Coooee Book RoundUp Governing Document

ABN: 34939330059 TFN: 443 650 895

Cooee Book RoundUp (CBR) is a Not-for-Profit unincorporated entity formed solely for charitable purposes. CBR's purpose is to deliver donated books to school students in remote NSW Aboriginal communities to help bridge the Indigenous literacy gap.

Charitable Purpose:

Advancing Education:

Coooee Book RoundUp is established to be a charity whose purpose is to advance education by delivering quality books to students in remote NSW Aboriginal communities to help bridge the Indigenous literacy gap.

Advancing Culture:

Coooee Book RoundUp is established to be a charity whose purpose is to advance the culture of Aboriginal people by providing culturally appropriate reading material to students to promote and celebrate the richness of Aboriginal culture, their histories, languages, experiences and perspectives. It is our hope that our work in this area will help build awareness of the significant disadvantage experienced by First Nations students. We aim to highlight educational inequality between Aboriginal and non-Indigenous people in Australia, and how this further impacts life opportunities, health and life expectancy.

Association Rules for Coooee Book RoundUp

1. Definitions

1.1 In these rules, words and phrases have the meaning set out below:

ACNC means the Australian Charities and Not-for-profits Commission.

ACNC Act means Australian Charities and Not-for-profits Commission Act 2012 (Cth) as amended from time to time.

AGM means annual general meeting.

association means the unincorporated association described in rule 2.

committee and committee member(s) means the association's committee of management and the members of the committee of management respectively (see rule 12.2).

general meeting means the meetings of members of the association as described in rule 15, consisting of AGMs and special general meetings.

purposes means the charitable purposes of the association as described in rule 4.1.

registered charities means charities registered with the ACNC.

special resolution means a resolution of members:

- of which at least 21 days' notice of the meeting at which it will be considered has been given to members, and
- that is passed at a general meeting by 75% or more of the members voting (who are eligible to vote), voting in favour of it.

2. Preliminary

Legal name: Coooee Book RoundUp

Legal structure: Not-for-Profit unincorporated entity

Intent: Coooee Book RoundUp is intended to be charitable and the rules outline herein are intended to be binding on its members.

State or territory where located: NSW

2.1 Coooee Book is established to be, and continue as, a charity.

2.2 These rules are intended to be binding on members of the association and enforceable by courts in New South Wales.

3. Alteration of rules

3.1 Subject to rule 3.2 below, these rules may be changed, added to, or replaced by special resolution of the association's members at a general meeting. This includes a change to the association's name.

3.2 The members must not pass a special resolution that amends these rules if passing it causes the association to no longer be a charity.

4. Charitable purposes and not-for-profit status

4.1 The association will pursue the following charitable purposes: to deliver donated books to school students in remote NSW Aboriginal communities to help bridge the indigenous literacy gap.

4.2 The association may do all things that help it to achieve these purposes, in accordance with these rules.

4.3 The association and its committee may only do things and use the income and assets of the association (including those held on trust for the association or its purposes) for the purposes.

4.4 The association must operate consistently with legal requirements for registered charities.

4.5 The association must not distribute any income or assets, directly or indirectly, to its members.

4.6 Rule 4.5 does not stop the association from doing the following things, provided they are done in good faith (fairly and honestly):

i. paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the association, or
ii. making a payment or providing a benefit to a member in carrying out the association's charitable purpose(s).

Indemnity

4.7 To the extent possible under law, members (including committee members) are entitled to be indemnified out of the assets held for the association for any debts or liabilities incurred personally by a member when acting on behalf of the association, so long as the member was:

i. authorised by the association to take that action, and
ii. acting in good faith (fairly and honestly) and in the best interests of the association.

4.8 This indemnity is a continuing obligation and is enforceable by a person even if that person is no longer a member of the association. This indemnity only applies to the extent that the person is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).

4.9 To the extent permitted by law, and if the committee considers it appropriate, the association may pay or agree to pay a premium for a contract insuring a person who is or has been a member of the association (including a committee member) against any liability incurred by that person as a member of the association (including as a committee member).

5. Funds and assets

5.1 The committee must establish policies about the holding and management of funds and assets on behalf of the association or its purposes, and that set out who oversees these funds and assets and who can make decisions about them.

