

**CONSUMER AFFAIRS VICTORIA**

*Associations Incorporation Reform Act 2012*

**RULES**

**for**

**GIPPSLAND WOMEN'S HEALTH INCORPORATED**

**A0024460W**

**ABN 21 214 835 436**

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# Rules for Gippsland Women's Health Incorporated

## Note

The persons who from time to time are members of the Association are an incorporated association by the name given in rule 1 of these Rules.

Under section 46 of the *Associations Incorporation Reform Act 2012*, these Rules are taken to constitute the terms of a contract between the Association and its members.

## Part 1—Preliminary

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### 1. Name

The name of the incorporated association is "Gippsland Women's Health Incorporated".

## Note

Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

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### 2. Purposes

The purposes of the Association are—

- (a) to maintain a Women's Health Service that is community-based and run by women for women in the Gippsland Region;
- (b) to promote women's health through health promotion, education and sharing of information, skills and support;
- (c) to promote a health system that treats women with dignity and respect;
- (d) to actively encourage and support women in seeking and exercising ultimate control, responsibility and choice in decision-making about their health;
- (e) to provide health services and programs, which recognise women's whole life span and the various roles that women may have throughout their lives;
- (f) to ensure that the Association is responsive to the needs of women who experience disadvantage and discrimination;
- (g) to work to improve women's health and wellbeing through participation, collaboration and partnerships with women, the community, women's services and other organisations;
- (h) to foster community awareness and action about women's health issues;
- (i) to build the capacity of the health and community sector to promote gender equity and address women's health issues;
- (j) to promote and support ongoing research about women's health issues;
- (k) to promote awareness of and be responsive to environmental factors affecting women's health;
- (l) to promote equal access and equity for all women using the health care system;

- (m) to improve the quality of health care for women by influencing the policy and practice of health and/or related agencies;
- (n) to engage in charitable and/or benevolent activities which are consistent with these purposes;
- (o) through the application of a health promotion framework incorporating the social model of health, prevent illness, disease and injury and promote independence, health and wellbeing using a variety of interventions.

The Association will work from a feminist perspective that:

- (a) is committed to the principles of choice and equity in health for all women;
- (b) believes in the right of women to make informed choices in all aspects of their health care, particularly in relation to fertility control and reproduction;
- (c) encourages co-operation and skill sharing amongst women;
- (d) acknowledges the diversity of women's experiences and ways of communicating.

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### 3. Financial year

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

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### 4. Definitions

In these Rules—

**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);

**Act** means the *Associations Incorporation Reform Act 2012* and includes any regulations made under that Act;

**associate member** means a member referred to in rule 14(a);

**Association** means the Gippsland Women's Health Incorporated;

**Board** means the group of Board members having management of the business of the Association;

**Board meeting** means a meeting of the Board held in accordance with these Rules;

**Board member** means a member of the Board elected or appointed under Division 3 of Part 5;

**Chairperson**, of a general meeting or Board meeting, means the person chairing the meeting as required under rule 48;

**Chief Executive Officer** means the person appointed by the Board as the chief executive officer of the Association.

**Department** means the Victorian Government Department of Health;

**disciplinary appeal meeting** means a meeting of the members of the Association convened under rule 25;

**disciplinary meeting** means a meeting of the Board convened for the purposes of rule 20;

**disciplinary subcommittee** means the subcommittee appointed under rule 21;

**financial year** means the 12 month period specified in rule 3;

**general meeting** means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

**Gift Fund** has the meaning given to that term in rule 74;

**Gippsland region** means the following local government areas: the Shires of East Gippsland, Wellington, South Gippsland, Bass Coast, Baw Baw and Latrobe City;

**Health** means the World Health Organization definition of health, currently "a state of complete physical, mental and social well-being and not merely the absence of disease or infirmity";

**member** means a member of the Association;

**member entitled to vote** means a member who under rule 13(c) is entitled to vote at a general meeting;

**Office Administrator** means the person appointed by the Board as the office manager and administrator for the Association.

**Registrar** means the Registrar of Incorporated Associations;

**Rules** means these rules of association of the Gippsland Women's Health Incorporated;

**Secretary** means the person appointed as Secretary of the Association in accordance with rule 49;

**Standard Conditions of Funding** means the conditions imposed on the Association by funding bodies;

**special resolution** means a resolution that requires not less than three-quarters of the members voting at a general meeting, in person, to vote in favour of the resolution;

Words of expressions contained in these rules shall be interpreted in accordance with the provisions of the *Acts Interpretation of Legislation Act 1984*, and the *Associations Incorporation Reform Act 2012*, and the *Health Services Act 1988*.

## Part 2—Powers of association

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### 5. Powers of Association

- (a) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (b) Without limiting subrule (a), the Association may—
  - (i) acquire, hold and dispose of real or personal property;
  - (ii) open and operate accounts with financial institutions;
  - (iii) invest its money in any security in which trust monies may lawfully be invested;
  - (iv) raise and borrow money on any terms and in any manner as it thinks fit;

- (v) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - (vi) appoint agents to transact business on its behalf;
  - (vii) enter into any other contract it considers necessary or desirable.
- (c) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

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## 6. Not for profit organisation

- (a) The assets and income of the Association must be applied for the purposes set out in rule 2 and the Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (b) Subrule (a) does not prevent the Association from paying a member—
  - (i) reimbursement for expenses properly incurred by the member; or
  - (ii) 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.

**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 3—Members, disciplinary procedures and grievances

### Division 1—Membership

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## 7. Minimum number of members

The Association must have at least 10 members.

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## 8. Who is eligible to be a member

- (a) Subject to subrule 1.1(b), any woman who resides, works or studies in the Gippsland region and supports the purposes of the Association is eligible for membership.
- (b) Staff employed by the Association are eligible for membership of the Association and will have all the rights and responsibilities of members except eligibility to stand for election to the Board.

