



# Rules of Victorian Alcohol and Drug Association Incorporated

**2024**

*An incorporated association pursuant to the Associations Incorporation  
Reform Act 2012 (Vic)*

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**ASSOCIATIONS INCORPORATION REFORM ACT 2012 (VIC)**  
**THE RULES OF THE INCORPORATED ASSOCIATION**

**1 Name**

The name of the incorporated association is (in these Rules called the Association)  
VICTORIAN ALCOHOL AND DRUG ASSOCIATION INCORPORATED.

**2 Rules**

- (i) These Rules take the place of the model rules contained in the Regulations to the Act.
- (ii) These Rules shall have effect as a contract:
- (iii) between the Association and each Member;
- (iv) between the Association and each Office Holder;
- (v) between the Association and each employee or Member who performs an executive position of the Association; and
- (vi) between a Member and each other Member,
- (vii) pursuant to which each of the above persons agrees to accept the provisions of these Rules, and comply with the provisions, so far as they apply to that person.

**3 Interpretation**

In these Rules, unless the contrary intention appears:

“ACNC” means Australian Charities and Not-for-Profits Commission;

“Act” means the *ASSOCIATIONS INCORPORATION REFORM ACT 2012 (VIC)*;

“Agency” means any institution, association or individual providing treatment, counselling, referral, information, education, research or comparable services in relation to alcohol and drug dependence within Victoria and “Agencies” has a corresponding meaning;

“Annual General Meeting or AGM” has the meaning given in Rule 23(a);

“Associate Member” has the meaning given in Rule 7(b)(iii);

“Association” means VICTORIAN ALCOHOL AND DRUG ASSOCIATION INCORPORATED;

“Board” means the committee that has management of the Association;

“Board Member” means a member of the Board appointed under Rule 17;

“Chairperson” means the chairperson appointed in accordance with Rule 25(a);

“Deputy Commissioner of Taxation” has the meaning given in ITAA97;

“General Meeting” means a general meeting of the Members;

“Financial Member” means a member who has complied with Rule 9 in paying the annual membership subscription fee;

“Financial Year” has the meaning given in Rule 31(a);

“Individual Member” has the meaning given in Rule 7(b)(ii);

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

“Life Member” has the meaning given in Rule 7(b)(iv);

“Member” means a member of the Association;

“Non-metropolitan Member” means:

an Individual Member whose ordinary place of residence is located outside the Melbourne metropolitan region, but within Victoria; and

a nominee of an Organisational Member which primarily provides services outside the Melbourne metropolitan region, but within Victoria;

“Office Holder” has the meaning given in section 82 of the Act;

“Organisational Member” has the meaning given in Rule 7(b)(i);

“Registrar” has the meaning given in the Act;

“Regulation” means the *Associations Incorporation Reform Regulations 2012* (VIC);

“Rules” means these rules of Association as varied by resolution of Members of the Association from time to time;

“Secretary” means the person appointed as secretary of the Association under Part 6 of the Act;

“Special Resolution” means a resolution at a General Meeting of the Association, of which 21 days’ notice of the proposed resolution has been given, and being a resolution passed by a majority of 75% of the votes cast by Members entitled to vote on the resolution;

“Statement of Purposes” means the statement of purposes of the Association listed in Rule 4;

“Treasurer” means the treasurer of the Association appointed from time to time by the Board pursuant to Rule 17(t). It shall include any acting Treasurer appointed by the Board to perform the duties of Treasurer temporarily.

“Voting System” means the multiple winner voting system under which those candidates elected to office are those candidates who have received the most votes on a relative/simple majority basis (also referred to as ‘first-past-the-post system’ or ‘plurality-at-large [bloc voting](#)’).

#### **4 Statement of Purposes**

The purposes for which the Association is established are:

- (a) to create a forum for Agencies working in the fields of alcohol and drug dependence, including the prevention, treatment, rehabilitation, harm reduction or research related to alcohol or drugs;
- (b) to provide mutual support for Organisational Members;
- (c) to facilitate planning, development and evaluation in the fields of alcohol and drug dependence, including the prevention, treatment, rehabilitation, harm reduction or research related to alcohol or drugs;
- (d) to foster education and the exchange of information;
- (e) to pursue any relevant matters which may come to the notice of the Association;
- (f) to do all such other things as are conducive or incidental to the attainment of the above purposes; and
- (g) to raise funds from the activities of the Association, from public appeal, donation, subscription, grant or other lawful means, which funds will be applied for the purposes in (a) to (f) above.

