



**The Constitution
of the
Hepatitis C Council
of Victoria Inc**

October 1997

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table of contents

| | | | |
|---|----------|--|-----------|
| PART I - PRELIMINARY | 2 | PART IV - GENERAL MEETINGS | 9 |
| 1.0 Name | 2 | 33.0 Annual General Meetings - holding of | 9 |
| 2.0 Purposes | 2 | 34.0 Annual General Meetings - calling of and business at | 9 |
| 3.0 Interpretation | 2 | 35.0 Special General Meetings - calling of | 9 |
| PART II - MEMBERSHIP | 3 | 36.0 Notice | 9 |
| 4.0 Membership Qualifications | 3 | 37.0 Procedure | 10 |
| 5.0 Nomination for Membership | 3 | 38.0 Residing member at General Meeting | 10 |
| 6.0 Life Membership | 3 | 39.0 Adjournment | 10 |
| 7.0 Cessation of Membership | 3 | 40.0 Making decisions | 10 |
| 8.0 Membership entitlement not transferable | 3 | 41.0 Special Resolution | 11 |
| 9.0 Resignation of Membership | 3 | 42.0 Voting | 11 |
| 10.0 Duties of Secretary | 4 | PART V - MISCELLANEOUS | 12 |
| 11.0 Register of Members | 4 | 43.0 Insurance | 12 |
| 12.0 Fees, Subscriptions, etc | 4 | 44.0 Funds Source | 12 |
| 13.0 Members' Liabilities | 4 | 45.0 Funds Management | 12 |
| 14.0 Discipline of Members | 4 | 46.0 Alteration of Purposes and Rules | 12 |
| 15.0 Resolving disputes between members | 4 | 47.0 Common Seal | 12 |
| PART III - THE BOARD OF DIRECTORS | 5 | 48.0 Custody of Books, etc | 12 |
| 16.0 Powers, etc, of the Board of Directors | 5 | 49.0 Inspection of Books, etc | 12 |
| 17.0 The Board of Directors | 5 | 50.0 Service of Notices | 12 |
| 18.0 Term of Office of the Directors | 5 | 51.0 Patrons | 12 |
| 19.0 Filling casual vacancies | 5 | 52.0 Prohibition of Distribution to Members | 12 |
| 20.0 Election of Board of Directors | 5 | 53.0 Winding Up | 13 |
| 21.0 Office Bearers | 6 | 54.0 Validation of Acts of Executive Committee | 13 |
| 22.0 Chairperson | 6 | 55.0 Indemnity | 13 |
| 23.0 Vice-Chairperson | 6 | 56.0 Liability of Members and Officers | 13 |
| 24.0 Secretary | 6 | 57.0 Gift Fund | 14 |
| 25.0 Treasurer | 6 | | |
| 26.0 Executive Officer | 6 | | |
| 27.0 Casual vacancies | 7 | | |
| 28.0 Removal of Board Member | 7 | | |
| 29.0 Pecuniary Interest | 7 | | |
| 30.0 Meetings and Quorum | 7 | | |
| 31.0 Delegation by Board to sub-committee | 8 | | |
| 32.0 Voting and decisions at Board meetings | 8 | | |

1.0 NAME

1.1 The name of the Council shall be the Hepatitis C Council of Victoria Incorporated.

2.0 PURPOSES

- (a) To provide, promote and/or facilitate the development of strategies and services aimed at maximising the quality of life of people with hepatitis C, their carers, families and significant others;
- (b) to provide current and high quality information on hepatitis C to the Victorian community;
- (c) to provide hepatitis C education and training on hepatitis C;
- (d) to implement and/or maintain support programs that are accessible to people with hepatitis C, their carers, their families and significant others;
- (e) to eliminate discrimination and isolation of people with hepatitis C;
- (f) to provide information on, and facilitate access to, the broadest range of treatment options available to ensure people with hepatitis C can make informed decisions;
- (g) to facilitate processes whereby people with hepatitis C can obtain the best possible health and social care;
- (h) to encourage, promote and facilitate collaborations in the hepatitis C sector aimed at reducing the transmission of hepatitis C and maximising the quality of life of people with hepatitis C, their carers, families and significant others;
- (i) to advocate for people with hepatitis C and represent their interest on relevant bodies at a local, state and national level;
- (j) to encourage, promote, inform and/or take active part in health, scientific and social research on hepatitis C;
- (k) to receive donations, grants and bequests from persons and institutions, including governments, and to raise money to achieve the purposes of the Council;

