted at the annual general meeting in the way the Committee may direct.
- (h) A ballot for the election of Committee Members may be conducted using Virtual or Hybrid Meeting Technology, if permitted under the Act.
- (i) A person is not eligible to simultaneously hold more than 4 one position on the Committee.

5.4 Secretary

- (a) The Secretary must, as soon as practicable after being appointed as Secretary, notify the Association of his or her address for receipt of notices.
- (b) The Secretary must keep minutes or records (which may be electronic) of:
 - (i) all elections and appointments of ~~Executive Members and Ordinary~~ Committee Members;
 - ~~(i)~~(ii) all decisions made by Committee Members, including decisions made outside of Committee meetings; and
 - ~~(ii)~~(iii) the names of ~~members of the~~ Committee Members present at a Committee meeting or a general meeting; and
 - (iv) all proceedings at Committee meetings and general meetings, and ensure that these minutes or records are provided or made available to Committee members in a timely manner.
- (c) Minutes of proceedings at a meeting must be signed (which may be done by electronic means) by the person presiding at the meeting or by the person presiding at the next succeeding meeting.



5.5 Treasurer

- (a) The Treasurer of the Association must:
- (i) collect and receive all amounts owing to the Association and make all payments authorised by the Association; and
 - (ii) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

5.6 Vacancies

For these ~~R~~rules, a vacancy in the office of a ~~member of the~~ Committee Member happens if the Committee Mmember:

- (a) dies; ~~or~~
- (b) ceases to be a Member of the Association; ~~or~~
- (c) resigns the office; ~~or~~
- (d) is removed from office under ~~Rule~~rule 5.7 (**Removal of Committee Members**); ~~or~~
- (e) becomes bankrupt or personally insolvent; ~~or~~
- (f) suffers from mental or physical incapacity; ~~or~~
- (g) is disqualified from office under the Act; or
- (h) is absent without the consent of the Committee from all meetings of the Committee held during a period of ~~6~~six months.

5.7 Removal of Committee Members

The Association in general meeting may, by resolution, remove any ~~member of the~~ Committee Member from their office ~~of member of the Committee~~ before the end of that Committee Member's ~~member's~~ term of office.

5.8 ~~Committee meetings and quorum~~

- (a) The Committee must meet at least ~~3~~three times in each calendar year at the place and time that the Committee may decide.
- (b) Additional meetings of the Committee may be called by ~~any notice member of~~ signed by at least three the Ordinary Committee Members (which may be electronic).
- (c) Oral or written notice of a meeting of the Committee (which may be electronic) must be given by the Secretary to each ~~member of the~~ Committee Member at least 48 hours (or any other period that may be unanimously agreed on by the ~~members of the~~ Committee Members) before the time appointed for the holding of the meeting.
- (d) Notice of a meeting given under ~~subsection Rule 5.8(c)~~(e) must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting except business that



the Committee ~~Members~~ present at the meeting unanimously agree to treat as urgent business.

- (e) Any ~~3 three members of the~~ Committee Members, including at least one Executive Committee Member, constitute a quorum for the transaction of the business of a meeting of the Committee.
- (f) No business may be transacted by ~~the~~ Committee unless ~~a~~ quorum is present and ~~if~~ within half an hour after the time appointed for the meeting, a quorum is not present, ~~the~~ meeting stands adjourned to the same ~~place~~ and at the same hour of the same ~~day~~ in the following week.
- (g) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.
- (h) At meetings of the Committee:
 - (i) the president or ~~in the absence~~ of the president, ~~the~~ vice-president presides; or
 - (ii) if the president and ~~the~~ vice-president are absent, ~~1 one~~ of the remaining ~~members of the~~ Committee Members may ~~be chosen~~ by the Committee Members present to preside.

