



**The Country Women's Association
of Victoria Inc.**

ABN 55 584 949 677 A 0004857F

Constitution

As adopted 30 May 2025

Constitution

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Constitution

1 Preliminary

1.1 Name

The name of the Association is “The Country Women’s Association of Victoria Inc.”.

1.2 Charitable purpose

The Association may only pursue charitable purposes associated with its purposes, and must do so predominantly in Australia.

1.3 Principal purpose

The principal purpose of the Association is to provide direct benevolent assistance to disadvantaged and vulnerable women, children and families in need throughout metropolitan, regional, rural and remote settings in Victoria through:

- (a) volunteer community service;
- (b) the establishment and management of community support networks; and
- (c) the provision of financial aid or emergency funding.

1.4 Further purposes

In particular, and without limiting the principal purpose as above in clause 1.2, the purposes of the Association include to:

- (a) through community service, support women, children and their families, especially those most disadvantaged and vulnerable and provide networks of support within communities for women, children and their families;
- (b) deliver programs to improve the health, wellbeing and welfare of women, children and their families, especially those most disadvantaged and vulnerable; and
- (c) raise and distribute emergency funding to those most at risk and vulnerable in all settings, especially those in rural and remote settings (and in certain circumstances those overseas).

1.5 Additional purposes

Incidental and ancillary purposes to the principal purpose of the Association include to:

- (a) promote friendship and a network of support amongst all members of the Association;
- (b) support communities, especially those in rural and remote settings in Victoria, to be sustainable;
- (c) advocate for the sustainable development, and the protection, of the environment of communities throughout Victoria;
- (d) enhance educational opportunities for women and children, including through the provision of financial scholarships; and

- (e) raise funding for other organisations with aligned values which provide services and care to vulnerable and disadvantaged individuals,

throughout the State of Victoria, and bordering towns.

1.6 Financial year

The financial year of the Association is each period of 12 months ending on 31 December or such other date as is determined by the Board in consultation with the State Council.

1.7 Definitions

In these Rules (including Schedule 1):

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

Annual Subscription has the meaning given in Rule 3.11.

Appeal Committee has the meaning given in Rule 4.6.

Appeal Committee Members has the meaning given in Rule 4.6.

Approved Institution means a fund, authority or institution which falls within the description of an item in any of the tables in Subdivision 30-B of the Tax Act, which has been established for charitable purposes, and which is endorsed as a deductible gift recipient under or for the purposes of the Tax Act.

Associate Member has the meaning given in Rule 3.6.

Association means The Country Women's Association of Victoria Inc.

Board means the board of Directors of the Association as constituted from time to time.

Branch is a number of members managing affairs within its area, subject to these Rules.

Branch Officers has the meaning given in Rule 8.3(b).

Branch Delegate has the meaning given in Rule 8.3(e).

Chair of meeting means:

- (a) in respect of a meeting of the Board, the State President (or, in her absence, in the following order of precedence, the Deputy State President, or a member of the Board elected by the other members present);
- (b) in respect of a meeting of the State Council, the State President (or, in her absence, in the following order of precedence, the Deputy State President, a Member of Honour or a member elected by the other members present);
- (c) in respect of a general meeting of the Association, the State President (or, in her absence, in the following order of precedence, the Deputy State President, a Member of Honour or a member elected by the other members present);

- (d) in respect of a Group meeting, the Group President (or, in her absence, a past Group President or a member elected by the other members present); and
- (e) in respect of a Branch meeting, the Branch President (or, in her absence, in the following order of precedence, a past Branch President, or a member elected by the other members present).

Code of Conduct means a policy document setting out the behaviour expected of the members which is made available to members on the Association's website and, upon request, in hard copy.

Committee means a committee appointed by the Board under Rule 5.1(c)(ii) from time to time.

Committee Chair means a person elected as chair of a standing Committee in accordance with Part 10 of these Rules, subject to that Committee's charter, published from time to time.

Companion Members has the meaning given in Rule 3.6(b).

Convenor has the meaning given in Rule 9.18(a).

Deputy State President is the person elected to the office of Deputy State President in accordance with Part 10 of these Rules.

Director means a person appointed as a director in accordance with Rule 6.

Direct Vote means a vote which is to be:

- (a) cast on:
 - (i) a resolution to be considered at a general meeting of the Association; or
 - (ii) an election ballot for a position at a general meeting of the Association in accordance with Rule 10.5; and
- (b) cast by a member by sending it to the Association before the meeting, whether by post or electronic means as approved by the Board,

in accordance with the requirements of this Constitution and, if applicable, any Direct Voting Rules.¹

Direct Voting Rules means any rules or regulations made by the Board with respect to Direct Votes, including any specifications as to how Direct Votes are to be cast, counted and treated, and when they must be received in order to be valid, including the matters set out in Rule 9.11.