#### **5 Not-for-Profit Status**

- (a) The Association is a not-for-profit organisation.
- (b) The Association must not secure pecuniary gain or profit for its Members.
- (c) The Association’s income and property must be applied solely towards promoting the Association’s purpose and exercising its powers as set out in these Rules.
- (d) No part of the income or property of the Association may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, fee or otherwise, to any of the Members. However, this rule does not prohibit making a payment in good faith for:
  - (i) out-of-pocket expenses incurred by a Member on behalf of the Association and with the approval of the Board;
  - (ii) a service rendered to the Association by a Member in a professional or technical capacity where the amount payable to the Member by the

Association is not more than an amount which commercially would be reasonable payment for the service;

- (iii) goods supplied to the Association by any Member in the ordinary and usual course of business;
- (iv) repayment of reasonable and proper interest on money borrowed by the Association from a Member with the prior approval of the Board;
- (v) reasonable and proper rent for premises let by any Member to the Association with the prior approval of the Board; or
- (vi) reasonable and proper remuneration to any employee of the Association with the prior approval of the Board.

## **6 Powers of the Association**

Subject to the provisions of these Rules and provided that its capacities and powers are exercised, directly or indirectly, in the furtherance of its purposes, the Association has the legal capacity and powers set out in Part 4 of the Act.

## **7 Membership**

- (a) At all times, there must be at least five (5) Members of the Association.
- (b) Membership of the Association shall be available in four categories:
  - (i) Organisational Members  
  
any organisation involved in prevention, treatment, rehabilitation, harm reduction or research related to alcohol or drugs.
  - (ii) Individual Members  
  
any person who is involved in, or has a specific interest in, prevention, treatment, rehabilitation, harm reduction or research related to alcohol or drugs.
  - (iii) Associate Members  
  
any person or organisation who supports the aims and objectives of the Association. Associate Members are not entitled to vote at meetings of the Association.
  - (iv) Life Members  
  
any person who has, in the opinion of the Board, provided outstanding service to support the aims and objectives of the Association or who has otherwise more broadly contributed in a significant manner to the fields

of the prevention, treatment, rehabilitation, harm reduction or research related to alcohol or drug dependence. Life Members are not required to pay the annual membership subscription fee under Rule 9 and are not entitled to vote at meetings of the Association.

- (c) An application for membership, other than to become a Life Member of the Association must be:
  - (i) made in writing in the form determined by the Board from time to time; and
  - (ii) lodged at the registered address of the Association together with any fee prescribed by the Board.
- (d) The Board will determine all applications for membership of the Association.
- (e) The Board will notify an applicant for membership of the outcome of their application within 7 days after the first meeting of the Board to take place after receipt of the applicant's membership application.
- (f) Any Life Members will be nominated and appointed in such a manner as determined by the Board from time to time.

## **8 Register of Members**

- (a) The Board will ensure that a register of Members is maintained in which shall be entered:
  - (i) the full name and address of each Member;
  - (ii) the date upon which each Member's name was entered in the register;
  - (iii) the category of membership of each Member; and
  - (iv) the date on which the Member ceases to be a member of the Association in accordance with Rule 11.
- (b) The register of Members shall be available for inspection by any Member, subject to Section 59 of the Act, at the registered office of the Association upon that Member giving 7 days written notice to the Board.
- (c) Information contained on the register of Members is to be used for the management or the purposes of the Association and is not to be used by a person to contact a Member or send materials to a Member without their prior consent.



## **9 Membership Subscription**

- (a) Each Member, except for Life Members, will pay to the Association a membership subscription fee annually on a date to be fixed by the Board.
- (b) The membership subscription fee will be fixed from time to time by the Board.
- (c) If a Member fails to pay the membership subscription fee as required by Rule 9(a) within three months from the due date for its payment, the membership of the relevant Member will be deemed to have lapsed with effect from the due date for payment.

## **10 General Rights of Members**

- (a) Subject to these Rules and the Act, a Member has the right to:
  - (i) inspect the register of Members;
  - (ii) inspect the Rules of the Association;
  - (iii) receive a notice of any General Meeting (including notice of any Special Resolution);
  - (iv) attend and be heard a General Meeting; and
  - (v) inspect the minutes of a General Meeting.
- (b) Members will be provided with a copy of the Rules of the Association or the minutes of a General Meeting within 14 days' written notice to the Board and payment of any prescribed fee, as set by the Board.
- (c) The Association's books and documents shall be available for inspection by the Members during normal office hours after 14 days' notice written notice to the Board and payment of any prescribed fee, as set by the Board.