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## 9. Application for membership

- (a) To apply to become a member of the Association, a person must submit a written application by mail or online to The Association stating that the person—
  - (i) wishes to become a member of the Association; and
  - (ii) supports the purposes of the Association; and



- (iii) agrees to comply with these Rules.
- (b) The application—
  - (i) must be signed by the applicant;
  - (ii) must include the prospective member's residential and/or work address and contact details
  - (iii) may be accompanied by a joining fee as determined by the Association.

**Note**

The joining fee is the fee (if any) determined by the Association under rule 12(c).

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## 10. Consideration of application

- (a) As soon as practicable after an application for membership is received, the Board must decide by resolution whether to accept or reject the application.
- (b) If the Board rejects the application, it must advise applicant in writing and return any joining fee (if any) accompanying the application to the applicant.
- (c) No reason need be given for the rejection of an application.

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## 11. New membership

- (a) If an application for membership is approved by the Board—
  - (i) the resolution to accept the membership must be recorded in the minutes of the Board meeting; and
  - (ii) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (b) A person becomes a member of the Association and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—
  - (i) the Board approves the person's membership; or
  - (ii) the person pays the joining fee (if any).
- (c) A member of the Association must at all times comply with the Rules and not intentionally or otherwise unreasonably do or permit or suffer anything to be done that is inconsistent with the purposes of the Association.

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## 12. Annual subscription and joining fee

- (a) At each annual general meeting, the Association must determine—
  - (i) Whether to have a subscription or joining fee;
  - (ii) the amount of the joining fee and annual subscription (if any) for the following financial year; and
  - (iii) the date for payment of the annual subscription.

Unless otherwise determined, the Association will be deemed to have determined that no joining fee or annual subscription is payable.

- (b) The Association may determine that a lower annual subscription is payable by associate members.
- (c) The Association may determine that any new member who joins the Association after the start of a financial year must, for that financial year, pay a fee equal to—
  - (i) the full annual subscription; or
  - (ii) a pro rata annual subscription based on the remaining part of the financial year; or
  - (iii) a fixed amount determined from time to time by the Association.
- (d) The rights of a member (including the right to vote) who has not paid the annual subscription (if any) by the due date are suspended until the subscription is paid or renewal is received.

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### **13. General rights of members**

- (a) A member of the Association who is entitled to vote has the right—
  - (i) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - (ii) to submit items of business for consideration at a general meeting; and
  - (iii) to attend and be heard at general meetings; and
  - (iv) to vote at a general meeting; and
  - (v) to have access to the minutes of general meetings and other documents of the Association as provided under rule 81; and
  - (vi) to inspect the register of members.
- (b) Improper use of information recorded on register of members:
  - (i) A person must not use information about another person obtained from the register of members of an incorporated association to contact or send materials to the other person.
  - (ii) person must not disclose information about another person obtained from the register of members of an incorporated association knowing that the information is likely to be used to contact or send materials to the other person.
- (c) A member is entitled to vote if—
  - (i) the member is a member other than an associate member; and
  - (ii) more than 10 business days have passed since she became a member of the Association; and
  - (iii) the member's membership rights are not suspended for any reason.
- (d) All notices and other correspondence must be sent to members of the Association at the address shown in the register of members.

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## 14. Associate members

- (a) Associate members of the Association include—
  - (i) any members under the age of 15 years; and
  - (ii) any other category of member as determined by special resolution at a general meeting.
- (b) An associate member must not vote but may have other rights as determined by the Board or by resolution at a general meeting.

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## 15. Rights not transferable

The rights of a member are not transferable and end when membership ceases.

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## 16. Ceasing membership

- (a) The membership of a person ceases on resignation, expulsion or death.
- (b) Unless a renewal application is made in accordance with rule 18, all memberships will expire the day after the annual general meeting for the Association.
- (c) 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.

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## 17. Resigning as a member

- (a) A member may resign by giving one month's notice in writing to the Secretary.
- (b) Upon the expiration of the notice period in subrule (a):
  - (i) the person ceases to be a member of the Association; and
  - (ii) the Secretary must update the register of members to include the date notice of resignation was given and the date that member ceases to be a member.
- (c) A member is taken to have resigned if-
  - (i) the member's annual subscription is more than 12 months in arrears;
  - (ii) where no annual subscription is payable-
    - A. the Secretary has made a written request to the member to confirm that they wish to remain a member; and
    - B. the member has not, within 3 months after receiving that request, confirmed in writing that they wish to remain a member.

**Note**

Rule 80(c) sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the committee.

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## 18. Renewal of membership

- (a) All memberships will expire at the end of the financial year (June 30<sup>th</sup>),. Membership renewals must be received
- (b) In order to vote at the annual general meeting, membership renewals must be received before the commencement of the annual general meeting..
- (c) A renewal application may be made by completing any membership application form as prescribed by the Board, as varied from time to time.
- (d) The Secretary should attach a copy of any membership application form to the notice of the annual general meeting sent in accordance with these Rules.

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## 19. Register of members

- (a) The Secretary must keep and maintain a register of members that includes—
  - (i) for each current member—
    - A. the member's full name;
    - B. the postal address for notice last given by the member;
    - C. the date of becoming a member;
    - D. if the member is an associate member, a note to that effect;
    - E. any other information determined by the Board; and
  - (ii) for each former member, the date of ceasing to be a member.
- (b) Any member may, at a reasonable time and free of charge, inspect the register of members subject to rule 81.
- (c) All notices and other correspondence must be sent to members at the address shown in 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.

## Division 2—Disciplinary action

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### 20. Grounds for taking disciplinary action

The Association may take disciplinary action by passing a resolution against a member in accordance with this Division 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.