5.9 ~~Delegation by~~ the Committee to a subcommittee

- (a) The Committee may in writing ~~delegate to~~ 1 one or more subcommittees (consisting of the Member or Members of the Association that the Committee considers appropriate) the exercise of the functions of the Committee that are specified in the instrument other than:
 - (i) ~~this power of delegation~~ and the power to further delegate; and
 - (ii) a function that is a function imposed on the Committee by the Act, ~~by~~ any ~~other~~ Territory law ~~or by~~ resolution of the Association in general meeting.
- (b) The Committee will remain responsible for all actions of the subcommittee, provided that the subcommittee is acting within the terms of its delegation.
- ~~(b)(c)~~ (c) A function of the exercise of which has been delegated to a subcommittee under this ~~section~~ Rule may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance with the terms of the delegation.
- ~~(c)(d)~~ (d) A delegation under this ~~section~~ Rule may be made subject to any conditions or limitations about the exercise of any function or about time or circumstances that may be specified in the instrument of delegation.
- ~~(d)(e)~~ (e) A subcommittee formed under this Rule may act in an advisory role to the Committee or, alternatively, the subcommittee may act in a decision making capacity, depending on the terms of the delegation.
- ~~(e)(f)~~ (f) Despite any delegation under this ~~section~~ Rule the Committee may continue to exercise any function delegated.



~~(f)~~(g) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this ~~Rule section~~ has the same force and effect as it would have if it had been done or suffered by the ~~Committee~~committee.

~~(g)~~(h) The Committee may in writing revoke wholly or in part any delegation under this ~~Rule section~~.

~~(h)~~(i) A subcommittee may meet and adjourn its meetings, and otherwise conduct its business, as it considers appropriate.

5.10 Voting and decisions

- (a) Questions arising at a meeting of the Committee or of any subcommittee appointed by the Committee are decided by a majority of the votes of ~~Committee Members~~ members of the Committee or subcommittee members present at the meeting.
- (b) Each ~~member~~ Committee Member or subcommittee member present at a meeting of the Committee or of any subcommittee appointed by the Committee, respectively, (including the person presiding at the meeting) is entitled to ~~4~~one vote but, if the votes on any question are equal, the person presiding may exercise a second or casting vote.
- (c) A meeting and/or a vote may be conducted using Virtual or Hybrid Meeting Technology unless not permitted by the Act.

5.11 Disclosure of interests

- (a) A Committee Member or subcommittee member who has a conflict of interest in any issue on which a vote is to be taken must disclose their interest at the first opportunity in the Committee or subcommittee at which the issue is first considered by the Committee or subcommittee.
- (b) If a Committee Member or subcommittee member becomes interested in a contract or arrangement after it is made or entered into by the Association, they must disclose their interest to the Committee or subcommittee at the first opportunity after they become so interested.
- (c) No Committee Member or subcommittee member is entitled to vote in respect of any issue in which they have a conflict of interest.

6 General meetings

6.1 Holding of annual general meetings

- (a) With the exception of the first annual general meeting of the Association, the Association must at least once in each calendar year and within ~~5~~five months after the end of each Financial Year of the Association call an annual general meeting of its ~~M~~members.
- (b) The ~~A~~association must hold its first annual general meeting:-
 - (i) within 18 months after its incorporation under the Act; and



- (ii) within ~~five~~5 months after the end of the first ~~Financial Year~~ financial-year of the Association.
- (c) Rules 6.1(a) and 6.1(b) have effect subject to the powers of the registrar-general under the Act in relation to extensions of time.

6.2 Calling aAnnual general meetings ~~-calling of~~ and business at annual general meetings

- (a) The annual general meeting of the Association must be called on the date and at the place and time that the Committee considers appropriate.
- (b) In addition to any other business that may be transacted at an annual general meeting, the business of an annual general meeting is:
 - (i) to confirm the minutes of the last annual general meeting and of any general meeting held ~~since~~ that meeting; ~~and~~
 - (ii) to receive from the Committee reports on the activities of the Association during the last ~~Financial~~ Yyear; ~~and~~
 - (iii) to elect ~~members of the Committee~~Committee Members, including office-bearers; and
 - (iv) to receive and ~~consider~~ the statement of accounts and the reports that are required to be submitted to ~~Members~~members in accordance with the Act.
- (c) An annual general meeting must be specified as such in the notice calling it in accordance with ~~R~~rule 6.4 (**AGM Notice**).
- (d) An annual general meeting must be conducted in accordance with the provisions of this part.