- (l) to do any other such activities or enter into any such arrangements as are appropriate to the achievement of the purposes of the Council in relation to hepatitis C

3.0 INTERPRETATION

- 3.1 In these rules, except in so far as the context or subject matter indicates or requires:
- (a) "Council" means the Hepatitis C Council of Victoria Incorporated;
 - (b) "the Board" means the Hepatitis C Council of Victoria Inc. Board of Directors;
 - (c) "financial year" means the year ending 30 June;
 - (d) "general meeting" means the Annual General Meeting or a Special General Meeting;
 - (e) "the Act" means the Associations Incorporation Act, 1981;
 - (f) "the Regulations" means the Association Incorporation Regulations, 1993;
 - (g) "Secretary" means -
 - (i) the person holding office under these rules as Secretary of the Council; or
 - (ii) where no such person holds that office - the Public Officer of the Council.
- 3.2 In these rules a reference to a function includes a reference to a power, authority and duty; and a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.
- 3.3 The provisions of the Interpretation of Legislation Act, 1984, apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

4.0 MEMBERSHIP QUALIFICATIONS

- 4.1 Membership of the Council shall be open to:
- (a) individual persons who accept and subscribe to the purposes and rules of the Council on payment of the annual subscription payable under these rules; and
 - (b) a body corporate which subscribes to the purposes of the Council and whose activities, whether in whole or in part, are not inconsistent with those purposes, shall be eligible to be a member of the Council on payment of an annual subscription payable under these rules.
- 4.2 A member which is a body corporate must appoint in writing an individual person as its nominee to exercise all its rights as a member under these rules for so long as he or she remains the nominee, including the right to be elected to any body or position within the Council and its Board. A member may change a nominee but a nominee who is elected to any body or a position within the Council shall not cease to hold office because that person ceases to be a nominee.

5.0 NOMINATION FOR MEMBERSHIP

- 5.1 An application for membership of the Council shall be:
- (a) made in writing;
 - (b) accompanied by the current annual subscription; and
 - (c) lodged at the office of the Council
- 5.2 A person who has complied with the previous sub-rule becomes a member of the Council when the name of the person is entered in the register of members.

6.0 LIFE MEMBERSHIP

- 6.1 A member of the Council may be nominated for and become a Council life member, entitling that person to ongoing honorary membership and full voting rights until notice of resignation or expulsion from the organisation.

- 6.2 Nominations for life membership:
- (a) must be tabled at a committee meeting no less than 30 days prior to the Annual General Meeting;
 - (b) must be endorsed by a majority of those committee members present;
 - (c) and if endorsed by the committee, the passing of a motion at the Annual General Meeting must approve nominations.

7.0 CESSATION OF MEMBERSHIP

- 7.1 An individual person ceases to be a member of the Council if the person:
- (a) dies;
 - (b) resigns that membership;
 - (c) is expelled from the Council; or
 - (d) fails to renew their fees.
- 7.2 A member who is not an individual person ceases to be a member of the Council if the member:
- (a) ceases to exist or is dissolved;
 - (b) resigns that membership;
 - (c) is expelled from the Council; or
 - (d) fails to renew their fees.

8.0 MEMBERSHIP ENTITLEMENT NOT TRANSFERABLE

- 8.1 A right, privilege or obligation that applies by reason of being a member:
- (a) is not capable of being transferred or transmitted to another person or member; and
 - (b) terminates upon cessation of the person or member's membership.

