women's health
GRAMPIANS

A0021661L
ABN 85 025 587 831

Women's Health Grampians Association Rules 2026

CONTENTS

PART 1 - THE ASSOCIATION 4

NAME 4

PURPOSE, VALUES AND DEFINITIONS 4

POWERS OF ASSOCIATION 5

NOT FOR PROFIT ORGANISATION 6

PART 2 – MEMBERS 6

ELIGIBILITY TO BE A MEMBER 6

APPLYING TO BE A MEMBER 6

ANNUAL SUBSCRIPTION AND FEE ON JOINING 6

RIGHTS OF MEMBERSHIP 7

CEASING MEMBERSHIP 7

ASSOCIATE MEMBERS 7

GRIEVANCE PROCEDURE 8

PARTIES MUST ATTEMPT TO RESOLVE THE DISPUTE 8

APPOINTMENT OF MEDIATOR 8

MEDIATION PROCESS 8

FAILURE TO RESOLVE DISPUTE BY MEDIATION 9

GROUNDS FOR TAKING DISCIPLINARY ACTION 9

DISCIPLINARY SUBCOMMITTEE 9

NOTICE TO MEMBER 9

DECISION OF SUBCOMMITTEE 10

APPEAL RIGHTS 10

CONDUCT OF DISCIPLINARY APPEAL MEETING 11

PART 3 – GENERAL MEETINGS 11

ANNUAL GENERAL MEETINGS 11

SPECIAL GENERAL MEETINGS 11

NOTICE OF GENERAL MEETINGS 12

QUORUM AT GENERAL MEETINGS 12

ADJOURNMENT OF GENERAL MEETINGS 13

VOTING AT GENERAL MEETINGS 13

PROXIES 13

MINUTES OF GENERAL MEETINGS 14

PART 4 – THE BOARD 14

ROLE AND POWERS 14

ELECTION OF BOARD MEMBERS 15
TERM 15
VACATION OF OFFICE 15
COMPOSITION / POSITIONS ON THE BOARD 16
GENERAL DUTIES 16
VACANCIES ON THE BOARD 17
LEAVE OF ABSENCE 17
REMOVAL OF A BOARD MEMBER 17
PART 5 – BOARD MEETINGS 17
NOTICE OF BOARD MEETINGS 17
PROCEDURE AND ORDER OF BUSINESS 17
QUORUM FOR BOARD MEETINGS 18
ADJOURNMENT OF BOARD MEETINGS 18
VOTING AT BOARD MEETINGS 18
CONFLICT OF INTEREST 18
MINUTES OF BOARD MEETINGS 18
PART 6 – FINANCIAL MATTERS 19
FINANCIAL YEAR 19
SOURCE OF FUNDS 19
MANAGEMENT OF FUNDS 19
FINANCIAL RECORDS AND STATEMENTS 19
PART 7 – GENERAL MATTERS 19
USE OF TECHNOLOGY 20
COMMON SEAL 20
REGISTERED ADDRESS 20
NOTICES 20
INSPECTION OF BOOKS AND RECORDS 20
ALTERATION OF RULES 21
WINDING UP 21
WINDING UP CLAUSE 21
DEDUCTIBLE GIFT RECIPIENT REVOCATION CLAUSE 21

PART 1 - THE ASSOCIATION

NAME

1. The name of the incorporated association is "Women's Health Grampians Incorporated" (the Association).

PURPOSE, VALUES AND DEFINITIONS

2. STATEMENT OF PURPOSE

The Purposes of the Association are to:

2.1 Operate as a health promotion organisation working collaboratively to address disease prevention and control, health inequities and disadvantage for women and gender diverse people.

2.2 Acknowledge the social context of women's lives and encourage active consultation with and involvement by women and gender diverse people in the Grampians Region, to ensure that service delivery and public policy reflect women and gender diverse people's needs, priorities and aspirations.