## **11 Cessation of membership**

- (a) A Member ceases to be a Member if they:
  - (i) die;
  - (ii) resign in writing to the Secretary of the Association, providing 1 months' notice;
  - (iii) fail to pay the membership subscription fee in accordance with Rule 9(c);
  - (iv) become insolvent or under any form of insolvent administration;
  - (v) becomes bankrupt;

- (vi) becomes a represented person within the meaning of the *Guardianship and Administration Act 2019* (Vic); or
  - (vii) are expelled in accordance with these Rules or the Act.
- (b) A Member who ceases to be a Member continues to be liable for:
  - (i) any subscription and all arrears due and unpaid at the date of cessation; and
  - (ii) all other moneys due by them to the Association.
- (c) The date upon which a person ceases to be a Member of the Association must be recorded by the Secretary in the register of members within 14 days of the date of cessation. At that time, all other information relating to the Member, other than their name and the date of cessation must be removed from the register.

## **12 Liability of Members and Office Holders**

- (a) The liability of a Member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of their membership of the Association.
- (b) All Office Holders shall be indemnified by the Association against any liability incurred in good faith by the Office Holder arising from the discharge of their responsibilities.

## **13 Membership entitlements not transferable**

A right, privilege or obligation associated with membership of the Association:

- (a) is not capable of being transferred or transmitted to another person or organisation; and
- (b) terminates on cessation of membership.

## **14 Discipline Procedure**

- (a) If any Member:
  - (i) wilfully refuses or neglects to comply with the provisions of these Rules, the Act or the Association's Code of Conduct (if any); or
  - (ii) is guilty of any conduct which, in the opinion of the Board, is unbecoming of a Member or prejudicial to the interests or purposes of the Association;

the Board may, by resolution, censure, fine, suspend or expel the Member from the Association subject to these Rules and the Act.

- (b) Prior to making any resolution under Rule 14(a), the Board must:
  - (i) provide the Member with 21 days' notice of the Board meeting at which the resolution is to be considered. The notice must state:
    - (A) that the Board intends to take disciplinary action against the Member;
    - (B) the grounds upon which disciplinary action is to be taken;
    - (C) the intended resolution;
    - (D) that the Member, or their representative, may make submissions to the Board, orally at the meeting or in writing prior to the meeting; and
    - (E) the date, time and place of the Board meeting; and
  - (ii) take into consideration any submissions made by the Member, or their representative, in connection with the complaint.
- (c) In determining disciplinary matters a resolution must be done by way of secret ballot and no action is to be taken by the Board unless there is an absolute majority of the Board that is in favour of the disciplinary action proposed.
- (d) If the Board resolves to censure, fine, suspend or expel a Member, the Secretary must, within seven (7) days after the date of the resolution provide written notice to the Member of:
  - (i) the decision made and the action to be taken;
  - (ii) the reasons given by the Board for having taken that action;
  - (iii) the Member's right of appeal under Rule 15.
- (e) The censure, fine, suspension or expulsion does not take effect:
  - (i) until the expiration of the period within which the Member is entitled to appeal against the resolution; or
  - (ii) if the Member exercises the right of appeal permitted Rule 15, until the Association confirms the resolution in a General Meeting.

## **15 Right of Appeal of Disciplined Member**

- (a) A Member may appeal to the Association against a resolution of the Board pursuant to Rule 14, within seven (7) days after notice of the resolution is served on the Member, by lodging with the Secretary a written notice to that effect.
- (b) The notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.
- (c) On receipt of a notice from a Member under Rule 15(a), the Secretary must notify the Board which is to convene a General Meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.
- (d) At a General Meeting of the Association convened under Rule 15(c):
  - (i) no business other than the question of the appeal is to be transacted;
  - (ii) the Board and the Member must be given the opportunity to state their respective cases orally or in writing, or both;
  - (iii) the Members present and entitled to vote are to vote by secret ballot on the question of whether the Board's resolution to censure, fine, suspend or expel the Member should be confirmed or revoked;
  - (iv) a Member may not vote by proxy at the meeting; and
  - (v) the Board's resolution to censure, fine, suspend or expel the Member is confirmed if a majority of at least 75% of the Members present and entitled to vote at the meeting vote in favour of the Board's decision.