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## 21. Disciplinary subcommittee

- (a) 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.
- (b) The members of the disciplinary subcommittee—
  - (i) may be Board members, members of the Association or anyone else; but
  - (ii) must not be biased against, or in favour of, the member concerned.

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## 22. Notice to member

- (a) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
  - (i) stating that the Association proposes to take disciplinary action against the member; and
  - (ii) stating the type of disciplinary action proposed to be taken by the Association against the member; and
  - (iii) stating the grounds for the proposed disciplinary action; and
  - (iv) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*); and
  - (v) advising the member that she may do one or both of the following—
    - A. attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
    - B. give a written statement seeking the revocation of the resolution to the disciplinary subcommittee at any time before the disciplinary meeting; and
  - (vi) setting out the member's appeal rights under rule 24.
- (b) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

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## 23. Decision of the disciplinary subcommittee

- (a) At the disciplinary meeting, the disciplinary subcommittee must—
  - (i) give the member an opportunity to be heard; and
  - (ii) consider any written statement submitted by the member.
- (b) After complying with subrule (a), the disciplinary subcommittee may—
  - (i) take no further action against the member; or
  - (ii) subject to subrule (c) —
    - A. reprimand the member; or

- B. suspend the membership rights of the member for a specified period; or
  - C. expel the member from the Association.
- (c) The disciplinary subcommittee may not fine the member.
- (d) 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.

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## **24. Appeal rights**

- (a) A person whose membership rights have been suspended or who has been expelled from the Association under rule 23 may give notice to the effect that she wishes to appeal against the suspension or expulsion.
- (b) The notice must be in writing and given—
  - (i) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
  - (ii) to the Secretary not later than 48 hours after the vote.
- (c) If a person has given notice under subrule (b), a disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (d) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—
  - (i) specify the date, time and place of the meeting; and
  - (ii) state —
    - A. the name of the person against whom the disciplinary action has been taken; and
    - B. the grounds for taking that action; and
    - C. that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

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## **25. Conduct of disciplinary appeal meeting**

- (a) At a disciplinary appeal meeting—
  - (i) no business other than the question of the appeal may be conducted; and
  - (ii) the Board must state the grounds for suspending or expelling the member and the reasons for taking that action; and
  - (iii) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (b) After complying with subrule (a), the members 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.

- (c) A member may not vote by proxy at the meeting.
- (d) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

## Division 3—Grievance procedure

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### 26. Application

- (a) The grievance procedure set out in this Division applies to disputes under these Rules between—
  - (i) a member and another member;
  - (ii) a member and the Board;
  - (iii) a member and the Association.
- (b) 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.

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### 27. 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.

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### 28. Appointment of mediator

- (a) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 27, the parties must within 10 days—
  - (i) notify the Board of the dispute; and
  - (ii) agree to or request the appointment of a mediator; and
  - (iii) attempt in good faith to settle the dispute by mediation.
- (b) The mediator must be—
  - (i) a person chosen by agreement between the parties; or
  - (ii) in the absence of agreement—
    - A. if the dispute is between a member and another member—a person appointed by the Board; or
    - B. if the dispute is between a member and the Board or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (c) A mediator appointed by the Board may be a member or former member of the Association but in any case must not be a person who—
  - (i) has a personal interest in the dispute; or
  - (ii) is biased in favour of or against any party.

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## **29. Mediation process**

- (a) The mediator to the dispute, in conducting the mediation, must—
  - (i) give each party every opportunity to be heard; and
  - (ii) allow due consideration by all parties of any written statement submitted by any party; and
  - (iii) ensure that natural justice is accorded to the parties throughout the mediation process.
- (b) The mediator must not determine the dispute.

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## **30. 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.

## **Part 4—General Meetings of the Association**

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### **31. 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) Despite subrule (a), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- (c) The Board may determine the date, time and place of the 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;
  - (iv) to confirm or vary the amounts (if any) of the annual subscription and joining fee;
  - (v) to consider those matters required by the Standard Conditions of Funding.
- (e) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.
- (f) The annual general meeting may be in addition to any other general meetings that may be held in the same year.



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## 32. Special general meetings

- (a) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (b) The Board may convene a special general meeting whenever it thinks fit.
- (c) No business other than that set out in the notice under rule 34 may be conducted at the meeting.

**Note**

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 34 and the majority of members at the meeting agree.

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## 33. 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 subrule (b) by at least 10% 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, the members making the request (or any of them) may convene the special general meeting.
- (d) A special general meeting convened by members under subrule (c)—
  - (i) must be held within 3 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 subrule (c).

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## 34. Notice of general meetings

- (a) The Secretary (or, in the case of a special general meeting convened under rule 33(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.
- (c) This rule does not apply to a disciplinary appeal meeting.

**Note**

Rule 22 sets out the requirements for notice of a disciplinary appeal meeting.

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### **35. Proxies**

A member may not appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting.

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### **36. Use of technology**

- (a) A member not physically present at a general meeting may 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 subrule (a) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

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### **37. 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 (physically, or as allowed under rule 36) of 10% of the 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 33—the meeting must be dissolved;

**Note**

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 33.

- (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 subrule (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.
- (e) The Chairperson will chair the general meeting. In the Chairperson's absence, the members present (physically or as allowed under rule 36) at the general meeting can elect by majority a member to chair the general meeting.

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### **38. 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 subrule (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.

#### **Example**

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

- (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 34.

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### **39. Voting at general meeting**

- (a) On any question arising at a general meeting—
  - (i) subject to subrule (c), each member who is entitled to vote has one vote; and
  - (ii) members may vote personally or as allowed under rule 36 (not by proxy); and
  - (iii) except in the case of a special resolution, the question must be decided on a majority of votes.
- (b) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (c) Where the majority of the Board so determines, a postal ballot of members will be conducted in relation to any question arising at a general meeting.
- (d) 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.