2.3 To achieve its purposes, the Association will:

a) Adopt a social model of health and a holistic approach, aiming to prevent illness, disease and injury and promote the independence, health, safety and wellbeing of women and gender diverse people through evidenced strategies and interventions.

b) Actively involve and empower women and gender diverse people in seeking choice, responsibility and control over their own health and access to appropriate health care options, recognising a person's whole life-span and various roles.

c) Promote dignity and respect for women and gender-diverse people, with sensitivity towards those physically, emotionally or educationally disadvantaged.

d) Engage in activities including collaborative action, research, organisational capacity building, advocacy and community development to enhance access to resources and services for women and gender diverse people and their children.

e) Promote and support the translation of research and analysed data about the needs of women and gender diverse in the Grampians Region into policy and practice.

f) Adopt an intersectional approach that recognises the multiple forms of discrimination women and gender diverse people face, facilitating a focus on those women and gender-diverse people experiencing most disadvantage because of multiple and intersecting forms of discrimination.

g) Conduct meaningful and positive actions to promote gender equality, engaging in activities designed to bring about change to the social, political and economic factors that cause and maintain inequity, with a particular focus on violence and discrimination against women, gender diverse people, and their children.

h) Engage in charitable and/or benevolent activities which are consistent with these purposes.

i) Ensure the principles of health promotion underpin and inform all activities engaged in by the Association.

3 DEFINITIONS

In these rules:

3.1. **Absolute Majority** of the Board, means a majority of the Board members currently

holding office and entitled to vote at the time (as distinct from a majority of Board members present at a Board meeting);

3.2. **Act** means the Associations Incorporation Reform Act 2012 (Vic) and includes regulations made under the Act.

3.3. **Association and WHG** used throughout these rules mean Women's Health Grampians Incorporated.

3.4. **Board** means the Board of Women's Health Grampians Incorporated elected in accordance with the provisions of these rules.

3.5. **Board Member** means a member of the Association elected or appointed under Rules 63 and 81.

3.6. **Chairperson**, of a general meeting or Board meeting, means the person chairing the meeting as required under Rule 72.

3.7. **Financial Year** means financial year of the Association is a period of 12 months ending on 30 June.

3.8. **Gender Diverse** means people whose gender identity is different from that they were assigned at birth. It also includes people who have more than one gender identity, or fluid gender identities, or no gender identity at all.

3.9. **General Meeting** means a general meeting of members convened in accordance with these rules and includes a special general meeting and an annual general meeting.

3.10. **Grampians Region** means the collective municipalities of Moorabool, Hepburn, Golden Plains, Ballarat, Pyrenees, Ararat, Northern Grampians, Yarriambiack, Horsham, Hindmarsh and West Wimmera.

3.11. **Health** will be taken to mean the World Health Organisation definition of health, namely that 'health is a state of complete physical, mental and social well-being and not merely the absence of disease or infirmity'.

3.12. **Member** means those women and gender diverse people afforded membership by virtue of these rules.

3.13. **Poll** means to vote on paper.

3.14. **Registrar** means the Registrar of Incorporated Associations.

3.15. **Woman and women** is inclusive of cis and trans experience.

POWERS OF ASSOCIATION

4 Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.

5 Without limiting subrule (4), the Association may—

5.1. acquire, hold and dispose of real or personal property; or

5.2. open and operate accounts with financial institutions; or

5.3. invest its money in any security in which trust monies may lawfully be invested; or

5.4. raise and borrow money on any terms and in any manner as it thinks fit; or

5.5. secure the repayment of money raised or borrowed, or the payment of a debt or liability; or

5.6. appoint agents to transact business on its behalf; or

5.7. enter into any other contract it considers necessary or desirable.

6 The Association may only exercise its powers and use its income and assets (including any

surplus) for its purposes.

NOT FOR PROFIT ORGANISATION

7 The Association must not distribute any surplus, income or assets directly or indirectly to its members.

7.1 Subrule (7) does not prevent the Association from paying a member -

a) reimbursement for expenses properly incurred by the member; or

b) for goods or services provided by the member—

if this is done in good faith on terms no more favourable than if the member was not a member.

7.2 The Rules do not prevent the Association from paying remuneration to any Board members.

Note
Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

PART 2 – MEMBERS

ELIGIBILITY TO BE A MEMBER

8 Any woman (cis and trans inclusive) or gender diverse person 18 years or more who supports the purposes of the Association, and lives or works within the Grampians region, is eligible to apply for membership of the Association.

9 All staff employed by the Association are eligible for membership but are not eligible to stand for election to the Board.