## **16 Grievance Procedure**

- (a) The following grievance procedure applies to disputes under these Rules between:
  - (i) a Member and another Member;
  - (ii) a Member and the Board; and
  - (iii) a Member and the Association.
- (b) A Member must not initiate a grievance procedure in relation to a matter which is the subject of a disciplinary procedure until the disciplinary procedure has been completed.
- (c) A Member may appoint any person to act on their behalf in the grievance procedure.

- (d) The parties to a dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all the parties.
- (e) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten (10) days, hold a meeting in the presence of a mediator and, in good faith, attempt to settle the dispute.
- (f) The mediator must be:
  - (i) a person chosen by agreement between the parties; or
  - (ii) in the absence of agreement:
    - (A) a person appointed by the Board, if the dispute is between a Member and another Member; or
    - (B) a person who is appointed by the Department of Justice's, Dispute Settlement Centre of Victoria (or if no longer in existence, the relevant department or organisation which has assumed some or any of the role previously held by the Dispute Settlement Centre of Victoria as determined by the Board, acting reasonably), if the dispute is between a Member and the Board or Association.
- (g) The mediator may be a Member or former Member of the Association but must:
  - (i) not be a party to the dispute; and
  - (ii) be unbiased and have no conflict of interest.
- (h) The mediator must:
  - (i) give the parties to the mediation process every opportunity to be heard;
  - (ii) allow due consideration by all parties of any written statement submitted by any party;
  - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process; and
  - (iv) not determine the dispute.
- (i) If the mediation process does not result in the resolution of the dispute, the parties may seek to resolve the dispute otherwise at law.

## 17 The Board of the Association

- (a) The Board of the Association shall be responsible to the Association to ensure that the Statement of Purposes is complied with.
- (b) Subject to the Act and these Rules, the Board of the Association may exercise all powers of the Association with the exception of those matters that are to be dealt with by General Meeting of the Members.
- (c) The ordinary Board Members shall be elected from the Individual Members who are Financial Members and from any individuals nominated by Organisational Members who are Financial Members, at the Annual General Meeting in accordance with Rules 17(g) to 17(l).
- (d) The Board will be comprised of the following persons:
  - (i) 3 executive members (appointed by the Board under Rule 17(t)):
    - President
    - Vice President
    - Treasurer
  - (ii) 6 ordinary Board Members; and
  - (iii) up to 3 co-opted Board Members (appointed by the Board under Rule 17(f)).
- (e) The Board shall comprise at least two Non-metropolitan Members. If as a result of the election process the Board is comprised of less than two Non-metropolitan Members, the returning officer shall replace so many of the newly elected Board Members who received the least amount of votes during the election process with the highest polling Non-metropolitan Member candidates participating in the election process until the Board is comprised of at least two Non-metropolitan Members. If there are insufficient Non-metropolitan Member candidates participating in the election process, then the Board will appoint the required number of Non-metropolitan Members to the Board as casual vacancies in accordance with rule 17(n), so that the Board is comprised of at least two Non-metropolitan Members.
- (f) The Board may by ordinary resolution appoint up to 3 additional Board Members by co-option. Co-opted Board Members must in the opinion of the Board have particular expertise in the area of finance, governance, or other areas relevant to the Board. Co-opted Board Members:
  - (i) are appointed to the Board for up to 3 years from the date of appointment and may be re-appointed by the Board;
  - (ii) have the same voting rights as any other Board Member, and

- (iii) must be Financial Members.
- (g) Subject to Rules 19, 20 and 21 each ordinary Board Member must not hold office without re-election past the third AGM of the Association following the election or re-election of that Board Member. At the close of the AGM in the third year following the election or re-election of that Board Member to the Board, the Board Member shall retire their position.
- (h) Each Board Member will remain in office for no longer than nine years in total from the date of their election or appointment excluding any period of leave approved by the Board, unless the Board otherwise approves an extension of up to 12 months (for a maximum total of ten years in office, excluding any period of leave approved by the Board) for any particular Board Member.
- (i) Elections will be held at the Association's AGM in each year for a third of the ordinary Board positions (rounded up to the nearest whole number), including the position of any ordinary Board Member appointed under Rule 17(n) to fill a casual vacancy since the last AGM.
- (j) The ordinary Board Members to retire under Rule 17(i) are:
  - (i) any Board Members whose term has expired under Rule 17(g);
  - (ii) any Board Members who wish to retire; and
  - (iii) so far as is necessary to satisfy the minimum number of persons required to retire under Rule 17(i), the Board Members who have been longest in office since their last election or appointment. As between Board Members who were elected or appointed on the same day, those to retire must be decided by lot (unless they can agree among themselves).
- (k) The retirement of a Board Member from office and the re-election of the Board Member or the election of another person to that office (as the case may be) takes effect at the conclusion of the AGM at which the retirement and re-election or election occur.
- (l) Elections of the ordinary Board Members shall be by secret ballot as specified under the "Voting System" as defined in Rule 3 and shall be conducted by a returning officer appointed by the Board. The returning officer will be ineligible to nominate to become a Board Member. Any equality in voting shall be resolved by lot. Nominations shall be called at least 14 days prior to the AGM and shall close 2 days prior to the AGM. Nomination forms shall be signed by the nominee.
- (m) A resolution of the Board must be passed by a majority of votes cast by Board Members entitled to vote on the resolution. The President has a casting vote in addition to any vote the President has in their capacity as a Board Member.

