



Care  
Education  
Advocacy

# Rules of Sexual Health Victoria Inc

A0028306P

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## 1. PRELIMINARY

### 1.1 Name

The name of the incorporated association is "Sexual Health Victoria Incorporated".

### 1.2 Purpose

The Purpose for which the Association is established is to promote sexual and reproductive health including by:

- (a) providing a leadership role in public policy, advocacy, education and clinical care in sexual and reproductive health;
- (b) promoting and providing professional clinical and medical services in the areas of relationships and sexual and reproductive health with the aim of improving the health and wellbeing of the communities in which we operate;
- (c) promoting and providing relevant and accessible information and evidenced based quality education to the communities in which we operate in sexual and reproductive health to improve health literacy, wellbeing, participation and quality of life;
- (d) undertaking research relevant to the clinical and educational services offered to inform and improve contemporary practice and access to education; and
- (e) undertaking advocacy relevant to the clinical and educational services offered to inform policy and priorities in the community; and
- (f) liaising with other national or international bodies who share a similar purpose with the Association; and
- (g) undertaking any other activities that align with the purpose and values of the Association.

### 1.3 Financial year

The financial year of the Association is each period of 12 months ending on 30 June.

### 1.4 Definitions

In these Rules:

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

“**ACNC Legislation**” means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) and the *Australian Charities and Not-for-profits Commission (Consequential and Transitional) Act 2012* (Cth).

“**Annual Membership Fee**” means the fee determined by the Board from time to time under rule 3.5(a).

“**Applicant**” means any person applying to become a Member of the Association under rule 3.1 and 3.2.

“**Association**” means the association named in rule 1.1.

“**Chair**” means the person appointed to that office-bearer position under rule 5.10(d).

“**Chairperson**” of a general meeting or Board meeting, means the person chairing the meeting as required under rule 5.5.

“**Charity**” means a charity registered under the ACNC Legislation.

“**Board**” means the Board having governance of the business of the Association.

“**Board meeting**” means a meeting of the Board held in accordance with these Rules.

“**Board Member**” is a Member of the Association that has been appointed to the Board under Division 3 Part 5.

“**day**” means calendar day.

“**deductible gift recipient**” means an entity to which tax deductible gifts may be made pursuant to Division 30 of the ITAA 97.

“**DGR gifts**” means:

- (a) gifts of money or property for the Purpose of the Association received during any time that the Association is endorsed as a deductible gift recipient;
- (b) contributions described in item 7 or 8 of the table in section 30-15 of the ITAA 97 in relation to a fundraising event (as defined by section 995-1 of the ITAA 97) held for that purpose during any time that the association is endorsed as a deductible gift recipient; and
- (c) money received by the Association because of such gifts or contributions during any time that the association is endorsed as a deductible gift recipient.

“**financial year**” means the 12 month period specified in rule 1.3.

“**general meeting**” means a meeting of the Members of the Association convened in accordance with Part 4 and includes an annual general meeting and a special general meeting.

“**ITAA 97**” means the Income Tax Assessment Act 1997 (Cth).

“**Life Member**” means a member recorded on the Register of Members as a Life Member of the Association.

“**Member**” means Life Members and Ordinary Members.

“**month**” means a calendar month.

“**office-bearer**” shall mean such positions determined by the Board under rule 5.10(d), but shall not include the Secretary.

**“Ordinary Member”** means a member recorded on the Register of Members as an Ordinary Member of the Association who under rule 3.6 is entitled to vote at a general meeting. An Ordinary Member may be appointed to the Board.

**“Organisation Member”** means a legally registered and constituted entity as defined in Australian legislation and may be an association, company or institution.

**“person”** includes an individual and an organisation (whether incorporated or unincorporated), as context requires.

**“Purpose”** means the purpose set out in rule 1.2.

**“Secretary”** shall mean the person appointed to that position by the Board from time to time, on such conditions and for such period as the Board sees fit. Such person shall not become a Board Member by virtue of his or her appointment to the position of Secretary.

