



**Rules  
of  
Eastern Community Legal Centre  
Incorporated**

**Approved: May 18, 2022**

## Table of Contents

1. Name	4
2. Statement of Purposes	4
3. Definitions	4
4. Alteration of the Rules	5
5. Membership, entry fees and subscription	5
6. Life Membership	6
7. Membership Criteria	7
8. Register of Members	7
9. Ceasing Membership	7
10. Discipline, suspension and expulsion of members	8
11. Disputes and Mediation	9
12. Annual General Meetings	10
13. Special General Meetings	11
14. Notice of General Meetings	11
15. Quorum at General Meetings	12
16. Presiding at General Meetings	12
17. Adjournment of General Meetings	13
18. Voting at General Meetings	13
19. Poll at General Meetings	13
20. Manner of determining whether a resolution is carried	13
21. Proxies	14
22. Board	14
23. Election of Board Members	15
24. Appointment of Board Members	15
25. Officers	15
26. Casual vacancies	16
27. Meetings of the Board	16
28. Notice of Board Meetings	17
29. Quorum for Board Meetings	17
30. Presiding at Board Meetings	17
31. Voting at Board Meetings	17

<b>32.</b>	Removal of Board Member	18
<b>33.</b>	Minutes of Meetings	18
<b>34.</b>	Service and form of documents	18
<b>35.</b>	Signatures	20
<b>36.</b>	Funds	20
<b>37.</b>	Seal	20
<b>38.</b>	Winding Up	21
<b>39.</b>	Custody and Inspection of Books and Records	21

## 1. Name

- 1.1 The name of the incorporated association is Eastern Community Legal Centre Incorporated (in these Rules called "ECLC").

## 2. Statement of Purposes

The Eastern Community Legal Centre is committed to reform that achieves equality and social justice within the legal system for disadvantaged members of the community.

It aims to work with our community to identify and address issues of inequality and injustice in the legal system.

The Objectives of the Eastern Community Legal Centre Incorporated are:

- 2.1 To provide free and accessible legal services that empower clients to meet their legal needs, within a community development framework.
- 2.2 To identify the legal needs of disadvantaged people in the Eastern region through conducting research.
- 2.3 To provide an organisational structure and policies and procedures to support the above objectives, that specifically includes processes for strategic planning and evaluation of the Centre's activities.
- 2.4 To engage in collaborative partnerships and networks of agencies to assist in meeting the objectives of the Centre.
- 2.5 To promote awareness of the Centre and its activities within the community.
- 2.6 To encourage the community's involvement in the Centre's activities with a particular emphasis on a proactive membership.
- 2.7 To promote and carry out any charitable purposes provided that such charitable purposes can be directed towards persons in necessitous circumstances or to organisations approved by the Commissioner of Taxation as per item 140(c) of the first schedule of the Sales Tax (Exemption and Classifications) Act or relevant rules as amended or Item 4.1.1 in table four of Rule 78 of the Income Tax Assessment Act, or relevant rules amended.

## 3. Definitions

In these Rules, unless the contrary intention appears:

**Act** means the *Associations Incorporation Reform Act 2012* (Vic) or any other legislation replacing this act.

**Annual General Meeting** means a General Meeting in accordance with rule 12.

**Catchment Area** means the geographical area comprised of the cities of Boroondara, Knox, Manningham, Maroondah, Whitehorse and the Shire of Yarra Ranges.

**Board** means the body of management of ECLC.

**Board Member** means a person elected or appointed to the Board.

**Business Day** means a day that is not a Saturday, Sunday or Public Holiday in Victoria.

**Financial Year** means the year ending on 30 June.

**General Meeting** means a general meeting of members convened in accordance with rule 14 and includes Annual General Meetings and Special General Meetings.

