

ISLAMIC SCHOOLS ASSOCIATION OF AUSTRALIA INC

ISAA

بِسْمِ اللَّهِ الرَّحْمَنِ الرَّحِيمِ

BISMILLAH AL RAHMAN AL RAHIM

RULES

In the name of Allah, Most Gracious, Most Merciful

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RULES

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ISLAMIC SCHOOLS ASSOCIATION OF AUSTRALIA INC

RULES

بِسْمِ اللَّهِ الرَّحْمَنِ الرَّحِيمِ

PRELIMINARY

1. NAME

The name of the Incorporated Association is ISLAMIC SCHOOLS ASSOCIATION OF AUSTRALIA INC. (in these Rules called the **Association**).

2. DEFINITIONS AND INTERPRETATION

(1) In these Rules, unless the contrary intention appears:–

ACIES means The Australian Council for Islamic Education in Schools Inc, being an association incorporated in the State of Western Australia and having a registration number of A1007980Z.

Act means the *Associations Incorporation Act 1981*.

Annual General Meeting means the General Meeting held in each year in accordance with Section 30 of the Act.

Business Day means any day other than a Saturday, Sunday, bank holiday or public holiday in Victoria.

Management Council means the governing body of the Association.

Councillor means a person who has been elected or appointed to the Management Council.

Financial Year means the year ending on 30th June.

General Meeting means a meeting of Members convened in accordance with Rule 31.

Member means a member of any membership class of the Association.

Muslim School means any school that subscribes to the Muslim ethos and that regards itself as an Islamic school or has a majority of Muslim students exceeding three-quarters of the school population.

Register means the register of Members.

Regulations means the regulations under the Act.

Relevant Documents has the same meaning as in the Act.

Service Address means the address nominated by a Member for the purpose of receiving notices from the Association.

Special Annual General Meeting means the Annual General Meeting held every second year at which elections for Councillors and officers are held.

Special General Meeting means a General Meeting other than the Annual General Meeting.

Special Resolution means a resolution passed at a General Meeting:–

- (a) of which not less than twenty one (21) days notice specifying the intention to propose the resolution as a Special Resolution is given to all Members; and
 - (b) of the Members who vote in person or by proxy at the meeting, not less than three quarters vote in favour of the resolution.
- (2) In these Rules, a reference to the Secretary of an Association is a reference:–
- (a) if a person holds office under these Rules as Secretary of the Association - to that person; and
 - (b) in any other case, to the Public Officer of the Association.
- (3) Any reference in these Articles to Islamic education shall be construed as including a reference to the teaching of the Arabic language, the Islamic religion and all aspects of Islamic culture including food and dress.

OBJECTS

3. PURPOSES

The Association has been established to:–

- (1) establish a body to act as a representative body for schools with an Islamic ethos, and schools with majority Muslim student populations in Australia;
- (2) provide for the establishment of a national educational network for the improvement of the provision of education for Muslim students throughout Australia;
- (3) advocate the proper compliance with all legislation and school requirements relating to the good management of Islamic and Muslim schools in Australia, so they may operate in a professional and ethical manner;
- (4) assist the provision of high quality professional learning for administrators and teachers in schools;
- (5) liaise and co-operate with members, schools, affiliate educational institutions, educational projects and any other organisation as the Association sees fit to further the objectives of the Association;
- (6) assist the development of cohesive and effective Islamic study programs and the pedagogy to support them;
- (7) make representations, where relevant, on matters affecting Islamic identity, culture, heritage, beliefs, education, and activities;
- (8) organise regular meetings of school principals, school leaders, school governors to discuss matters of mutual interest in furtherance of these objects;

- (9) administer the activities of the Association and to set up state Management Councils to assist with co-ordination and regulation of the Association's activities, and to assist the establishment of educational institutions that serve the educational needs of the Muslim community;
- (10) assist in the implementation of courses of study, and the publication and dissemination of literature for students or teachers as may be considered necessary for the work of the Association;
- (11) provide leadership training, mentoring and support for educational leaders, administrators, governors, teachers and students within Member schools;
- (12) raise funds and to operate the finances of the Association in order to provide for, and facilitate, the activities of the Association;
- (13) provide donations, grants, bursaries, scholarships or study loans to students and teachers towards the furtherance of the Association's objects;
- (14) encourage and provide technical and professional assistance to all schools affiliated to the Association, and to assist schools which teach Islamic Studies and Muslim community languages;
- (15) provide financial, technical and professional assistance for students and teachers as may be considered beneficial for the work of the Association;
- (16) co-operate and liaise when necessary with all State, Federal and non-government authorities responsible for education in the Commonwealth of Australia, and to recommend relevant and appropriate policies as required;
- (17) assist the establishment of new educational institutions.