6.3 Calling gGeneral meetings ~~-calling of~~

- (a) The Committee may, whenever it considers appropriate, call a general meeting of the Association.
- (b) The Committee must, on the requisition in writing of not less than ~~five~~5 of the total number of Members, call a general meeting of the Association.
- (c) A requisition of ~~Members~~members for a general meeting:
 - (i) must state the purpose or purposes of the meeting; ~~and~~
 - (ii) must be signed by ~~the~~ Members making the requisition; ~~and~~
 - (iii) must be lodged with the Secretary; and
 - (iv) may consist of several documents in a similar form each signed by ~~4~~ one or more of the Members making the requisition.
- (d) If the Committee fails to call ~~a~~ general meeting within ~~4~~ one month after the date ~~on which~~ a requisition of Members for the meeting is lodged with the Secretary, ~~any~~ 4 one or more of the Members who made the requisition may call a general meeting to be held not later than ~~3~~ three months after that date.



- (e) A general meeting called by Members mentioned in ~~Rule~~ 6.3(d) must be called as nearly as is practicable in the same way ~~as~~ general meetings are called ~~by~~ the Committee and ~~any~~ Member who ~~thereby~~ incurs expense is entitled to be reimbursed by the Association for any ~~reasonable~~ expense so incurred.

6.4 Notice of annual general meetings

- (a) Except if the nature of the business proposed to be dealt with at a general meeting requires a Special Resolution, the Secretary must at least 14 days before the date fixed for the holding of the general meeting notify each Member at the Member's email ~~or physical~~ address appearing in the Register of:
- (i) ~~a notice specifying~~ the place;
 - (ii) ~~the~~ date; and
 - (iii) ~~the~~ time.
- ~~of~~ the meeting and the nature of the business proposed to be transacted at the meeting.
- ~~(a)(b)~~ If the nature of the business proposed to be dealt with at a general meeting requires a Special Resolution of the Association, ~~the~~ Secretary must, at least 21 ~~days~~ before the date fixed for the holding of the general meeting, send notice to each ~~Member~~ in the way provided in ~~subsection (Rule 6.4(a)1)~~ specifying, in addition to the matters ~~required~~ under that ~~subsection~~ Rule, the intention to propose the resolution as a Special Resolution ~~special resolution~~.
- ~~(b)(c)~~ No business other than that specified in the ~~notice~~ AGM Notice calling a general meeting may ~~be~~ transacted at the meeting except ~~for an annual general meeting~~ business that may ~~be~~ transacted under Rule 6.2(b)6.4(b).
- ~~(c)(d)~~ A Member desiring to bring any business before a general meeting may give written notice of that business to the Secretary who must include that business in the next notice calling a general meeting that is given after receipt of the notice from the ~~member~~ Member.

6.5 Procedure and quorum for ~~g~~ General meetings ~~procedure and quorum~~

- (a) No item of business may be transacted at a general meeting unless a quorum of Members entitled under these ~~Rules~~ rules to vote is present during the time the meeting is considering that item.
- (b) Five Members present in person or by using Virtual or Hybrid Meeting Technology (unless not permitted by the Act), (being Members who are entitled under these ~~Rules~~ rules to vote at a general meeting, will constitute a quorum for the transaction of the business of a general meeting.
- (c) If within 30 minutes after the appointed time for the start of a general meeting a quorum is not present, the meeting:
- (i) if it was called on the requisition of Members, is dissolved; and
 - (ii) in any other case, stands 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.