- (e) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 25.

---

## 40. Special resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting, in person or as allowed under rule 36, vote in favour of the resolution.

**Note**

In addition to certain matters specified in the Act, a special resolution is required—

- (a) to remove a Board member from office ;
- (b) to alter these Rules, including changing the name or any of the purposes of the Association.

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## 41. Determining whether resolution carried

- (a) Subject to subsection (b), the Chairperson of a general meeting may, on the basis of a show of hands, 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 conclusive proof of that fact.
- (b) If a poll (where votes are cast in writing) is demanded by two 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.

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## 42. 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 names of the members attending the meeting; and
  - (ii) the financial statements submitted to the members in accordance with rule 31(d)(ii); and

- (iii) 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
- (iv) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

## Part 5—Board

### Division 1—Powers of Board

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#### **43. Role and powers**

- (a) The business and affairs of the Association must be managed by or under the direction of the 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.
- (c) The Board may, subject to these Rules, the Act and the *Health Services Act 1998*, perform all such acts and things as appears to the Board to be essential for the proper management of the business and affairs of the Association, including:
  - (i) establishing subcommittees consisting of members with terms of reference it considers appropriate;
  - (ii) overseeing the operations of the Association to ensure provision of a responsive, accessible and effective Association;
  - (iii) formulating and adopting policies and operating guidelines which are consistent with the stated philosophy and objectives of the Association;
  - (iv) annually reviewing:
    - A. the purposes of the Association; and
    - B. the strategic directions of the Association; and
    - C. Board in the carrying out of their formal responsibilities; and
    - D. the quality of service delivered by the Association and evaluating the quality of service;
  - (v) overseeing and evaluating the work of, and receive regular reports from any subcommittee, task groups or consultancy groups established under these Rules;
  - (vi) appointing the Chief Executive Officer;
  - (vii) supporting, overseeing and evaluating the work of the Chief Executive Officer of the Association;
  - (viii) ensuring policies and procedures are in place for the appointment, removal and suspension of staff of the Association and for the

- determination of working conditions and practices and Occupational Health and Safety;
- (ix) ensuring that the organisational and legal structures and income are such that they advance the purposes of the Association;
  - (x) keeping the rules of the Association on public display in the Association at all times;
  - (xi) developing and maintaining a succession plan for the Board; and
  - (xii) monitoring the effectiveness of internal controls to manage the risks faced by the Association.
- (d) Board members must not receive fees for their services, but all necessary expenses incurred by them in the business of the Association may be refunded to them with the approval of the Board.
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#### **44. Delegation**

- (a) The Board may delegate to a member of the Board, a subcommittee or staff, any of its powers and functions other than—
    - (i) this power of delegation; or
    - (ii) a duty imposed on the Board by the Act or any other law.
  - (b) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
  - (c) The Board may, in writing, revoke a delegation wholly or in part.
- 

#### **45. Forums**

- (a) The Association can hold public or private forums for any or all of the following purposes:
  - (i) to report to members and the community on the activities of the Association;
  - (ii) to consult with members and the community on the needs of the community;
  - (iii) to discuss the priorities for the development of programs and services; and
  - (iv) for members and the community to make recommendations to the Board.
- (b) A forum is not a general meeting of the Association. Notice and quorum requirements for a general meeting do not apply to a forum.
- (c) Any discussions and decisions at a forum will not be binding on the Association or Board.

## Division 2—Composition of the Board and duties of members

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### 46. Composition of the Board

- (a) The Board consists of—
  - (i) a Chairperson; and
  - (ii) a Vice-Chairperson; and
  - (iii) a Secretary; and
  - (iv) a Treasurer; and
  - (v) up to 5 ordinary members (if any) elected under rule 56.
- (c) Where possible, the Board should include members from different parts of the Gippsland region.
- (d) No more than two "family members" may hold a position on the Board at any one time.

**Note:** For the purpose of subrule (d), “**family member**” is defined in accordance with the section 3A(1) *Magistrates’ Court Act 1989* (Vic), which states:

3A(1) In this Act, "family member" of a person means—

- (i) the spouse or domestic partner of the person; or
- (ii) a person who has or has had an intimate personal relationship with the person; or
- (iii) a person who is or has been a relative of the person; or
- (iv) a child who normally or regularly resides with the person; or
- (v) a child of whom the person is a guardian; or
- (vi) another person who is or has been ordinarily a member of the household of the person.

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### 47. General Duties

- (a) As soon as practicable after being elected or appointed to the Board, each Board member must become familiar with these Rules and the Act.
- (b) 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.
- (c) Board members must exercise their powers and discharge their duties with reasonable care and diligence;
  - (i) in good faith in the best interests of the Association; and
  - (ii) for a proper purpose.
- (d) Board members must operate as individuals and not as representatives of a particular group.
- (e) Board members and former Board members must not make improper use of—

- (i) their position; or
- (ii) 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.

**Note**

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

- (f) In addition to any duties imposed by these Rules, a Board member must perform any other duties imposed from time to time by resolution at a general meeting.
- (g) The Board may appoint a subcommittee, task group or consultancy group. The Board must confirm in writing to the appointee the functions, terms of reference, and reporting dates. The Board must also disclose this information to members at the next general meeting.
- (h) The Board must decide and appoint the staff of the Association consistent with the directions of the Department, except in the case of deciding the Secretary.