4. POWERS OF THE ASSOCIATION

Solely for the purpose of carrying out the aforesaid objects and not otherwise, the Association shall have power to:–

- (1) organise meetings, conferences, workshops and seminars, and to pay or assist in the payment of travelling and other allowances to enable such attendance as the Association sees fit;
- (2) employ paid staff, helpers and agents, and use for the purpose, such funds as may be necessary for the furtherance of the objects of the Association;
- (3) assist in the establishment and maintenance of centres for the research and distribution of Islamic educational resources and materials;
- (4) hold or arrange competitions and provide or contribute towards the provision of prizes, awards, scholarships, and distinctions in connection therewith, provided that no Member of the Association shall receive any prize, award or distinction of monetary value except as a competitor at any competition held or promoted by the Association;
- (5) arrange and give publicity to the cause of Muslim schools;
- (6) give publicity to the cause of Islamic education in schools;
- (7) establish and maintain contact with organisations in other countries where appropriate, which are concerned with education of Muslims;

- (8) send abroad to interested organisations, reports concerning the progress of Islamic education in Australia, where appropriate;
- (9) be represented, if considered desirable, at any conference held in Australia or abroad which deals with any aspect of education, and in connection therewith, to expend the funds of the Association;
- (10) take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient, for the purpose of procuring contributions to the funds of the Association in the shape of donations, annual subscriptions or otherwise;
- (11) make donations for charitable purposes;
- (12) act as trustee of any trust registered as a charity pursuant to the Charitable Trusts Act of the State applicable for the time being;
- (13) invest and deal with the money of the Association not immediately required in such manner as may be permitted by law for the investment of trust funds;
- (14) subscribe or become a Member of, and cooperate with, any other association or organisation, whether incorporated or not, whose objects are similar to those of the Association;
- (15) purchase, take on lease or in exchange, hire and otherwise acquire any lands, building, easement or property, real and personal, and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with, any of the objects of the Association, provided that in case the Association shall take or hold any properties which may be subject to any trust, the Association shall only deal with the same in such manner as is allowed by law having regards to such trusts;
- (16) enter into any agreements with any government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Association's objects or any of them, and to obtain from any such government or authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out exercise and comply with any such arrangements, rights, privileges and concession;
- (17) appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purpose of the Association;
- (18) construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, ground works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute, to subsidies or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- (19) borrow or raise or secure the payment of money in such manner as the Association may think fit, and to secure the same or the repayment or performance of any debt liability contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise charged upon all or any of the Association's property (both present and future), and to purchase, redeem or pay off such securities;
- (20) make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;

- (21) sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;
- (22) take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association or any money due to the Association from purchases and others;
- (23) take any gift of property whether subject to special trust or not for any one or more of objects of the Association;
- (24) publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion or its objects;
- (25) purchase or otherwise acquire and undertake all or any part of the property assets, liabilities and engagements of any one or more of the companies, institutions or associations with which the Association is authorised to amalgamate;
- (26) transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the companies, institutions or associations with which the Association is authorised to amalgamate.

MEMBERSHIP

5. ELIGIBILITY

- (1) A Muslim School shall automatically become a Member upon the incorporation of the Association if the Muslim School was a Member of the Association immediately prior to its incorporation.
- (2) A Muslim School is eligible to apply for membership if:–
 - (a) it is a day Muslim or Islamic School in Australia registered with the Commonwealth Government of Australia; and/or
 - (b) it is a paid up Member of the ACIES; and/or
 - (c) subject to these Rules, it subscribes to the Muslim ethos, regards itself as an Islamic school or has a majority of Muslim students exceeding three-quarters of its population.

6. APPLICATION FOR MEMBERSHIP

- (1) A Muslim School may apply for membership of the Association by submitting a written application for membership and having the application approved by a simple majority of the Management Council at a duly convened and constituted meeting as long as the Muslim School satisfies the provisions of Rule 5. The Management Council may request such evidence or material from an applicant to enable the Management Council to determine if the applicant meets the eligibility criteria set out in Rule 5.
- (2) An eligible Muslim School which is not a Member at the time of the incorporation of the Association (or who was a Member at that time but has ceased to be a Member) must not be admitted to membership unless:-
 - (a) the Muslim School applies for membership in accordance with Rule 6(3); and

- (b) the admission as a Member is approved by a simple majority of the Management Council.
- (3) An application of an eligible Muslim School for membership of the Association must:-
 - (a) be made in writing in the form set out in Appendix 1; and
 - (b) be lodged with the Secretary of the Association.

7. ADMISSION TO MEMBERSHIP

- (1) As soon as practicable after the receipt of an application, the Secretary must refer the application to the Management Council.
- (2) The Management Council must determine whether to approve or to reject the application.
- (3) If the Management Council 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 twenty-eight (28) days after receipt of the notification of the sum payable under these Rules as the entrance fee and the first year's annual subscription as determined by the Management Council from time to time.
- (4) The Secretary must, within twenty-eight (28) days after receipt of the amounts referred to in Rule 7(3), enter the applicant's name in the Register.
- (5) An applicant for membership becomes a Member and is entitled to exercise the rights of membership when its name is entered in the Register.
- (6) If the Management Council rejects an application, the Management Council must, as soon as practicable, notify the applicant in writing that the application has been rejected.

8. CONDITIONS OF MEMBERSHIP

- (1) A Muslim School admitted to membership of the Association must, in order to maintain its membership, ensure that each of the following conditions are met at all times:-
 - (a) must maintain its registration as a school with the Commonwealth or State Government;
 - (b) must comply with these Rules;
 - (c) must publicly subscribe to the Muslim School's Charter by displaying the Charter on its website;
 - (d) must pay membership subscription when and as due;
 - (e) must nominate a Representative.
- (2) Membership conditions may be varied from time to time by a Special Resolution.

