

CCE Perth Inc.

Constitution Also Known as the **Rules**

2023

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PART 1 — PRELIMINARY

1. Name

The name of the Association is **CCE Perth Inc.** here after referred to as the “**Association**”.

2. Terms used

In these Rules unless the contrary intention appears —

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

Act means the *Associations Incorporation Act 2015*;

Association means the incorporated association referred to in Rule 1;

Board means the management committee of the Association referred to in Rule 22;

Board meeting means a meeting of the Board referred to in Rule 37;

Board Member means a Member of the Board referred to in Rule 23;

By laws means by-laws made by the Association under Rule 56;

Chairperson means the Board Member holding office as the Chairperson referred to in Rule 25;

Commissioner means the person for the time being designated as the Commissioner under section 153 of the Act;

Ex officio means by virtue of one's position or status referred to in Rule 23 (3);

Financial report, of a tier 2 association or a tier 3 association, referred to in Rule 55;

Financial statements means the financial statements referred to in Rule 55;

Financial Year, of the Association, has the meaning given in Rule 5;

General meeting, of the Association, means a meeting of the Association that all Members are entitled to receive notice of and to attend;

Executive Officer means the person who is the Executive Officer of the Association referred to in Rule 24

Member means a person who is a Member of the Association referred to in Rule 12;

Objects means the Objects of the Association referred to in Rule 3;

Register of Members means the Register of Members referred to in Rule 16;

Revenue means income that arises during the course of the ordinary activities of an entity;

Rules mean these rules of the Association, also known as the Constitution, as in force for the time being;

Secretary means the Board Member holding office as the Secretary referred to in Rule 23 and Rule 26;

Special General Meeting means a general meeting of the Association other than the Annual General Meeting;

Special Resolution has the meaning given by the Act, that is –

A resolution is a Special Resolution if it is passed by a majority of not less than three-fourths (75%) of the Members of the Association who are entitled under the Rules of the Association to vote and vote in person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules.

At a meeting at which a resolution proposed as a Special Resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Association or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least 3 Members of the Association present in person.

If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared;

Subcommittee means a subcommittee appointed by the Board under Rule 44;

Tier 1 association means an incorporated association with revenue of less than \$250,000 per year;

Tier 2 association means an incorporated association with revenue between \$250,000 and \$1,000,000 per year;

Tier 3 association means an incorporated association with revenue of or exceeding \$1,000,000 per year;

Treasurer means the Board Member holding office as the Treasurer referred to in Rule 23 and Rule 27.

Vision, Mission and Values means the Vision, Mission and Values referred to in Rule 4

3. Objects

The objects of the Association are the provision of a distinctly Christian education in the classical tradition. This includes the provision of an education of high academic standards that;

- a) is affordable for children in their local community;
- b) fosters self-discipline in the learner, obedience to parents and respect of the law;
- c) encourages the participation of parents in the organisation and the education of their children;
- d) caters for the individuality of the learner;
- e) actively promotes the pursuit of excellence in skill and values development in all areas of learning;
- f) trains the learner in the moral and ethical standards of the Bible and assists in the acquisition of a biblical world view and appreciation of the rights of others to hold different views;
- g) develops the learner's creative and critical abilities; and
- h) includes such other activities consistent with the foregoing Objects.

4. Statement of Faith and Vision, Mission and Values

The Basic Biblical Principles of the Association are:

Holy Scripture:

- We believe in the inerrancy of scripture (2 Tim. 3: 16, 17), consisting of the 66 books commonly referred to as the Old Testament (Genesis through Malachi) and the New Testament (Matthew through Revelation), and the only absolute rule for all faith and conduct, and therefore also for the education of all people, at home and at school. Because we believe in the authority of Holy Scriptures we believe that marriage is instituted by God and is between one man and one woman. We also believe that God created human beings as either male or female.

Christian institutions:

- As Christ is the Saviour and King of the whole of human life (Mat. 28: 18; Eph. 1: 20-22; Col. 1: 16, 17) not only is Christ honoured by prayer and study of the Bible, but all subjects are taught by the light of God's revelation in Jesus Christ contained in the Old and New Testaments.
- For such institutions we claim all freedom in the field of education as long as this education takes place in obedience to the requirements of God's Word

Some Doctrines Fundamental to Christian Education:

The goal of Christ-centred education is Christian formation so that one learns to love the Lord with all his/her heart, mind and strength. Believing all the truth revealed in the Word of God we wish to emphasise some doctrines which are of special importance with regard to Christian education. They are:

- **God and Creation:** All things were created by God so that "what is seen was made out of things which do not appear" (Heb. 11:3). God created them in, through and for Christ (Col. 1:15-17) by His Word and Spirit (Gen. 1; Ps. 33:6), to the glorification of His Holy Name (Ps. 8; Ps. 19; Rom. 11:36). It is also by God's hand, power and care that all created things are preserved and controlled (Ps. 99; Mat. 6:24 f; Acts 17:24 f). In order to understand the world, man and history, they must be seen in their relationship to God as the Bible speaks of it
- **The Bible and Science:** Creation as well as Scripture have been brought forth by the same God of truth. Therefore, any seeming discrepancy between the Bible and Science can only be due to human error either in science or in the interpretation of Scripture.
- **Humankind:** Humanity was created in the image of God to enjoy true communion with their Creator (Gen. 1:26f; Acts 17:26f). Humans were instructed to exercise dominion under God, to interpret all reality in accordance with His design and law and to reflect in their person and works the excellence of their Maker (Gen. 1:28f; Ps. 8:4; Rom. 1:20).
- **Sin:** By disobeying God's law and forsaking his office, man estranged himself from God and his neighbour and brought God's curse upon himself and upon all creation (Gen. 3:16-19; Rom. 8:19f). He also became blind to life's true meaning and purpose, misusing his knowledge and abilities, adhering to man-centred philosophies, and making himself false gods of his own imagination and desires (Rom. 1:18f).
- **Christ:** Jesus Christ, the second Person of the Holy Trinity, is God incarnate, the Word become flesh (John 1:1-14). Laying down His life for His sheep (John 10: 10-15), He paid the price of sin for them, being a ransom for all who truly believe in Him (Matt. 20:28; Rom. 5:6f; 1 Tim. 2: 5, 6).

