

# MARION CONSTITUTION

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## PART 1: PRELIMINARY

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### 1. Name of the Organisation

- 1.1. The legal name of the organisation is ACT Writers Centre INC. The trading name of the organisation is MARION Inc. The trading name is used throughout the constitution.

### 2. Type of Organisation

- 2.1. The organisation is a not-for-profit incorporated association which is established to be and continues as a charitable cultural organisation.

### 3. Definitions

- 3.1. In these rules:

Note: A definition applies except so far as the contrary intention appears (see Legislation Act, s 155).

- Board means the office-bearers and ordinary board members of MARION.
- Chief Executive Officer means an employee of MARION, appointed by the Board, who holds the position of Chief Executive Officer.
- financial year means the year ending on 31 December.
- member means a member of MARION .
- ordinary board member means a member of the board who is not an office-bearer of the organisation as mentioned in sections 19 and 20.
- organisation means MARION
- registered charity means a charity that is registered under the ACNC Act
- secretary means the person holding office under these rules as Secretary of the organisation or, if no such person holds that office, the public officer of the organisation.
- surplus assets means any assets of the organisation that remain after paying all debts and other liabilities of the organisation, including the costs of winding up.
- the ACNC Act means the Australian Charities and Not-for-profits Commission Act 2012 (Cth)
- the Act means the Organisations Incorporation Act 1991 (ACT)
- the regulation means the Organisations Incorporation Regulation 1991 (ACT)
- written notice means notice provided via post or email

### 4. Application of Legislation Act 2001

- 4.1. The Legislation Act 2001 applies to these rules in the same way as it would if they were an instrument made under the Act.
- 4.2. While the organisation is a registered charity, the ACNC Act overrides any clauses in this constitution which are inconsistent with that Act

## PART 2 : PURPOSE AND OBJECT

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### 5. Purpose and object

- 5.1. MARION is the leading organisation of writing-based culture in the ACT and actively supports and advocates for the professional rights and interests of our writers.

MARION's object and purpose is to pursue the following charitable purposes as a cultural organisation:

- 5.1.1. curate, develop and deliver a range of accessible and inclusive opportunities and pathways for creative and career development;
- 5.1.2. be the primary source of reputable, high quality information, support and professional development for writers at all stages of their writing career;
- 5.1.3. serve as a conduit between writers and the Australian publishing industry;
- 5.1.4. develop and champion MARION and their work, and be an informed advocate for issues that affect them;
- 5.1.5. build and nurture strategic partnerships that provide opportunities and networks for MARION
- 5.1.6. function as a **leading arts organisation** of integrity and ambition, with best-practice governance principles, policies and procedures; and
- 5.1.7. sustain financial stability and accountability through clear best practices, diversified income streams and strong strategic planning.

### 6. Not-for-profit

- 6.1. The organisation must not distribute any income or assets directly or indirectly to its members except as outlined in section 41.3.
- 6.2. Section 6.1 does not stop the organisation from doing the following things, provided they are done in good faith:
- 6.2.1. 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 organisation; or
  - 6.2.2. making a payment to a member in carrying out the organisation's charitable purpose(s).

### 7. Amending the constitution

- 7.1. The members may amend this constitution by passing a special resolution.
- 7.2. While the organisation remains a registered charity, the members must not pass a special resolution that amends this constitution if passing it causes the organisation to no longer be a charity.

## PART 3 : MEMBERSHIP

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### 8. Nomination for membership

- 8.1. To nominate for membership, a person must:
  - 8.1.1. submit the membership form; and
  - 8.1.2. pay the annual membership fee as determined by the Board.
- 8.2. The annual membership fee may be waived if:
  - 8.2.1. there is unanimous agreement from the Board to provide a complimentary membership;
  - 8.2.2. the duration of the complimentary membership is defined at the time of nomination; and
  - 8.2.3. the person consents to the nomination.
- 8.3. The CEO will organize for the membership application to be processed, including making an entry into the register of members.