9. RIGHTS OF MEMBERSHIP

- (1) A right, privilege or obligation of a person by reason of membership of the Association:-

- (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of membership whether by resignation or otherwise.
- (2) Each campus of a multi-campus Member is deemed to be a separate Member for the purposes of membership provided that the campuses occupy entirely separate facilities and grounds. The Management Council shall, in its absolute discretion, determine the procedure for application, the Membership Fees, representation and other similar matters in respect of those Members with more than one campus.

10. MEMBERSHIP FEES

- (1) The Management Council shall from time to time determine the amount of membership fees applicable to membership of the Association.
- (2) The entrance fee as at the date of the incorporation of the Association is the relevant amount set out in Appendix 5.
- (3) The annual subscription as at the date of the incorporation of the Association is the relevant amount set out in Appendix 5 and is payable in advance on or before 1st January in each year.
- (4) Each Member shall pay to the Treasurer the amount of the annual subscription each year by a date determined by the Management Council.
- (5) A Member which has failed to pay its membership fees when due may remain a nominal Member of the Association enjoying all the rights of membership except voting rights for up to six (6) months before membership lapses. All monies must be fully paid before full membership is reinstated.

11. SERVICE ADDRESS

- (1) The Service Address of a Member in the Register will be the address nominated by the Member for the purpose of receiving notices from the Association and may be:-
 - (a) a residential address;
 - (b) a postal address;
 - (c) a business address;
 - (d) a facsimile number;
 - (e) an email address.
- (2) The Association shall use its best endeavours to use the Service Address nominated by each Member for the purpose of delivering notices.
- (3) Each Member must notify the Secretary within fourteen (14) days of any change of name or Service Address of the Member and each such change shall be recorded in the Register.

12. REGISTER

- (1) The Secretary must keep and maintain a Register containing:-
 - (a) the name and address of each Member; and

- (b) the date on which each Member's name was entered in the Register.
- (2) The Register is available for inspection free of charge by any Member upon request.
- (3) A Member may make a copy of entries in the Register.

13. CEASING MEMBERSHIP

- (1) In addition to the circumstances in which a Member ceases membership by virtue of the Act or these Rules, the membership of a Member will cease:—
 - (a) at any time by giving notice in writing to the Secretary;
 - (b) when the Member ceases to satisfy any condition of membership and fails to rectify or redress the satisfaction of that condition of membership within a period of four (4) weeks;
 - (c) if its Representative fails to attend two (2) consecutive General Meetings without notification.
- (2) The Secretary must record in the Register the date on which the Member ceased to be a Member.

14. DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS

- (1) Subject to these Rules, if the Management Council 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 the Association, the Management Council may by resolution:—
 - (a) fine that Member an amount not exceeding \$500.00; or
 - (b) suspend that Member from membership of the Association for a specified period; or
 - (c) expel that Member from the Association.
- (2) A resolution of the Management Council under Rule 14(1) does not take effect unless:—
 - (a) at a meeting held in accordance with Rule 14(3), the Management Council confirms the resolution; and
 - (b) if the Member exercises a right of appeal to the Association under this Rule, the Association confirms the resolution in accordance with this Rule.
- (3) A meeting of the Management Council to confirm or revoke a resolution passed under Rule 14(1) must be held not earlier than fourteen (14) days, and not later than twenty eight (28) days, after notice has been given to the Member in accordance with Rule 14(4).
- (4) For the purposes of giving notice in accordance with Rule 14(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 Management Council and the grounds on which it is based; and
 - (b) stating that the Member, or its Representative, may address the Management Council at a meeting to be held not earlier than fourteen (14) days and not later than twenty eight (28) days after the notice has been given to that Member; and;

- (c) stating the date, place and time of that meeting;
 - (d) informing the Member that it may do one or both of the following:-
 - (i) attend that meeting;
 - (ii) give to the Management Council before the date of that meeting a written statement seeking the revocation of the resolution;
 - (e) informing the Member that, if at that meeting, the Management Council confirms the resolution, it may not later than forty-eight (48) hours after that meeting, give the Secretary a notice to the effect that it wishes to appeal to the Association in General Meeting against the resolution.
- (5) At a meeting of the Management Council to confirm or revoke a resolution passed under Rule 14(1), the Management Council must:-
- (a) give to the Member, or its Representative, an opportunity to be heard; and
 - (b) give due consideration to any written statement submitted by the Member; and
 - (c) determine by resolution whether to confirm or to revoke the resolution.
- (6) If at the meeting of the Management Council, the Management Council confirms the resolution, the Member may, not later than forty-eight (48) hours after that meeting, give the Secretary a notice to the effect that it wishes to appeal to the Association in General Meeting against the resolution.
- (7) If the Secretary receives a notice under Rule 14(6), he or she must notify the Management Council and the Management Council must convene a General Meeting of the Association to be held within twenty-one (21) days after the date on which the Secretary received notice.
- (8) At a General Meeting of the Association convened under Rule 14(7) -
- (a) no business other than the question of the appeal may be conducted; and;
 - (b) the Management Council may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) the Member, or its Representative, 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.
- (9) A resolution is confirmed if, at the General Meeting not less than two-thirds of the Members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

15. DISPUTES AND MEDIATION

- (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 the Association.

- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.
- (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.
- (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 Management Council; or
 - (ii) in the case of a dispute between a Member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A Member of the Association can be a mediator.
- (6) The mediator cannot be a Member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) 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.
- (9) The mediator must not determine the dispute.
- (10) 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 otherwise at law.

REPRESENTATIVES

16. ENTITLEMENT TO NOMINATE A REPRESENTATIVE

Each Member has the right to nominate one (1) natural person in accordance with the established procedures of the governing body of each Member to represent the Member and to attend and vote at General Meetings. Each natural person nominated by a Member shall be known as a Representative.

17. POWERS OF REPRESENTATIVES

Representatives shall be entitled to:-

- (1) attend and actively participate in General Meetings;

- (2) vote on those issues reserved under the Act and these Rules for Members; and
- (3) to represent the interests of their nominating Member.

18. NOMINATION OF A REPRESENTATIVE

- (1) A nomination of a Representative shall be made in writing in a form substantially similar to that appearing as Appendix 3 and delivered to the Secretary.
- (2) The Representative is to be drawn from the highest level of the Member's educational administration, being either the Principal or Assistant Principal.

19. ADMISSION OF A REPRESENTATIVE

The Secretary must, within fourteen (14) days of the receipt of the signed Form of Nomination, enter the name of the Representative in the appropriate register without the need for any determination to be made by any decision-making body of the Association in relation to the admission of the person as a Representative.

20. TENURE OF A REPRESENTATIVE

Each Representative shall be entitled to remain as a Representative for an indefinite term until the operation of Rule 21 hereof.

21. LOSS OF POSITION AS A REPRESENTATIVE

In addition to the circumstances in which the position of Representative becomes vacant by virtue of the law, the Act or these Rules, the position of Representative becomes vacant:–

- (1) one (1) month after tendering his or her notice of resignation;
- (2) immediately upon suffering a legal incapacity to remain as a Representative;
- (3) immediately upon being removed by the nominating Member; or
- (4) immediately upon expulsion of the nominating Member as a result of disciplinary action under these Rules.

22. REPLACEMENT OF REPRESENTATIVE

- (1) Where a Representative has resigned, died or otherwise has lost, or ceased to be eligible to retain, his or her position as a Representative, the Secretary shall notify the Member which nominated that Representative. Such notification shall be made within two (2) weeks of the Secretary becoming aware of the cessation.
- (2) A Member who nominated the Representative whose tenure as a Representative has ceased shall be entitled to nominate another person as a Representative. The admission of the new Representative will be dealt with in accordance with these Rules.
- (3) Each Member shall have the right to remove its Representative without the requirement to provide any reason for doing so. Notice of any removal must be made in writing on the letterhead of the Member, signed by two (2) officers of the Member and delivered to the Association.

23. OBSERVERS

Persons serving on the governing body of a Member are welcome to attend all General Meetings but shall have no entitlement to vote.

ASSOCIATE MEMBERS

24. ELIGIBILITY

A Muslim organisation or individual which subscribes to all the purposes of the Association and is active in the furtherance of these purposes may be granted Associate Membership by a simple majority of the Management Council.

25. ADMISSION

- (1) An organisation or individual may become an Associate Member by submitting a written application for membership in the form of Appendix 2 and having the application approved by the Management Council by unanimous resolution.
- (2) Membership commences and is current only while all monies owed to the Association are fully paid when due.

26. RIGHTS OF ASSOCIATE MEMBERS

Associate Members will enjoy all the rights of full membership except the right to vote at General Meetings.

27. LIMITATIONS OF ASSOCIATE MEMBERSHIP

- (1) An employee or person serving on the governing body of a Member cannot be admitted as an Associate Member.
- (2) An Associate Member must seek renewal of the Associate Membership every two (2) years in accordance with Rule 24 above.

MEETINGS OF MEMBERS

28. ANNUAL GENERAL MEETINGS

- (1) The Management Council may determine the date, time and place of the Annual General Meeting of the Association.
- (2) The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.
- (3) The ordinary business of an Annual General Meeting shall be:-
 - (a) to confirm the minutes of the previous Annual General Meeting and of any General Meeting held since that meeting; and
 - (b) to receive from the Management Council reports upon the transactions of the Association during the last preceding financial year; and

- (c) to receive and consider the statement submitted by the Association in accordance with Section 30(3) of the Act.
- (4) The ordinary business of a Special Annual General Meeting shall include those items of business listed in Rule 28(3) and to elect the officers of the Association and the Councillors.
- (5) An Annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.

29. SPECIAL GENERAL MEETINGS

- (1) In addition to the Annual General Meeting, any other General Meeting may be held in the same year.
- (2) All General Meetings other than the Annual General Meeting are Special General Meetings.
- (3) The Management Council may, whenever it thinks fit, convene a Special General Meeting of the Association.
- (4) If, but for this Rule, more than fifteen (15) months would elapse between Annual General Meetings, the Management Council must convene a Special General Meeting before the expiration of that period.
- (5) The Management Council must, on the request in writing of not less than one-quarter of the Members, convene a Special General Meeting of the Association.
- (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.
- (7) If the Management Council does not cause a Special General Meeting to be held within one (1) month after the date on which the request is sent to the address of the Secretary, the Members making the request, or any of them, may convene a Special General Meeting to be held not later than three (3) months after that date.
- (8) If a Special General Meeting is convened by Members in accordance with this Rule, it must be convened in the same manner so far as possible as a meeting convened by the Management Council and all reasonable expenses incurred in convening the Special General Meeting must be refunded by the Association to the persons incurring the expenses.