Risen from the dead in His physical body (Luke 24:36-43) and having ascended to the throne of Heaven He is the King of the Universe (Matt. 28:18; 1 Pet. 3:22). By His Word and Spirit He rules in grace over all true believers. Redeeming their life in its entirety, renewing them after His image and restoring them to the fellowship with God and their fellow men, He makes them

obedient to God's will in all spheres of life (Rom.8: 1-17). One day He will return to judge the living and the dead (2 Timothy 4:1)

- **The Holy Spirit:** The Holy Spirit, the third Person of the Holy Trinity (2 Cor.13:13), the divine source of all created life (Gen.1:2; Ps.104:30), is also the source of faith in Christ, of true, spiritual knowledge and of a new sanctified life in grateful obedience to God's will (John 3: 3f; 1 Cor.2: 9f; Eph.3: 14f).

Since, therefore, the fruit of all Christian education depends on the gracious operations of the Holy Spirit, teachers are to perform their task with constant prayer that the Spirit may enable them to be good instruments in His hands, and that He may so bless their work that others come to know the Lord Jesus Christ as their personal Saviour and Master, whom to follow and serve in all spheres of life is their greatest privilege and joy.

VISION

To seek to become an educational institution of scholastic and cultural gravitas; one which is both extraordinary and exemplary in every way, and full of virtuous scholars, and a formidable force in the expansion and enrichment of Christ's Kingdom.

MISSION

The mission of the Association is to seek to provide a distinctly Christian education in the classical tradition. It equips people to know, love and practise that which is deemed to be true, good, and beautiful and thus pupils strive to live purposefully and intelligently in service of both God's kingdom and as in the lives of their neighbours.

VALUES

The Association seeks to instil in the educational community that it cultivates, an eternal love of learning, a commitment to serving others and a dedication in the pursuit of religious truth, moral goodness and beauty, forged from historical models of orthodox Christianity

5. Financial Year

- (1) The first financial year of the Association is to be the period, not exceeding 15 months fixed by the management committee, being a period commencing on the date of incorporation of the association and ending on the 31 December.
- (2) Each subsequent financial year of the Association is the period of 12 months commencing on the 1st January and ending on the 31 December of the year.

6. Powers

The powers conferred on the Association are the same as those conferred by the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may -

- a) acquire, hold, deal with, and dispose of any real or personal property;
- b) open and operate bank accounts;
- c) invest its money in any security in which trust monies may lawfully be invested;
- d) borrow money upon such terms and conditions as the Association thinks fit;
- e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- f) appoint agents to transact any business of the Association on its behalf;
- g) enter into any other contract it considers necessary or desirable; and
- h) act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the Rules of the Association.

PART 2 —NOT FOR PROFIT BODY

7. Not-for-profit body

- (1) The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any Member, except in good faith in the promotion of those objects or purposes.
- (2) A payment may be made to a Member out of the funds of the Association only if it is authorised under sub-rule (3).
- (3) A payment to a Member out of the funds of the Association is authorised if it is —
 - (a) the payment in good faith to the Member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
 - (b) the payment of interest, on money borrowed by the Association from the Member, at a rate not greater than the secured lending rate of the financial institution with which the Association conducts its financial affairs; or
 - (c) the payment of reasonable rent to the Member for premises leased by the Member to the Association; or
 - (d) the reimbursement of reasonable expenses properly incurred by the Member on behalf of the Association.

PART 3 — MEMBERS

8. Eligibility for Membership

- (1) A person, who is a believer in the name of the Lord Jesus Christ, and who gives evidence of their faith in daily life, and is actively involved in a Christian Church, is eligible to apply to become a Member.
- (2) Each applicant for Membership is required to support the Objects of the Association and be willing to abide by these Rules.
- (3) The Association must always have at least 6 Members with full voting rights.

9. Applying for Membership

- (1) A person who wants to become a Member must apply in writing to the Association in a form prescribed by the Board.
- (2) The application must include a Member's nomination of the applicant for Membership.
- (3) The application must be signed by the applicant and the Member nominating the applicant.

10. Dealing with Membership applications

- (1) The Board must consider each application for Membership of the Association and decide whether to accept or reject the application.
- (2) The Board must notify the applicant of its decision to accept or reject the application as soon as practicable after making the decision.
- (3) If the Board rejects the application, the Board is not required to give the applicant its reasons for doing so.

11. Becoming a Member

An applicant for Membership of the Association becomes a Member when the Board accepts the application.

The Association must give each person who becomes a Member of the Association a copy of the Constitution in force at the time their Membership commences. This may be by electronic transmission or providing the details of the website where the Constitution may be downloaded.