9.0 RESIGNATION OF MEMBERSHIP

- 9.1 Where a member of the Council ceases to hold membership, the Secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

10.0 DUTIES OF SECRETARY

- 10.1 The Public Officer of the Council shall establish and maintain a register of members of the Council specifying the name and address of each person who is a member of the Council and the nominee of that member where the member is not a individual person, together with the date on which they became a member.
- 10.2 The Secretary shall keep the register of members at the principle place of administration of the Council.

11.0 REGISTER OF MEMBERS

- 11.1 The Council will maintain a complete register of membership. This register will be presented to meetings of the Board of Directors.

12.0 FEES, SUBSCRIPTIONS, ETC

- 12.1 A member of the Council shall pay to the Council an annual membership fee on joining and on the anniversary date of their joining.
- 12.2 Membership fees shall be set by the Board.
- 12.3 There is no joining fee.

13.0 MEMBERS' LIABILITIES

- 13.1 The liability of a member of the Council to contribute towards the payment of the debts and liabilities of the Council or the costs, charges and expenses of the winding up of the Council is limited to the amount, if any, unpaid by the member in respect of membership of the Council as required by rule 12.

14.0 DISCIPLINE OF MEMBERS

- 14.1 The Board of Directors does not have the power to discipline members.

15.0 RESOLVING DISPUTES BETWEEN MEMBERS

- 15.1 In the event of a dispute arising between members in their capacity as members, or between a member and the Council or between

a member and the Board or sub-committee, the following procedure shall apply:

- (a) the volunteer or member can first raise the matter with her or his immediate supervisor or the Executive Officer in order to resolve the grievance informally;
- (b) if step 1 does not resolve the issue, a formal complaint can be made. Any formal complaint must be in writing and should be addressed to the Secretary of the Hepatitis C Council of Victoria;
- (c) the Secretary shall, on receipt of a written complaint, write to the person making the complaint (the complainant) acknowledging receipt and setting out the course of action as defined in the policy, a copy of which will be forwarded.
- (d) the Executive Officer will then liaise with the relevant parties named in the complaint within 5 working days of receipt of the complaint. The aim of this initial contact would be to resolve the matter to the satisfaction of the complainant;
- (e) if the complaint is not resolved by this stage the matter shall be considered at a joint meeting of the parties involved and senior representatives of the Council, including at least one member of the Board;
- (f) if the matter is not resolved by this stage, it will be considered at the following meeting of the board or dealt with by a specially convened sub-committee within a further 10 working days. The decision taken by the Board or sub-committee at this stage will be the final decision of the Hepatitis C Council of Victoria Inc.; and the rules of natural justice apply to the resolution of disputes under these rules.

16.0 POWERS, ETC OF THE BOARD OF DIRECTORS

16.1 The managing entity of the Council shall be called the Board of Directors and, subject to the Act, the Regulations and these rules and to any resolution passed by the Council in a general meeting:

- (a) shall control and manage the affairs of the Council;
- (b) may exercise all such functions as may be exercised by the Council, other than those functions that are required by these rules to be exercised by a general meeting of members of the Council; and
- (c) has power to perform all such acts and do all such things as appear to the Board, as defined in the policies and procedures, to be necessary or desirable for the proper management of the affairs of the Council.

17.0 THE BOARD OF DIRECTORS

17.1 The Board shall consist of no more than 13 members including:

- (a) seven elected members
- (b) one person from a community organisation representing injecting drug users
- (c) one person representing rural people affected by hepatitis C; and
- (d) one person representing hepatitis C education in the health field; and
- (e) one person who is a representative of the Aboriginal community
- (f) one person with special skills or expertise required by the organisation as determined by the Board of Directors
- (g) one staff representative - to be elected from amongst their number at the staff meeting taking place soon after the Annual General Meeting.

17.2 Election of the Board in rule 17.1a takes place at the Annual General Meeting. Subject to these rules, four members are elected one year and three in the following year, and the members to retire shall alternate accordingly.

17.3 Persons referred to in rule 17.1b, c, d and e who are not elected shall be co-opted by the Board of Directors at its first meeting after the Annual General Meeting.