---

## **48. Chairperson and Vice-Chairperson**

- (a) Subject to subrule (b), the Chairperson or, in the Chairperson's absence, the Vice-Chairperson is the Chairperson for any general meetings and for any Board meetings.
- (b) If the Chairperson and the Vice-Chairperson are both absent, or are unable to preside, the Chairperson of the meeting must be—
  - (i) in the case of a general meeting—a member elected by the other members present; or
  - (ii) in the case of a Board meeting—a Board member elected by the other Board members present.
- (c) The Chairperson or, in the Chairperson's absence, the Vice-Chairperson will:
  - (i) speak or make public statements on behalf of the Association; and
  - (ii) liaise with the Secretary, on behalf of the Board, on any matters relating to the Association; and
  - (iii) receive complaints or hear grievances from members;
  - (iv) sign correspondence on behalf of the Association; and
  - (v) preside at meetings of the Board, at General Meetings and at the Annual General Meeting of the Association.

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## **49. Secretary**

- (a) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.



**Example**

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

- (b) The Secretary must—
  - (i) maintain the register of members in accordance with rule 19; and
  - (ii) keep custody of the common seal of the Association and, except for the financial records referred to in rule 76(c), all books, documents and securities of the Association in accordance with rules 78 and 81; and
  - (iii) 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
  - (iv) perform any other duty or function imposed on the Secretary by these Rules.
- (c) The Secretary must, within one month following the date of each annual general meeting, forward to:
  - (i) The Department:
    - A. two copies of the Annual Report;
    - B. two copies of the audited statements of the financial affairs of the Association; and
    - C. the names and addresses of the Office Bearers of the Association.
  - (ii) The Registrar:
    - A. the Annual Report;
    - B. an audited statement of the financial affairs of the Association, including any trusts where the Association was a trustee during the period of the whole or any part of the previous financial year;
    - C. a certificate signed by a person who attended the meeting, being a member of the Board of the Association, to the effect that the statement has been submitted to the members at the Annual General Meeting of the Association;
    - D. a statement of the terms of any resolution passed at the Annual General Meeting concerning that statement; and
    - E. the prescribed fee (if any).
- (d) The Secretary must give to the Registrar notice of her appointment within 14 days after the appointment.
- (e) The Secretary will be the "Chief Executive Officer" for the purposes of the *Health Services Act 1988*.

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## 50. Treasurer

- (a) The Treasurer must—
  - (i) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
  - (ii) ensure that all moneys received are paid into an account of the Association, as determined by the Board from time to time, within 5 working days after receipt; and
  - (iii) make any payments authorised by the Board or by a general meeting of the Association from the Association's funds; and
  - (iv) ensure cheques are signed by at least 2 Board members or authorised staff of the Association (in any combination).
- (b) The Treasurer must—
  - (i) ensure that the financial records of the Association are kept in accordance with the Act; and
  - (ii) coordinate the preparation of the financial statements of the Association and their certification by the Board prior to their submission to the annual general meeting of the Association.
- (c) The Treasurer must ensure that at least one other Board member has access to the accounts and financial records of the Association.
- (d) Any other member of the Association may inspect the accounts and financial records of the Association by making a written request to the Treasurer.

## Division 3—Election of Board members and tenure of office

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### 51. Who is eligible to be a Board member

A member is eligible to be elected or appointed as a Board member if the member—

- (a) is 18 years or over; and
  - (b) is entitled to vote at a general meeting,
- excluding any member who is also employed by the Association.

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### 52. Election of Board

- (a) Members may be elected as Board members for a maximum period of six (6) years, being three consecutive two (2) year terms.
- (b) The election of Board members must follow the procedure in **Schedule 1**.

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### **53. Positions to be declared vacant**

- (a) This rule applies to—
  - (i) the first annual general meeting of the Association after its incorporation; or
  - (ii) any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
- (b) The Chairperson of the meeting must declare vacant any positions on the Board that:
  - (i) are currently occupied by a Board member whose current two(2) year term is due to expire; or
  - (ii) are currently or have been vacant at any time since the last annual general meeting in accordance with rules 57, 58 or 59,and hold elections for those positions in accordance with **Schedule 1**.

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### **54. Nominations**

- (a) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- (b) An eligible member of the Association may—
  - (i) nominate herself; or
  - (ii) with the member's consent, be nominated by another member.
- (c) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

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### **55. Election of office bearers**

- (a) At the first Board meeting after the annual general meeting, separate elections must be held for each of the following positions
  - (i) Chairperson;
  - (ii) Vice-Chairperson;
  - (iii) Secretary; and
  - (iv) Treasurer.
- (b) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (c) If more than one member is nominated, a ballot must be held in accordance with **Schedule 1**.
- (d) On her election, the new Chairperson may take over as Chairperson of the meeting.

- (e) Office bearers shall hold their positions for a minimum of 2 years and a maximum of two consecutive terms.

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## **56. Election of ordinary members**

- (a) The annual general meeting must by resolution decide the number of ordinary members of the Board (if any) it wishes to hold office for the next year.
- (b) A single election may be held to fill all of those positions.
- (c) If the number of members nominated for the position of ordinary Board member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (d) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with **Schedule 1**.

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## **57. Term of office**

- (a) Subject to subrule (c) and rule 58, a Board member holds office for a two (2) year term and until that position on the Board is declared vacant at an annual general meeting.
- (b) Subject to subrule 52(a), a Board member may be re-elected.
- (c) A general meeting of the Association may—
  - (i) by special resolution remove a Board member from office; and
  - (ii) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (d) A member who is the subject of a proposed special resolution under subrule (c)(i) may make representations in writing to the Secretary or Chair of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (e) The Secretary or the Chairperson 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.
- (f) A newly elected Board member must provide a recent police check to the Association.
- (g) These Police checks must be destroyed once the Board member ceases their position on the Board of the Association.

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## **58. 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 she—

- (i) ceases to be a member of the Association; or
- (ii) fails to attend 3 consecutive Board meetings without leave of absence under rule 69; or
- (iii) 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.