- (n) Any casual vacancies, shall be filled by appointment of the Board in order to maintain the composition of the ordinary Board Members as detailed in Rule 17(d) and 17(e) above. The appointment shall be only until the conclusion of the next AGM following their appointment under this Rule.
- (o) A meeting of the Board shall be convened by the President within 28 days after receipt of a requisition in writing from three members of the Board. If, within 14 days of a request being made, the President has not given notice of a meeting of the Board, the requisitioners may themselves call a meeting of the Board.
- (p) A quorum of the Board shall be five members of the Board.
- (q) The Board may meet for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
- (r) A meeting of the Board shall be convened not less than 5 times a year unless otherwise resolved by a unanimous resolution of the Board.
- (s) The Board may hold meetings or permit Members to participate in meetings using any technology that gives the Board Members or Members a reasonable opportunity to participate and communicate. The Board Members or Members are taken to be present at the meeting and if the Board Member or Member votes, taken to have voted in person.
- (t) The Board shall appoint Board Members to executive positions (including the President, Vice President and Treasurer) and remove any of them from such position as and when it sees fit.

## **18 Disclosure of interests**

- (a) A Board Member who has a material personal interest in a matter that is being considered at a Board meeting must as soon as the Board Member becomes aware of the Board Member's interest in the matter, disclose the nature and extent of that interest to the Board.
- (b) 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 the Board Member's interest in the matter at the next General Meeting.
- (c) A Board Member who has a material personal interest in a matter that is being considered at a meeting of the Board must not:
  - (i) be present while the matter is being considered at the meeting; or
  - (ii) vote on the matter.
- (d) Rules 18 (a) and (b) do not apply in circumstances where the material personal interest:



- (i) exists only because the Board Member belongs to a class of persons for whose benefit the Association is established; or
  - (ii) is an interest in common with all, or a substantial proportion, of the Members of the Association.
- (e) If a quorum is not reached to consider a matter because one or more Board Members have a pecuniary or other material personal interest, the matter may be considered by way of resolution at a General Meeting.

## **19 Resignation**

- (a) Any Board Member may resign from the Board by notice in writing delivered to the Secretary.
- (b) Resignation under Rule 19(a) takes effect at the time when such notice is received by the Secretary unless some later time and date is specified in the notice as the effective time and date.

## **20 Removal**

- (a) A Board Member may be removed from office by resolution of the Members at a General Meeting of the Association convened for that purpose. At any such General Meeting, the Board Member concerned must be given the opportunity to fully present their case as to why they should not be removed either orally or in writing or partly by either or both of these means.
- (b) A Board Member who ceases to be a Board Member under this Rule retains office until the dissolution or adjournment of the General Meeting at which the Board Member is removed.

## **21 Disqualification**

Subject to the Act, a Board Member's office becomes vacant if that person:

- (a) becomes an employee of the Association;
- (b) becomes insolvent under administration;
- (c) becomes a represented person within the meaning of the *Guardianship and Administration Act 2019* (Vic);
- (d) is disqualified from managing corporations under Part 2D.6 of the Corporations Act;
- (e) dies;

- (f) is disqualified from managing Aboriginal and Torres Strait Islander corporations under Part 6-5 of the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* of the Commonwealth;
- (g) is disqualified from managing co-operatives under Division 2 of Part 3.1 of the *Co-operatives National Law* (Victoria); or
- (h) fails to attend 3 consecutive meetings of the Board without the prior approval of the Board.