APPLYING TO BE A MEMBER

10 A person can apply to be a member of the Association by writing to the Secretary, using the application form provided by the Association.

10.1 The application form requires applicants to state their support for the purposes of the Association and agree to comply with these Rules.

10.2 The application must be accompanied by the joining fee if any determined by the Association under rule 12.

11 The Board decides by resolution to approve or reject an application.

11.1 If an application is approved, the Secretary enters the name and contact details of the new member, and the date of becoming a member, in the Association's register of members.

11.2 The applicant is notified of the Board's decision as soon as practicable – no reason need be given for the rejection of an application.

ANNUAL SUBSCRIPTION AND FEE ON JOINING

12 At each annual general meeting, the Association must determine—

a) the process for setting the amount of the annual subscription (if any) for the following financial year; and

b) the date for payment of the annual subscription.

13 The Association may determine that a lower annual subscription is payable by associate members.

14 The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—

a) the full annual subscription; or

b) a pro rata annual subscription based on the remaining part of the financial year; or

c) a fixed amount determined from time to time by the Association.

15 The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

RIGHTS OF MEMBERSHIP

16 A member is entitled to vote if more than 14 days have passed since the date the Board approved their application to be a member, and if membership rights have not been suspended subject to Rule 15.

17 A member who is entitled to vote has rights as set out in the Act and these Rules, including to attend and be heard at general meetings and submit items of business at general meetings.

18 The rights of a member are not transferable.

CEASING MEMBERSHIP

19 The membership of a person ceases on failure to pay subscription fee (if applicable), resignation, expulsion or death.

19.1 A member may resign by notice in writing given to the Secretary.

19.2 A member is taken to have resigned if the Secretary has made a written request to the member to confirm that they wish to remain a member and the member has not responded in writing within 3 months of the request being sent.

20 The rights of a member end when membership ceases.

ASSOCIATE MEMBERS

21 The Board can establish one or more category of associate member (such as under 18 years). Associate members may not vote or be a Board member but are otherwise governed by these Rules in the same way as members.

REGISTER OF MEMBERS

22 The Secretary must keep and maintain a register of members that includes—

22.1 for each current member—

a) the member's name; and

b) the address for notice last given by the member; and

c) the email address last given by the member (if available); and

d) the date of becoming a member; and

e) if the member is an associate member, a note to that effect; and

f) any other information determined by the Board; and

22.2 for each former member, the name of the person and the date on which the person ceased to be a member of the Association.

23 Any member may, at a reasonable time and free of charge, inspect the register of members.

Note
Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the register of members.

GRIEVANCE PROCEDURE

24 APPLICATION

24.1 The grievance procedure set out in this Subheading applies to disputes under these Rules between—

a) a member and another member; and
b) a member and the Board; and
c) a member and the Association.

24.2 A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

25 PARTIES MUST ATTEMPT TO RESOLVE THE DISPUTE

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

26 APPOINTMENT OF MEDIATOR

26.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 25, the parties must within 10 days—

a) notify the Board of the dispute; and
b) agree to or request the appointment of a mediator; and
c) attempt in good faith to settle the dispute by mediation.

26.2 The mediator must be—

a) a person chosen by agreement between the parties; or
b) in the absence of agreement—
   (i) if the dispute is between a member and another member—a person appointed by the Board; or
   (ii) if the dispute is between a member and the Board or the Association—a registered mediator.

Note
This includes a registered mediator appointed or employed by the Dispute Settlement Centre of Victoria or accredited by the Victorian Bar.

26.3 Subject to subrule 26.4, the Board may appoint any person as a mediator.

26.4 The Board must not appoint a person as a mediator if the person—

a) has a personal interest in the dispute; or
b) is biased in favour of or against any party.

27 MEDIATION PROCESS

27.1 The mediator to the dispute, in conducting the mediation, must—

a) give each party every opportunity to be heard; and

b) allow due consideration by all parties of any written statement submitted by any party; and

c) ensure that natural justice is accorded to the parties throughout the mediation process.

27.2 The mediator must not determine the dispute.

27.3 Any costs of mediation are to be paid—

a) if an agreement as to costs is reached between the parties—in accordance with that agreement; or

b) if there is no such agreement—by the Board.