### 9. Register of members

- 9.1. The CEO must maintain the register of members and ensure it contains:
  - 9.1.1. each current member's name, address, other contact information provided by the member, and the date the member was entered on to the register; and
  - 9.1.2. the information outlined in section 10.1.1.1 must be kept by the CEO for a period of 3 years, even if the membership has ceased.
  - 9.1.3. Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members.
  - 9.1.4. The organisation must make the register of members available to members upon request, as outlined in section 45.

### 10. Membership entitlements not transferable

- 10.1. A right, privilege or obligation that a person has because of being a member of MARION
  - 10.1.1. cannot be transferred or transmitted to another person; and
  - 10.1.2. terminates on cessation of the person's membership.

### 11. Cessation of membership

- 11.1. A person ceases to be a member of the organisation if the person—
  - 11.1.1. dies or, for a corporation, is wound up;
  - 11.1.2. resigns from membership of the organisation;
  - 11.1.3. is expelled from the organisation; or
  - 11.1.4. fails to renew membership of the organisation.
- 11.2. A member may resign at any time by giving at least one month's notice in writing to the CEO.

## PART 3 : MEMBERSHIP

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- 11.3. If a person ceases to be a member, the CEO must make an appropriate entry in the register of members recording the date the member ceased to be a member.
- 11.4. Any unused membership fee is not refundable.

### **12. Membership fees**

- 12.1. The annual membership fee is any amount determined by a resolution of the Board.
- 12.2. The Board may determine different fees for different tiers of members.
- 12.3. The annual membership fee is payable upon application for membership and on the 12-month anniversary of the original application for each succeeding calendar year. Only financial members of MARION have voting rights at the Annual General Meeting

### **13. Members' liabilities**

- 13.1. The liability of a member to contribute towards the payment of the debts and liabilities of the organisation or the costs, charges and expenses of the winding up of the organisation is limited to the amount of (if any) unpaid by the member in relation to membership of MARION as outlined in section 12.

### **14. Disciplining of members**

- 14.1. 14.1. the Board may, by resolution, expel a member from MARION if the Board is of the opinion that a member:
  - 14.1.1. has persistently refused or neglected to comply with a provision of these rules; or
  - 14.1.2. has persistently refused or neglected to comply with MARION members code of conduct.
  - 14.1.3. has persistently and wilfully acted in a manner prejudicial to the interests or purpose of MARION
- 14.2. If the Board passes a resolution under subsection 16.1, the CEO must provide written notice to the member within 7 days:
  - 14.2.1. setting out the resolution of the Board and the grounds on which it is based;
  - 14.2.2. 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 service of the notice;
    - 14.2.2.1. stating the date, place and time of that meeting; and
    - 14.2.2.2. informing the member that the member may:
      - 14.2.2.3. attend and speak at that meeting; or
      - 14.2.2.4. submit to the Board at or before the date of that meeting written representations relating to the resolution.

## PART 3 : MEMBERSHIP

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- 14.3. Subject to the Act, section 50, at a meeting of the Board mentioned in subsection 16.2.2, the Board must:
- 14.3.1. give to the member mentioned in subsection 16.2 an opportunity to make oral representations;
  - 14.3.2. give due consideration to any written representations submitted to the Board by that member at or before the meeting; and
  - 14.3.3. by resolution decide whether to confirm or to revoke the resolution of the Board made under subsection 16.1.
- 14.4. If the Board confirms a resolution under subsection 16.3.3, the CEO must, within 7 days after that confirmation, by written notice inform the member of that confirmation and of the member's right of appeal under section 17.
- 14.5. A resolution confirmed by the Board under subsection 16.3.3 does not take effect:
- 14.5.1. until the end of the period within which the member is entitled to appeal against the resolution if the member does not exercise the right of appeal within that period; or
- 14.6. if within that period the member exercises the right of appeal—unless and until MARION confirms the resolution in accordance with section 17.