12. Membership

- (1) A Member must be over 18 years of age and has full voting rights and any other rights conferred on them by these Rules or approved by resolution at a general meeting or determined by the Board.
- (2) Each Member has one vote at a general meeting of the Association.

13. When Membership ceases

- (1) A person ceases to be a Member when any of the following takes place —
 - (a) the individual dies;
 - (b) the person resigns from the Association under Rule 14;
 - (c) the person is removed from Membership of the Association under Rule 17;
- (2) The Secretary must keep a record, for at least one year after a person ceases to be a Member, of —
 - (a) the date on which the person ceased to be a Member; and
 - (b) the reason the person ceased to be a Member.

14. Resignation

- (1) A Member may resign from Membership of the Association by giving written notice of the resignation to the Secretary.
- (2) The resignation takes effect —
 - (a) when the Secretary receives the notice and brings it to the Board; or
 - (b) if a later time is stated in the notice, at that later time.

15. Membership fees

The Board has determined that no Membership fees will be payable.

16. Register of Members

- (1) The Secretary, or another person authorised by the Board, is responsible to maintain the Register of Members and record in that Register any change in the Membership of the Association.
- (2) The Register of Members must include each Member's name, and a residential, postal or email address, and the date on which each Member becomes a Member. When a Member ceases to be a Member this date must also be recorded.
- (3) The Register of Members must be kept at the Secretary's place of residence, or at another place determined by the Board.
- (4) A Member who wishes to inspect the Register of Members must contact the Secretary to make the necessary arrangements at a time mutually convenient.
- (5) If —

- (a) a Member inspecting the Register of Members wishes to make a copy of, or take an extract from, the Register; or
 - (b) a Member makes a written request under section 56(1) of the Act to be provided with a copy of the Register of Members,
- the Board may require the Member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

PART 4 — DISCIPLINARY ACTION AND DISPUTES

17. Suspension or removal from Membership

- (1) The Board may decide to suspend a Member's Membership or remove a Member's Membership of the Association if —
 - (a) the Member contravenes any of these Rules; or
 - (b) the Member acts detrimentally to the interests of the Association; or
 - (c) The Member by his or her conduct or lifestyle fails to reflect values consistent with their profession of faith.
- (2) The Secretary must give the Member written notice of the proposed suspension or removal at least 28 days before the Board meeting at which the proposal is to be considered by the Council.
- (3) The notice given to the Member must state —
 - (a) when and where the Board meeting is to be held; and
 - (b) the grounds on which the proposed suspension or removal is based; and
 - (c) that the Member is encouraged to attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or removal.
- (4) At the Board meeting, the Board must —
 - (a) give the Member a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or removal; and
 - (b) give due consideration to any submissions so made; and
 - (c) decide —
 - (i) whether or not to suspend the Member's Membership and, if the decision is to suspend the Membership, the period of suspension; or
 - (ii) whether or not to remove the Member from the Membership roll of the Association.
- (5) A decision of the Board to suspend the Member's Membership or to remove the Member from the Membership roll of the Association takes immediate effect.
- (6) The Board must give the Member written notice of the Board's decision, and the reasons for the decision, within 7 days after the Board meeting at which the decision is made.
- (7) A Member whose Membership is suspended or who is removed from the Association Membership roll may, within 14 days after receiving notice of the Board's decision under sub-rule (6), give written notice to the Secretary requesting the appointment of a mediator under rule 21.
- (8) In any matter being considered under this Rule, the privacy of the individual(s), the good name of the Association, and the ministry of the Association, as followers of Jesus Christ, shall be given appropriate consideration.

18. Consequences of suspension

- (1) During the period a Member's Membership is suspended, the Member loses any rights (including voting rights) arising as a result of Membership.
- (2) When a Member's Membership is suspended, the Secretary or another person authorised by the Board, must record in the Register of Members —
 - (a) that the Member's Membership is suspended; and
 - (b) the date on which the suspension takes effect; and
 - (c) the period of the suspension.
- (3) When the period of the suspension ends, the Secretary or another person authorised by the Board, must record in the Register of Members that the Member's Membership is no longer suspended.

19. Disputes

- (1) Disputes may arise under these Rules —
 - (a) between Members (or former Members); or
 - (b) between one or more Members and the Association.
- (2) The parties to a dispute must meet and discuss the matter in dispute and attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.
- (3) If the parties are unable to resolve the dispute the parties may take a support person to a meeting in an attempt to resolve the dispute.
- (4) If the parties are still unable to resolve the dispute between themselves, any party to the dispute may take the matter to the Board by giving written notice to the Secretary of —
 - (a) the parties to the dispute; and
 - (b) the matters that are the subject of the dispute.
- (5) Within 28 days after the Secretary is given the notice, a Board meeting must be convened to consider and determine the dispute.
- (6) The Secretary must give each party to the dispute written notice of the Board meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (7) The notice given to each party to the dispute must state —
 - (a) when and where the Board meeting is to be held; and
 - (b) that the party is encouraged to attend the meeting and will be given a reasonable opportunity to make written or oral (or both) submissions to the Board about the dispute.
- (8) If —
 - (a) the dispute is between one or more Members and the Association; and
 - (b) any party to the dispute gives written notice to the Secretary stating that the party does not agree to the dispute being determined by the Board and requests the appointment of a mediator under rule 21the Board must not determine the dispute.