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## **59. Filling casual vacancies**

- (a) The Board may appoint an eligible member of the Association to fill a position on the Board that-
  - (i) has become vacant under rule 58; or
  - (ii) was not filled by election at the last annual general meeting.
- (b) Any member appointed under this rule may continue in that office until and including the day of the next annual general meeting.
- (c) If the position of Secretary becomes vacant, the Board must appoint a member to the position within 14 days after the vacancy arises.
- (d) Rule 57 applies to any Board member appointed by the Board under subrule (a) or (b).
- (e) The Board may continue to act despite any vacancy in its membership.

## **Division 4—Meetings of the Board**

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### **60. Meetings of the Board**

- (a) The Board must meet at least 6 times in each year at the dates, times and places determined by the Board.
- (b) The date, time and place of the first committee meeting must be determined by the members of the Board as soon as practicable after the annual general meeting of the Association at which the members of the Board were elected.
- (c) Special committee meetings may be convened by the Chairperson or by any 4 members of the Board.
- (d) The Board should act fairly and ensure that each Board member has the opportunity to speak and be heard during the decision-making process.

---

### **61. Notice of meetings**

- (a) Notice of each Board meeting must be given to each Board member no later than 7 days before the date of the meeting.
- (b) Notice may be given of more than one Board meeting at the same time.
- (c) The notice must state the date, time and place of the meeting.
- (d) If a special Board meeting is convened, the notice must include the general nature of the business to be conducted.

- (e) The only business that may be conducted at the meeting is the business for which the meeting is convened.

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## **62. Urgent meetings**

- (a) In cases of urgency, a meeting can be held without notice being given in accordance with rule 61 provided that as much notice as practicable is given to each Board member by the quickest means practicable.
- (b) Any resolution made at the meeting must be passed by an absolute majority of the Board.
- (c) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

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## **63. Procedure and order of business**

- (a) The procedure to be followed at a meeting of a Board must be determined from time to time by the Board.
- (b) The minutes of the previous meeting must be read and confirmed at each Board meeting.
- (c) The order of business may be determined by the members present at the meeting.

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## **64. 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 subrule (a) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

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## **65. 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 64) of a majority of the Board members holding office (minimum of 4 Board members).
- (c) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting—
  - (i) in the case of a special meeting—the meeting lapses;
  - (ii) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 61.

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## 66. Voting

- (a) On any question arising at a Board meeting, 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) Subrule (b) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Board.
- (d) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (e) Voting by proxy is not permitted.

---

## 67. Conflict of interest

- (a) A Board member who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- (b) Subject to subrule (d), the member—
  - (i) must not be present while the matter is being considered at the meeting; and
  - (ii) must not vote on the matter.

**Note**

Under section 81(3) of the Act, if there are insufficient Board members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (c) This rule does not apply to a material personal interest—
  - (i) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
  - (ii) that the member has in common with all, or a substantial proportion of, the members of the Association.
- (d) Where the Board member's material personal interest is non-pecuniary, the Board (excluding the Board member with the material personal interest) may vote and pass a resolution by majority exempting that Board member from subrule (b)(i), subrule (b)(ii) or both, subject to any conditions the Board considers appropriate.

---

## 68. 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) the business considered at the meeting;
  - (iii) any resolution on which a vote is taken and the result of the vote;

- (iv) any material personal interest disclosed under rule 67.

---

**69. Leave of absence**

- (a) The Board may grant a Board member leave of absence from Board meetings for a period not exceeding 3 months.
- (b) 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.

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**70. Appointment of Subcommittees, Groups and Consultancies**

- (e) The Board may at any time appoint any subcommittee, task group, consultancy group, or consult with individuals for specific purposes.
- (f) The Board will confirm in writing the functions, terms of reference and reporting dates of any such subcommittee, group or individual consultancy.
- (g) Persons so appointed need not be members of the Association.

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**71. Chief Executive Officer**

- (h) The Board shall appoint a person as Chief Executive Officer.
- (i) Subject to the directions of the Board, the Chief Executive Officer will:
  - (i) be responsible for dealing with correspondence of the Association and for the custody of all relevant books, and documents and securities of the Association;
  - (ii) be responsible for the day to day management of the Association and supervision of any other staff; and
  - (iii) arrange for payments to be made on behalf of the Association.

---

**72. Office Administrator**

- (a) The Office Administrator must record and maintain minutes of the resolutions of each General Meeting and each Board meeting in books provided for that purpose together with a record of the names of persons present at Board meetings.
- (b) Subject to the directions of the Board and Chief Executive Officer, the Office Administrator must:
  - (iv) be responsible for dealing with correspondence of the Association and for the custody of all relevant books, and documents and securities of the Association;
  - (v) be responsible for the day to day management of the Association and supervision of any other staff; and
  - (vi) arrange for payments to be made on behalf of the Association.



## Part 6—Financial matters

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### 73. Source of funds

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other such sources approved by the Board.

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### 74. Management of funds

- (a) The Association must comply with the Department's Standard Conditions of Funding.
- (b) The Association must open an account with a reputable financial institution from which, subject to subrule (c), all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (c) The Association must open and maintain a separate account with a reputable financial institution to be used only for the principal purpose of the Association (**Gift Fund**):
  - (i) to which gifts of money or property for that purpose are to be made;
  - (ii) to which contributions described in items 7 and 8 of the table in section 30-15 of the *Income Tax Assessment Act 1997* (Cth) are to be made;
  - (iii) to which any money received by the Association because of such gifts or contributions is to be credited; and
  - (iv) that does not receive any other money or property.
- (d) Subject to any restrictions imposed by a general meeting of the Association, the Board may approve expenditure on behalf of the Association.
- (e) The Board may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (f) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by at least 2 Board members or staff members of the Association (in any combination).
- (g) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- (h) With the approval of the Board, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.
- (i) The assets and income of the Association must be applied exclusively to the promotion of its objectives, and no portion can be paid or distributed directly or indirectly to the members of the Association except as bona fide remuneration for services rendered or expenses incurred on behalf of the Association.