### **15. Right of appeal of disciplined member**

- 15.1. A member may call a general meeting to appeal against a resolution of the Board under section 16.3.3 by providing a written request to the CEO within 7 days after notice of the resolution has been served.
- 15.2. On receipt of a notice under subsection 17.1 the CEO must notify the Board which must call a general meeting to be held within 21 days after the date the CEO received the written request or as soon as practicable after that date.
- 15.3. Subject to the Act, section 50, at a general meeting of MARION is called under subsection 17.2:
- 15.3.1. no organisation other than the question of the appeal may be transacted;
  - 15.3.2. the Board and the member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
  - 15.3.3. the members present must vote by secret ballot on the question of whether the resolution made under section 17.1 should be confirmed or revoked.
- 15.4. If the meeting passes a special resolution in favour of the confirmation of the resolution made under section 17.1 that the resolution is confirmed.

## PART 4 : BOARD

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### **16. Powers of the Board**

- 16.1. The Board, subject to the Act, the regulation, these rules, and to any resolution passed by MARION in general meeting:
  - 16.1.1. controls and manages the affairs of MARION,
  - 16.1.2. may exercise all functions that may be exercised by MARION other than those functions that are required by these rules to be exercised by MARION in general meeting; and
  - 16.1.3. has power to perform all acts and do all things that appear to the Board to be necessary or desirable for the proper management of the affairs of MARION.

### **17. Constitution and membership**

- 17.1. The Board consists of:
  - 17.1.1. the office bearers of MARION; and
  - 17.1.2. Four ordinary board members who must be elected under section 20 or appointed as outlined in subsection 19.4.
- 17.2. The office bearers of MARION are:
  - 17.2.1. the Chair; and
  - 17.2.2. the Deputy Chair;
  - 17.2.3. the Treasurer; and
  - 17.2.4. the Secretary.
- 17.3. Each member of the Board holds office, subject to these rules, for a period of approximately two years until the conclusion of the second annual general meeting following the date of the member's election, but is eligible for re-election, except for any appointed under subsection 19.4.
- 17.4. If there are more than four vacancies to be put forward for election at a general meeting, any additional member of the Board will hold office, subject to these rules, for a period of one year until the conclusion of the annual general meeting following the date of the member's election but is eligible for re-election.
- 17.5. If there is a vacancy in the membership of the Board, the Board may appoint a member of MARION or Independent Director to fill the vacancy until the conclusion of the next annual general meeting after the date of the appointment.
- 17.6. If the number of Board members is reduced to fewer than three or is less than the number required for a quorum, the continuing directors may act for the purpose of increasing the number of directors to three (or higher if required for a quorum) or calling a general meeting, but for no other purpose.

### **18. Election of Board members**

- 18.1. A person is eligible to be nominated for election as an office-bearer or ordinary board member of MARION if they:
- 18.1.1. are endorsed by a member of the organisation;
  - 18.1.2. are nominated in accordance with subsection 20.2 or are appointed under subsection 19.5; and
  - 18.1.3. are not ineligible to serve on the Board under the Act or the ACNC Act.
- 18.2. Nominations of candidates for election as office-bearers or ordinary board members of MARION:
- 18.2.1. must be made by the candidate in writing and be accompanied by the endorsement of one financial member of MARION; and
  - 18.2.2. must be given to the Secretary of MARION not less than 7 days before the date fixed for the annual general meeting at which the election is to take place.
- 18.3. If insufficient nominations are received to fill all vacancies on the board, further nominations may be received at the annual general meeting.
- 18.4. If insufficient further nominations are received, any vacant positions remaining on the board are taken to be vacancies.
- 18.5. If the number of nominations received is equal to or less than the number of vacancies to be filled, the people nominated are taken to be elected.
- 18.6. If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.
- 18.7. The ballot for the election of office-bearers and ordinary board members must be conducted at the annual general meeting in the way the Board may direct.
- 18.8. A person is not eligible to simultaneously hold more than one position on the Board.