5.2 The association must satisfy any obligations that apply to the use of assets over which a trust exists.

5.3 The association can receive funding from:

i. joining and annual membership fees
ii. donations
iii. grants
iv. fundraising
v. interest, and
vi. any other lawful sources approved by the committee that are consistent with furthering the association's purposes.

6. Financial year

6.1 The financial year of the association is from 1 July to 30 June, unless the committee passes a resolution to change the financial year.

7. Record-keeping

7.1 The association must make and keep written financial records that:

i. correctly record and explain the association's transactions and financial position and performance, and

ii. enable true and fair financial statements to be prepared and to be audited.

7.2 The association must also keep written records that correctly record its operations, and be able to produce these records if required by law.

7.3 The association must retain its records for at least seven years, or as otherwise required by the ACNC Act or any other laws that may apply (for example, taxation law).

7.4 The committee members must take reasonable steps to ensure that the association's records are kept safe.

8. Contracts

8.1 As an unincorporated association, the association cannot enter into contracts in its own name but only in the collective names of three or more individuals appointed by the committee.

8.2 The individuals who enter into the contract under the previous rule may elect to re-execute a contract if one or more of the individuals is no longer a member of the association, in which case the committee shall point one or more individuals in their place.

9. Membership

9.1 Anyone who supports the purposes and agrees to be bound by these rules can apply to join the association as a member.

9.2 The committee decides the process for receiving and approving or rejecting membership applications.

9.3 After the committee has approved or rejected a membership application, the committee must write to the applicant as soon as possible to tell them whether their application was approved or rejected. If an application is rejected, the association does not have to give reasons.

9.4 The committee can propose to set or change joining fees and membership fees for members. Joining and membership fee proposals must be approved by a majority of members voting at a general meeting.

9.5 Members must pay any membership fee and any unpaid joining fee within one month of being asked. If a member does not pay in time, their membership may be suspended by the committee. If the member does not pay all amounts owing within six months of their membership being suspended, their membership may be cancelled by the committee.

9.6 When membership is suspended, a member cannot exercise their members' rights such as voting at a general meeting.

9.7 A person immediately stops being a member if:

i. their membership is cancelled under these rules

ii. they resign by writing to the committee; or

iii. they die.

9.8 If a member resigns, the association is not required to refund any joining and membership fees already paid.

10. Register of members

10.1 The association must maintain a register of members.

10.2 Members' names and contact details (an email address is sufficient instead of other contact details, if the committee approve this) must be entered in the register of members when membership is approved. A person becomes a member when their name is entered on the register.

10.3 The committee must record the date that a person stops being a member of the association in the register of members as soon as possible after the person stops being a member.

10.4 If a member requests that access to their details on the register of members be restricted, the committee may decide whether access will be restricted and will notify the member of this.

11. Members' access to documents

11.1 A member may make reasonable requests to inspect (at a reasonable time) the:

i. rules of the association
ii. general meeting minutes, and
iii. register of members.

11.2 A member may make reasonable requests for copies of the documents requested under rule 11.1. The association can charge a reasonable fee for providing copies.

11.3 Members may only use information that is accessed in accordance with rules 11.1 or 11.2 for lawful and proper purposes related to the association.

11.4 Subject to rule 11.5, the association must provide access to documents or copies requested under rules 11.1 and 11.2 within a reasonable time.

11.5 The association can refuse to provide access or copies, or provide only limited access, if the documents contain confidential, personal, employment, commercial or legal matters, or if granting the request would breach a law or could cause damage or harm to the association, or if the request is otherwise unreasonable.

11.6 Members cannot inspect or get copies of committee meeting minutes or parts of the minutes, unless the committee specifically allows it.

12. The committee

12.1 The association is governed by the committee that is made up of committee members. The role of the committee is to ensure that the association is responsibly managed and pursues its purposes.

12.2 The committee can exercise all powers and functions of the association (consistently with these rules, relevant Australian laws and requirements for registered charities), except for powers and functions that the members are required to exercise at a general meeting (under these rules, relevant Australian laws or requirements for registered charities).

12.3 The committee can delegate any of its powers and functions to a committee member, a sub-committee, a staff member or a member, other than the power of delegation or a duty that applies to the committee or particular committee member under Australian laws.