**“special resolution”** means a resolution passed in accordance with rules 4.4(a)(i), 4.4(b)(iii) and 4.9(a)(iii)(B).

**“the Act”** means the *Associations Incorporation Reform Act 2012 (Vic)*.

**“the Registrar”** means the Registrar of Incorporated Associations.

**“unbiased decision maker”** means a person or persons appointed by the Board to consider a complaint. The unbiased decision maker may be a member of the Board or Committee of the Board or any other person considered appropriate by the Board.

## 1.5 Interpretation

In these Rules, unless expressly provided otherwise, reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it, and all regulations and statutory instruments passed under it.

## 2. POWERS OF ASSOCIATION

### 2.1 Powers of Association

Subject to the Act, the Association has the capacity and powers of an individual and may do all things incidental or conducive to achieve its Purpose.

### 2.2 Not-for-profit organisation

- (a) The income and property of the Association must be applied solely towards the Purpose.
- (b) No portion of the income or assets of the Association may be paid or transferred directly or indirectly to individual Members by way of profit in their capacity as Members or committee advisors.
- (c) This rule 2.2 does not prohibit indemnification of, or payment of premiums on contracts of insurance for, any Board Member or committee advisor to the extent permitted by law and these rules.
- (d) Despite sub-rule 2.2(b) payment may be made in good faith to any

Member or committee advisor of the Association:

- (i) in return for any services actually rendered to the Association;
- (ii) for goods supplied in the ordinary and usual way of business;
- (iii) by way of interest on money borrowed from any member or committee advisor of the Association at a rate not exceeding the rate for the time being fixed by the Board; and
- (iv) of reasonable and proper rent for premises demised or let by any Member or committee advisor of the Association.

### 3. MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

#### Division 1 – Membership

##### Summary of Membership classes

	Life Members	Ordinary Members
Entitled to Vote in member's meetings	Yes	Yes
Required to pay Annual Membership fee	No	Yes

#### 3.1 Ordinary Membership

- (a) Any person may apply for Ordinary Membership of the Association, provided they:
  - (i) are nominated by two people, being:
    - (A) one current Member; and
    - (B) one current Board Member.
  - (ii) are at least 18 years of age;
  - (iii) support the Purpose of the Association;
  - (iv) follow the application process set out in sub-rule 3.1(b).
- (b) Applications for Ordinary Membership must be made in writing using the form provided for in Schedule 1. This form may be amended by the Board from time to time. The application must be signed by:
  - (i) the applicant;
  - (ii) the current Member nominating the applicant; and
  - (iii) the current Board Member nominating the applicant.

- (c) On approval by the Board of a membership application, the Secretary must, as soon as practicable, enter the name and address of the new Ordinary Member, and the date of becoming an Ordinary Member, in the Register of Members.
- (d) A person becomes an Ordinary Member of the Association and, subject to rule 3.5(c), is entitled to exercise his or her rights of membership from the date on which the person is appointed as a new Ordinary Member.

### **3.2 Organisation Membership**

- (a) An organisation may apply for membership of the Association. The organisation must nominate an authorised representative to represent the organisation.
- (b) The authorised representative must, on behalf of the organisation, follow the application process set out for ordinary membership in rule 3.1.
- (c) On approval, the organisation will be subject to the same rights and conditions as an Ordinary Member.
- (d) The Association may set a different membership fee for organisation members.

### **3.3 Life Membership**

- (a) The Board may appoint Life Members of the Association, provided that they:
  - (i) are at least 18 years of age; and
  - (ii) support the Purpose of the Association;
- (b) On appointment of a new Life Member, the Secretary must, as soon as practicable, enter the name and address of the new Life Member, and the date of becoming a Life Member, in the Register of Members.
- (c) Life Members are entitled to vote.
- (d) Life Members are not required to pay an Annual Membership Fee.