### **19. Secretary/Public Officer**

- 19.1. The Secretary of MARION must, as soon as practicable after being appointed as Secretary, notify MARION of their address. The Secretary is also the Public Officer within the meaning of the Organisations Incorporation Act 1991.
- 19.2. The Secretary must:
- 19.2.1. keep minutes of all elections and appointments of office bearers and ordinary board members;
  - 19.2.2. keep minutes of the names of members of the Board present at a Board meeting or a general meeting;

## PART 4 : BOARD

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- 19.2.3. keep minutes of all proceedings at Board meetings and general meetings; and
- 19.2.4. ensure that all appropriate documents are filed with the regulator.
- 19.3. Minutes of proceedings at a meeting must be approved by the Board by resolution at the next succeeding meeting.
- 19.4. Minutes of proceedings at a general meeting must be approved by resolution at the next succeeding general meeting.

### **20. Treasurer**

- 20.1. The Treasurer of the organisation shall assist the Board in overseeing the CEO of the to ensure that the CEO:
  - 20.1.1. collects and receives all amounts owing to MARION and makes all payments authorised by MARION ;
  - 20.1.2. keeps correct accounts and books showing the financial affairs of MARION with full details of all receipts and expenditure connected with the activities of MARION ; and
  - 20.1.3. develops an annual budget for MARION and reports against it at all Board meetings.

If the position of Treasurer is vacant, the Chair may establish a financial subcommittee to perform the functions outlined in subsection 20.1

### **21. Vacancies**

- 21.1. For these rules, a vacancy in the office of a member of the board happens if the member:
  - 21.1.1. dies;
  - 21.1.2. resigns the office;
  - 21.1.3. is removed from office under section 22;
  - 21.1.4. becomes bankrupt or personally insolvent;
  - 21.1.5. suffers from mental or physical incapacity;
  - 21.1.6. holds an office of profit in the organisation;
  - 21.1.7. the member is directly or indirectly interested in any contract or proposed contract with the organisation.
  - 21.1.8. is disqualified from office under the Act, section 63 (1);
  - 21.1.9. is subject to a disqualification order under the Act, section 63A; or
  - 21.1.10. is absent without the consent of the Board from all meetings of the board held during a period of four months.

### **22. Removal of Board members**

- 22.1. MARION in a general meeting may by resolution, subject to Section 50 of the Act, remove any member of the Board from the office of member of the Board before the end of the member's term of office.



## PART 4 : BOARD

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- 24.2. A function that has been delegated to a subcommittee under this section may, while the delegation remains unrevoked, be exercised by the subcommittee in accordance with the terms of the delegation.
- 24.3. A delegation under this section may be made subject to any conditions or limitations that may be specified in the instrument of delegation.
- 24.4. Despite any delegation under this section, the Board may continue to exercise any function delegated.
- 24.5. Any act or thing done or suffered by a subcommittee acting in the exercise of a delegation under this section has the same force and effect as it would have if it had been done or suffered by the Board.
- 24.6. The Board may revoke wholly or in part any delegation under this section.
- 24.7. A subcommittee may meet and adjourn as it considers appropriate.

### **25. Voting and decisions**

- 25.1. Questions arising at a meeting of the Board or of any subcommittee appointed by the Board are decided by a majority of the votes of members of the Board or subcommittee present at the meeting.
- 25.2. Except for at a general meeting, if the votes on any question are equal, the person presiding may exercise a second or casting vote.
- 25.3. The Board may pass a resolution without a meeting being held if the majority of the Board members entitled to vote on the resolution agree to the resolution in writing or via email.

### **26. Duties of Board members**

- 26.1. The Board members must comply with their duties as directors under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the ACNC Act which are:
  - 26.1.1. 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 member of the Board;
  - 26.1.2. to act in good faith in the best interests of the organisation and to further the charitable purpose(s) of the organisation set out in section 5;
  - 26.1.3. not to misuse their position as a director;
  - 26.1.4. not to misuse information they gain in their role as a director;
  - 26.1.5. to disclose any perceived or actual material conflicts of interest in the manner set out in section 29;
  - 26.1.6. to ensure that the financial affairs of the organisation are managed responsibly; and
  - 26.1.7. not to allow the organisation to operate while it is insolvent.