**Officer** means a Board Member holding any of the offices set out in rule 25.

**Registered Office** means the registered office of ECLC.

**Regulations** means regulations under the Act.

**Relevant Documents** has the same meaning as in the Act.

**Rules** means these rules of ECLC.

**Secretary** means the secretary of ECLC.

**Statement of Purposes** means the statement set out above in rule 2.

**Special General Meeting** means a General Meeting in accordance with rule 13.

**Special Resolution** means a resolution passed at a General Meeting by not less than three quarters of the members present and entitled to vote voting in favour of a resolution.

## **4. Alteration of the Rules**

4.1 These Rules and the purposes set out in rule 2 must not be altered except in accordance with the Act.

## **5. Membership, entry fees and subscription**

5.1 A person who applies and is approved for membership as provided in these Rules is eligible to be a member of ECLC on payment of an annual subscription payable under these Rules.

5.2 The Board in its discretion and upon application by a person referred to in 5.1 may waive any requirement for the payment of the annual subscription.

5.3 A person will not be admitted to membership unless:

(a) they apply for membership in accordance with Rule 5.4 and

- (b) the admission as a member is approved by the Board.
- 5.4 An application of a person for membership of ECLC must:
  - (a) be made in writing in the form approved by the Board from time to time; and
  - (b) be lodged with the Secretary.
- 5.5 As soon as practicable after the receipt of an application, the Secretary must refer the application to the Board.
- 5.6 The Board must determine whether to approve or reject the application.
- 5.7 If the Board approves an application for membership, the Secretary must, as soon as practicable:
  - (a) notify the applicant in writing of the approval for membership; and
  - (b) request payment within 28 days after receipt of the notification of the first year's annual subscription; or
  - (c) notify the applicant that their application for the waiver of the annual subscriptions has been granted.
- 5.8 The Secretary must, (within 28 days after receipt of the amounts referred to in Rule 5.7(b)) enter the applicant's name in the register of members.
- 5.9 An applicant for membership becomes a member and is entitled to exercise the rights of membership when their name is entered in the register of members.
- 5.10 If the Board rejects an application, the Board must, as soon as practicable, notify the applicant in writing that the application has been rejected and provide reasons for the decision. The decision of the Board shall be final.
- 5.11 A right, privilege, or obligation of a person by reason of membership of ECLC:
  - (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates upon the cessation of membership whether by death, resignation, non-renewal, no longer meeting the membership criteria in Rule 7 or otherwise.
- 5.12 The annual subscription is the relevant amount determined by the Annual General Meeting on recommendation by the Board from time to time and is payable in advance on or before 1 July in each year.

## **6. Life Membership**

- 6.1 Life membership may be conferred on a member or former member who has given outstanding service to ECLC (**Life Member**).

- 6.2 A Life Member is entitled to all the rights and privileges of membership, but shall not be required to pay any annual subscription.
- 6.3 A proposal for conferral of life membership will be put forward as an item of business at the Annual General Meeting.
- 6.4 Conferral of a life membership will be passed by Special Resolution at the Annual General Meeting.

## **7. Membership Criteria**

- 7.1 To become or remain a member, a person must:
- (a) live, work or study within the Catchment Area;
  - (b) fill out an application for membership form; and
  - (c) agree to comply with these Rules.
- 7.2 An employee of ECLC may not be a member of ECLC.

## **8. Register of Members**

- 8.1 The Secretary must keep and maintain a register of members containing:
- (a) the name and address of each member; and
  - (b) the date on which each member's name was entered in the register; and
  - (c) the date of ceasing membership.
- 8.2 The register is available for inspection free of charge by any member upon request by arrangement subject to the restrictions of access to personal information as set out in the Act.
- 8.3 A member may make a copy of entries in the register by arrangement and subject to the restrictions of access to personal information as set out in the Act.

## **9. Ceasing Membership**

- 9.1 A member who has paid all monies due and payable by a member to ECLC may resign from ECLC by giving one month's notice in writing to the Secretary of their intention to resign.
- 9.2 After the expiry of the period referred to in Rule 9.1:
- (a) the member ceases to be a member; and
  - (b) the Secretary must record in the register of members the date on which the member ceased to be a member.