12.4 Committee members are elected by a ballot of members of the association at a general meeting.

12.5 The committee is made up of a minimum of three committee members.

12.6 At the first committee meeting after each AGM, the committee must appoint a committee member as Chair.

12.7 The committee may appoint and remove committee members to and from any positions (such as Chair, President, Deputy President, Treasurer and Secretary) and decide their responsibilities in those roles.

12.8 Each committee member finishes their time on the committee at the end of the next AGM after they were appointed, but they can be elected again.

12.9 A member can nominate to be on the committee by writing to the committee or at a general meeting where an election for the committee is held. Another member must support their nomination.

12.10 To be eligible to be a committee member, a person:

i. must not be ineligible to be a responsible person under the ACNC Act
ii. must be nominated under rule 12.9
iii. must give the association their signed consent to act as a committee member of the association, and
iv. must be a member of the association at the time of their nomination, appointment, and for the duration of their time on the committee.

12.11 If the number of eligible applicants nominated to be committee members is equal to the number of committee members required, the chair may declare the positions filled without holding a ballot.

12.12 A committee member stops being on the committee if they:

i. resign, by writing to the committee
ii. stop being a member of the association
iii. are removed by a resolution of members of the association

iv. are absent without the consent of the committee from all meetings of the committee held during a period of six months
v. become ineligible to be a responsible entity (committee member) under the ACNC Act, or
vi. die.

12.13 If a committee member stops being on the committee before the next AGM, the committee can temporarily appoint a member of the association to fill the vacancy on the committee until the next AGM.

13. Duties of the committee

13.1 Among its other responsibilities, the committee is responsible for making sure that:
i. accurate minutes of general meetings and committee meetings are made and kept
ii. other records are kept in accordance with rules 7.1 to 7.4, and
iii. documents of the association are made available to members in accordance with rules 11.1 to 11.6.

13.2 Committee members must:
i. comply with their legal duties under Australian laws and ensure that the association complies with its duties under Australian laws, and
ii. meet the requirements for responsible entities (committee members) of registered charities and comply with the duties described in governance standard 5 of the regulations made under the ACNC Act which are:
a. to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a committee member of the association
b. to act in good faith (fairly and honestly) in the best interests of the association and to further the charitable purpose(s) of the association set out in rule 4,
c. not to misuse their position as a committee member
d. not to misuse information they gain in their role as a committee member
e. to disclose any perceived or actual material conflicts of interest
f. to ensure that the financial affairs of the association are managed responsibly, and
g. not to allow the association to operate while it is insolvent.

13.3 For clarity, rule 13.2(ii) is intended to require compliance with the ACNC governance standards as amended or modified from time to time.

14. Committee meetings

14.1 A committee member can call a meeting by giving seven days' notice of a meeting to committee members unless the meeting is an urgent meeting (in which case reasonable notice must be given).
14.2 The committee can decide how often it meets, and the way in which it meets, including by allowing committee members to attend through technology, so long as it allows everyone to communicate.
14.3 The Chair will chair committee meetings. If the Chair does not attend, the committee members can choose who will chair that meeting.
14.4 A resolution is passed if more than half of the committee members voting at the committee meeting vote in favour of the resolution.
14.5 A majority (more than half) of committee members must be present (either in person or through the use of technology) for the meeting to be validly held (this is the quorum for committee meetings).
14.6 The committee can allow circular resolutions. To pass a circular resolution, each committee member must agree to it in writing, including by email or other electronic communication, and it is passed once the last committee member has agreed to it.

15. General meetings of members

15.1 General meetings of members can be called by the committee. The committee must call a general meeting if requested by a group of members making up at least 10% of members who are entitled to vote at general meetings. The members must state in the request any resolution to be proposed at the meeting.
15.2 If the committee does not call and hold a meeting where requested to do so under rule 15.1 within

two months of the request, 50% or more of the members who made the request may call and arrange to hold a general meeting. The meeting must be held within three months from the time the request was made and as far as possible, should follow the procedures for calling general meetings set out in these rules. The members are entitled to claim any reasonable expenses that they incur in calling the meeting from the assets of the association.

15.3 At least 10% of the members that are entitled to vote at the meeting must be present at a general meeting (either in person or through technology that allows for clear and simultaneous (interactive) communication of all meeting participants, for the meeting to be held (this is the quorum for general meetings).