### **3.4 Board Membership**

A Life Member or Ordinary Member may be appointed or elected to the Board.

### **3.5 Annual Membership Fee - Ordinary Members**

- (a) The Annual Membership Fee is the relevant amount determined by the Board from time to time.
- (b) The Board may determine that any new Ordinary Member who joins after the start of a financial year must, for that financial year, pay a fee equal to:
  - (i) the full Annual Membership Fee; or
  - (ii) a pro rata Annual Membership Fee based on the remaining part

of the financial year; or

- (iii) a fixed amount determined from time to time by the Board.
- (c) The rights of an Ordinary Member (including the right to vote) who has not paid the Annual Membership Fee by the due date are suspended until the Annual Membership Fee is paid.
- (d) The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of Membership of the Association as required by sub-rules 3.5(a) and 3.5(b).

### **3.6 General rights of Members**

A Member of the Association has the right:

- (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules;
- (b) to submit items of business for consideration at a general meeting;
- (c) to attend and be heard at general meetings;
- (d) to vote at a general meeting;
- (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 7.2(a); and
- (f) to inspect the register of Members as provided in rule 7.3.

### **3.7 Rights not transferable**

The rights of a Member are not transferable and end when Membership ceases.

### **3.8 Ceasing Membership**

- (a) The Membership of a person ceases on resignation, expulsion or death.
- (b) If a person ceases to be a Member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a Member in the Register of Members.

### **3.9 Resigning as a Member**

- (a) A Member may resign by notice in writing given to the Association.
- (b) A Member is taken to have resigned if:
  - (i) the Member is an Ordinary Member and the Ordinary Member's Annual Membership Fee is more than 4 months in arrears; or
  - (ii) the Member is a Life Member and:
    - (A) the Secretary has made a written request to the Life Member to confirm that the Life Member wishes to remain a Life Member; and

- (B) the Life Member has not, within three months after receiving that request, confirmed in writing that he or she wishes to remain a Life Member.

### 3.10 Register of Members

The Secretary must keep and maintain a register of Members that includes:

- (a) For each current Member:
- (i) the Member's name;
  - (ii) the address for notice last given by the Member;
  - (iii) the date of becoming a Member;
  - (iv) whether the Member is a Life Member or an Ordinary Member;
  - (v) any other information determined by the Board; and
- (b) For each former Member, only the following details:
- (i) the Member's name; and
  - (ii) the date of ceasing to be a Member.

### 3.11 Disciplinary Action

- (a) The Board may take disciplinary action against any Member if the Board believes there are sufficient grounds to do so, including (without limitation) if the Board in its sole discretion considers that the Member does not support or no longer supports the Purpose.
- (b) The Board has discretion to determine the procedure to be adopted to determine whether there are sufficient grounds for taking disciplinary action, subject to the following:
- (i) The Member who is the subject of the disciplinary procedure:
    - (A) must be informed of the grounds upon which the disciplinary action against the Member is proposed to be taken; and
    - (B) be given an opportunity to be heard in relation to the matter – either by appearing in person and/or by providing a written statement according to the Member's preference; and
  - (ii) the outcome of the disciplinary procedure must be determined by an unbiased decision-maker; and
  - (iii) to the extent that doing so is compatible with paragraphs 3.11(b)(i)-(ii), the disciplinary procedure must be completed as soon as is reasonably practicable.
- (c) Disciplinary action under this rule includes, but is not limited to, suspension of any or all Membership rights, or expulsion.

### **3.12 Grievance Procedure**

- (a) The Board shall determine the procedure to be followed to determine any dispute arising under these Rules between:
  - (i) a Member and another Member;
  - (ii) a Member and the Board;
  - (iii) a Member and the Association.
- (b) The Board shall be subject to the following:
  - (i) a Member may appoint any person to act on behalf of the Member in the grievance procedure; and
  - (ii) each party to the dispute has been given an opportunity to be heard on the matter which is the subject of the dispute;
  - (iii) the outcome of the dispute must be determined by an unbiased decision maker.