28 FAILURE TO RESOLVE DISPUTE BY MEDIATION

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

DISCIPLINARY ACTION

29 GROUNDS FOR TAKING DISCIPLINARY ACTION

The Association may take disciplinary action against a member in accordance with this Subheading if it is determined that the member—

a) has failed to comply with these Rules; or

b) refuses to support the purposes of the Association; or

c) has engaged in conduct prejudicial to the Association.

30 DISCIPLINARY SUBCOMMITTEE

30.1 If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.

30.2 Subject to subrule (30.3), the Board may appoint any person to a disciplinary subcommittee.

30.3 A person must not be appointed to a disciplinary subcommittee if the person is biased in favour of or against the member concerned.

31 NOTICE TO MEMBER

31.1 Before disciplinary action is taken against a member, the Secretary must give written notice to the member—

(a) stating that the Association proposes to take disciplinary action against the member; and

(b) stating the grounds for the proposed disciplinary action; and

(c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the ***disciplinary meeting***); and

(d) advising the member that the member may do one or both of the following—

(i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;

(ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and

(e) setting out the member's appeal rights under rule 33.

31.2 The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

32 DECISION OF SUBCOMMITTEE

32.1 At the disciplinary meeting, the disciplinary subcommittee must—

(a) give the member an opportunity to be heard; and

(b) consider any written statement submitted by the member.

32.2 After complying with subrule (1), the disciplinary subcommittee may—

(a) take no further action against the member; or

(b) subject to subrule (3)—

(i) reprimand the member; or

(ii) suspend the membership rights of the member for a specified period; or

(iii) expel the member from the Association.

32.3 The disciplinary subcommittee may not fine the member.

32.4 The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

33 APPEAL RIGHTS

33.1 A person whose membership rights have been suspended or who has been expelled from the Association under rule 32 may give notice to the effect that the person wishes to appeal against the suspension or expulsion.

33.2 The notice must be in writing and given—

(a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or

(b) to the Secretary not later than 7 days after the vote.

33.3 If a person has given notice under subrule 33.2, the Board must appoint at least 3 persons to an appeal subcommittee to consider the appeal.

33.4 Subject to subrule 33.5, the Board may appoint any person to an appeal subcommittee.

33.5 A person must not be appointed to an appeal subcommittee if the person—

(a) was appointed to the disciplinary subcommittee to hear and determine the matter of the member concerned; or

(b) has a personal interest in the dispute; or

(c) is biased in favour of or against the member concerned.

33.6 The Board must convene a meeting of the appeal subcommittee (the disciplinary appeal

meeting) as soon as practicable and no later than 21 days after the notice of the appeal is received.

33.7 Notice of the disciplinary appeal meeting must be given to each member of the appeal subcommittee and the member concerned as soon as practicable and must—

(a) specify the date, time and place of the meeting; and

(b) state—

(i) the name of the person against whom the disciplinary action has been taken; and

(ii) the grounds for taking that action; and

(iii) that at the disciplinary appeal meeting the appeal subcommittee members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

34 CONDUCT OF DISCIPLINARY APPEAL MEETING

34.1 At a disciplinary appeal meeting—

(a) no business other than the question of the appeal may be conducted; and

(b) the appeal subcommittee must state the grounds for suspending or expelling the member and the reasons for taking that action; and

(c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.

34.2 After complying with subrule (34.1), members of the appeal subcommittee present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.

34.3 A member may not vote by proxy at the meeting.

34.4 The decision is upheld if a majority of the persons voting at the meeting vote in favour of the decision.

PART 3 – GENERAL MEETINGS

ANNUAL GENERAL MEETINGS

35 The Annual General Meeting (AGM) of members is held within 5 months after the end of each financial year at a date, time and place determined by the Board.

36 The ordinary business of the AGM is to: confirm the minutes of the previous AGM and any other general meeting(s); consider reports and statements on the activities of the previous financial year in accordance with the Act; elect Board members; and to determine the process for setting the amounts (if any) of the annual subscription and joining fee. Other business may be conducted if notice has been given in accordance with these Rules.

SPECIAL GENERAL MEETINGS

37 Any general meeting of the Association, other than an AGM or disciplinary appeal meeting, is a special general meeting.