## **22 Obligations and duties of Office Holders**

Each member of the Board is subject to, and must comply with, the requirements, obligations and duties imposed on Boards and Office Holders under the Act, these Rules, the Association's Board Charter and Code of Conduct (if any) and at common law.

## **23 Meetings of Members**

- (a) An annual General Meeting (**Annual General Meeting** or **AGM**) shall be held in each year within 5 months after the end of the Association's Financial Year.
- (b) The ordinary business of the Annual General Meeting shall be:
  - (i) to confirm the minutes of the preceding Annual General Meeting or meeting of the Association;
  - (ii) to receive and consider from the Board:
    - (A) the annual report of the Board on the activities of the Association during the preceding Financial Year;
    - (B) the financial statements of the Association for the preceding financial year submitted by the Board in accordance with Part 7 of the Act; and
  - (iii) to elect ordinary members of the Board.
- (c) The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.

## **24 General Meetings**

- (a) A meeting of Members of the Association shall be convened by the President within 28 days after receipt of a requisition in writing from four members of the Board or from ten members of the Association.
- (b) If, within 14 days of a request being made in accordance with Rule 24(a), the President has not given notice of a meeting of the Association, the requisitioners may themselves call a meeting of the Association.

- (c) A General Meeting convened by Members in accordance with Rule 24(a) must be held within 3 months of the date of the written request and consider only business stated in the written request.

## **25 Proceedings at Meetings of the Association**

- (a) At every meeting of the Association, the President shall preside as Chairperson but if the President is absent, the Vice President shall preside as Chairperson. In the absence of both the President and the Vice President, the Members shall choose one of their number to be the Chairperson at such meeting.
- (b) A quorum shall be ten Financial Members or one sixth of the total number of Financial Members as at the date of the meeting, whichever is the smaller. No business shall be transacted at any meeting of the Association unless a quorum be present, and if no quorum be present within one hour of the time appointed for such meeting, no election shall be made; nor shall any business be conducted at that meeting. In such event, the meeting shall stand adjourned, and there shall be another meeting at the same place and the same time on the same day in the following week.
- (c) The Chairperson may with the consent of any meeting of the Association at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 16 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (d) Associate Members and Life Members are not entitled to vote. Only Organisational Members who are Financial Members and Individual Members who are Financial Members of the Association shall be entitled to place an item of business or a resolution before a General Meeting and vote at all meetings of the Association according to their membership category as follows:
  - (i) Organisational Members - 3 votes; and
  - (ii) Individual Members - 1 vote.

Each Organisational Member must, by notice in writing in the form determined by the Board from time to time, appoint a representative who shall be entitled to vote on behalf of the Organisational Member. The notice appointing the Organisational Member's representative must be lodged with the Board prior to the meeting of the Association at which it is to be effective.

- (e) At any meeting of the Association a resolution put to the vote of the meeting shall be decided by a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least three Members and unless

a poll is so demanded, a declaration by the Chairperson that the resolution by a show of hands has been carried or carried unanimously or by a particular majority or lost and any entry to that effect in the minutes shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

- (f) If a poll is duly demanded, it shall be taken in such a manner as the Chairperson directs and unless the meeting is adjourned, the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- (g) A poll demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith. A poll demanded by any other question shall be taken at such a time as the Chairperson of the meeting directs.
- (h) A Member may, by notice in writing substantially in the form determined by the Board from time to time, appoint another Member, to vote as a proxy on behalf of the Member. The notice appointing the proxy shall be lodged with the Secretary before the commencement of the meeting in respect of which the proxy is appointed.

## **26 Notices of meetings**

- (a) Notice in writing of all General Meetings shall be forwarded to all Members of the Association at least fourteen (14) days prior to any such meeting. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- (b) If a Special Resolution is proposed, at least twenty-one (21) days' notice of a General Meeting is to be given to each Member and in addition to the matters required pursuant to Rule 26(a), the notice must state the intention to propose the resolution as a Special Resolution and state in full the proposed resolution.
- (c) The Association may give notice to a Member:
  - (i) personally, and it is deemed to have been served when delivered;
  - (ii) by sending it by post to the address of the Member in the register of Members or the alternative address (if any) nominated by the Member, and is deemed to have been served 3 days after the date of posting;
  - (iii) by sending it to the electronic address (if any) nominated by the Member, and is deemed to have served the day after it is sent; or
  - (iv) by any other means authorised by the Act.
- (d) The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Member will not invalidate the proceedings at any meeting.