30. SPECIAL BUSINESS

All business that is conducted at a Special General Meeting and all business that is conducted at the Annual General Meeting, except for business conducted under these Rules as ordinary business of the Annual General Meeting, is deemed to be special business.

31. NOTICE OF GENERAL MEETINGS

- (1) The Secretary of the Association, at least fourteen (14) days, or if a special resolution has been proposed at least twenty-one (21) days, before the date fixed for holding a General Meeting of the Association, must cause to be sent to each Member of the Association, a notice

stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

- (2) Notice may be sent:–
 - (a) to the Service Address nominated by each Member; and/or
 - (b) by pre-paid post to the address appearing in the Register.
- (3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- (4) A Member intending to bring any business before a 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.

32. QUORUM AT GENERAL MEETINGS

- (1) No item of business may be conducted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- (2) A quorum is constituted by seven (7) Members entitled to attend and vote at a General Meeting.
- (3) For the purpose of determining whether a quorum is present, a person attending as a proxy, or Representative shall be deemed to be a Member.
- (4) If within 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 meeting must be dissolved; and
 - (b) in any other case, the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson 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.
- (5) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members personally present (being not less than four) shall be a quorum.

33. PRESIDING AT GENERAL MEETINGS

- (1) The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each General Meeting of the Association.
- (2) If the President and the Vice-President are absent from a General Meeting, or are unable to preside, the Members present must elect one (1) of their number to preside as Chairperson.

34. ADJOURNMENT OF MEETINGS

- (1) The person presiding may, with the consent of a majority of Members present at the meeting, adjourn the meeting from time to time and place to place.

- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting which was adjourned.
- (3) If a meeting is adjourned for fourteen (14) days or more, notice of the adjourned meeting must be given in accordance with Rule 31.
- (4) Except as provided in Rule 34(3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

35. VOTING AT GENERAL MEETINGS

- (1) Upon any question arising at a General Meeting of the Association, a Member has one (1) vote only. For the purposes of this Rule, where a Member is comprised of more than one campus:-
 - (a) the Member is entitled to separate representation for each campus; and
 - (b) each campus is entitled to cast one (1) vote.
- (2) All votes must be given personally or by proxy or Representative.
- (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A Member is not entitled to vote at a General Meeting unless all moneys due and payable by the Member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current year.
- (5) Where a Member is a multi-campus school, the votes of such Members may be submitted in writing by one (1) Representative of that group of Members present at the meeting, provided that the Representative has presented written voting directions from the absent campus Member(s).

36. SECRET BALLOT AT GENERAL MEETINGS

- (1) If at a meeting a secret ballot on any question is demanded by not less than three (3) Members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A secret ballot that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a secret ballot that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

37. MANNER OF DETERMINING WHETHER RESOLUTION CARRIED

If a question arising at a General Meeting is determined on a show of hands:-

- (1) a declaration by the Chairperson that a resolution has been:-
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or

- (d) lost; and
- (2) an entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

38. PROXIES

- (1) Each Member is entitled to appoint a person (not necessarily being another Member) as a proxy by notice given to the Secretary no less than twenty-four (24) hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy must be:-
 - (a) for a meeting of the Association convened under Rule 14(7), in the form set out in Appendix 3; or
 - (b) in any other case, set out in Appendix 4.

MANAGEMENT COUNCIL

39. POWERS AND FUNCTION

- (1) The affairs of the Association shall be managed by the Management Council.
- (2) The Management Council:-
 - (a) shall control and manage the business and affairs of the Association; and
 - (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by General Meetings of the members of the Association; and
 - (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Management Council to be essential for the proper management of the business and affairs of the Association.
- (3) Any rule, regulation or by-law of the Association made by the Management Council may be disallowed by the Association in General Meeting.
- (4) No resolution or regulation made by the Association in General Meeting shall invalidate any prior act of the Management Council which would have been valid if that resolution or regulation had not been passed or made.

40. COMPOSITION OF MANAGEMENT COUNCIL

Subject to Section 23 of the Act, the Management Council shall consist of:-

- (1) the officers of the Association; and
- (2) up to two (2) additional Councillors,

so that the Management Council is populated with not less than five (5) nor more than seven (7) Councillors.

41. OFFICERS

The officers of the Association shall be Councillors appointed to the offices of:-

- (1) President;
- (2) Vice-President;
- (3) Treasurer;
- (4) Secretary; and
- (5) Assistant Secretary (Membership).

42. TERM OF OFFICE

- (1) Each Councillor shall hold office for a term of four (4) years until the Annual General Meeting immediately following the expiry of the four (4) year term, but is eligible for re-election.
- (2) Officers shall not hold office for more than two (2) consecutive terms.

43. ELECTION OF FIRST COUNCILLORS

- (1) Upon the incorporation of the Association, elections shall be conducted for all offices and for those Councillors not holding office unless the Representatives determine otherwise.
- (2) The Councillors so elected will hold office until the Annual General Meeting to be held in 2012.