- (c) the Secretary must remove any information other than the member's name and date on which they ceased to be a member from the register of members within 14 days after the member ceases to be a member.

## **10. Discipline, suspension and expulsion of members**

- 10.1 Subject to these Rules, if the Board is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of ECLC, the Board may by resolution:
  - (a) reprimand that member; or
  - (b) suspend that member from membership of ECLC for a specified period; or
  - (c) expel that member from ECLC.
- 10.2 A resolution of the Board under rule 10.1 does not take effect unless:
  - (a) at a meeting held in accordance with rule 10.3 the Board confirms the resolution; and
  - (b) if the member exercises a right of appeal to ECLC under this rule, ECLC confirms the resolution in accordance with this rule.
- 10.3 A meeting of the Board to confirm or revoke a resolution passed under rule 10.1 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with rule 10.4.
- 10.4 For the purposes of giving notice in accordance with Rule 10.3 the Secretary must, as soon as practicable, cause to be given to the member a written notice:
  - (a) setting out the resolution of the Board and the grounds on which it is based;
  - (b) stating that the member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member;
  - (c) stating the date, place and time of that meeting;
  - (d) informing the member that they may do one or both of the following:
    - (i) attend that meeting;
    - (ii) give to the Board at least two working days prior to the date of that meeting a written statement seeking the revocation of the resolution; and
  - (e) informing the member that, if at that meeting, the Board confirms the resolution, they may, not later than 48 hours after that meeting, give the Secretary a notice



to the effect that they wish to appeal to ECLC in General Meeting against the resolution.

- 10.5 At a meeting of the Board to confirm or revoke a resolution passed under rule 10.1 the Board must:
- (a) give the member an opportunity to be heard;
  - (b) give due consideration to any written statement submitted by the member pursuant to rule 10.4.; and
  - (c) determine by resolution whether to confirm or to revoke the resolution.
- 10.6 If at the meeting of the Board, the Board confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that they wish to appeal to ECLC in General Meeting against the resolution.
- 10.7 If the Secretary receives a notice under rule 10.6 they must notify the Board and the Board must convene a General Meeting of ECLC to be held within 21 days after the date on which the Secretary received the notice.
- 10.8 At a General Meeting of ECLC convened under Rule 10.7:
- (a) no business other than the question of the appeal may be conducted; and
  - (b) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
  - (c) the member must be given an opportunity to be heard; and
  - (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 10.9 A resolution is confirmed if, at the General Meeting, not less than two-thirds of the members vote in favour of the resolution. In any other case, the resolution is revoked.

## **11. Disputes and Mediation**

- 11.1 The grievance procedure set out in this rule applies to disputes under these Rules between:
- (a) a member and another member; or
  - (b) a member and ECLC.
- 11.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the relevant parties.

- 11.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 11.4 The mediator must be:
- (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement:
    - (i) in the case of a dispute between a member and another member, a person appointed by the Board of ECLC; or
    - (ii) in the case of a dispute between a member and ECLC, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria.
- 11.5 The mediator cannot be a member who is a party to the dispute.
- 11.6 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 11.7 The mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 11.8 The mediator must not determine the dispute.
- 11.9 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **12. Annual General Meetings**

- 12.1 An Annual General Meeting will be convened in each Financial Year.
- 12.2 The Annual General Meeting will take place within five (5) months of the end of the previous Financial Year. The Board will determine the date, time and place of the Annual General Meeting.
- 12.3 The ordinary business of the Annual General Meeting shall be:
- (a) to confirm the minutes of the previous Annual General Meeting;
  - (b) to receive and consider an annual report of ECLC from the Board;

- (c) to elect the Board Members;
- (d) to receive and consider the annual audited accounts of ECLC.

12.4 In addition to the ordinary business in rule 12.3, the Annual General Meeting may conduct any other business of which notice has been given in accordance with these Rules.