- (d) If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the start of the meeting the Members present (being not less than three) constitute a quorum.

6.6 Form of meetings

- (a) A general meeting may be held:
- (i) at one or more physical venues;
 - (ii) at one or more physical venues and by use of Virtual or Hybrid Meeting Technology; or
 - (iii) by use of Virtual or Hybrid Meeting Technology only.
- (b) Any resolution passed by use of Virtual or Hybrid Meeting Technology is to be treated as having been passed at a meeting of the Members held on the day and at the time the general meeting was held, even if the Members were not present together in one place at the time. This clause does not limit the discretion of the Members to regulate their meetings.

6.6.7 Presiding member

- (a) The president, or in the absence of the president, the vice-president presides at each general meeting of the Association.
- (b) If the president and the vice-president are absent from a general meeting the Members present must elect one of their number to preside at the meeting.

6.7.8 Adjournment

- (a) 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 may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (b) 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 Association stating the place date and time of the meeting and the nature of the business to be transacted at the meeting.
- (c) Except as provided in ~~subsections Rules 6.8(a)(1) and 6.8(b)(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.

6.8.9 Decision-making

- (a) A question arising at a general meeting of the Association is to be decided on a show of hands and unless before or on the declaration of the show of hands a poll is demanded by a Member.



~~(b)~~ a declaration by ~~†~~The person presiding at a general meeting of the Association may declare that a resolution has — on a show ~~of hands~~ — been:

- ~~(i)~~ — carried ~~—~~ or
- ~~(ii)~~ — carried unanimously ~~—~~ or
- ~~(iii)~~ — carried by a particular majority ~~—~~ or
- ~~(iv)~~ — lost ~~—~~ or an

and an entry to that effect in the minute book ~~—~~ of the ~~a~~Association ~~—~~ is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

~~(a)~~(c) At a general meeting of the Association — a poll may be demanded by the person presiding or by not less than ~~3~~three mMembers present in person or by proxy at the meeting.

~~(b)~~(d) If the poll is demanded at a general meeting — the poll must be taken:

- ~~(i)~~ — immediately — if the poll ~~—~~ relates to the election of the person to preside at the meeting or to the question of an adjournment; or
- ~~(ii)~~ — in any ~~—~~ other case — in the way ~~—~~ and ~~—~~ at the time before the close of the meeting that the person presiding directs —

and ~~—~~ the resolution of the poll ~~—~~ on the matter is taken to be the resolution of the meeting on that matter.

~~(e)~~(e) A poll may be conducted using Virtual or Hybrid Meeting Technology, unless not permitted under the Act.

6.96.10 Voting

- (a) Subject to ~~R~~rule 4 and the remaining terms of this ~~r~~Rule ~~6.106-9~~, on any question arising at a general meeting — a Member has ~~1~~one vote only.
- (b) All votes must be given personally or by proxy but no Member may hold more than ~~5-10~~10 proxies.
- (c) If the votes on a question at a general meeting are equal, the person presiding is entitled to exercise a second or casting vote.
- ~~(d)~~ (d) 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 for the then current Financial Year~~year~~.
- ~~(d)~~(e) An objection to the qualification of a person to vote may only be raised at the meeting or adjourned meeting at which the voting is taking place. The objection must be referred to the person presiding whose decision will be final. A vote not disallowed following the objection is valid for all purposes.



6.106.11 Appointment of proxies

- (a) Each Member entitled to appoint another Member as proxy must do so by notice given to the Secretary no later than the earlier of:
 - (i) 24 hours before the time of the meeting for which the proxy is appointed; and
 - (ii) the end of the last business day before the day on which the meeting is held.
- (b) The notice appointing the proxy must contain the information set out in the form in Appendix Annexure A4.