17.4 No employee of the Council shall have voting rights on the Board of Directors or any of its sub-committees.

17.5 The staff representative referred to in rule 17.1g shall be required to have completed successfully their relevant probationary period before they are eligible for election.

18.0 TERM OF OFFICE OF THE BOARD OF DIRECTORS

18.1 Each elected member of the Board shall be elected at the Annual General Meeting and shall, subject to these rules, hold office until the conclusion of the Annual General Meeting in the second year of election. A retiring member is, subject to these rules, eligible for re-election.

18.2 Each of the persons referred to in Rule 17.1 (b), (c), (d), (e) and (f) who is not an elected member, shall, subject to these Rules, hold office from the date nomination is received by the Executive Officer until the conclusion of the Annual General Meeting in the year after year of appointment. An appointed person is, subject to these Rules, eligible for reappointment.

19.0 FILLING CASUAL VACANCIES

19.1 In the event of a casual vacancy in an elected member position, the Board may co-opt a member of the Council to fill the vacancy until the end of the next Annual General Meeting. If the term of office of the person who created the vacancy would not then have expired, an election shall be held at the Annual General Meeting to fill the vacant position for a one-year term.

19.2 In the event of a casual vacancy in a co-opted member position, the vacancy shall be filled by a further co-option.

20.0 ELECTION OF THE BOARD OF DIRECTORS

20.1 A notice shall be sent out to all members of the Council not later than 21 days prior to the date of the Annual General Meeting calling for nominations for election to the Board.

20.2 Nominations shall be in writing addressed to the Secretary and shall be signed by the candidate, the nominator and the seconder, all of who must be members of the Council.

20.3 Nominations must be lodged with the Secretary no later than 7 days prior to the date of the Annual General Meeting.

20.4 If the number of nominations is equal to the number of vacancies, the members nominated shall be deemed elected.

20.5 If the number of nominations is less than the number of vacancies, the members nominated shall be deemed elected, and further nominations will be called for at the Annual General Meeting to fill the remaining vacancies.

20.6 If the number of nominations is greater than the number of vacancies, an election shall be held at the Annual General Meeting.

21.0 OFFICE BEARERS

21.1 The Office Bearers of the Council are:

- (a) the Chairperson
- (b) the Vice-Chairperson
- (c) the Secretary
- (d) the Treasurer

21.2 The Office Bearers shall be elected by the voting members of the Board at the first meeting of the Board of Directors after the Annual General Meeting.

22.0 CHAIRPERSON

22.1 The duties of the Chairperson involve:

- (a) assisting Office Bearers in their duties where appropriate;
- (b) chairing and facilitating Board meetings and general meetings of the Council;
- (c) monitoring decisions and actions made by the committee, helping ensure such decisions and actions are accomplished; and
- (d) assisting Board members in the development of the skills, knowledge and attitudes that lead to more effective management of the organisation.

22.2 The powers of the Chairperson in relation to meeting procedure are as defined in the Policies and Procedures Manual.

23.0 VICE-CHAIRPERSON

23.1 The duties of the Vice-Chairperson shall be:

- (a) to act as Chairperson during the absence or incapacity of the Chairperson; and
- (b) to carry out such functions as the Chairperson shall delegate her/him.

24.0 SECRETARY

24.1 The Secretary of the Council shall, as soon as practicable after being appointed Secretary, lodge notice with the Council of his or her address.

24.2 It is the duty of the Secretary to keep minutes of:

- (a) all appointments of Office Bearers and members of the Board of Directors;
- (b) the names of members of the Board present at a Board meeting; and
- (c) all proceedings at Board meetings and General meetings or to ensure minute taking is performed by paid administrative staff.

24.3 Minutes of proceedings at a meeting shall be signed by the Chair of the meeting or by the Chair of the next succeeding meeting.

25.0 TREASURER

25.1 It is the duty of the Treasurer of the Council to ensure that:

- (a) all money due to the Council is collected and received and that all payments authorised by the Council are made;
- (b) correct books and accounts are kept showing the financial affairs of the Council including full details of all receipts and expenditure connected with the activities of the Council.