### **13. Special General Meetings**

13.1 In addition to the Annual General Meeting, any other General Meetings may be held in the same Financial Year.

13.2 All General Meetings other than the Annual General Meeting are Special General Meetings.

13.3 The Board may, whenever it thinks fit, convene a Special General Meeting.

13.4 If, but for this sub-rule, more than 15 months would elapse between two Annual General Meetings, the Board must convene a Special General Meeting before the expiration of that period.

13.5 The Board must, on the request in writing of not less than five members, convene a Special General Meeting.

13.6 The request for a Special General Meeting must:

- (a) state the objects of the meeting; and
- (b) be signed by the members requesting the meeting; and
- (c) be sent to the Secretary.

13.7 If the Board does not cause a Special General Meeting to be held within one month after the date on which the request is sent to the Secretary, the members making the request, or any one of them, may convene a Special General Meeting to be held not later than one month after that date.

13.8 If a Special General Meeting is convened by members in accordance with this rule 13, it must be convened in the same manner so far as possible as a meeting convened by the Board and all reasonable expenses incurred in convening the Special General Meeting must be refunded by ECLC to the persons incurring the expenses.

### **14. Notice of General Meetings**

14.1 The Secretary must cause a notice to be sent to each member stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

14.2 The notice under rule 14.1 must be sent:

- (a) at least 28 days before the date fixed for holding an Annual General Meeting; and
- (b) at least 21 days before the date fixed for holding a Special General Meeting if a Special Resolution has been proposed; and
- (c) at least 14 days before the date fixed for holding a Special General Meeting in any other case.

14.3 Notices of General Meetings must be sent in accordance with rule 34.

14.4 No business other than that set out in the notice convening the General Meeting may be conducted at that General Meeting.

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

## **15. Quorum at General Meetings**

15.1 No item of business may be conducted at a General Meeting unless a quorum of members entitled to vote under these Rules is present.

15.2 The quorum for a General Meeting is the presence (physically or as otherwise consented to by the person presiding at that General Meeting) of seven Members entitled to vote; except for a Special General Meeting called in accordance with Rules 13.5 - 13.8, where quorum will be ten members present.

15.3 If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present:

- (a) in the case of a meeting convened upon the request of members, the General Meeting must be dissolved; and
- (b) in any other case - the meeting stands adjourned to the same day in the next week at the same time and (unless another place is specified by the person presiding at that General Meeting at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.

15.4 If at the adjourned General Meeting the quorum is not present within half an hour after the time appointed for its commencement, the members present (being not less than 5) are a quorum.

## **16. Presiding at General Meetings**

16.1 The Chairperson, or in the Chairperson's absence, the Deputy Chairperson, presides at each General Meeting.

- 16.2 If the Chairperson and the Deputy Chairperson are absent from a General Meeting, or are unable to preside, the members present must select one of their number to preside at that General Meeting.

## **17. Adjournment of General Meetings**

- 17.1 The person presiding may, with the consent of a majority of members present and voting at the General Meeting, adjourn that General Meeting from time to time and place to place.
- 17.2 No business may be conducted at an adjourned General Meeting other than the unfinished business from the meeting that was adjourned.
- 17.3 If a General Meeting is adjourned for 14 days or more, notice of the adjourned General Meeting must be given in accordance with rules 14 and 34.
- 17.4 Except as provided in rule 17.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

## **18. Voting at General Meetings**

- 18.1 Upon any question arising at a General Meeting, each member has one vote only.
- 18.2 All votes must be given personally or as otherwise consented to by the person presiding at the General Meeting.
- 18.3 In the case of an equality of voting on a question, the person presiding at that General Meeting is entitled to exercise a second or casting vote.
- 18.4 Unless otherwise required by these Rules or the Act a resolution before a General Meeting will be carried by a simple majority.

## **19. Poll at General Meetings**

- 19.1 If at a General Meeting a poll on any question is demanded by not less than three members, it must be taken at that General Meeting and the resolution of the poll is deemed to be a resolution of the General Meeting on that question.
- 19.2 A poll that is demanded on the election of a person to preside at that General Meeting or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the General Meeting.