7 Miscellaneous

7.1 Funds-source

- (a) The funds of the Association must be derived from entrance fees ~~and~~, annual subscriptions of Members, donations, ~~and~~ sponsorships ~~and~~ (subject to any resolution passed by the Association in general meeting) and any other sources that the Committee ~~determines~~, but provided that the Committee it may not determine to take investment funds other than in accordance with the Act.
- (b) All money received by the Association must be deposited as soon as practicable, and without deduction, to the credit of the Association's bank account.
- (c) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt (which may be electronic).
- (d) Money received by the Association, however derived, must be applied solely towards the promotion of the objects of the Association and no portion of it may be paid or transferred, directly or indirectly, by dividend, bonus, or otherwise, to any Committee Member or staff member of the Association (other than payment of wages for normal employment and reimbursement of expenses properly incurred).

7.2 Funds-management

- (a) Subject to any resolution passed by the Association in general meeting, the funds of the Association must only be used ~~for~~ in the furtherance of the Objects of the Association and in the way that the Committee decides.
- (b) All payments by the Association must be signed or authorised by any ~~two~~ Members of the Committee ~~Committee Members~~ or employees of the Association, being Committee Members ~~members of the Committee~~ or employees who have been authorised to do so by the Committee.
- (c) Any expenses less than \$200 incurred by the Association do not require the authorisation of the Committee, provided that the expense is incurred for the Objects of the Association.



~~(b)~~(d) Any expenses greater than \$500 or as written in the bylaws must be pre-approved by ~~the~~an Executive Committee Member prior to the expenditure being made.

7.3 **Alteration of ~~objects~~Objects and ~~Rules~~rules**

Neither the Objects of the Association nor these Rules~~rules~~ may be altered except in accordance with the Act.

7.4 **Custody of books**

Subject to the Act, the Regulation and these R~~r~~ules, the Secretary must keep in his or her custody, or under his or her control, all records books and other documents relating to the Association.

7.5 **Inspection of books**

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

7.6 **Service of notice**

For these R~~r~~ules, the Association may serve a notice on a Member by sending it to the Member at the Member's email address, as set out in the Register.

7.7 **Surplus property**

(a) The Association must pass a Special Resolution nominating:

- (i) another association; or
- (ii) a fund, authority or institution,

in which it is to vest its surplus property in the event of the dissolution or winding up of the association.

(b) An association, fund or institution nominated pursuant to R~~r~~ule 7.7(a) must fulfil the requirements specified in section 92 of the Act.

8 Common Seal & Signature

8.1 Common Seal

(a) The Association may, but need not, have a common seal.

(b) If the Association has a common seal the Committee must provide for its safe custody.

(c) The common seal may not be fixed to any document except by the authority of a resolution of the Committee Members or of a committee of the Committee Members duly authorised by the Committee Members.

(d) The Association executes a document with its common seal if the fixing of the seal is witnessed by:

- (i) 2 Executive Committee Members of the Association; or



(ii) an Executive Committee Member and the Secretary.

8.2 Execution of documents

(a) The Association may execute a document without a seal if the document is signed by:

(i) 2 Executive Committee Members of the Association; or

(ii) an Executive Committee Member and the Secretary.

(b) Unless not permitted by the Act, the Association may execute a document without a seal in accordance with this Rule, through electronic means such as digital signature or other similar forms of electronic signature.



Annexure A Proxy form

APPOINTMENT OF PROXY BY A MEMBER

1. Your details

I/we, _____ of _____
 (full name(s)) (address(es))

2. Appointment of Proxy

I/We being a member/s of WiC and entitled to attend and vote, hereby appoint:

<p><i>the person presiding at the meeting (Chair)</i> OR <i>(mark with an 'X' if selected)</i></p>		<p><i>Write here the name of the person you appoint if this person is someone other than the Chair of the meeting.</i></p>
---	--	--

or failing the person named or, if no person is named, the Chair of the meeting, as my/our proxy, to attend and vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit), and to act generally on my/our behalf, at:

 (insert relevant date, time and address of meeting)

and at any adjournment of that meeting.