44. ELECTION OF OFFICERS AND COUNCILLORS

- (1) Nominations of candidates for election of officers of the Association or as Councillors must be:-
 - (a) made in writing, signed by a Member and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) delivered to the President not less than thirty (30) days before the date fixed for the holding of the Special Annual General Meeting.
- (2) A candidate may only be nominated for one (1) office, or as an Councillor, prior to the Annual General Meeting.
- (3) If insufficient nominations are received to fill all vacancies on the Management Council, the candidates nominated shall be deemed to be elected and further nominations may be received at the Special Annual General Meeting from the floor.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (5) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (6) The ballot for the election of officers and Councillors must be conducted at the Special Annual General Meeting in such manner as the Management Council may direct.

45. CASUAL VACANCIES

- (1) In the event of a casual vacancy in any office referred to in Rule 41, the Management Council may appoint a Councillor to the vacant office and the Councillor appointed may continue in office up to and including the conclusion of the next Special Annual General Meeting following the date of the appointment.
- (2) In the event of a casual vacancy occurring in the office of a Councillor, the Management Council may appoint a Member of the Association to fill the vacancy and the Member so appointed shall hold office, subject to these Rules, until the conclusion of the next Special Annual General Meeting following the date of the appointment.
- (3) The Association has power at any time and from time to time to appoint by simple majority any person as a Councillor, either to fill a casual vacancy or as an additional Councillor, but so that the total number of Councillors shall not exceed the number fixed in accordance with these Rules.
- (4) If a casual vacancy is not able to be filled, the casual vacancy shall remain vacant until the next Annual General Meeting.

46. LOSS OF OFFICE

A Councillor shall lose office if the Councillor:–

- (1) dies;
- (2) resigns from office by notice in writing given to the Secretary;
- (3) becomes bankrupt or enters into a composition or arrangement with his or her creditors;
- (4) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (5) is absent without permission of the Council from four (4) or more consecutive meetings of the Council;
- (6) holds any office of profit under the Association;
- (7) is directly or indirectly interested in any contract or proposed contract with the Association; or
- (8) if the Member who nominated the Councillor ceases to be a Member of the Association.

47. REMOVAL FROM OFFICE

- (1) The Association in General Meeting may, by ordinary resolution of which not less than twenty-one (21) days' notice has been given, remove any Councillor before the expiration of his or her period of office, and may by an ordinary resolution appoint another person in his or her stead to hold office until the expiration of the term of the removed Councillor.
- (2) A Member who is the subject of a proposed resolution referred to in Rule 47(1) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.

- (3) The Secretary or the President may give a copy of the representations to each Member of the Association or, if they are not so given, the Member may require that they be read out at the meeting.
- (4) A Member who has nominated a Councillor may at any time and from time to time by notice in writing and delivered to the registered office of the Association:–
 - (a) remove any Councillor nominated by that Member;
 - (b) nominate another person in place of the Councillor so removed;
 - (c) nominate another person in place of a Councillor who has died or otherwise vacated office.

48. PRESIDENT

The President shall be Chairperson of the meetings of the Association and the Management Council and shall be entitled to a deliberative and a casting vote.

49. SECRETARY

The Secretary shall:–

- (1) co-ordinate the correspondence of the Association;
- (2) keep full and correct minutes of the proceedings of the Association and the Management Council; and
- (3) on behalf of the Association, comply with all relevant acts and legal requirements.

50. DELEGATION OF POWER

- (1) The Management Council may by resolution constitute and appoint such sub-committees as it thinks fit and may by resolution delegate any of its powers and/or functions. The Management Council may revoke any such delegation.
- (2) Any sub-committee so formed shall conform to any regulation that may be imposed by the Committee and subject thereto shall have power to co-opt any Member or Members.
- (3) A sub-committee may meet and adjourn as it thinks proper.
- (4) Questions arising at any meeting shall be determined by a majority of votes of the committee members present and, in the case of an equality of votes, the Chairman shall have a second or casting vote.
- (5) The President shall be an ex-officio member of all sub-committees of the Association.

51. ADVISORY BOARD

- (1) The Management Council may appoint one or more advisory boards consisting of such persons as the Management Council thinks fit.
- (2) An advisory board shall act in an advisory capacity only.
- (3) An advisory board may meet and adjourn as it thinks proper.

- (4) An advisory board shall conform to any regulation that may be imposed by the Management Council and subject thereto shall have power to co-opt any person.
- (5) Questions arising at any meeting of an advisory board shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the chairperson shall have a second or casting vote.

52. OFFICER INDEMNITY

- (1) Subject to and so far as permitted by the Act:–
 - (a) the Association must, to the extent the person is not otherwise indemnified, indemnify every Councillor against a Liability incurred as such by a Councillor to a person (other than the Association) unless the Liability arises out of conduct involving a lack of good faith; and
 - (b) the Association may make a payment (whether by way of advance, loan or otherwise) in respect of legal costs incurred by a Councillor or employee in defending an action for a Liability incurred by such Councillor or employee or in resisting or responding to actions.
- (2) In Rule 52(1), **Liability** means a liability of any kind (whether actual or contingent and whether fixed or unascertained) and includes costs, damages and expenses, including costs and expenses incurred in connection with any investigation or inquiry by a government agency or a liquidator.
- (3) Subject to the Act, the Association may enter into, and pay premiums on, a contract of insurance in respect of any person.
- (4) The indemnity in favour of officers under this Rule 52 is a continuing indemnity. It applies in respect of all acts done by a person while a Councillor of the Association even though the person is not a Councillor at the time the claim is made.