## **4. GENERAL MEETINGS OF THE ASSOCIATION**

### **4.1 Annual general meetings**

- (a) The Board must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (b) The Board may determine the date, time and place of the annual general meeting.
- (c) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (d) The ordinary business of the annual general meeting is as follows:
  - (i) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
  - (ii) to receive and consider:
    - (A) the annual report of the Board on the activities of the Association during the preceding financial year; and
    - (B) the financial statements of the Association for the preceding financial year submitted by the Board in accordance with Part 7 of the Act;
  - (iii) to elect the Members of the Board in accordance with Part 5 of these Rules.
- (e) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

### **4.2 Special general meetings**

- (a) Any general meeting of the Association, other than an annual general meeting is a special general meeting.

- (b) The Board may convene a special general meeting whenever it thinks fit.

#### **4.3 Special general meeting held at request of Members**

- (a) The Board must convene a special general meeting if a request to do so is made in accordance with sub-rule 4.3(b) by at least two thirds of the total number of Members.
- (b) A request for a special general meeting must:
  - (i) be in writing; and
  - (ii) state the business to be considered at the meeting and any resolutions to be proposed; and
  - (iii) include the names and signatures of the Members requesting the meeting; and
  - (iv) be given to the Secretary.
- (c) If the Board does not convene a special general meeting within one month after the date on which the request is made (such meeting to be held within three months of the date of the request), the Members making the request (or any of them) may convene the special general meeting.
- (d) A special general meeting convened by Members under sub-rule 4.3(c):
  - (i) must be held within three months after the date on which the original request was made; and
  - (ii) may only consider the business stated in that request.
- (e) The Association must reimburse all reasonable expenses incurred by the Members convening a special general meeting under sub-rule 4.3(c). Reasonable expenses will include items such as postage costs for notices and venue hire if the Board does not make a venue available. Any legal costs or costs of other professional advice incurred in connection with convening a special general meeting under sub-rule 4.3(c) shall be borne by the Members convening the meeting.

#### **4.4 Notice of general meetings**

- (a) The Secretary (or, in the case of a special general meeting convened under rule 4.3(c), the Members convening the meeting) must give to each Member of the Association:
  - (i) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - (ii) at least 14 days' notice of a general meeting in any other case.
- (b) The notice must:
  - (i) specify the date, time and place of the meeting; and

- (ii) indicate the general nature of each item of business to be considered at the meeting; and
- (iii) if a special resolution is to be proposed:
  - (A) state in full the proposed resolution; and
  - (B) state the intention to propose the resolution as a special resolution; and
- (iv) comply with rule 4.5(e).
- (c) A Member desiring to bring any business before a general meeting may give notice of that business in writing, or by electronic transmission, to the Secretary, who must include that business in the notice calling the next general meeting after the receipt of the notice.

#### **4.5 Proxies**

- (a) A Member may appoint another Member as his or her proxy to vote and speak on his or her behalf at a general meeting.
- (b) The appointment of a proxy must be in writing and signed by the Member making the appointment.
- (c) The Member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the Member in any matter as he or she sees fit.
- (d) The Member may use any form, including one provided by the Association and approved by the Board, that clearly identifies the person appointed as the Member's proxy and that has been signed and dated by the Member.
- (e) Notice of a general meeting given to a Member under rule 4.4 must:
  - (i) state that the Member may appoint another Member as a proxy for the meeting; and
  - (ii) include a copy of any form that the Board has approved for the appointment of a proxy.
- (f) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (g) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

#### **4.6 Use of technology**

- (a) A Member not physically present at a general meeting may at the absolute discretion of the Board, be permitted to participate in the meeting by the use of technology that allows that Member and the Members present at the meeting to clearly and simultaneously communicate with each other.