26.0 EXECUTIVE OFFICER

26.1 The Board may appoint a Executive Officer and determine the terms and conditions of the position as defined in the position description.

27.0 CASUAL VACANCIES

27.1 For the purposes of these rules, a casual vacancy in the office of a member of the Board occurs if the member:

- (a) dies;
- (b) ceases to be a member of the Council;
- (c) resigns office by notice in writing given to the Secretary
- (d) without the leave of the Board, is absent at or within thirty minutes of the advertised starting time of three consecutive ordinary meetings of the Board.
- (e) being a nominated member, as defined in 17.1b,c&d, the Secretary receives a subsequent different nomination from the nominating body.

28.0 REMOVAL OF BOARD MEMBER

28.1 The Council in a general meeting may by resolution remove any member of the Board from office before the expiration of the member's term of office. The Council may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

28.2 Where a member of the Board to whom a proposed resolution referred to in previous sub rule 1 makes representations in writing to the Secretary or Chairperson (not exceeding a reasonable length) and requests that the representations be notified to the members of the Council, the Secretary or the Chairperson may send a copy of the representations to each member of the Council or, if they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

29.0 PECUNIARY INTEREST

29.1 No person who is in receipt of any fee or honorarium from the Council, or who has any other direct pecuniary interest for services rendered to the Council, shall be eligible to be a member of the Board.

29.2 Where any member, after becoming a member of the Board seeks any fee, honorarium or any other direct pecuniary interest for services rendered to the Council, they shall immediately have their membership of the Board withdrawn. If such a member does not receive such a pecuniary interest they will be eligible to be re-appointed to the committee.

29.3 Sub rules 29.1 and 29.2 of these rules do not apply to the reimbursement of reasonable travel expenses to registered volunteers.

30.0 MEETINGS AND QUORUM

30.1 The Board shall meet at least 6 times in each financial year at such place and time as the Board may determine.

30.2 A meeting may be held by teleconference/video conference.

30.3 Any Office Bearer or any three members of the Board may convene additional meetings of the committee.

30.4 Written notice of ordinary meetings of the Board shall be given by the Secretary to each member of the Board at least 7 days before the time appointed for the holding of the meeting and shall include the date, time and place of the meeting.

30.5 (a) Notice of special meetings of the Board shall be given orally or in writing to each member of the Board at least 48 hours (or such lesser period as may be unanimously agreed upon by the members of the Board) before the time appointed for the holding of the meeting.

(b) Notice of a special Board meeting given under paragraph 30.5(a) shall, specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which $\frac{3}{4}$ of those Board members present at the meeting agree to treat as urgent business.

30.6 Any 6 members of the Board constitute a quorum for the transaction of the business of a meeting of the board.

- 30.7 No business shall be transacted by the board unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- 30.8 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- 30.9 The Chairperson shall preside at meetings of the board, or, if the Chairperson is absent or unwilling to preside, the Vice-Chairperson shall preside.
- 30.10 If neither the Chairperson nor the Vice-Chairperson is able or willing to preside at a meeting of the board, the Board of Directors shall elect from amongst its members who are elected members of the committee a person to chair the meeting of the committee.

31.0 DELEGATION BY BOARD TO SUB-COMMITTEE

- 31.1 The board may, by instrument in writing, delegate to one or more sub-committees (consisting of such members of the Council and other people as the board deems fit) the exercise of such of the functions of the board as are specified in the instrument, other than:
- (a) this power of delegation; and
 - (b) a function that is a duty imposed on the committee by the Act or by any other law.
- 31.2 A function of the exercise which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 31.3 A delegation under this section may be made subject to such conditions or limitations as may be specified in the instrument of delegation.
- 31.4 Notwithstanding any delegation under this rule, the board may continue to exercise any function delegated.

- 31.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the board.
- 31.6 The board may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- 31.7 A sub-committee may meet and adjourn, as it thinks proper.