MEETINGS OF THE MANAGEMENT COUNCIL

53. CONVENING MANAGEMENT COUNCIL MEETINGS

- (1) The Management Council must meet at least twice in each year at such place and such times as the Management Council may determine.
- (2) Special meetings of the Management Council may be convened by the President or by any two (2) Councillors.

54. NOTICE OF MANAGEMENT COUNCIL MEETINGS

- (1) Written notice of each Management Council Meeting must be given to each Councillor at least ten (10) Business Days before the date of the meeting.
- (2) Written notice must be given to the Councillors of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.
- (3) For the purposes of this Rule, the expression "written notice" shall be deemed to include notice sent by electronic transmission or by SMS text.

55. QUORUM FOR MANAGEMENT COUNCIL MEETINGS

- (1) Any three (3) Councillors constitute a quorum for the conduct of the business of a meeting of the Management Council.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present:-
 - (a) in the case of a special meeting, the meeting lapses;
 - (b) in any other case, the meeting shall stand adjourned to the same place and the same time and day in the following week.
- (4) The Management Council may act notwithstanding any vacancy on the Management Council and the continuing Councillors may act for the purpose of summoning a General Meeting.

56. PRESIDING AT MANAGEMENT COUNCIL MEETINGS

At meetings of the Management Council:-

- (1) the President or, in the President's absence, the Vice-President shall preside; or
- (2) if the President and the Vice-President are absent, or are unable to preside, the Councillors present must choose one (1) of their number to preside.

57. VOTING AT MANAGEMENT COUNCIL MEETINGS

- (1) Questions arising at a meeting of the Management Council, or at a meeting or any sub-Management Council appointed by the Management Council, shall be determined on a show of hands or, if a Councillor requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- (2) Each Councillor present at a meeting of the Management Council, or at a meeting of any sub-Management Council appointed by the Management Council (including the person presiding at the meeting) is entitled to one (1) vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

58. IRREGULARITY

All acts done by any meeting of the Management Council or of a sub-committee or by any person acting as a Councillor shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of a Councillor or person acting as aforesaid, or that the Councillors or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Councillor.

59. CIRCULATING RESOLUTIONS

A resolution in writing or faxed and signed by all of the Councillors for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of the Management Council duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Councillors.

60. TELEPHONE MEETINGS

- (1) For the purpose of this Rule, **Instantaneous Communication Device** shall include telephone, video conference or any other audio and/or visual device which permits instantaneous communication.
- (2) For the purposes of these Rules, the contemporaneous linking together by an Instantaneous Communication Device of a number of Councillors not less than the quorum, whether or not any one or more of the Councillors is out of Australia, shall be deemed to constitute a meeting of the Management Council and all the provisions of these Rules as to Council meetings shall apply to any such meeting held by an Instantaneous Communication Device so long as the following conditions are met:-
 - (a) all the Councillors for the time being entitled to receive notice of the meeting of Councillors shall be entitled to notice of a meeting held by an Instantaneous Communication Device and to be linked by an Instantaneous Communication Device for the purpose of such meeting. Notice of any such meeting shall be given on the Instantaneous Communication Device or in any other manner permitted by these Rules; and
 - (b) each of the Councillors taking part in the meeting by an Instantaneous Communication Device must be able to hear each other of the Councillors taking part at the commencement of the meeting; and
 - (c) at the commencement of the meeting, each Councillor must acknowledge his or her presence using the Instantaneous Communication Device.
- (3) A Councillor may not leave a meeting held by an Instantaneous Communication Device by disconnecting his or her Instantaneous Communication Device unless he or she has previously expressly notified the Chairperson of the meeting of his or her intention to leave the meeting and a Councillor shall be conclusively presumed to have been present and to have formed part of the quorum at all times during such a meeting until such notified time of his or her leaving the meeting.
- (4) A minute of the proceedings at meetings held by an Instantaneous Communication Device shall be sufficient evidence of such proceeding and of the observance of all necessary formalities if certified as a correct minute by the Chairperson of the meeting.

ADMINISTRATION

61. MINUTES OF MEETINGS

The Secretary must keep minutes of the resolutions and proceedings of each General Meeting, and each Management Council Meeting, together with a record of the names of persons present at Management Council Meetings. Such minutes shall be signed by the Chairperson and Secretary of the meeting at which the proceedings were held or by the Chairperson of the next succeeding meeting.

62. CUSTODY OF BOOKS AND RECORDS

Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.

63. INSPECTION OF BOOKS AND RECORDS

- (1) The Management Council shall from time to time determine in accordance with the Act at what times and places and under what conditions or regulations the accounting and other records of the Association shall be open to the inspection of the Members.
- (2) All accounts, books, and securities and any other relevant documents of the Association must be available for inspection free of charge by any Member upon request.
- (3) A Member may make a copy of any accounts, books, securities and any other Relevant Documents of the Association.

64. SEAL

- (1) The Common Seal of the Association must be kept in the custody of the Secretary.
- (2) The Common Seal must not be affixed to any instrument except by the authority of the Management Council.
- (3) Every instrument to which the Common Seal is affixed shall be signed by a Councillor and countersigned by the Secretary or some other person appointed by the Management Council for that purpose.