38 The Board may convene a special general meeting at any time it sees fit, provided appropriate

notice is given to members in accordance with these Rules.

39 The Board must convene a special general meeting if a request to do so is given to the Secretary in writing by at least 10% of the total number of members of the Association.

39.1 The request must state the business and any resolutions to be considered at the meeting and include the names and signatures of members making the request.

39.2 If the Board does not convene a special general meeting within one month of the request being received, the members making the request may convene the meeting.

39.3 A special general meeting convened by members under subrule 39.2 must be held within 3 months of the date of the original request and may only consider the business stated in that request.

39.4 The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule 39.2.

40 NOTICE OF GENERAL MEETINGS

40.1 The Secretary (or, in the case of a special general meeting convened under rule 39 the members convening the meeting) must give to each member of the Association—

(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 14 days' notice of a general meeting in any other case.

40.2 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 a special resolution is to be proposed—

(i) state in full the proposed resolution; and

(ii) state the intention to propose the resolution as a special resolution; and

(d) comply with rule 53.

40.3 This rule does not apply to a disciplinary appeal meeting.

Note

Rule 33.2 sets out the requirements for notice of a disciplinary appeal meeting.

QUORUM AT GENERAL MEETINGS

41 No business can be conducted at a general meeting unless a quorum of 10% of the members entitled to vote is present (physically via technology under rule 96 or by Proxy).

42 If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:

42.1 In the case of a meeting convened by, or at the request of, members under Rule 39 – the meeting is dissolved.

i. In all other cases, if a quorum is not present within 30 minutes after the

notified commencement time of a general meeting the meeting shall be adjourned to a date no later than 21 days after the adjournment.

ii. Written notice of the time, date and location to which the meeting is adjourned must be given to members as soon as practicable.

43 ADJOURNMENT OF GENERAL MEETINGS

43.1 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.

43.2 Without limiting subrule (43.1), 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.

Example

The members may wish to have more time to examine the financial statements submitted by the Board at an annual general meeting.

43.3 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

43.4 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 40.

VOTING AT GENERAL MEETINGS

44 On any question arising at a general meeting, each member who is entitled to vote has one vote (personally or by proxy).

44.1 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.

45 Any question arising at a general meeting must be decided on a majority of the votes, except in the case of a special resolution.

45.1 If votes are divided equally, the Chairperson of the meeting shall have a second vote.

45.2 A special resolution is passed if not less than three quarters of the members voting at a general meeting vote in favour of the resolution. In addition to certain matters specified in the Act, a special resolution is required to remove a Board member from office or to alter these Rules.

46 The Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been carried; carried unanimously or by a particular majority; or lost.

47 If a poll (where votes are cast in writing) is demanded by 3 or more members on any question the poll must be taken at the meeting in the manner determined by the Chairperson and the Chairperson declares the result of the resolution based on the poll.

48 This rule does not apply to a vote at disciplinary appeal meeting conducted under rule 34.

PROXIES

49 A member may appoint another member as the member's proxy to vote and speak on the member's behalf at a general meeting other than at a disciplinary appeal meeting.

50 The appointment of a proxy must be in writing and signed by the member making the appointment.

51 The member appointing the proxy may give specific directions as to how the proxy is to vote on the member's behalf, otherwise the proxy may vote on behalf of the member in any matter as the proxy sees fit.

52 If the Board has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.

53 Notice of a general meeting given to a member under rule 40 must—

53.1 state that the member may appoint another member as a proxy for the meeting; and

53.2 include a copy of any form that the Board has approved for the appointment of a proxy.

54 A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.

55 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.

MINUTES OF GENERAL MEETINGS

56 Minutes must be taken and kept of the proceedings at all general meetings.

56.1 The minutes must record the names of members attending the meeting, the business considered, and any resolution on which a vote is taken and the result.

56.2 The Minutes of each AGM must also include proxy forms given to the Chairperson of the meeting; the financial statements and certificate submitted to members; and any audited accounts or auditor's report accompanying the financial statements that are required under the Act.

PART 4 – THE BOARD

ROLE AND POWERS

57 The business of the WHG is managed by or under the direction of a management Board.

58 The Board may exercise all the powers of WHG except those powers that these Rules or the Act require that members exercise at a general meeting.