32.0 VOTING AND DECISIONS AT BOARD MEETINGS

- 32.1 All elected or co-opted members of the board of directors shall have full voting rights except where a conflict of interest exists in regard to any issue under consideration.
- 32.2 Questions arising at a meeting of the board or of any sub-committee appointed by the board of directors shall be determined by a majority of the votes of members of the board or sub-committee present at the meeting; except as provided in subrule 30.5(b).
- 32.3 Except as provided in Rules 32.1, 32.6 and 32.7 each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 32.4 Provided a quorum is present the committee may act notwithstanding any vacancy on the committee.
- 32.5 Any act or thing done or suffered, or purporting to have been done or suffered, by the board or by a sub-committee appointed by that board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

part IV - general meetings

33.0 ANNUAL GENERAL MEETINGS - HOLDING OF

- 33.1 The Council shall, at least once in each calendar year and within the period of six months after the expiration of each financial year of the Council, convene an Annual General Meeting of its members.
- 33.2 The Council shall hold its first Annual General Meeting:
- (a) within the period of 18 months after its incorporation under the Act; and
 - (b) within the period of 3 months after the expiration of the first financial year of the Council.

34.0 ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT

- 34.1 The Annual General Meeting of the Council shall, subject to the Act and to the previous rule, be convened on such date and at such place and time as the Board thinks fit.
- 34.2 In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be:
- (a) to confirm the minutes of the last preceding Annual General Meeting, and the business of any Special General meeting held since that meeting;
 - (b) to receive from the Board reports upon the activities of the Council during the last preceding financial year;
 - (c) to receive the declaration of the election of the Board of Directors; and
 - (d) to receive and consider the statement which is required to be submitted to members pursuant to section 30 (3) of the Act.
- 34.3 An Annual General Meeting shall be specified as such in the notice convening it.

35.0 SPECIAL GENERAL MEETINGS - CALLING OF

- 35.1 The Board of Directors may, whenever it thinks fit, convene a Special General Meeting of the Council.

35.2 The Board shall, on the requisition in writing of not less than 50 members or 10% of the total number of members whichever be the lesser, convene a Special General Meeting of the Council.

35.3 A requisition of members for a Special General Meeting:

- (a) shall state the purpose or purposes of the meeting;
- (b) shall be signed by the members making the requisition;
- (c) shall be lodged at the office of the Council; and
- (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

35.4 If the Board fails to convene a Special General Meeting to be held within 6 weeks after that date on which a requisition of members for the meeting is lodged at the office of the Council, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.

35.5 A Special General Meeting convened by a member or members as referred to in the previous sub rule shall be convened as nearly as is practicable in the same manner as general meetings are convened by the board and any member who thereby incurs expense is entitled to be reimbursed by the Council for any expense so incurred.

36.0 NOTICE

36.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Council, the Secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

36.2 Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Council, the Secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in the previous sub rule specifying, in addition to the matter required under that sub rule, the intention to propose the resolution as a special resolution.

36.3 No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business that may be transacted pursuant to rule 34.2.

36.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

37.0 PROCEDURE

37.1 No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

37.2 A minimum of 20 members of the Council or 5% of the total number of members present (whichever is the lesser) such members being entitled under these rules to vote at a general meeting, constitute a quorum for the transaction of the business of a general meeting.

37.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and, unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the date to which the meeting is adjourned, at the same place.

37.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall constitute a quorum.

38.0 RESIDING MEMBER AT GENERAL MEETING

38.1 The Chairperson shall preside as chairperson at each general meeting of the Council.

38.2 If the Chairperson is absent from a general meeting or unwilling to act, the Vice-Chairperson shall preside, or, if the Vice-Chairperson is absent, or unwilling to act, the members present shall elect one of their number to preside as Chairperson at the meeting.

39.0 ADJOURNMENT

39.1 The Chair of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

39.2 Where a general meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each member of the Council stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

39.3 Except as provided in the previous sub rule, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

40.0 MAKING DECISIONS

40.1 A question arising at a general meeting of the Council shall be determined on a show of hands unless before, or on the declaration of the result of the show of hands, a poll is demanded by the chairperson or at least three members present in person or by proxy.

40.2 At a general meeting of the Council, a poll may be demanded by the Chair or by not less than 3 members present in person at the meeting.