## **20. Manner of determining whether a resolution is carried**

- 20.1 If a question arising at a General Meeting is determined on a show of hands or a similar signal as determined by the person presiding at that General Meeting at its beginning:

- (a) a declaration by the person presiding at that General Meeting that a resolution has been
  - (i) carried; or
  - (ii) carried unanimously; or
  - (iii) carried by a particular majority; or
  - (iv) lost; and
- (b) an entry to that effect in the minute book of ECLC is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

## **21. Proxies**

21.1 No proxies are allowed under these Rules.

## **22. Board**

22.1 The affairs of ECLC shall be managed by the Board.

22.2 The Board:

- (a) shall control and manage the business and affairs of ECLC; and
- (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by ECLC other than those powers and functions that are required by these Rules to be exercised by General Meetings;
- (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of ECLC; and
- (d) may delegate any of their powers to the Chief Executive Officer or other person/s as appear to the Board to be essential for the proper management of the business and affairs of ECLC.

22.3 The Board consists of:

- (a) up to six Board Members who must be members and who will be elected at the Annual General Meeting;
- (b) a maximum of three other persons, who do not need to be members, appointed by the Board; and
- (c) as ex-officio member, the Chief Executive Officer of ECLC

22.4 The Board will have no less than two and no more than four lawyers.

### **23. Election of Board Members**

23.1 Nominations of candidates as Board Members must be:

- (a) made in writing, signed by two members and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
- (b) delivered to the Secretary no less than 14 days before the date fixed for the holding of the Annual General Meeting.

23.2 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are deemed to be elected and further nominations may be received at the Annual General Meeting.

23.3 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are deemed to be elected.

23.4 If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.

23.5 The ballot for the election of Board Members must be conducted at the Annual General Meeting in such manner as the Board may direct.

23.6 Subject to these Rules, a Board Member who is elected at any Annual General Meeting will hold office for two years and be eligible for re-election.

### **24. Appointment of Board Members**

24.1 Board Members appointed by the Board pursuant to rule 22.3(b) will hold office until the earlier of:

- (a) the end of two years in office; or
- (b) the Board appointing someone else, or deciding not to fill this position.

24.2 For the avoidance of doubt, the Board may re-appoint or remove Board Members appointed pursuant to rule 22.3(b).

### **25. Officers**

25.1 The Officers are appointed by the Board from among the Board Members.

25.2 The Officers are:

- (a) a Chairperson;
- (b) a Deputy Chairperson;

(c) a Treasurer; and

(d) a Secretary.

25.3 Each Officer holds office until the next Annual General Meeting after the date of their appointment.

## **26. Casual vacancies**

26.1 The office of a Board Member becomes vacant if the Board Member:

(a) ceases to be a member;

(b) becomes insolvent under administration within the meaning of the *Corporations Act 2001* (Cth);

(c) resigns from office by notice in writing given to the Secretary;

(d) fails to attend three (3) consecutive Board meetings without having been granted a leave of absence; or

(e) fails to attend three (3) consecutive Board meetings during a single term without apology.

26.2 In the event of a casual vacancy in the office of the Secretary, the Board must appoint a Board Member as Secretary within 14 days after the office became vacant.

26.3 In the event of a casual vacancy of any office other than the Secretary, the Board may appoint a Board Member to that vacant office.

26.4 In the event of a casual vacancy in the office of a Board Member, the Board may appoint a Member to fill the vacancy and the Member appointed shall hold office, subject to these Rules, until the conclusion of the next Annual General Meeting following the date of the appointment.

## **27. Meetings of the Board**

27.1 The Board must meet at least three times in each year at such place and such times as the Board may determine.

27.2 For the purpose of Rule 27.1, a meeting of the Board includes a meeting held in accordance with Rule 27.5.

27.3 Meetings of the Board may be convened by the Chairperson or by any four (4) Board Members.

27.4 A Board meeting may be held:

(a) in person;



- (b) by telephone;
- (c) by audio visual linkup; or
- (d) using any technology consented to by all the Board Members before or during the relevant meeting.