## PART 4 : BOARD

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### 27. Conflicts of Interest

- 27.1. A member of the Board must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered by the Board:
- 27.1.1. to the other directors; or
  - 27.1.2. if all of the directors have the same conflict of interest, to the members at the next general meeting, or at an earlier time if reasonable to do so.
- 27.2. The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.
- 27.3. Each director who has a material personal interest in a matter that is being considered by the Board must not, except as provided under section 29.4:
- 27.3.1. be present at the meeting while the matter is being discussed; or
  - 27.3.2. vote on the matter.
- 27.4. A director may still be present and vote if:
- 27.4.1. their interest arises because they are a member of the organisation, and the other members have the same interest;
  - 27.4.2. their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the organisation;
  - 27.4.3. their interest relates to a payment by the organisation under section 48, or any contract relating to an indemnity that is allowed by law
  - 27.4.4. the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter; or
  - 27.4.5. the directors who do not have a material personal interest in the matter pass a resolution that:
    - 27.4.5.1. identifies the director, the nature and extent of the director's interest in the matter and how it relates to the affairs of the organisation; and
    - 27.4.5.2. says that those directors are satisfied that the interest should not stop the director from voting or being present.

## PART 5 : GENERAL MEETINGS

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### 28. Annual general meetings—holding of

- 28.1. MARION must, at least once in each calendar year and within four months after the end of each financial year, call an annual general meeting of its members.
- 28.2. Subsection 30.1 has effect subject to the powers of the Registrar-General under the Act, section 120 in relation to extensions of time.

## PART 5 : GENERAL MEETINGS

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### **29. Annual general meetings—calling of and organisation of**

- 29.1. The annual general meeting of MARION must, subject to the Act, be called on the date and at the place and time that the Board decides.
- 29.2. If appropriate, the Board may hold the annual general meeting by using any technology (such as video or teleconferencing) that is agreed to by all of the office-bearers and ordinary board members.
- 29.3. In addition to any other organisation that may be transacted at an annual general meeting, the organisation of an annual general meeting is to:
  - 29.3.1. confirm the minutes of the last annual general meeting and of any general meeting held since that meeting;
  - 29.3.2. receive from the Board reports on the activities of MARION during the last financial year;
  - 29.3.3. appoint the Auditor, under the requirements of the Act;
  - 29.3.4. elect members of the Board, including office-bearers; and
  - 29.3.5. receive and consider the statement of accounts and the reports that are required to be submitted to members under the Act, section 73 (l).
- 29.4. An annual general meeting must be specified as such in the notice calling it in accordance with section 33 (Notice).
- 29.5. An annual general meeting must be conducted in accordance with the provisions of this part.

### **30. General meetings—calling of**

- 30.1. The Board may, whenever it considers appropriate, call a general meeting of MARION.
- 30.2. The Board must, on the requisition in writing of not less than 5% of the total number of members, call a general meeting of MARION.
- 30.3. A requisition of members for a general meeting:
  - 30.3.1. must state the purpose or purposes of the meeting;
  - 30.3.2. must be signed by the members making the requisition;
  - 30.3.3. must be lodged with the Secretary; and
  - 30.3.4. may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 30.4. If the Board fails to call a general meeting within one month after the date when a requisition of members for the meeting is lodged with the Secretary, any 1 or more of the members who made the requisition may call a general meeting to be held not later than three months after that date.
- 30.5. A general meeting called by a member or members mentioned in subsection 32.4 must be called as nearly as is practicable in the same way as general meetings are called by the Board and any member who

## PART 5: GENERAL MEETINGS

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thereby incurs expense is entitled to be reimbursed by the organisation for any reasonable expenses incurred.

- 30.6. A general meeting may use any technology (such as video or teleconferencing) that is agreed to by all that is agreed to by the Board members and, if applicable, any members who have called a general meeting as according to subsection 32.2.