40.3 Where the poll is demanded at a general meeting, the poll shall be taken:

- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
- (b) in any other case, in such manner and at such time before the close of the meeting as the chair directs.

The resolution of the poll on the matter shall be determined to be the resolution of the meeting.

41.0 SPECIAL RESOLUTION

41.1 A resolution of the Council is a special resolution if it is passed by a majority which comprises not less than $\frac{3}{4}$ of such members of the Council as, being entitled under these rules to do so, vote in person or by proxy at a general meeting of which not less than 21 days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules.

42.0 VOTING

42.1 Upon any question scheduled for or arising at a general meeting of the Council, a member has one vote only.

42.2 A member may vote in person or by proxy:

- (a) a proxy shall be in writing and shall bear the signature of the person giving the proxy;
- (b) a member wishing to vote by proxy shall appoint the Secretary or any member entitled to vote as their proxy provided that the person appointed has not already been appointed as proxy for more than two other members;

(c) proxies shall be lodged at the office of the Council not later than the day before any meeting at which it is proposed to exercise such proxies and the Secretary shall keep a register of such proxies;

(d) a proxy may specify the circumstances under which it shall be exercised and the vote that shall be cast;

(e) a person issuing a proxy may cancel it or from time to time vary the proxy by notice in writing lodged with the Secretary; and

(f) notwithstanding that a proxy has been issued, a person may attend a meeting and exercise a personal vote provided that the person presiding at the meeting is notified prior to the casting of any such vote in which case the proxy shall not be exercised.

42.3 Except as provided in this section, no individual person being a member of the Council shall exercise more than one vote at any general meeting or other meeting of the Council or its Board.

42.4 In the case of an equality of votes on a question at a general meeting, the question shall be resolved in the negative.

42.5 A member is not entitled to vote at any general meeting of the Council unless all money due and payable by the member to the Council has been paid.

43.0 INSURANCE

- 43.1 The Council shall effect and maintain a public liability insurance policy for not less than \$5 million.
- 43.2 In addition to the insurance required under the previous sub-rule the Council may effect and maintain other insurance.

44.0 FUNDS SOURCE

- 44.1 The funds of the Council shall be derived from annual subscriptions of members, grants and donations, and subject to any resolution passed by the Council in a general meeting, such other sources as the Board determines.
- 44.2 All money received by the Council shall be deposited as soon as practicable and without deduction to the credit of the Council's bank account.
- 44.3 The Council shall, as soon as practicable after receiving any money, issue an appropriate receipt.

45.0 FUNDS MANAGEMENT

- 45.1 Subject to any resolution passed by the Council in a general meeting, the funds of the Council shall be used in pursuance of the purposes of the Council in such a manner as the Board determines.
- 45.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two persons being authorised to do so by the Board.

46.0 ALTERATION OF PURPOSES AND RULES

- 46.1 The statement of purposes and these rules may be altered, rescinded or added to only by a special resolution of the Council.

47.0 COMMON SEAL

- 47.1 The common seal of the Council shall be kept by the co-ordinator in a secure place as determined by the Board.
- 47.2 The common seal shall not be affixed to any instrument except by the authority of the board of directors and the affixing of the common seal shall be attested by the signatures either of two

members of the Board, or of one member of the board and that of the Public Officer.

48.0 CUSTODY OF BOOKS, ETC

- 48.1 Except as otherwise provided by these rules, books and other documents relating to the organisation shall be kept under the care and control of the co-ordinator in a place determined by the executive.

49.0 INSPECTION OF BOOKS, ETC

- 49.0 The records, books and other documents of the Council shall be open to inspection by members of the Council except where it can be shown such inspection breaches confidentiality and legitimate needs for privacy as determined by the Board.

50.0 SERVICE OF NOTICES

- 50.1 Any notice to a member required by these Rules is sufficient if posted, faxed, sent by email or delivered to the last address of that member notified in writing to the Secretary.
- 50.2 Notice to a member is deemed to have been received:
- (a) if received by post on the second working day after it was posted; and
 - (b) if faxed or sent by email on a business day, at the notified time of transmission, and if not a business day, on the first business day after transmission, unless receipt is earlier acknowledged.