20. Determination of dispute by the Board

- (1) At the Board meeting at which a dispute is to be considered and determined, the Board must, subject to Rule 19(8)—
 - (a) give each party to the dispute a reasonable opportunity to make written or oral (or both) submissions to the Board about the dispute; and
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.

- (2) The Board must give each party to the dispute written notice of the Board's determination, and the reasons for the determination, within 7 days after the Board meeting at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the Board's determination under sub-rule (2), give written notice to the Secretary requesting the appointment of a mediator under rule 21.

21. Mediation

- (1) Mediation applies if a written notice has been given to the Secretary requesting the appointment of a mediator —
 - (a) by a member under rule 17(7); or
 - (b) by a party to a dispute under rule 19(8) or rule 20(3).
- (2) The mediator must be a person chosen —
 - (a) if the appointment of a mediator was requested by a member under rule 17(7) — by agreement between the Member and the Board; or
 - (b) if the appointment of a mediator was requested by a party to a dispute under rule 19(8) or 20(3) — by agreement between the parties to the dispute.
- (3) If there is no agreement for the purposes of sub rule (2)(a) or (b), then, subject to sub rules (4) and (5), the Board must appoint the mediator.
- (4) The person appointed as mediator by the Board may be a person who acts as a mediator for another not-for-profit body such as a community legal centre.
- (5) The person appointed as mediator by the Board may be a member or former member of the Association but must not —
 - (a) have a personal interest in the matter that is the subject of the mediation; or
 - (b) be biased in favour of or against any party to the mediation.
- (6) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (7) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- (8) In conducting the mediation, the mediator must —
 - (a) give each party to the mediation every opportunity to be heard; and
 - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (9) The mediator cannot determine the matter that is the subject of the mediation.
- (10) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (11) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.
- (12) In the event that the dispute is not resolved the matter may, at the request of one of the parties, be referred to the State Administrative Tribunal for determination
- (13) If —

- (a) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 17(7); and
- (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,
that revocation does not affect the validity of any decision made at a Board meeting or General Meeting during the period of suspension or expulsion

PART 5 — BOARD

22. Board

- (1) The Board Members are the persons who, as the management committee of the Association, have the power to manage the affairs of the Association.
- (2) Subject to the Act, this Constitution (Rules), the by-laws (if any) and any resolution passed at a general meeting, the Board has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (3) The Board shall keep the Executive Officer accountable for fulfilling ministry aims and demonstrating her/his leadership.
- (4) The Board must take all reasonable steps to ensure that the Association complies with the Act, this Constitution and the by-laws (if any).
- (5) A Member of the Board is not liable in respect of the liabilities of the Association.

23. Board Members

- (1) The Board will consist of a minimum number of four (4) Members including the Executive Officer, the Office Holders and Ordinary Board Members.
- (2) The Board must determine the number of the Board members.
- (3) The following are the office holders of the Association —
 - (a) The Chairperson;
 - (b) The Deputy Chairperson (if appointed);
 - (c) The Secretary;
 - (d) The Treasurer.
- (4) A person may be a Board Member, subject to sub rule (5), if the person is —
 - (a) an individual who has reached 21 years of age; and
 - (b) a person qualified under (5) below; and
 - (c) a Member of the Association.
- (5) The Board member must be a mature and committed Christian, upholding the statement of faith and a biblical lifestyle.
- (6) The Board Members will, at their first meeting following the Annual General Meeting, elect from within their Membership the office holders of the Association.

24. Executive Officer

- (1) The Executive Officer is responsible for;
 - (a) The Educational direction of the Association,
 - (b) The Biblical vision of the Association, and
 - (c) The Overseeing and coordinate the day to day work of the Association.

- (2) The Executive Officer is the senior administrator of the Association. She/he is ultimately responsible for the implementation of the decisions of the Board.
- (3) The Executive Officer will be an ex officio Board Member with full voting rights.
- (4) The Executive Officer with the Board is empowered to hire, direct and, if considered appropriate, to suspend staff.
- (5) The choice and appointment of the Executive Officer is vested in the Board of the Association.
- (6) When it becomes necessary to consider the appointment of a Executive Officer, the Board will establish a sub-committee that will make the necessary enquiries and bring forward a recommendation to the Board.
- (7) The term of appointment of the Executive Officer will be included in the invitation and would normally be five (5) years. The term may be extended for such further term as determined by the Board.
- (8) The Executive Officer shall become a Member of the Association at the time of his or her appointment.
- (9) The term of service between Association and Executive Officer may be terminated by three months' notice on either side, unless otherwise mutually agreed upon.
- (10) The Executive Officer may be removed or suspended from office or face disciplinary action in the event of misconduct. If the Board receives a complaint against the Executive Officer, alleging misconduct of any kind, it shall be referred to an appropriate independent person for investigation and appropriate action.

25. Chairperson

- (1) The Chairperson has the powers and duties relating to convening and presiding at Board meetings and presiding at general meetings provided for in this Constitution.
- (2) It is the duty of the Chairperson to consult with the Secretary regarding the business to be conducted at each Board meeting and general meeting.