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**75. Auditor**

Audit of the accounts of the Association and the appointment of the Auditor shall be in accordance with the procedures or guidelines applying to registered funded agencies published by the relevant Department from time to time.

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**76. Financial records**

- (a) The Association must keep financial records that—
  - (i) correctly record and explain its transactions, financial position and performance; and
  - (ii) enable financial statements to be prepared as required by the Act.
- (b) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (c) The Treasurer must keep in her custody, or under her control—
  - (i) the financial records for the current financial year; and
  - (ii) any other financial records as authorised by the Board.

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**77. Financial statements**

- (a) For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (b) Without limiting subrule (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.

## Part 7—General matters

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**78. Common seal**

- (a) The Association may have a common seal.
- (b) If the Association has a common seal—
  - (i) the name of the Association must appear in legible characters on the common seal;
  - (ii) a document may only be sealed with the common seal by the authority of the Board and the sealing must be witnessed by the signatures of two Board members;
  - (iii) the common seal must be kept in the custody of the Secretary.

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## 79. Registered address

The registered address of the Association is—

- (a) the address determined from time to time by resolution of the Board; or
- (b) if the Board has not determined an address to be the registered address—  
the postal address of the Secretary.

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## 80. Notice requirements

- (a) Any notice required to be given to a member or a Board member under these Rules may be given—
  - (i) by handing the notice to the member personally; or
  - (ii) by sending it by post to the member at the address recorded for the member on the register of members; or
  - (iii) by email or facsimile transmission.
- (b) Subrule (a) does not apply to notice given under rule 62.
- (c) Any notice required to be given to the Association or the Board 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) if the Board determines that it is appropriate in the circumstances—
    - A. by email to the email address of the Association or the Secretary; or
    - B. by facsimile transmission to the facsimile number of the Association.

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## 81. Custody and inspection of books and records

- (a) Members may on request inspect free of charge—
  - (i) the register of members;
  - (ii) the minutes of general meetings;
  - (iii) subject to subrule (b), the financial records, books, securities and any other relevant document of the Association.

**Board Note**

See note following rule 19 for details of access to the register of members.

- (b) Minutes of Board meetings are not permitted to be inspected by members.
- (c) The Board 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.

- (d) The Board must, upon written request, make copies of the Rules available to members and applicants for membership free of charge.
- (e) Subject to subrule (b), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (f) For purposes of this rule—

**relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

  - (a) its membership records;
  - (b) its financial statements;
  - (c) its financial records;
  - (d) records and documents relating to transactions, dealings, business or property of the Association.

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## 82. Winding up and cancellation

- (a) The Association may be wound up voluntarily by special resolution. If so, the Secretary must notify the Department of such a resolution.
- (b) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (c) Subject to the Act, any court order made under section 133 of the Act and subrules (d) and (f), the surplus assets must be given to a body that
  - (i) has similar purposes to the Association;
  - (ii) is not carried on for the profit or gain of its individual members; and
  - (iii) is a deductible gift recipient under Division 30 of the *Income Tax Assessment Act 1997* (Cth).
- (d) If the Gift Fund is wound up or if the endorsement of the Association as a deductible gift recipient is revoked, any surplus assets of the Gift Fund remaining after the payment of liabilities attributed to it, shall be transferred to a fund, authority or institution which is a deductible gift recipient under Division 30 of the *Income Tax Assessment Act 1997* (Cth).
- (e) The body to which the surplus assets are to be given must be decided by special resolution with the support of the Department.
- (f) Where the Association has received a capital grant from the Victorian Government to:
  - (i) erect any building;
  - (ii) purchase any building or land; or
  - (iii) convert any building,the Minister for Health (or their delegate) must determine how such buildings and land are to be disposed of upon winding up or cancellation of

the Association, having regard to the cost of the building or land that was subsequently defrayed by the Association.

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### **83. Alteration of Rules**

- (a) These Rules may only be altered by special resolution of a general meeting of the Association.

**Note**

An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the Association is taken to have adopted its own rules, not the model rules.

- (b) The Secretary must apply to the Registrar for approval of the amendment within 28 days of a special resolution to alter the Rules being passed.

## Schedule 1 - Election of Board members

In accordance with the Rules, the election of the members of the Board must be conducted in accordance with this **Schedule 1**.

### 2. **Appointment of Returning Officer**

- (a) The chairperson of the annual general meeting must appoint a member to act as returning officer for the purpose of conducting a ballot for the election for a position of the Board.
- (b) The returning officer:
  - (i) must be a person or of a class of persons who is experienced or is able to undertake the conduct of elections; and
  - (ii) must not be a member of the Board; and
  - (iii) must not be a member nominated for the position.

### 3. **Function of Returning Officer**

The function of the returning officer is to conduct elections of members to the Board.

### 4. **Assistant Returning Officers**

The returning officer may appoint assistant returning officers to assist in the conduct of an election.

### 5. **Roll of Members**

The Chief Executive Officer must, when requested by the returning officer, produce to the returning officer, the roll of members of the association.

### 6. **Notice of Election**

The Board must give notice of an election at least 14 days before the annual general meeting. Notice of election must be given by:

- (a) affixing a copy to the notice board at the association upon which notices are usually displayed; and
- (b) including the notice in the advertisement calling the annual general meeting; and
- (c) sending a copy of the notice to the postal address or email of each member.

### 7. **Information in Notice**

The notice of an election may specify:

- (a) a nomination day; and
- (b) the place where nominations must be lodged; and
- (c) a polling day; and
- (d) the name and address of the Returning Officer

### 8. **Nomination and Polling Days**

- (a) Nominations will close each year on 30<sup>th</sup> September before the annual general meeting.

- (b) The polling day will be the day of the annual general meeting.