### **31. Notice**

- 31.1. Except if the nature of the organisation proposed to be dealt with at a general meeting requires a special resolution of the organisation, the Secretary must provide written notice to each member of the organisation at least 14 days before the date fixed for the holding of the general meeting specifying the place, date and time of the meeting and the nature of the organisation proposed to be transacted at the meeting.
- 31.2. If the nature of the organisation proposed to be dealt with at a general meeting requires a special resolution of the organisation, the Secretary must provide written notice to each member of the organisation at least 21 days before the date fixed for the holding of the general meeting in the way provided in subsection, specifying the place, date and time of the meeting, the nature of the organisation proposed to be transacted at the meeting, and the intention to propose the special resolution.
- 31.3. No organisation other than that specified in the notice calling a general meeting may be transacted at the meeting except, for an annual general meeting.
- 31.4. A member desiring to bring any organisation before a general meeting may give written notice of that organisation to the Secretary who must include that organisation in the next notice calling a general meeting after receipt of the notice from the member.

### **32. General meetings—procedure and quorum**

- 32.1. No item of organisation may be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- 32.2. Four members present (who are entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the organisation of a general meeting.
- 32.3. If within 20 minutes after the appointed time for the start of a general meeting a quorum is not present, the meeting:
- 32.3.1. if called on the requisition of members, is dissolved; or
- 32.3.2. in any other case stands adjourned to the same day in the following week at the same time at the same place unless a different day, time or place is agreed upon by the members present.

## PART 5 : GENERAL MEETINGS

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- 32.4. If at the adjourned meeting a quorum is not present within 20 minutes after the time appointed for the start of the meeting, the members present (being not less than 4) constitute a quorum.

### **33. Presiding member**

- 33.1. The Chair, or in the absence of the Chair, the Deputy Chair, presides at each general meeting of the organisation.
- 33.2. If the Chair and the Deputy-Chair are absent from a general meeting, the members present must elect 1 of their number to preside at the meeting.
- 33.3. The presiding member of a general meeting is not eligible to vote unless their vote is required to meet a quorum or if the votes on a matter are equal and a casting vote is required.

### **34. Adjournment**

- 34.1. The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn meeting from time to time and place to place, but no organisation may be transacted at an adjourned meeting other than the organisation left unfinished at the meeting at which the adjournment took place.
- 34.2. If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the organisation stating the place, date and time of the meeting and the nature of the organisation to be transacted at the meeting.
- 34.3. Except as provided in subsections (1) and (2), notice of an adjournment of a general meeting or of the organisation to be transacted at an adjourned meeting is not required to be given.

### **35. Making of decisions**

- 35.1. A question arising at a general meeting of MARION is to be decided on a show of hands. The person presiding may declare whether, on the show of hands, a resolution has been carried or lost unless a poll is demanded. An entry to that effect in the minutes is evidence of the fact without proof of the number or proportion of the votes recorded in favour or against that resolution.
- 35.2. At a general meeting of the organisation, a poll may be demanded by the person presiding or by not less than 3 members present in person or by proxy at the meeting.

## PART 5 : GENERAL MEETINGS

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- 35.3. If the poll is demanded at a general meeting, the poll must be taken:
- 35.3.1. immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or
  - 35.3.2. 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.

### **36. Voting**

- 36.1. Subject to subsection 38.3, on any question arising at a general meeting of the organisation, a member has 1 vote only.
- 36.2. All votes must be given personally or by proxy but no member may hold more than 5 proxies.
- 36.3. If the votes on a question at a general meeting are equal, the person presiding is entitled to exercise a second or casting vote.
- 36.4. A member or proxy is not entitled to vote at any general meeting of MARION unless all money due and payable by the member or proxy to the organisation has been paid, other than the amount of the annual subscription payable for the then current year.

### **37. Appointment of proxies**

- 37.1. Each member is entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting for which the proxy is appointed.
- 37.2. The notice appointing the proxy must be in a form organised by the CEO.

### **38. Funds—source**

- 38.1. The funds of MARION must be derived from activities in line with the purpose and object of the organisation, annual membership fees, donations, grants, and, subject to any resolution passed by the organisation in general meeting and subject to the Act, section 114, any other sources that the Board decides.
- 38.2. All money received by MARION must be deposited as soon as practicable and without deduction to the credit of MARION bank account.
- 38.3. MARION must, as soon as practicable after receiving any money, issue an appropriate receipt.