- (b) For the purposes of this Part, a Member participating in a general meeting as permitted under sub-rule 4.6(a) is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

#### **4.7 Quorum at general meetings**

- (a) No business may be conducted at a general meeting unless a quorum of Members is present.
- (b) The quorum for a general meeting is the presence (in person, by proxy or as allowed under rule 4.6) at least twenty-five per cent of Members entitled to vote.
- (c) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
  - (i) in the case of a meeting convened by, or at the request of, Members under rule 4.3 - the meeting must be dissolved;
  - (ii) in any other case:
    - (A) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
    - (B) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all Members as soon as practicable after the meeting.
- (d) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under sub-rule 4.7(c)(ii), the Members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

#### **4.8 Adjournment of general meeting**

- (a) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of Members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (b) Without limiting sub-rule 4.8(a), a meeting may be adjourned:
  - (i) if there is insufficient time to deal with the business at hand; or
  - (ii) to give the Members more time to consider an item of business.
- (c) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (d) 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 4.4.

#### **4.9 Voting at general meeting**

- (a) On any question arising at a general meeting:

- (i) subject to sub-rule 4.9(c), each Member who is entitled to vote has one vote; and
- (ii) Members may vote personally or by proxy; and
- (iii) in the case of:
  - (A) an ordinary resolution, the question must be decided on a majority of votes; and
  - (B) a special resolution, the resolution may only be passed if not less than three-quarters of the votes cast are in favour of the resolution (in person or by proxy).
- (b) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (c) If the question is whether or not to confirm the minutes of a previous meeting, only Members who were present at that meeting may vote.

#### **4.10 Determining whether resolution carried**

- (a) Subject to sub-rule 4.10(b), the Chairperson of a general meeting may, on the basis of a show of hands or verbal response, declare that a resolution has been:
  - (i) carried; or
  - (ii) carried unanimously; or
  - (iii) carried by a particular majority; or
  - (iv) lost; and

an entry to that effect in the minutes of the meeting is proof of that fact.
- (b) If a poll (where votes are cast in writing) is demanded by one or more Members on any question:
  - (i) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
  - (ii) the Chairperson must declare the result of the resolution on the basis of the poll.
- (c) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (d) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

#### **4.11 Minutes of general meeting**

- (a) The Board must ensure that minutes are taken and kept of each general meeting.

- (b) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (c) In addition, the minutes of each annual general meeting must include:
  - (i) the financial statements submitted to the Members in accordance with rule 4.1(d)(ii)(B); and
  - (ii) the certificate signed by two Board Members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
  - (iii) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

#### **4.12 Regulation of meetings**

- (a) The Chairperson has discretion to regulate the conduct of general meetings, subject to any resolution of the Members at the meeting.
- (b) The Chairperson of a general meeting shall provide a reasonable opportunity for Members to ask questions of the Board, and any of the Board Members.

## **5. BOARD**

### **Division 1 - Powers of Board**

#### **5.1 Role and powers**

- (a) The business of the Association must be managed by or under the direction of a Board.
- (b) The Board may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the Members of the Association.

#### **5.2 Delegation**

- (a) The Board may delegate any of its powers and functions.
- (b) The Board may revoke a delegation wholly or in part.
- (c) The Board may establish committees consisting of such persons with such terms of reference it considers appropriate.

### **Division 2 - Composition and duties of the Board**

#### **5.3 Composition of Board**

- (a) The Board shall consist of a minimum of five Board Members.
- (b) The Board Members shall be elected under Rule 5.10.
- (c) From time to time the Board may increase the number of Board Members.

#### 5.4 General Duties

The Board Members must be aware of and the Board Members and the Association must comply with:

- (a) the duties imposed by the Act; and
- (b) the duties imposed by the ACNC Legislation, so far as the ACNC Legislation applies.

#### 5.5 Chairperson

- (a) Subject to sub-rule 5.5(b), the Chair is the Chairperson for any general meetings and for any Board meetings.
- (b) If the Chair is absent, or is unable to preside, the Chairperson of the meeting will be elected by those Board Members present.