26. Secretary

The Secretary is responsible for —

- (a) dealing with the Association's correspondence;
- (b) consulting with the Chairperson regarding the business to be conducted at each Board meeting and general meeting;
- (c) preparing the notices required for meetings and for the business to be conducted at meetings;
- (d) unless another Member is authorised by the Board to do so, maintaining on behalf of the Association the Register of Members as required under Rule 16;
- (e) maintaining on behalf of the Association an up-to-date copy of these Rules, as required under the Act;
- (f) unless another Member is authorised by the Board to do so, maintaining on behalf of the Association a record of Board Members and other persons authorised to act on behalf of the Association, as required under Rule 60;
- (g) ensuring the safe custody of the books of the Association, other than the financial records of the Association;
- (h) maintaining full and accurate minutes of Board meetings and general meetings; and
- (i) carrying out any other responsibilities given to the Secretary under these Rules or by the Board.

27. Treasurer

The Treasurer is responsible for —

- (a) ensuring that any amounts received by the Association, are deposited promptly, to the credit of the appropriate (bank) account of the Association, as required under Rule 54 and directed by the Board;
- (b) ensuring that any payments to be made by the Association that have been authorised by the Board or at a general meeting are made on time;
- (c) ensuring the safe custody of the Association's financial records, financial statements or financial reports of the Association;
- (d) Coordinating the preparation of the Association's financial statements or financial reports before their submission to the Association's Annual General Meeting as required in Rule 55;
- (e) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 of the Act; and
- (f) carrying out any other duty given to the Treasurer under these Rules or by the Board.

28. How Members become Board Members

A Member becomes a Board Member if the Member —

- (a) is elected to the Board at a general meeting; or
- (b) is appointed to the Board by the Board to fill a casual vacancy under Rule 34.

29. Nomination of Board Members

- (1) At least 21 days before an Annual General Meeting, the Secretary must send a written notice to all the Members —
 - (a) calling for nominations for election to the Board; and
 - (b) stating the date by which nominations must be received by the Secretary to comply with sub-rule (2).
- (2) A Member who wishes to be considered for election to the Board at the Annual General Meeting must nominate for election by completing and sending the nomination form to the Secretary at least 14 days before the Annual General Meeting.
- (3) The nomination form must include a statement by another Member in support of the nomination.

30. Election of Board Members

- (1) At the Annual General Meeting, an election must be held for each of the vacancies on the Board.
- (2) The Members must vote in accordance with procedures that have been determined by the Board to decide who is to be elected to the positions.
- (3) Each Member may vote for a person for each of the vacancies.
- (4) A Member who has nominated for a vacancy may vote for himself or herself.
- (5) The new Members of the Board, elected at the Annual General Meeting, take office at the close of the meeting.

31. Term of office

- (1) The term of office of a Board Member begins when the Member —
 - (a) is elected at an Annual General Meeting; or
 - (b) is appointed to fill a casual vacancy under Rule 34

- (2) Subject to Rule 33, a Board Member elected under sub-rule (1)(a) holds office for a period not exceeding three years, with one third of Board Members retiring each year by rotation. A person appointed under sub-rule (1)(b) serves until the next Annual General Meeting.
- (3) A retiring Board Member is eligible for re-election.

32. Resignation and removal from office

- (1) A Board Member may resign from the Board by written notice given to the Secretary or, if the resigning Member is the Secretary, given to the Chairperson.
- (2) The resignation takes effect —
 - (a) when the notice is received by the Secretary or Chairperson; or
 - (b) if a later time is stated in the notice, at the later time.
- (3) At a general meeting, the Association may by ordinary resolution remove a Board Member from office.
- (4) A Board Member who is the subject of a proposed resolution under sub-rule (3) may make written representations (of a reasonable length) to the Secretary or Chairperson and may ask that the representations be provided to the Members.
- (5) The Secretary or Chairperson may give a copy of the representations to each Member or, if they are not so given, the Board Member may require them to be read out at the general meeting, and the Board Member may also speak at the general meeting at which the resolution is to be considered.

33. When Membership of Board ceases

- (1) A person ceases to be a Board Member if the person —
 - (a) dies or otherwise ceases to be a Member; or
 - (b) resigns from the Board or is removed from office under Rule 32; or
 - (c) becomes ineligible to accept an appointment or act as a Board Member under section 39 of the Act; or
 - (d) becomes permanently unable to act as a Board Member because of a mental or physical disability; or
 - (e) fails to attend 3 consecutive Board meetings, of which the person has been given notice, without having notified the Board that the person will be unable to attend.
- (2) Where a person ceases to be a Member of the Board, the Act requires that person to, as soon as practicable after their Membership ceases, deliver to a Member of the Board all of the relevant documents and records they hold pertaining to the management of the Association's affairs.

34. Filling casual vacancies

- (1) The Board may appoint a Member who is eligible under Rule 23(4) to fill a position on the Board that —
 - (a) has become vacant under Rule 33; or
 - (b) was not filled by election at the most recent Annual General Meeting.
- (2) Subject to the requirement for a quorum under Rule 41, the Board may continue to act despite any vacancy in its Membership.
- (3) If there are fewer Board Members than required for a quorum under Rule 41, the Board may act only for the purpose of —
 - (a) appointing Board Members under this Rule; or
 - (b) convening a general meeting.

35. Validity of acts

The acts of a Board or sub-committee, or of a Board Member or Member of a subcommittee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Board Member or Member of a subcommittee.

36. Payments to Board Members

A Board Member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses properly incurred in connection with the Association's business.

37. Board meetings

- (1) The Board must meet at least 5 times in each year on the dates and at the times and places determined by the Board.
- (2) The date, time and place of the first Board meeting must be determined by the Board Members as soon as practicable after the Annual General Meeting at which the Board Members are elected.
- (3) Special Board meetings may be convened by the Chairperson or any 2 Board Members.