59 The Board may appoint and remove the CEO and establish subcommittees consisting of members with terms of reference it considers appropriate.

60 The Board may delegate to a member of the Board, a subcommittee or staff, any of its powers and functions other than this power of delegation or a duty imposed by the Act or any other law. The delegation must be in writing and may be revoked (wholly or in part) in writing.

61 Each Board member is required to serve on at least one subcommittee, working group, or advisory body of the organisation, unless otherwise excused by the Chair due to exceptional circumstances.

ELECTION OF BOARD MEMBERS

62 Board members are elected by members of the Association at the AGM.

63 A member of the Association can nominate to be a Board member by writing to the Secretary, using the Association's nomination form where provided. The nomination must be supported in writing by another member and provided at least 14 days before the AGM.

64 If the number of nominations to be Board members is less than, or equal to, the number of Board positions to be filled, the Chair of the AGM may declare the positions filled.

65 If a ballot is required, the Chairperson of the meeting must appoint a member to act as a Returning Officer to conduct the ballot.

65.1 The Returning Officer must not be a member nominated for a position and must conduct the ballot in accordance with procedure established by the Board or Association.

65.2 If the Returning Officer is unable to declare the result of an election the Returning Officer must conduct a further election for the position or, with the agreement of those candidates, decide by lot which of them is to be elected.

66 The Board may conduct additional activities ahead of elections to encourage and support nominations by members with appropriate skills and experience. This may include, for example, calls for Expressions of Interest with the provision of feedback.

67 **TERM**

67.1 Subject to subrule (67.3) and rule 68, a Board member holds office until the AGM which corresponds with the completion of a two-year term. A Board member may be re-elected but no Board member shall serve more than four consecutive terms, with the option for a fourth term subject to nomination to the Board. The term for a member appointed to fill a vacant position on the Board does not start until the next AGM.

67.2 A Board member may be re-elected.

67.3 A general meeting of the Association may—

(a) by special resolution remove a Board member from office; and

(b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.

67.4 A member who is the subject of a proposed special resolution under subrule (67.3)(a) may make representations in writing to the Secretary of Chair of the Board of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.

67.5 The Secretary or the Chair of the Board of the Association may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

68 VACATION OF OFFICE

68.1 A Board member may resign from the Board by written notice addressed to the Board.

68.2 A person ceases to be a Board member if the person—

(a) ceases to be a member of the Association; or

(b) fails to attend 3 consecutive Board meetings (other than special or urgent Board meetings) without leave of absence under rule 82; or

(c) otherwise ceases to be a Board member by operation of section 78 of the Act.

Note

A Board member may not hold the office of Secretary if they do not reside in Australia.

COMPOSITION / POSITIONS ON THE BOARD

69 The Board consists of the positions of Chairperson, Deputy Chairperson, Treasurer and no fewer than 4 and no more than 8 ordinary members.

70 At the first Board meeting after each AGM, the Board elects Board members to each position and reviews and confirms the responsibilities of each position.

71 The Chairperson or, in the Chairperson's absence the Deputy Chairperson, presides at general meetings (including the AGM) and Board meetings.

71.1 If the Chairperson or Deputy Chairperson are both absent or unable to preside, the Chairperson of the meeting must be elected by other members present.

72 The Treasurer ensures that the financial records of the Association are kept in accordance with the Act and coordinates the preparation of the financial statements and certification of the Board prior to their submission to the AGM.

73 The Chief Executive Officer of the Association may be the Secretary of the Association but shall not be a member of the Board.

73.1 The Secretary must perform any duty or function required under the Act to be performed by the Secretary of an incorporated association.

73.2 The Secretary must be over 18 years of age and live in Australia.

73.3 If the Secretary stops being the Secretary, the Board must appoint a new Secretary within 14 days and notify Consumer Affairs Victoria of the new appointment within 14 days. The Australian Charities and Not-for-profits Commission but also be notified of changes in Secretary.

73.4 The Secretary must—

(a) maintain the register of members in accordance with rule 22; and

(b) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and

(c) perform any other duty or function imposed on the Secretary by these Rules.