#### 5.6 Secretary

- (a) The position of Secretary must not remain vacant for any period exceeding 14 days.
- (b) A person may not be appointed to the position of Secretary unless the person:
  - (i) consents to being appointed as Secretary; and
  - (ii) is at least 18 years of age; and
  - (iii) is resident in Australia.
- (c) The Secretary must:
  - (i) maintain the register of Members in accordance with rule 3.10; and
  - (ii) make appropriate arrangements for the custody of all books, documents and securities of the Association; and
  - (iii) perform any other duty or function imposed on the Secretary by these Rules.
- (d) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

### Division 3 - Election of Board Members and tenure of office

#### 5.7 Who is eligible to be a Board Member

- (a) A person is eligible to be elected or appointed as a Board Member if a Life or Ordinary Member of the Association and is not disqualified:
  - (i) from managing a corporation by the *Corporations Act 2001* (Cth); or

- (ii) from being a Board Member by the ACNC Commissioner under the provisions of the ACNC Legislation.
- (b) Sub-rule 5.7(a)(ii):
- (i) shall only apply if the Association is registered with the ACNC, and the ACNC Legislation operates to disqualify the person; and
  - (ii) in any event, will not apply to disqualify a person if an exemption is obtained from the ACNC Commissioner.
- (c) The Secretary is responsible for identifying whether a person is disqualified under this Rule, to the extent applicable. The Secretary must:
- (i) perform a search of the publicly available registers as soon as practicable after becoming aware that a person has been, or may be, elected as a Board Member; and
  - (ii) must obtain a declaration from each Board Member to the effect that he or she is not disqualified under this rule, and that he or she will notify the Secretary as soon as possible in the event that he or she becomes disqualified.

## **5.8 Positions to be declared vacant**

After the annual report and financial statements of the Association have been received, the Chairperson of any annual general meeting must declare which positions on the Board are vacant pursuant to these Rules (if any) and hold elections for those positions in accordance with these Rules where necessary.

## **5.9 Nominations**

- (a) Prior to the election of a position, the Chairperson of the meeting must call for nominations to fill that position.
- (b) An eligible person may:
  - (i) nominate himself or herself; or
  - (ii) with the person's consent, be nominated by a Member.

## **5.10 Election of Board Members**

- (a) At the annual general meeting an election must be held to fill any vacant positions on the Board.
- (b) If the number of people nominated for the position of Board Member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those people to be elected to the position.
- (c) If the number of people nominated exceeds the number to be elected, a ballot must be held in accordance with rule 5.11.
- (d) The Board shall from time to time, by simple majority:
  - (i) appoint one of the Board Members to the position of Chair, for a period of 12 months;

- (ii) determine the description, number and duties of any other office bearer positions (if any); and
- (iii) appoint and/or remove Board Member/s to such other office bearer positions (if any).

To avoid any ambiguity, the position of Secretary shall not be filled under this sub-rule 5.10(d).

### **5.11 Ballot**

A ballot may be held in such manner as is determined by the Board.

### **5.12 Term of office**

- (a) Subject to sub-rule 5.12(d) and rule 5.13, a Board Member holds office for a period of three years.
- (b) A Board Member may be re-elected. A Board Member may not be elected for more than three terms consecutively subject to sub-rule 5.12(c) below).
- (c) If 3 years have passed after a person ceases to be a Board Member, that person may be elected to the Board again, in which case the person's term(s) of office prior to the 3 year gap shall not be taken into account for the purpose of sub-rules 5.12(a) and (b).
- (d) A general meeting of the Association may:
  - (i) by special resolution remove a Board Member from office; and
  - (ii) elect a person to fill the vacant position in accordance with this Division.
- (e) A Board Member who is the subject of a proposed special resolution under sub-rule 5.12(d)(i) may make representations in writing to the Secretary of the Association (not exceeding a reasonable length) and may request that the representations be provided to the Members of the Association.
- (f) The Secretary may give a copy of the representations to each Member of the Association or, if they are not so given, the Board Member may require that they be read out at the meeting at which the special resolution is to be proposed.