9. **Method of Nominating**

- (a) A person who intends to be a candidate at an election must lodge, or cause to be lodged, a nomination paper with the returning officer not later than 4pm on nomination day.
- (b) The returning officer must give a receipt for a nomination to any person who lodges a nomination paper within time and requests a receipt.

10. **Form of Nomination Paper**

A nomination paper must:

- (a) be in the form prescribed by the Board (if any), as varied from time to time; and
- (b) be signed by two members; and
- (c) bear the written consent of the candidate.

11. **Withdrawal of Nomination**

- (a) A person nominated for an election may withdraw from the election by giving notice of withdrawal in writing to the returning officer not later than 4 pm on nomination day.
- (b) The name of a person who has withdrawn under sub-regulation (1) must not be included by the returning officer on any ballot paper for the election.

12. **Uncontested Election**

If the number of nominations received does not exceed the number of vacancies to be filled, the returning officer must declare the person, or persons, nominated to be elected to the Board.

13. **Unfilled Vacancies**

- (a) If:
  - (i) no nominations are received for a vacancy; or
  - (ii) the number of nominations received is less than the number of vacancies filled:

the Board may fill the vacancy by appointing to the Board any person who is eligible to be elected under Section 59.

- iii Nominations from the floor will not be accepted at an AGM.

**Contested Election**

- a) If more nominations are received than the number of vacancies to be filled, the returning officer must conduct a poll.
- (b) Each candidate may provide a 250 word written statement in support of her position with her nomination paper.
- (c) The election must be by secret ballot.

- (d) The returning officer must call ballot papers for the poll to be printed in the prescribed by the Board (if any), as varied from time to time, showing the full name of each person who has been nominated for election, and who has not withdrawn under clauses 11(a) and 11(b) of **Schedule 1**.

14. **Order of Names on Ballot Paper**

- (a) The returning officer must decide by lot, the order in which names of the candidates are to appear on the ballot paper.
- (b) The draw by lot must be conducted by the returning officer in the presence of:
  - (i) at least one other person; and
  - (ii) any candidate, or his or her representative, who wished to be present.

15. **Distribution of Ballot Papers**

The Returning Officer must ensure each person attending the annual general meeting has access to a ballot paper.

16. **Method of Voting**

- (a) A record of valid vote, a member must insert the figure “1” on the ballot paper opposite the name of the candidate who is the voter’s first preference.
- (b) A member may also place the figures “2”, “3”, “4”, and so on opposite the names of the other candidates in order of the voter’s preference for those candidates, or some of those candidates.
- (c) The member may only use each number once.

17. **Manner of Lodging Vote**

After marking the ballot paper, the voter must:

- (a) fold the ballot paper; and
- (b) place the folded ballot paper in the return envelope; and
- (c) seal the envelope; and
- (d) sign, and write his or her name and address, on the back of the envelope; and
- (e) post, or deliver, the return envelope or cause the envelope to be delivered, to the returning officer before 4pm on polling day.

18. **Provision of Ballot Box**

The returning officer must provide a sealed ballot box and place unopened in the ballot box all envelopes as they are received up to the close of the poll.

19. **Scrutineers**

Each candidate at an election is entitled to appoint one scrutineer to be present during the counting of votes.

20. **The Scrutiny of Envelopes**

As soon as practicable after the close of the poll, the returning officer, with the assistant returning officer (if any), and in the presence of any scrutineers that choose to be present, must:



- (a) open the ballot box; and
- (b) examine each envelope, and if it is signed by the member accept the ballot for counting;
- (c) place the envelopes containing accepted votes face upwards on a table so that the identity of the members cannot be seen;
- (d) open each envelope, withdraw the ballot paper, and, without inspecting the vote, or allowing any other person to do so, deposit the ballot paper in the ballot box; and
- (e) when all the envelopes have been opened, and the ballot papers withdrawn and deposited in the ballot box, open the ballot box and count the votes.

21. **Invalid Votes**

- (a) Any ballot paper which:
  - (i) is not enclosed in an envelope signed by a member; or
  - (ii) is received from a person whose name is not on the roll of members; or
 must not be placed in the ballot box for counting.
- (b) Ballot papers that does not comply with regulation 26 to 28 are not to be counted.

22. **Adjournments**

The returning officer may from time to time adjourn the scrutiny of envelopes or the counting of votes to a time and place fixed by the returning officer and notified to the scrutineers.

23. **Method of Counting Votes**

- (a) The returning officer must count the votes and:
  - (i) exclude candidates who have not voted in accordance with the rules; and
  - (ii) record candidates to be elected to the Board;
- (b) Each ballot paper on which has been completed in accordance with the rules counts as one (1) vote for that candidate.

24. **Recounts**

- (a) The returning officer may at any time before the declaration of a poll:
  - (i) on the written request of any candidate stating the reasons for the request; or
  - (ii) on his or her own motion;
 recount the votes.
- (b) The returning officer must advise all candidates if a recount is to be conducted.

25. **Declaration of a Poll**

- (a) The returning Officer must declare the results of an election to the annual general meeting in the association.

- (b) If the returning officer is unable to declare the result of an election under sub regulation (a), because two (2) or more candidates received the same number of votes, the returning officer must
  - (i) conduct a further election for the position in accordance with the regulations above to decide which of those candidates is to be elected; or
  - (ii) with the agreement of those candidates, decide by lot which of them is to be elected.

26. **Custody and Destruction of Election Papers**

- (a) The returning officer must ensure the safe custody of all materials used in an election.
- (b) The returning officer must within 3 months after declaring the results of an election:
  - (i) cause all materials used at the election (other than Quota Preferential Counting Sheets) to be destroyed; and
  - (ii) if a poll was conducted send or give the Quota Preferential Counting Sheet used at the poll to the Board.