38. Notice of Board meetings

- (1) Notice of each Board meeting must be given to each Board Member at least 48 hours before the time of the meeting.
- (2) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- (3) Unless sub-rule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (4) Urgent business that has not been described in the notice may be conducted at the meeting if the Board Members at the meeting unanimously agree to treat that business as urgent.

39. Procedure and order of business

- (1) The Chairperson or, in the Chairperson's absence, the Deputy-Chairperson (if appointed) must preside as Chairperson of each Board meeting.
- (2) If the Chairperson and Deputy Chairperson (where appointed) are absent or are unwilling to act as Chairperson of a meeting, the Board Members at the meeting must choose one of their number to act as Chairperson of the meeting.
- (3) The procedure to be followed at a Board meeting must be determined from time to time by the Board.
- (4) The order of business at a Board meeting may be determined by the Board Members at the meeting.
- (5) A Member or other person who is not a Board Member may attend a Board meeting if invited to do so by the Council.
- (6) A person invited under sub-rule (5) to attend a Board meeting —
 - (a) has no right to any agenda, minutes or other document circulated at the meeting; and
 - (b) must not comment about any matter discussed at the meeting unless invited by the Board to do so; and
 - (c) cannot vote on any matter that is to be decided at the meeting.

- (7) A Member of the Board who has a material personal interest in a matter being considered at a Board meeting must, as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Board; and disclose the nature and extent of the interest at the next general meeting of the Association
- (8) the sub-rule (7) does not apply in respect of a material personal interest
 - (a) that exists only because the Member is an employee of the Association; or
 - (b) that the Member has in common with all, or a substantial proportion of, the Members of the Association.
- (9) A Member of the Board who has a material personal interest in a matter being considered at a meeting of the Board must not be present while the matter is being considered at the meeting or vote on the matter
- (10) Every disclosure made by a Board Member of a material personal interest must be recorded in the minutes of the Board meeting at which the disclosure is made.

40. Use of technology to be present at Board meetings

- (1) The presence of a Board Member at a Board meeting need not be by attendance in person but may be by that Board Member and each other Board Member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A Member who participates in a Board meeting as allowed under sub-rule (1) is taken to be present at the meeting and, if the Member votes at the meeting, the Member is taken to have voted in person.

41. Quorum for Board meetings

- (1) Subject to Rule 34(3), no business is to be conducted at a Board meeting unless a quorum is present.
- (2) Fifty (50) percent of Board Members will constitute a quorum.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting —
 - (a) in the case of a special meeting — the meeting lapses; or
 - (b) otherwise, the meeting is adjourned to another agreed time and place by the Board members present.

42. Voting at Board meetings

- (1) Each Board Member present at a Board meeting has one vote on any motion arising at the meeting.
- (2) A motion is carried if a majority of the Board Members present at the Board meeting vote in favour of the motion.
- (3) If the votes are divided equally on a motion, the Chairperson of the meeting has a second or casting vote.

43. Minutes of Board meetings

- (1) The Board must ensure that minutes are taken and kept of each Board meeting.
- (2) The minutes must record the following —
 - (a) the names of the Board Members present at the meeting;
 - (b) the name of any person attending the meeting under Rule 39(5);
 - (c) the business considered at the meeting;

- (d) any motion on which a vote is taken at the meeting and the result of the vote; and
 - (e) any disclosure of a Member's material personal interest.
- (3) The minutes of a Board meeting must be entered in the minute book within 30 days after the meeting is held. The minute book may be physical or electronic repository of the signed minutes of the meeting.
- (4) The Chairperson must ensure that the minutes of a Board meeting are reviewed and signed as correct by —
- (a) the Chairperson of the meeting; or
 - (b) the Chairperson of the next Board meeting.
- (5) When the minutes of a Board meeting have been signed as correct they are, until the contrary is proved, evidence that —
- (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any appointment purportedly made at the meeting was validly made.

44. Subcommittees

- (1) To help the Board in the conduct of the Association's business, the Board may, in writing establish one or more subcommittees.
- (2) A subcommittee may consist of the number of people, whether or not Members, that the Board considers appropriate.
- (3) Subject to any directions given by the Board a subcommittee may meet and conduct business as it considers appropriate.

45. Delegation to subcommittees

- (1) The Board may, in writing, delegate to a subcommittee the exercise of any power or the performance of any duty of the Board other than —
 - (a) the power to delegate; and
 - (b) a non-delegable duty.
- (2) The delegation may be made subject to any conditions or exceptions that the Board specifies in the document by which the delegation is made. However, this does not prevent the Board from exercising or performing the power or duty delegated.
- (3) Any act or thing done by a subcommittee under the delegation has the same force and effect as if it had been done by the Board.
- (4) The Board may, in writing, amend or revoke the delegation.

PART 6 — GENERAL MEETINGS

46. Annual General Meeting

- (1) The Board must determine the date, time and place of the Annual General Meeting.
- (2) If it is proposed to hold the Annual General Meeting more than 6 months after the end of the Association's financial year, the Secretary must apply to the Commissioner for permission within 4 months after the end of the financial year.
- (3) The ordinary business of the Annual General Meeting is as follows —

- (a) to confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since then if the minutes of that meeting have not yet been confirmed;
- (b) to receive and consider —
 - (i) the Board's annual report on the Association's activities during the preceding financial year; or
 - (ii) the financial statements or the financial report of the Association for the preceding financial year; and
 - (iii) a copy of the report of the review or auditor's report on the financial statements or financial report; (if applicable).
- (c) to elect Board Members of the Association;
- (d) if applicable, to appoint or remove a reviewer or auditor of the Association; and
- (e) any other business of which notice has been given in accordance with these Rules.