51.0 PATRONS

- 51.1 The Board shall have the power to appoint a person or persons to be patrons of the Council. Patrons, unless they are financial members of the Council, shall have no voting or other rights in the Council.

52.0 PROHIBITION OF DISTRIBUTION TO MEMBERS

- 52.1 The income and property of the Council must be used and applied solely to the promotion of its purposes and the exercise of its powers as set out in these Rules.

52.2 No portion of the income or property of the Council may be distributed directly or indirectly to or amongst the members of the Council.

52.3 Nothing in this Rule prevents the payment in good faith to a member:

- (a) of interest on money lent to the Council, or owing to that member;
- (b) of payment for work done by any officer or employee of the Council;
- (c) or other person for services actually performed for the Council;
- (d) of out of pocket expenses, money lent, reasonable and proper charges for the hire of goods by the Council, reasonable and proper rent for premises let to the Council or the provision of services to the member, to which that member would be entitled in accordance with the purposes if that person were not a member.

53.0 WINDING UP

53.1 If the Council is wound up, or its Incorporation cancelled, the assets remaining after satisfying all liabilities must not be paid or distributed amongst the members, but must be transferred to an institution or institutions:

- (a) having similar purposes to those of the Council;
- (b) which prohibits or prohibit the distribution of its or their income amongst members to an extent at least as great as is imposed on the Council under or by virtue of this Rule and the following Rule;
- (c) which is determined in accordance with a Special Resolution at a General Meeting of the Council, or, in the absence of such a resolution, by the Registrar of Incorporated Association; and
- (d) which is referred to in a table in section 78(4) of the Income Tax Assessment Act 1936.

54.0 VALIDATION OF ACTS OF EXECUTIVE COMMITTEE

54.1 If it is afterwards discovered:

- (a) that there was some defect in the appointment or selection of a person as a member of the Board of Directors or a sub-committee; or
- (b) that a person so appointed or elected was ineligible;

It shall be deemed that all acts done at any meeting of the Board of Directors or of a sub-committee or by any person acting as a member of the Board of Directors or sub-committee are as valid as if that person had been duly appointed or elected and was eligible to be a member of that Board or the sub-committee.

55.0 INDEMNITY

55.1 Every member of the Board of Directors, member of the Council, employee or agent of the Council must be indemnified out of the property of the Council against any liability incurred by that person in that capacity in defending any proceedings:

- (a) in which judgement is given in favour of that person; or
- (b) in which the person is acquitted; or
- (c) in connection with any application in relation to any such proceedings, in which relief is granted to that person.

56.0 LIABILITY OF MEMBERS AND OFFICERS

56.1 In accordance with section 15 of the Association Incorporation Act 1981, a member or officer of the Council is not liable, merely because that person was a member or officer, to contribute towards:

- (a) the payment of the debts and liabilities of the Incorporated Association; or
- (b) the costs, charges and expenses of the winding up of the Incorporated Association.

57.0 GIFT FUND

57.1 As an endorsed deductible gift recipient under item 1.1.6 of section 30-20 of the Income Tax Assessment Act 1997 and as required by Section 30-125 (4) of the same act, the Council shall maintain for that purposes a fund, called the Gift Fund:

- a) to which gifts of money or property for that purpose are to be made;
- b) to which any money received by the Council because of those gifts is to be credited;
- c) that does not receive any other money or property.

57.2 The Council must use the following only for its principal purpose:

- a) gifts made to the Gift Fund
- b) any money received because of those gifts

57.3 Any surplus assets of the Gift Fund must be transferred to one or more funds charitable at law which comply with the requirement of the table in section 30-15 of the Income Tax Assessment Act 1997 at the first occurrence of:

- a) the winding up of the Gift Fund
- b) the Council ceasing to be endorsed as a deductible gift recipient under one or more of the items under Subdivision 30 of the Income Tax Assessment Act 1997