27.5 A meeting held in accordance with rule 27.4(b)-27.4(d) is to be taken to be held at the place determined by the chairperson of the meeting of the Board provided that at least one of the members of the Board involved was at that place for the duration of the meeting.

27.6 If the Board Members (other than any Board Member who disqualifies himself or herself from considering the act, matter, thing or resolution in question) assent to a document containing a statement to the effect that an act, matter or thing has been done or resolution has been passed, that act, matter, thing or resolution is to be taken as having been done at or passed by a meeting of the Board.

## **28. Notice of Board Meetings**

28.1 Notice of each Board meeting must be given to each Board Member at least seven days before the date of the meeting.

## **29. Quorum for Board Meetings**

29.1 A quorum for the conduct of the business of a meeting of the Board shall be 51% of the Board Members.

29.2 No business may be conducted unless a quorum is present.

29.3 If within half an hour of the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and the same time and day in the following week.

29.4 The Board may act notwithstanding any vacancy on the Board.

## **30. Presiding at Board Meetings**

30.1 At meetings of the Board:

- (a) the Chairperson or, in the Chairperson's absence, the Deputy Chairperson presides; or
- (b) if the Chairperson and the Deputy Chairperson are absent, or are unable to preside, the Members present must choose one of their number to preside.

## **31. Voting at Board Meetings**

31.1 Questions arising at a meeting of the Board are determined on a show of hands or, in the case of a board meeting being held in accordance with rule 27.4(b) - 27.4(d), in a

manner determined by the person presiding at the meeting in the beginning of that meeting. If a Board Member requests, a vote is made by a poll taken in such manner as the person presiding at that meeting may determine.

- 31.2 Unless otherwise required by these Rules, the Act or the Regulations a resolution before the Board is carried by a simple majority of votes.

## **32. Removal of Board Member**

- 32.1 The General Meeting may, by resolution, remove any Board Member before the expiration of the Board Member's term of office and appoint another member in their place to hold office until the expiration of the term of the first-mentioned Board Member.
- 32.2 A Board Member who is the subject of a proposed resolution referred to in Rule 32.1 may make representations in writing to the Secretary or Chairperson (not exceeding a reasonable length) and may request that the representations be provided to the members.
- 32.3 The Secretary or the Chairperson may give a copy of the representations to each member or, if they are not so given, the member may require that they be read out at the meeting.

## **33. Minutes of Meetings**

- 33.1 The Secretary must keep minutes of the resolutions and proceedings of each General Meeting and each Board meeting, together with a record of the names of persons present at Board meetings.
- 33.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 33.3 In addition, the minutes of each Annual General Meeting must include:
- (a) the names of the members attending the meeting;
  - (b) the certificate signed by two Board Members certifying that the financial statements give a true and fair view of the financial position and performance of ECLC; and
  - (c) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

## **34. Service and form of documents**

- 34.1 A reference to a document includes:
- (a) a notice;
  - (b) a membership application;

- (c) a nomination;
- (d) any other statement, petition, request or communication to be addressed to ECLC, the Board, the Secretary or a Member in general under these Rules.

34.2 ECLC or the Secretary may give a document to a member:

- (a) by sending it to the member by any electronic means, including a fax number, electronic address or other (if any) nominated by the Member;
- (b) by sending it by post to the address of the Member in the Register of Members or the alternative address (if any) nominated by that Member; or
- (c) in person.

34.3 If the address of a Member in the Register of Members is not within Australia, ECLC or the Secretary must send all documents to that Member by airmail, air courier, by fax, or by other electronic means nominated by the Member.

34.4 A Member may give a document to ECLC or the Secretary:

- (a) by leaving it at the Registered Office;
- (b) by sending it by post to the Registered Office;
- (c) by sending it to the fax number (if any) nominated by ECLC to the Registered Office;
- (d) by sending it to the electronic address (if any) nominated by ECLC for that purpose; or
- (e) by any other electronic means.