47. Special General Meetings

- (1) The Board may convene a Special General Meeting.
- (2) The Board must convene a Special General Meeting if 10% of the Members require a Special General Meeting to be convened.
- (3) The Members requiring a Special General Meeting to be convened must —
 - (a) make the requirement by written notice given to the Secretary; and
 - (b) state in the notice the business to be considered at the meeting; and
 - (c) each sign the notice.
- (4) The Special General Meeting must be convened within 28 days after notice is given under sub-rule (3)(a).
- (5) If the Board does not convene a Special General Meeting within that 28-day period, the Members making the requirement (or any of them) may convene the Special General Meeting.
- (6) A Special General Meeting convened by Members under sub-rule (5) —
 - (a) must be held within 3 months after the date the original requirement was made; and
 - (b) may only consider the business stated in the notice by which the requirement was made.
- (7) The Association must reimburse any reasonable expenses incurred by the Members convening a Special General Meeting under sub-rule (5).

48. Notice of general meetings

- (1) The Secretary or, in the case of a Special General Meeting convened under Rule 47(5), the Members convening the meeting, must give to each Member —
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 10 days' notice of a general meeting in any other case.
- (2) The notice must —
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if the meeting is the Annual General Meeting, include the names of the Members who have nominated for election to the Board under Rule 29; and
 - (d) if a special resolution is proposed —
 - (i) set out the wording of the proposed resolution; and
 - (ii) state that the resolution is intended to be proposed as a special resolution;

- (3) All notices of and other communications relating to any general meetings of the Association that a Member is entitled to receive must be given to the reviewer or auditor.

49. Presiding Member and quorum for general meetings

- (1) The Chairperson or, in the Chairperson's absence, the Deputy Chairperson (if appointed) must preside as Chairperson of each general meeting.
- (2) If the Chairperson and Deputy Chairperson (where appointed) are absent or are unwilling to act as Chairperson of a general meeting, the Members at the meeting must appoint a Chairperson of the meeting.
- (3) No business is to be conducted at a general meeting unless a quorum is present.
- (4) Twenty-five (25) percent of Members (being Members entitled to vote under these Rules at a General Meeting) personally present at the beginning of the meeting will constitute a quorum.
- (5) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting —
 - (a) in the case of a Special General Meeting — the meeting lapses; or
 - (b) in the case of the Annual General Meeting — the meeting is adjourned to —
 - (i) the same time and day in the following week; and
 - (ii) the same place, unless the Chairperson specifies another place at the time of the adjournment or written notice of another place is given to the Members before the day to which the meeting is adjourned.
- (6) If —
 - (a) a quorum is not present within 30 minutes after the commencement time of an Annual General Meeting held under sub-rule (5)(b); and
 - (b) at least 5 Members are present at the meeting, those Members present are taken to constitute a quorum.

50. Adjournment of general meeting

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the Members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting sub rule (1), a meeting may be adjourned —
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this Rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with Rule 48.

51. Voting at general meeting

- (1) On any question arising at a general meeting —
 - (a) subject to sub-rule (3), each Member has one vote; and
 - (b) Members shall vote in person.
- (2) Except in the case of a special resolution, a motion is carried if a majority of the Members present and voting at a general meeting vote in favour of the motion.
- (3) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

52. Determining whether resolution carried

- (1) Subject to sub-rule (3), the Chairperson of a general meeting may, by a show of hands, declare that a resolution has been carried; or lost.
- (2) If the resolution is a special resolution, the declaration under sub-rule (1) must identify the resolution as a special resolution.
- (3) If a poll is demanded on any question by the Chairperson of the meeting or by at least 3 other Members present in person —
 - (a) the poll must be taken at the meeting in the manner determined by the Chairperson; and
 - (b) the Chairperson must declare the determination of the resolution on the basis of the poll.
- (4) If a poll is demanded on the election of the Chairperson or on a question of an adjournment, the poll must be taken immediately.
- (5) A declaration under sub-rule (1) or (3) must be recorded in the minutes of the meeting as evidence of how the resolution was determined.

53. Minutes of general meeting

- (1) The Secretary, or a person authorised by the Board from time to time, must take and keep minutes of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each Annual General Meeting must record —
 - (a) the names of the Members attending the meeting; and
 - (b) the financial statements or financial report presented at the meeting; and
 - (c) any report of the review or auditor's report on the financial statements or financial report presented at the meeting.
- (4) The minutes of a general meeting must be entered in the Association's minute book within 30 days after the meeting is held. The minute book may be a physical or electronic repository of the signed minutes of the meeting.
- (5) The Chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by —
 - (a) the Chairperson of the meeting; or if he or she is not available then
 - (b) the authority is given to the Board to review and approve.
- (6) When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that —
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any election or appointment purportedly made at the meeting was validly made.

PART 7 — FINANCIAL MATTERS

54. Control of funds

- (1) The Association must open accounts in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.