### **5.13 Vacation of office**

- (a) A Board Member may resign from the Board by written notice addressed to the Board.
- (b) A person ceases to be a Board Member if he or she:
  - (i) resigns;
  - (ii) is removed from office by special resolution;
  - (iii) ceases to meet the eligibility requirements in sub-rule 5.7(a); or

- (iv) fails to attend three consecutive Board meetings (other than urgent Board meetings) without leave of absence under rule 5.20; or
- (v) is convicted of an indictable offence; or
- (vi) otherwise ceases to be a Board Member by operation of section 78 of the Act.

#### **5.14 Filling casual vacancies**

- (a) The Board may appoint a person to fill a position on the Board that:
  - (i) has become vacant under rule 5.13; or
  - (ii) was not filled by election at the last annual general meeting.
- (b) A person appointed by the Board under this rule shall hold office, subject to these Rules, until the conclusion of the next annual general meeting following the date of the appointment.
- (c) The Board may continue to act despite any vacancy in its Membership, provided that, so long as there are four or less Board members the Board can act only for the purpose of increasing its numbers to five.

### **Division 4 - Meetings of Board**

#### **5.15 Meetings of Board**

- (a) The Board must meet at least once in each year at the dates, times and places determined by the Board.
- (b) Notice of each Board meeting must be given to each Board Member, in such manner as the Board considers appropriate.
- (c) The Board may regulate its meetings as it sees fit.

#### **5.16 Use of technology**

- (a) A Board Member who is not physically present at a Board meeting may participate in the meeting by the use of technology that allows that Board Member and the Board Members present at the meeting to clearly and simultaneously communicate with each other.
- (b) For the purposes of this Part, a Board Member participating in a Board meeting as permitted under sub-rule 5.16(a) is taken to be present at the meeting and, if the Board Member votes at the meeting, is taken to have voted in person.

#### **5.17 Quorum**

- (a) No business may be conducted at a Board meeting unless a quorum is present.
- (b) The quorum for a Board meeting is the presence (in person or as allowed under rule 5.16) of a majority of the Board Members holding office.

**5.18 Voting**

- (a) On any question arising at a Board meeting on which the Chairperson of the meeting cannot establish consensus, each Board Member present at the meeting has one vote.
- (b) A motion is carried if a majority of Board Members present at the meeting vote in favour of the motion.
- (c) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

**5.19 Minutes of meeting**

- (a) The Board must ensure that minutes are taken and kept of each Board meeting.
- (b) The minutes must record the following:
  - (i) the names of the Members in attendance at the meeting;
  - (ii) any material personal interests disclosed in accordance with the Act.
  - (iii) the business considered at the meeting;
  - (iv) any resolution of the Board and if a vote is taken and the result of the vote; and
- (c) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee of the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Member of the Board or sub-committee.

**5.20 Leave of absence**

The Board may grant a Board Member leave of absence from Board meetings for a period not exceeding three months.

**5.21 Passing resolutions without meetings**

- (a) The Board may pass a resolution without a meeting if a majority of Board Members consent to the resolution in writing within seven (7) days. Such a resolution is valid and effectual as if it had been passed at a Board meeting that was properly convened and held.
- (b) For the purpose of this rule, approval in writing may be transmitted by post, email, facsimile or any other means of electronic transmission.

## **6. FINANCIAL MATTERS**

### **6.1 Source of funds**

The funds of the Association may be derived from joining fees, Annual Membership Fees, donations, fundraising activities, grants, interest and any other sources approved by the Board.

### **6.2 Management of funds**

- (a) The Board may approve expenditure on behalf of the Association.
- (b) The Board may authorise the expenditure of funds on behalf of the Association without requiring approval from the Board for each item on which the funds are expended.
- (c) All payments must be authorised in accordance with any policy determined by the Board.