34.5 A document sent by post to an address within Australia is taken to be given:

- (a) in the case of a notice of meeting, one Business Day after it is posted; or
- (b) in any other case, at the time at which the document would be delivered in the ordinary course of post.

34.6 A document sent by post or airmail to an address outside Australia is taken to be given:

- (a) in the case of a notice of meeting, five Business days after it is posted; or
- (b) in any other case, at the time at which the document would be delivered in the ordinary course of post.

34.7 A document sent by air courier to a place outside Australia is taken to be given five Business days after delivery to the air courier.

- 34.8 A document sent by fax or to an electronic address, or by other electronic means, is taken to be given on the Business Day it is sent, provided that the sender's transmission report shows that the whole document was sent to the correct fax number or electronic address.

## **35. Signatures**

Where, by a provision of these Rules, a document is required to be signed, that requirement may be satisfied by electronic transmission or in any other manner approved by the Board.

## **36. Funds**

- 36.1 The Treasurer must ensure that:
- (a) all monies due to ECLC are received and all payments authorised by ECLC made; and
  - (b) correct accounts and books showing the financial affairs of ECLC are kept with full details of all receipts and expenditure connected with the activities of ECLC.
- 36.2 The Board may decide how payments are made, including how cheques, documents, promissory notes, banker's drafts, bills of exchange electronic funds transfers or other negotiable instruments must be signed, drawn, accepted, endorsed or otherwise executed, as applicable, by or on behalf of ECLC.
- 36.3 The Treasurer will cause an audited financial statement to be submitted to the Annual General Meeting.
- 36.4 The funds of ECLC shall be derived from grants through Governments, Legal Aid Organisations, Local Councils, subscriptions, donations, entry fees and any such other sources as the Board determines.
- 36.5 The assets and income of ECLC shall be applied solely in the furtherance of its objects and no portion is distributed directly or indirectly to its members, except as bona fide compensation for services rendered or expenses incurred on behalf of ECLC.
- 36.6 A qualified auditor will be appointed by the Board to audit all accounts of ECLC and report to the Annual General Meeting following the end of each financial year. The auditor so appointed shall be in accordance with the Act.

## **37. Seal**

- 37.1 The common seal of ECLC must be kept at the Registered Office and in the control of the Secretary.
- 37.2 The common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures of two Board Members.

## **38. Winding Up**

- 38.1 ECLC may be dissolved by Special Resolution at a General Meeting.
- 38.2 By derogation from rule 14.2(b), a notice, specifying the proposed resolution, must be sent to the members at least (28) days before the date that the General Meeting is fixed to be held.
- 38.3 Non receipt of the said notice does not invalidate any such resolution.
- 38.4 If upon winding up or the cancellation of ECLC there remains after satisfaction of the debts and liabilities, any remaining assets:
- (a) must not be distributed to members or former members of the ECLC; and
  - (b) subject to any other requirements of Australian laws and any Australian court order, must be transferred to another organisation or other organisations with similar purposes of ECLC:
    - (i) which is/are charitable at law;
    - (ii) who are also tax deductible under the relevant and applicable tax provisions; and
    - (iii) which is not carried on for the profit or gain of its members.
- 38.5 If ECLC is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with a similar purpose, which is charitable at law, is not carried on for the profit or gain of its members, and to which income tax deductible gifts can be made:
- (a) gifts of money or property for the principal purpose of the organisation
  - (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation
  - (c) money received by the organisation because of such gifts and contributions.

## **39. Custody and Inspection of Books and Records**

- 39.1 Except as otherwise provided in these Rules, the Secretary must ensure that all minute books, documents and securities of ECLC are kept safely at the Registered Office.
- 39.2 All accounts, books, securities and any other Relevant Documents of ECLC must be available for inspection free of charge by any member by arrangement.
- 39.3 A member may make a copy of any accounts, books, securities and any other Relevant Documents of ECLC, by arrangement.