- (2) Subject to any restrictions imposed at a general meeting, the Board may approve expenditure on behalf of the Association.
- (3) The Board may authorise the Treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (4) All cheques, electronic transfers and other negotiable instruments of the Association must be signed or authorised by two persons, where practicable at least one of them being a Board Member. Where the Board authorise the use of a Debit Card only one signature is required.
- (5) All funds of the Association must be deposited into the Association's account promptly after their receipt.
- (6) The Association must keep financial records that;
 - (a) correctly record and explain its transactions and financial position and performance; and
 - (b) enable true and fair financial statements to be prepared in accordance with Part 5 of the Act.
- (7) The Association must retain its financial records for at least 7 years after the transactions covered by the records are completed.

55. Financial statements and financial reports

- (1) For each financial year, the Board must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial reporting of the Association are met.
- (2) Those requirements include —
 - (a) if the Association is a tier 1 association, the preparation of the financial statements;
 - (b) if the Association is a tier 2 or tier 3 association, the preparation of the financial report.
 - (c) the presentation to the Annual General Meeting of the financial statements or financial report, as applicable
- (3) Where the Association is a tier 2 or tier 3 association, or where the Members of the Association request it, an audit or review (as appropriate) of the financial report is required for presentation to the Members Meeting.

PART 8 — GENERAL MATTERS

56. By-laws

- (1) The Association may, by resolution at a general meeting, make, amend or revoke by-laws.
- (2) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these Rules.
- (3) At the request of a Member, the Association must make a copy of the by-laws available for inspection by the Member.

57. Executing documents and common seal

- (1) The Association may execute a document without using a common seal if the document is signed by —
 - (a) 2 Board Members; or
 - (b) one Board Member and a person authorised by the Board.

- (2) If the Association has a common seal —
 - (a) the name of the Association must appear in legible characters on the common seal; and
 - (b) a document may only be sealed with the common seal by the authority of the Board and in the presence of —
 - (i) 2 Board Members; or
 - (ii) one Board Member and a person authorised by the Board,and each of them is to sign the document to attest that the document was sealed in their presence.
- (3) The Secretary must make a written record of each use of the common seal.
- (4) The common seal must be kept in the custody of the Secretary or another Board Member authorised by the Board.

58. Giving notices to Members

A notice or other document that is to be given to a Member under these Rules is taken not to have been given to the Member unless it is in writing and —

- (a) delivered by hand to the recorded address of the Member; or
- (b) sent by prepaid post to the recorded postal address of the Member; or
- (c) sent by electronic transmission to an appropriate recorded electronic address of the Member.

59. Custody of books and securities

- (1) Subject to sub-rule (2), the books and any securities of the Association must be kept in the Secretary's custody or under the Secretary's control.
- (2) The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the Treasurer's custody or under the Treasurer's control.
- (3) Sub-rules (1) and (2) have effect except as otherwise decided by the Board.
- (4) The books of the Association other than the Minute Book must be retained for at least 7 years. The Minute Books should as far as is possible, be retained as a permanent record.

60. Record of office holders

The record of Board Members and seal holders of the Association that is required to be maintained under the Act must be kept in the Secretary's custody or under the Secretary's control. The record of office holders must include each person's name, and a residential, postal or email address, and the date on which each Member becomes an office holder. When a Member ceases to be an office holder this date must also be recorded.

61. Inspection of records

- (1) A Member may, at any reasonable time, inspect without charge the Rules, minutes of any general meeting, the Membership Register, the Register of office holders and any reports presented at any general meeting.
- (2) The Member must contact the Secretary to make the necessary arrangements for the inspection at a mutually convenient time.
- (3) The Member may make a copy of or take an extract from a record or document referred to in sub-rule (1) but does not have a right to remove the record or document for that purpose.

- (4) The Member must not use or disclose information in a record or document referred to in sub-rule (1) except for a purpose —
 - (a) that is directly connected with the affairs of the Association; or
 - (b) that is related to complying with a requirement of the Act.

62. Publication by Board Members prohibited

A Board Member must not publish, or cause to be published, any statement about the business conducted by the Association at a general meeting or Board meeting unless —

- (a) the Board Member has been authorised to do so at a Board meeting; and
- (b) the authority given to the Board Member has been recorded in the minutes of the Board meeting at which it was given.

63. Distribution of surplus property on cancellation or winding up

- (1) On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as prescribed by the Act and as determined by special resolution of the Members to another entity complying with Section 24 having objects substantially similar to the Association, and being a charity registered with the ACNC.
- (2) A meeting convened under this Rule requires 28 days written notice
- (3) In this Rule **surplus property**, in relation to the Association, means property remaining after satisfaction of —
 - (a) the debts and liabilities of the Association; and
 - (b) the costs, charges and expenses of winding up or cancelling the incorporation of the Association,but does not include books relating to the management of the Association.
- (4) The Board shall continue in office subsequent to the decision to cancel or wind up the Association for the purpose of giving effect to the efficient realisation of assets and the winding up in accordance with the provisions of the Act.

64. Alteration of Rules

- (1) If the Association wants to alter or rescind any of these Rules, or to make additional Rules, the Association may do so only by special resolution approved at a Members meeting of which 28 days written notice has been given.
- (2) The Association must lodge with the Commissioner, within one month, the notice of the special resolution setting out the particulars of the alteration together with a certificate given by a Member of the Board certifying that the resolution was duly passed as a special resolution and that the Rules so altered conform to the requirements of the Act.
- (3) The Alteration to the Rules of the Association do not take effect until the approval of the Commissioner is given.