GENERAL DUTIES

74 As soon as practicable after being elected or appointed to the Board, each Board member must become familiar with these Rules and the Act.

75 The Board is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Board comply with these Rules.

76 Board members must exercise their powers and discharge their duties with reasonable care and diligence, in good faith in the best interests of the Association; and for a proper purpose.

77 Board members and former Board members must not make improper use of their position, or information acquired by virtue of holding their position, so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

VACANCIES ON THE BOARD

78 The Board may appoint an eligible member of the Association to fill a position on the Board that has become vacant or was not filled at the AGM election, and that person may continue in that position up to and including the day of the next AGM.

79 The Board may continue to act despite any vacancy in its membership.

LEAVE OF ABSENCE

80 The Board may grant a Board member leave of absence from Board meetings for a period not exceeding 3 months.

81 The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Board member to seek the leave in advance.

REMOVAL OF A BOARD MEMBER

82 A general meeting of the Association may by special resolution remove a Board member from office and elect another member to fill the vacant position until the expiration of the term of the removed Board member.

83 A member who is the subject of a proposed special resolution under Rule 82 may make representations in writing to the Secretary or Chairperson (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.

84 The Secretary or Chairperson may give a copy of representations to each member or, if they are not so given, the member may require that they be read out at the general meeting.

PART 5 – BOARD MEETINGS

NOTICE OF BOARD MEETINGS

85 The Board decides on the frequency, timing and location of Board meetings. The Board would usually meet at least 4 times in each year.

86 No less than 7 days' notice of each Board meeting shall be given to each Board member, except in cases of urgency or where all Board members agree to a shorter timeframe.

86.1 The notice must state the date, time and place of the meeting and nature of business.

86.2 In cases of urgency, a meeting can be held with less than 7 days' notice, provided that as much notice as practicable is given to each Board member. Any resolution made at such a meeting must be passed by an absolute majority of the Board (which means a majority of the Board members holding office and entitled to vote at the time, not just a majority of Board members present at the meeting).

PROCEDURE AND ORDER OF BUSINESS

87 The procedure to be followed at a meeting of the Boardmust be determined from time to time by the Board.

88 The order of business may be determined by the members present at the meeting.

QUORUM FOR BOARD MEETINGS

89 The quorum for any meeting of the Board is the presence of a majority of the Board members. No business shall be transacted unless a quorum is present.

90 If, within 30 minutes of the notified commencement time of a Board meeting, a quorum is not present the meeting shall be adjourned to a date no later than 14 days after the adjourned meeting.

ADJOURNMENT OF BOARD MEETINGS

91 A meeting at which a quorum is present may be adjourned if there is insufficient time to deal with the business, or to give members more time to consider an item of business.

91.1 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

91.2 Notice of the adjournment of a meeting under this Rule is not required unless the meeting is adjourned for 14 days or more.

VOTING AT BOARD MEETINGS

92 On any question arising at a Board meeting, each Board member present has one vote. Except for specific cases specified under these Rules, a motion is carried if a majority of Board members present at the meeting vote in favour of the motion.

92.1 If votes are divided equally on a question, the Chairperson has a casting vote.

92.2 Voting by proxy is not permitted at Board meetings.

CONFLICT OF INTEREST

93 A member of the Board who has a material personal or financial interest in a matter that is to be considered at a meeting of the Board must disclose the nature and extent of that interest to the Board. The member must not be present while the matter is being considered and must not vote on the matter.

94 This rule does not apply to a material personal interest that exists only because the member belongs to a class of persons for whose benefit the Association is established; or that the member has in common with all or a substantial proportion of, the members of the Association.

95 The Association must keen a conflict of interest register recording the following:

(a) the name and position of the member who has disclosed a material personal interest;

(b) a description of the nature and extent of that interest;

(c) a management plan documenting actions required to mitigate the conflict.

MINUTES OF BOARD MEETINGS

96 Minutes must be taken and kept of the proceedings at all general and Board meetings.

96.1 The minutes must record the names of members attending the meeting, the business

considered, and any resolution on which a vote is taken and the result.