3. Voting Instructions

<u>Voting directions to your proxy – please mark X to indicate your directions</u>			
<u>Ordinary Business</u>	<u>For</u>	<u>Against</u>	<u>Abstain*</u>
Item 1. [insert details]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2. [insert details]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<u>[Note: Continue list as required]</u>			
<u>Special Business</u>	<u>For</u>	<u>Against</u>	<u>Abstain</u>
<u>[Note: Include any special business (ie Association Rule changes) here.]</u>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*If you mark the Abstain box for a particular item, you are directing your proxy **not** to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.*

If you do not wish to direct your proxy how to vote, please place a mark in this box:

You acknowledge that if you do not provide voting directions to the Chair and irrespective of whether or not you mark the 'no directions' box directly above, the Chair may exercise your proxy.



4. Signature of Member

This section must be completed. Please use the signing clause that applies to you.

Signing clause for the Member, if an individual

Signed by:

.....

Signature of Member

.....

Print full name

.....

Date

Signing clause for the Member, if it is a company with 2 directors

Executed by the Member in accordance with s 127(1) of the *Corporations Act 2001* (Cth):

.....

Signature of Director

Signature of Director/Company Secretary

.....

Print full name

Print full name

.....

Date

Signing clause for the Member, if it is a company with a sole director and sole company secretary

Executed by the Member in accordance with s 127(1) of the *Corporations Act 2001* (Cth):

.....

Signature of Sole Director and Sole Company Secretary

.....

Print full name

.....

Date

Signing clause for the Member, if signing under a power of attorney

Signed by the Member by the Member's attorney under a power of attorney dated and the attorney certifies that at the date of signature the attorney has no notice of the revocation of that power of attorney:

.....

Signature of Sole Director and Sole Company Secretary

.....

Print full name

.....

Date



Explanatory Notes and Lodgement Instructions

Any reference to the 'Rules' below refers to the Association Rules of November 2022

1. Your Details

Please include your name and address as it appears in the register of members of WiC. If the information on the register is incorrect, please notify the Secretary of WiC at:

[insert email address].

2. Appointment of Proxy

If you wish to appoint the Chair as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chair, write that person's name. A proxy may be an individual or a body corporate. If you leave this section blank or, your named proxy does not attend the meeting, you will be deemed to have appointed the Chair as your proxy. A proxy does not need to be a member of WiC.

Please note that:

- A proxy is appointed to attend and vote for a Member and has the same rights as the Member to vote (to the extent allowed by this appointment); and to join in the demand for a poll if required. This also means that your vote as a Member can only be counted once, whether or not this is done by proxy (see Rule 6.10(a)).
- A Member or proxy is not entitled to vote at a general meeting unless all money due and payable by that individual to WiC has been paid, other than the amount of the annual subscription payable for the current Financial Year (see Rule 6.10(d)).
- A Member (including if their vote is by proxy) is permitted one vote only. If a Member and their proxy are both present at the meeting, the appointment of proxy is taken to be cancelled.

3. Voting Instructions

Please include the relevant item details required for the general meeting for which the proxy is appointed. You should direct your proxy on how to vote for that particular item as specified in the details, and select one of the boxes either 'for' or 'against' that item.

If do not select a box, your proxy may vote as your proxy chooses. If you mark more than one box for a particular item your vote on that item will be invalid.

4. Signature of Member

If you are an individual member of WiC, please use the Individual signature block provided. Otherwise, if you are a company or executing under a power attorney, please use the signature block that applies.

5. Lodgment and Deadline

This proxy form must be completed and provided to the Secretary of WiC at: [insert email address], by no later than the earlier of:

- 24 hours before the time of the meeting that the proxy is appointed to attend; or
- the end of the last business day before the day on which the meeting is held.

Please also provide a copy of the signed Proxy Form to your proxy, so they know they have been properly appointed.