## PART 6. MISCELLANEOUS

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### **39. Funds– management**

- 39.1. Subject to any resolution passed by MARION in general meeting, the funds of MARION must be used for the objects of MARION in the way that the Board decides.
- 39.2. All payments made by MARION, including electronic transfers, cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be authorised by any 2 members of the Board or employees of MARION authorised to do so by the Board.
- 39.2.1. This includes authorised bookkeepers.
- 39.3 The assets and income of MARION shall be applied solely in furtherance of its objects, and no portion shall be distributed to the members of the organisation except as compensation for services rendered or expenses incurred on behalf of the organisation.
- 39.4 No portion of the assets and income of MARION shall be distributed to the members of the Board for acting as a director or for any other purpose except, if the portion has been approved by the Board, for:
- 39.4.1. work they do for the organisation, other than as a member of the Board, if the amount is no more than a reasonable fee for the work done; or
- 39.4.2. reimburse a director for expenses properly incurred in connection with the affairs of the organisation.

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

- 40.1. Neither the objects of the organisation mentioned in the Act, section 29 nor these rules may be altered except in accordance with the Act.

### **41. Common seal**

- 41.1. Any common seal of the organisation must be kept in the custody of the Secretary.
- 41.2. Any common seal must not be attached to any instrument except by the authority of the Board and the attaching of the common seal must be attested by signatures either of 2 members of the Board or of 1 member of the Board and of the Secretary.

### **42. Custody of books**

- 42.1. Subject to the Act, the regulation and these rules, the CEO must keep in their custody or under their control all records, books, and other documents relating to the organisation.

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### **43. Inspection of books**

- 43.1. The records, books, register of members and other documents of the organisation must be open to inspection at a place in the ACT, free of charge and as soon as is practicable, by a member of the organisation upon written request to the CEO.

### **44. Service of notice**

- 44.1. For these rules, the organisation may serve a notice on a member by sending it by post or via email to the member at the member's address shown in the register of members.

### **45. Surplus property**

- 45.1. If the organisation is wound up, any surplus assets must not be distributed to a member or a former member of the organisation, unless that member or former member is a charity described in clause 47.2
- 45.2. Subject to the Corporations Act and any other applicable Act, and any court order, any surplus assets that remain after the organisation is wound up must be distributed to one or more charities:
- 45.2.1. with charitable purpose(s) similar to, or inclusive of, the purpose(s) in section 5;
  - 45.2.2. with Deductible Gift Recipient status; and
  - 45.2.3. which also prohibit the distribution of any surplus assets to its members to at least the same extent as the organisation.
- 45.3. The decision as to the charity or charities to be given the surplus assets must be made by a special resolution of members at or before the time of winding up. If the members do not make this decision, the organisation may apply to the Supreme Court to make this decision.

### **46. Indemnity, insurance and access**

- 46.1. MARION indemnifies each Board member out of the assets of the organisation, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as a Board member of the organisation.
- 46.2. In this clause, 'Board member' means office bearer and ordinary Board member and includes after they have ceased to hold that office.
- 46.3. In this clause, 'to the relevant extent'
- 46.3.1. to the extent that the organisation is not precluded by law from doing so;



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- 46.4. for the amount that the Board member is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 46.5. The indemnity is a continuing obligation and is enforceable by an Board member even though that person is no longer a Board member of the organisation.
- 46.6. To the extent permitted by law, and if the directors consider it appropriate, the organisation may pay or agree to pay a premium for a contract insuring a who is or has been a Board member of the organisation against any liability incurred by the person as a Board member of the organisation.
- 46.7. A Board member has a right of access to the financial records of the organisation at all reasonable.
- 46.8. If the Board members agree, the organisation must give a Board member or former Board member access to:
  - 46.8.1. certain documents, including documents provided for or available to the Board members;
  - 46.8.2. any other documents referred to in those documents.