96.2 The Minutes of each Board meeting must record any material personal interest that has been disclosed.

PART 6 – FINANCIAL MATTERS

FINANCIAL YEAR

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

SOURCE OF FUNDS

98 The funds of the Association may be derived from donations, fundraising activities, grants, interest and any other sources approved by the Board that are consistent with furthering the Association's purposes.

MANAGEMENT OF FUNDS

99 The Board establishes financial policies and procedures to comply with financial administration, accounting, control, audit and reporting requirements under the Act and to meet any other relevant legislation or conditions of funding.

100 The Association maintains a separate gift fund for the purposes of receiving and managing gifts of money or property in support of the main purposes and activities of the Association.

FINANCIAL RECORDS AND STATEMENTS

101 The Association must keep financial records that correctly record and explain its transactions, financial position and performance; and enable financial statements to be prepared for each financial year as required by the Act.

102 Financial records must be kept and stored for 7 years, and in accordance with any other applicable laws.

103 For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Association are met.

104 Without limiting subrule (103), those requirements include—

(a) the preparation of the financial statements; and

(b) if required, the review or auditing of the financial statements; and

(c) the certification of the financial statements by the Board; and

(d) the submission of the financial statements to the annual general meeting of the Association; and

(e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7 – GENERAL MATTERS

USE OF TECHNOLOGY

105 Members may participate in meetings by the use of technology, rather than in person, where arrangements have been agreed by the Secretary.

105.1 Technology used must allow that member and the members physically present at the meeting to clearly and simultaneously communicate with each other.

105.2 A member participating via technology is taken to be present at the meeting and is taken to have voted (where relevant).

106 A Board meeting may be held by the use of technology that allows Board members to clearly and simultaneously communicate with each other participating member.

107 For the purposes of this Part, a Board member participating in a Board meeting as permitted under subrule (106) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

COMMON SEAL

108 The Common Seal of the Association shall be kept in the custody of the Secretary.

108.1 The name of the Association must appear in legible characters on the Common Seal.

108.2 The Common Seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the Common Seal shall be attested by the signatures either of two members of the Board or one of the Board and of the Secretary of the Association.

REGISTERED ADDRESS

109 The registered address of the Association is the address determined from time to time by resolution of the Board or if the Board has not determined an address to be the registered address—the postal address of the Secretary.

110 If the Board has not determined an address to be the registered address—the postal address of the Secretary.

NOTICES

111 The Secretary maintains the register of members that includes the address for notice last given by the member.

111.1. Any notice required to be given to a member of the Association or member of the Board may be given by hand, email or by post.

111.2 All reasonable efforts are made to ensure each member receives notice of a meeting – if a member does not receive notice this shall not invalidate the meeting's proceedings.

112 Any notice required to be given to the Association or the Board may be sent to the Association's registered address or – if the Secretary allows – by email to the email address of the Association or the Secretary, or by handing the notice to the Secretary.

INSPECTION OF BOOKS AND RECORDS

113 Members may request to inspect the: register of members; the minutes of general meetings; financial records; and any other relevant documents (as defined in the Act) at a reasonable time.

114 The Secretary may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

115 In accordance with Section 58 of the Act, members must not make improper use of information about a person obtained from the register of members.

116 Members can write to the Secretary to ask that the Secretary restrict access to their details on the register if they have special circumstances. The Secretary will decide if there are special circumstances and advise the member of her decision.

117 A member may write to the Secretary to request copies of relevant documents (with the exception of the register of members); and the Secretary may charge a reasonable fee to provide copies.

118 The Board must, on request and free of charge, make copies of these Rules available to members and applicants for membership.

ALTERATION OF RULES

119 These Rules may only be altered or replaced by special resolution at a general meeting (any alteration of these Rules takes effect once approved by the Registrar).

WINDING UP

120 Members may vote by special resolution at a general meeting to wind up the Association and decide which organisation the surplus assets are to be given, in accordance with clauses 121 and 122.

WINDING UP CLAUSE

121 In the event of the organisation being wound up or dissolved, all assets that remain after winding up and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes, which is charitable at law and which has rules prohibiting the distribution of its assets and income to its members.

DEDUCTIBLE GIFT RECIPIENT REVOCATION CLAUSE

122 If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:

(a) gifts of money or property for the principal purpose of the organisation

(b) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation

(c) money received by the organisation because of such gifts and contributions