65. ALTERATION OF RULES

These Rules and the Statement of Purposes of the Association must not be altered except in accordance with the Act.

66. NOTICE TO MEMBERS

Except for the requirement in Rule 14, any notice that is required to be given to a Member, by or on behalf of the Association, under these Rules may be given by:-

- (1) delivering the notice to the Member personally; or
- (2) sending it by prepaid post addressed to the Member at that Member's address shown in the Register; or
- (3) facsimile transmission, if the Member has requested that the notice be given to him or her in this manner; or
- (4) electronic transmission, if the Member has requested that the notice be given to him or her in this manner.

FINANCIAL

67. APPLICATION OF INCOME

The income and property of the Association however derived, shall be applied solely towards the promotion of the objects of the Association as set forth in these Rules, and no portion thereof shall be paid or transferred directly or indirectly by way of dividends, bonus, remuneration for services or otherwise, to the Members provided that nothing herein contained shall prevent the payment in good faith to any officers of the Association or to any Member for goods supplied in the ordinary course of business or reasonable and proper rent for premises demised or let by any Member nor paid any

remuneration or other benefit or money's worth except as repayment for out of pocket expenses and money lent or reasonable and proper rent for premises demised or let to the Association.

68. FUNDS

- (1) The Treasurer of the Association must:-
 - (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
 - (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two (2) Councillors, one of whom shall be the President, or in such other manner as the Council from time to time determines.
- (3) The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Council determines.
- (4) Receipts for money paid to the Association shall be signed by any two (2) Councillors or in such other manner as the Council from time to time determines.

69. ACCOUNTS

- (1) The Management Council shall cause proper accounting and other records to be kept.
- (2) True accounts shall be kept of the sums of money and expended by the Association and the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Association and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance of the Rules for the time being in force shall be open to the inspection of the Members.
- (3) The Management Council shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) to Members with the notice calling the Annual General Meeting.
- (4) The Management Council shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to date not more than four (4) months before the date of the Annual General Meeting.

TERMINATION

70. WINDING UP

- (1) In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association must be disposed of in accordance with the provisions of the Act.
- (2) If upon the winding up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members, but shall be given or transferred to some other institution or institutions having purposes similar to the purposes of the Association and which are registered exempt charities in Victoria or any other State, whose rules or constitution shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as

imposed on the Association under or by virtue of these Rules, such institution or institutions to be determined by the Members or before the time of the dissolution and in default thereof by application to the Supreme Court of Victoria for determination.

Appendix 1

APPLICATION FOR MEMBERSHIP OF
ISLAMIC SCHOOLS ASSOCIATION OF AUSTRALIA INC

This organisation,
(Full name of applicant)

of
(Address)

wishes to become a full Member of **ISLAMIC SCHOOLS ASSOCIATION OF AUSTRALIA INC**. In the event of being admitted as a Member, the applicant agrees to be bound by the Rules of the Association for the time being in force.

Signature of
authorised signatory
of Applicant:

Name of
authorised signatory
of Applicant:

Office of
authorised signatory
with Applicant:

Date: _____

Appendix 2

APPLICATION FOR ASSOCIATE MEMBERSHIP OF
ISLAMIC SCHOOLS ASSOCIATION OF AUSTRALIA INC

I/This organisation,
(Full name of applicant)

of
(Address)

wish(es) to become an Associate Member of **ISLAMIC SCHOOLS ASSOCIATION OF AUSTRALIA INC**. In the event of being admitted as a Member, the applicant agrees to be bound by the Rules of the Association for the time being in force.

For an individual applicant

Signature
of Applicant: _____

Name
of Applicant: _____

Date: _____

For an organisational applicant

Signature of
authorised signatory
of Applicant: _____

Name of
authorised signatory
of Applicant: _____

Office of
authorised signatory
with Applicant: _____

Date: _____

Appendix 3

FORM OF APPOINTMENT OF PROXY

FOR MEETING OF ASSOCIATION CONVENED UNDER RULE 14(7)

Name:

Address

being a Member of ISLAMIC SCHOOLS ASSOCIATION OF AUSTRALIA INC

appoint

(Name of proxy holder)

of

(Address of proxy holder)

as my proxy to vote for me on my behalf at the appeal to the General Meeting of the Association convened under Rule 14(7), to be held on the date shown below and at any adjournment of that meeting.

My proxy is hereby authorised to vote on my behalf at their discretion in respect of the following resolution (insert details of resolution passed under Rule 14(1)).

Date of General Meeting:

Signed

Date

Appendix 4

FORM OF APPOINTMENT OF PROXY

Name:

Address

being a Member of ISLAMIC SCHOOLS ASSOCIATION OF AUSTRALIA INC

appoint

(Name of proxy holder)

of

(Address of proxy holder)

as my proxy to vote for me on my behalf at the Annual/Special* General Meeting to be held on the date shown below and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against* the following resolution (insert details of resolution).

Date of Annual/Special* General Meeting:

Signed

Date

* Delete if not applicable

Appendix 5

Fee

Amount

As at the date of the incorporation of Association (but subject to change subsequent to the date of incorporation):-

Entrance fee	\$300.00
Annual subscription fee	\$ 3.00 per student per year