### **6.3 Financial statements and records**

- (a) The Board must ensure that:
  - (i) the Association keeps financial records that correctly record and explain its transactions, financial position and performance;
  - (ii) the requirements under the Act relating to the financial statements of the Association are met; and
  - (iii) the requirements of the ACNC Legislation are met.
- (b) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (c) Without limiting sub-rule 6.3(a), those requirements include:
  - (i) the preparation of the financial statements;
  - (ii) if required, the review or auditing of the financial statements;
  - (iii) the certification of the financial statements by the Board;
  - (iv) the submission of the financial statements to the annual general meeting of the Association;
  - (v) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## **7. GENERAL MATTERS**

### **7.1 Registered address**

The registered address of the Association may be determined from time to time by resolution of the Board.

## 7.2 Notice requirements

- (a) Any notice required to be given to a Member or Board Member under these Rules may be given in person, by post or any electronic means to an address recorded in the register, or by any other means consented to by the Member or Board Member as the case may be.
- (b) Any notice required to be given to the Association may be given:
  - (i) by handing the notice to a Member of the Board; or
  - (ii) by sending the notice by post to the registered address; or
  - (iii) by leaving the notice at the registered address; or
  - (iv) by email to the email address of the Association or the Secretary.

## 7.3 Custody and inspection of books and records

- (a) Members may not have access to the financial records, books, securities and any other document of the Association, including minutes of Board meetings, unless otherwise permitted by these Rules, law, or the Board.
- (b) Members may on request inspect:
  - (i) the register of Members;
  - (ii) the minutes of general meetings; and
  - (iii) these Rules;
 subject to sub-rules 7.3(c), 7.3(d), and 7.3(e).
- (c) The Secretary may refuse to allow a Member to inspect the register of Members if permitted by the Act.
- (d) Members must not:
  - (i) use information obtained about another person from the register of Members to contact or send materials to the other person; or
  - (ii) disclose information obtained about a person from the register of Members knowing that the information is likely to be used to contact or send materials to the other person; unless  
  
the purpose for which the information is used or disclosed is otherwise expressly permitted by these Rules or by law.
- (e) If the Association provides access to these Rules on the Association's website, the Board shall be deemed to have allowed a Member to inspect and copy these Rules, unless the Member informs the Association that he or she is unable to access the Rules on the website.

- (f) A Member must be given a copy of these Rules and minutes of general meetings within one month of the Association receiving a request by the Member and the Member paying any fee prescribed by the Board.

#### **7.4 Winding up and cancellation**

- (a) The Association may be wound up in accordance with the Act.
- (b) If the Association is a deductible gift recipient, any DGR gifts must be deposited in a separate bank account or otherwise identified so that they can be distinguished from other assets of the Association.
- (c) If the Association is a deductible gift recipient and is wound up, or it ceases to be endorsed as a deductible gift recipient, any DGR gifts remaining after satisfying the Association's liabilities and expenses must be transferred to a charity or charities which:
  - (i) has a similar purpose to the Association's principal purpose;
  - (ii) prohibits the distribution of income, profit or assets to its members in their capacity as members; and
  - (iii) is endorsed as a deductible gift recipient.
- (d) On the winding up of the Association, any assets remaining after complying with clause 7.4(b) and 7.4(c):
  - (i) must not be paid or distributed to the Members in their capacity as Members; and
  - (ii) must be given or transferred to a charity or charities which:
  - (iii) has a similar purpose to the Association's principal purpose; and
  - (iv) prohibits the distribution of income, profit or assets to its Members in their capacity as Members.
- (e) The Members must decide before any winding up or revocation which charity or charities will receive a distribution under clause 7.4(b) and 7.4(c). If the Members fail to decide, the matter must be determined by application to the Supreme Court of Victoria.

#### **7.5 Alteration of Rules**

These Rules must not be altered except in accordance with the Act.

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**SCHEDULE 1**

APPLICATION FORMS - SEE OVER PAGE