## **27 Technology**

The Association may hold a meeting of its Members at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate and communicate. The Members are taken to be present at the meeting and if the Member votes and is entitled to vote, is taken to have voted in person.

## **28 Minutes**

- (a) The Board must cause minutes to be taken and kept at every Board meeting, sub-committee meeting, General Meeting and Annual General Meeting.
- (b) Minutes must record the business of the meeting including resolutions, votes taken and results of votes.
- (c) The minutes of the Annual General Meeting must include the financial statements, audited accounts, the auditor's report or report of review submitted to Members in accordance with Part 7 of the Act.

## **29 Sub-Committees**

- (a) The Board may, by instrument in writing, delegate to one (1) or more sub-committees. The delegation is limited to the terms of reference as specified in the instrument, but may not include:
  - (i) this power of delegation; and
  - (ii) a function which is a duty imposed on the Board by the Act or by any other law.
- (b) The written terms of reference must set out the sub-committee's purpose, roles and responsibilities and will list the members of the sub-committee.
- (c) Membership of such sub-committees need not be confined to members of the Association.
- (d) A quorum at a sub-committee meeting shall consist of a majority of the members of the sub-committee at the time, being present at the meeting.
- (e) Despite any delegation pursuant to this Rule, the Board may continue to exercise any function delegated.
- (f) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation pursuant to this Rule has the same force and effect as it would have if it had been done or suffered by the Board.
- (g) The Board may, by instrument in writing to the sub-committee, revoke wholly or in part any delegation pursuant to this Rule at any time.

## **30 Secretary**

- (a) The Board will, by resolution, appoint a person to hold the position of Secretary and may remove or re-appoint any person appointed to the position of Secretary. In the event of the resignation or removal of a Secretary, the Board will appoint another person to that office within 14 days.
- (b) The Secretary must:
  - (i) consent to being appointed Secretary;
  - (ii) be at least 18 years of age; and
  - (iii) reside in the State of Victoria and the Secretary must resign if they cease to reside in the State of Victoria.
- (c) The Secretary of the Association must, within 14 days after being appointed as Secretary, lodge notice of the appointment, accompanied by the prescribed fee with the Registrar. The notice must be in the prescribed form and include the Secretary's full name and address.
- (d) The Secretary must perform any duty or function required under the Act or these Rules.

## **31 Financial Year**

- (a) The twelve-month period ending 30 June shall be regarded as the Financial Year.
- (b) At the end of each Financial Year, the accounts should be audited and these accounting records should be retained for 7 years.

## **32 Keeping of accounting and financial records**

- (a) The Board must cause the Association to keep accounting and other financial and business records that:
  - (i) record and explain the transactions, financial position and performance of the Association; and
  - (ii) would enable true and fair financial statements to be prepared as required by the Act, these Rules or the ACNC.
- (b) The financial records must be kept:
  - (i) in such manner as to enable them to be conveniently and properly reviewed or audited in accordance with the Act, these Rules or the requirements of the ACNC;

- (ii) for seven years after the completion of the transactions or operations to which they relate;
  - (iii) in safe custody under the authority of the President at the registered address of the Association; and
  - (iv) at all times be open to inspection by the Board.
- (c) The Board must ensure the relevant accounting and auditing requirements of the Act are duly complied with.
  - (d) Within 28 days of the Annual General Meeting, the Secretary will lodge a copy of the financial statements and accompanying reports, certificates and statements in accordance with any applicable regulatory requirements.
  - (e) The Board must distribute to all Members at the end of each Financial Year, copies of the financial report including a copy of the review or auditor's report and any other documentation required under the Act.
  - (f) The Board will, subject to any requirements of the Act, regulate the manner and extent to which the financial records and other documents of the Association will be open to public inspection or the inspection by Members other than the Board.
  - (g) No Member, other than a Member of the Board, has the right to inspect any document of the Association except as provided by the Act, these Rules or other applicable laws or as authorised by the Board.

### **33 Funds Administration**

- (a) Funds of the Association may be derived from the activities of the Association, from public appeal, donation, contribution, bequest, subscription, grant or any other lawful means.
- (b) The Treasurer shall be responsible to the Board for the proper administration of the funds of the Association.
- (c) Subject to any applicable requirements in the Act, the Association's bank accounts and withdrawals from these accounts shall be signed in the manner authorised, in writing, from time to time or at any time by the Board.
- (d) All funds received by the Association shall be deposited in the first instance in the Association's approved bank accounts. The Association may then invest the funds in an approved trustee investment under the *Trustee Act 1958* (Vic) or invest in any bank, savings bank, government authority, building society, fund manager or investment business as determined by the Board from time to time.