15.4 Written notice of general meetings must be provided to all members (and the association's auditor or reviewer, if one is appointed) at least 21 days before the meeting. Notice to members must be sent to the members' contact addresses listed on the register of members.

15.5 Any notice of general meetings must include the meeting details (including whether the meeting is to be held in two or more places and the technology that will be used to facilitate this), proposed issues to be discussed and resolutions to be moved at that meeting.

15.6 The association must hold its first AGM within 18 months of being formed. After that the association must hold an AGM at least once in every calendar year, at which it provides reports to members about the financial position and activities of the association.

15.7 The ordinary business of the AGM is to confirm the minutes of the previous AGM, receive reports and statements on the previous financial year, and elect committee members. The notice of the AGM must include any special business or resolutions to be considered.

15.8 A group of at least 10% of members who are eligible to vote at a general meeting can propose resolutions to be voted on at a general meeting by writing to the committee advising them of the proposed resolutions, so long as requirements to notify members of the resolutions prior to the general meeting can be met (which will depend on the type of resolution proposed).

15.9 Any resolution proposed under rule 15.8 must be considered at the next general meeting held no more than two months after the date the committee is notified of the request to present a resolution to members. This rule does not limit any other right that a member has to propose a resolution at a general meeting.

15.10 The Chair (see rule 12.6 and 12.7) will chair general meetings. If the Chair does not attend, the members at the meeting can choose another committee member to be the chair for that meeting. The Chair is responsible for the conduct of the general meeting, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the auditor or reviewer (if any)).

15.11 Each member has one vote.

15.12 A resolution (other than a special resolution) is passed if more than half of the members present at a general meeting vote in favour of the resolution.

15.13 Votes may be held by a show of hands or written ballot, or another method that the chair decides is fair and reasonable in the circumstances. If a vote is held initially by show of hands, any member can request a vote be held again by written ballot. If a vote of the members is tied, the chair of the meeting does not have an additional, deciding vote and shall declare that the motion has failed.

15.14 The chair can adjourn the meeting if there are not enough members at the meeting (a quorum – see rule 15.3) within 30 minutes of the meeting start time, or if there is not enough time at a meeting to consider all business. A new notice must be sent to members for the adjourned meeting (but does not have to comply with time for notice requirements, unless the adjourned meeting is more than 21 days after the original meeting date). Only unfinished business may be dealt with at a resumed meeting. The chair must adjourn the meeting if a majority of members entitled to vote at the meeting direct the chair to do so.

15.15 On a show of hands, the chair's decision is conclusive evidence of the result of the vote.

15.16 The chair and the meeting minutes do not need to state the number or proportion of the votes in favour or against on a show of hands.

Dispute resolution process

15.1 If there is a dispute between a member or committee member and:

i. one or more members, and
ii. one or more committee members

the parties involved must first attempt to resolve the dispute between themselves within a period of at least 14 days from the date the dispute is known to all parties involved.

15.2 If the dispute cannot be resolved between the people involved, the committee must be notified, and a dispute resolution process must be put in place by the committee. The committee may develop a policy regarding dispute resolution.

15.3 A dispute resolution process must allow each party a reasonable opportunity to be heard and/or submit arguments in writing, and should first attempt to resolve the dispute by the parties reaching agreement. If agreement cannot be reached, the committee may appoint an unbiased person to decide the outcome of the dispute. The unbiased person may be a member, non-member or professional mediator who is not connected with the dispute or the people involved in it.

16. Winding up

16.1 The association can be wound up by its members if the members pass a special resolution to wind up the association at a general meeting.

16.2 If the association is wound up, after it has paid all debts and other liabilities (including the costs of winding up), any remaining assets:

i. must not be distributed to the members or former members of the association, and
ii. subject to the requirements of Australian laws and any Australian court order, must be distributed to another organisation or other organisations, with similar purposes, which is/are charitable at law, and which is/are not carried on for the profit or personal gain of members.

16.3 In making distributions upon winding up, the association must satisfy any obligations that apply to assets over which a trust exists.

Deductible Gift Recipient revocation

16.4 If the organisation 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 similar objects, which is charitable at law, to which income tax deductible gifts can be made:

i. gifts of money or property for the principal purpose of the organisation
ii. contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation
iii. money received by the organisation because of such gifts and contributions.