### **34 No common seal**

The Association does not have a common seal.

### **35 Documents of the Association**

- (a) The Association must execute documents, including a deed or contract, in accordance with the Act, including:
  - (i) by having the contract or document signed by two Board Members or one Board Member and the Secretary;
  - (ii) in relation to deeds, by a person empowered in accordance with section 39 of the Act; or
  - (iii) by a person who is granted the express or implied authority of the Association, including within the Associations delegation framework (if any exists).
- (b) The books, documents and securities of the Association shall be kept in safe custody under the authority of the Secretary at the Association's registered address.

### **36 Alteration of Statement of Purposes and Rules**

- (a) These Rules and the Statement of Purposes of the Association may only be altered in accordance with the Act.
- (b) A Special Resolution making a material alteration to, or materially affecting, the Statement of Purposes or Rules 5, 32, 33 or 38 has no effect until the alteration has been notified in writing to the Deputy Commissioner of Taxation, the ACNC or other applicable regulatory authority if required under applicable regulatory requirements.
- (c) A Special Resolution making a material alteration to, or materially affecting, the Rules has no effect until the Registrar of Incorporated Associations or other applicable regulatory authority responsible for the Act consents to the alteration.

### **37 Winding-up**

- (a) The Association may be wound up in the manner provided for in the Act.
- (b) The Secretary will notify the Registrar of the Special Resolution relating to the winding up and distribution of the assets of the Association within 28 days of passing the resolution.



- (c) If, on the winding up or dissolution of the Association, any property remains after satisfaction of all its debts and liabilities, this property must only be given or transferred to an institution:
  - (i) having objects similar to the purposes of the Association;
  - (ii) that is charitable at law;
  - (iii) whose constitution prohibits distributions or payments to its members and committee members to an extent at least as great as is outlined in these Rules; and
  - (iv) that is exempt from income tax and is a Deductible Gift Recipient under the ITAA 97.
- (d) The identity of the institution referred to in this Rule must be decided by the Board at or before the time of winding up or dissolution of the Association and, if the Board cannot decide, by the Supreme Court of Victoria.
- (e) Where gifts to an institution are deductible only if, among other things, the conditions set out in the relevant table item in Subdivision 30-B are satisfied, a gift or transfer under this Rule to that institution must be made in accordance with or subject to those conditions.

### **38 Establishment and operation of Gift Fund**

- (a) If the Association is endorsed as a deductible gift recipient under Subdivision 30-BA of ITAA 97, it must comply with this Rule and must maintain for its principal purpose a gift fund (**Gift Fund**):
  - (i) to which gifts of money or property for the purposes set out in the Statement of Purposes are to be made;
  - (ii) to which any money received by the Association because of such gifts is to be credited;
  - (iii) that does not receive any other money or property; and
  - (iv) for which a separate bank account is maintained.
- (b) The Association must use the following only for its principal purposes:
  - (i) gifts made to the Gift Fund; and
  - (ii) any money received because of such gifts.
- (c) At the first occurrence of:
  - (i) the winding up of the Gift Fund; or

- (ii) the Association ceasing to be endorsed as a deductible gift recipient under Subdivision 30-BA of the ITAA 97, any surplus assets of the Gift Fund must be transferred to a fund, authority or institution:
  - (A) having objects similar to the purposes of the Association;
  - (B) that is charitable at law;
  - (C) whose constitution prohibits distributions or payments to its members and committee members to an extent at least as great as is outlined in these Rules; and
  - (D) that is exempt from income tax and is a Deductible Gift Recipient under the ITAA 97.
- (d) The identity of the institution referred to in this Rule must be decided by the Board at or before the time of winding up or dissolution of the Association and, if the Board cannot decide, by the Supreme Court of Victoria.
- (e) Where gifts to an institution are deductible only if, among other things, the conditions set out in the relevant table item in Subdivision 30-B are satisfied, a gift or transfer under this Rules to that institution must be made in accordance with or subject to those conditions.

### **39 Rules Arbitration**

Any doubt arising as to the application or meaning of any Rule shall be decided by a vote of a meeting of the Association whose decision shall be final.

### **40 Trading**

The Association is authorised to trade in accordance with section 4 of the Act.