Disciplinary Appeal Meeting means a meeting convened under Rule 4.7.

Disciplinary Meeting means a meeting convened in accordance with Rule 4 for the purposes of Rule 4.5.

Disciplinary Committee has the meaning given in Rule 4.3.

Effective Date means the date these Rules take effect under the Act.

¹ To avoid doubt, a Direct Vote is limited to resolutions and election ballots of the Association, and does not apply to Groups or Branches.

Electronic Transactions means an act of buying or selling something or sending money using electronic means such as the internet.

Executive Director means the person who is employed with this title by the Association, from time to time.

Financial Year means the 12-month period specified in Rule 1.6.

general meeting means a general meeting of members of the Association (unless specified otherwise) and includes a special general meeting.

Group means a number of Branches, managing affairs within their own areas subject to these Rules.

Group Officer has the meaning given in Rule 8.2.

Head Office means the Head Office of the Association at 3 Lansell Road, Toorak, Victoria, 3142, or such other address as is notified to the Registrar from time to time as the registered address of the Association.

Junior Members has the meaning given in Rule 3.6(a).

Life Member has the meaning given in Rule 3.4.

member means a member of the Association in accordance with Rule 3.

Member of Honour has the meaning given in Rule 3.3.

Payment Date has the meaning given in Rule 3.11.

Registrar means the Registrar of Incorporated Associations under the Act.

resolution means a motion that requires members' or the Board's (as the context requires) consideration and voting in relation to the position to be adopted by the Association.

Rules means this Constitution.

Special resolution means a resolution that requires not less than three-quarters of the members at a general meeting, whether in person or by proxy, to vote in favour of the resolution. **State Conference** means a meeting of Branch Delegates and members.

State Council means the body of elected and appointed members that set the policy and procedures of the Association.

State Council Member has the meaning given in Rule 8.1.

State President is the person elected to the office of State President in accordance with Part 10 of these Rules and occupies the role of "secretary" of the Association as that term is used and defined in the Act.

State Treasurer is the person elected to the office of State Treasurer in accordance with Part 10 of these Rules.

Tax Act means the *Income Tax Assessment Act 1936* (Cth) or the *Income Tax Assessment Act 1997* (Cth), as the context requires.

Transitional Provisions means the provisions of these Rules appearing in Schedule 1.

Voting Member means a person entitled to vote in accordance with Rule 3.14.

1.8 Interpretation

Headings are for convenience only and do not affect interpretation.

Unless the contrary intention appears, in this document:

- (a) names used for definitions are for convenience only and do not affect interpretation;
- (b) the singular includes the plural and vice versa;
- (c) a reference to a document includes any agreement or other legally enforceable arrangement created by it (whether the document is in the form of an agreement, deed or otherwise);
- (d) a reference to a document also includes any variation, replacement or novation of it;
- (e) the meaning of general words is not limited by specific examples introduced by “including”, “for example”, “such as” or similar expressions;
- (f) a reference to “person” includes an individual, a body corporate, a partnership, a joint venture, an unincorporated association and an authority or any other entity or organisation;
- (g) a reference to particular person includes the person’s executors, administrators, successors, substitutes (including person taking by novation) and assigns;
- (h) a reference to a time of day is a reference to the time of day in Melbourne, Australia;
- (i) a reference to dollars, \$ or A\$ is a reference to the currency of Australia;
- (j) a reference to “law” includes common law, principles of equity and legislation (including regulations);
- (k) a reference to any legislation includes regulations under it and any consolidations, amendments, re-enactments or replacements of any of them;
- (l) a reference to “regulations” includes instruments of a legislative character under legislation (such as regulations, Rules, by-laws, ordinances and proclamations);
- (m) a reference to a group of persons is a reference to any 2 or more of them jointly and to each of them individually;
- (n) a reference to anything (including an amount) is a reference to the whole and each part of it;
- (o) a period of time starting from a given day or the day of an act or event, is to be calculated exclusive of that day; and
- (p) if a party must do something under this document on or by a given day and it is done after 5:00pm on that day, it is taken to be done on the next day.

1.9 Presence at meetings

- (a) **(Association meeting)** Unless the contrary intention appears, in this document, a reference to a person being “**present**” at a meeting of members of the Association includes:
- (i) a member who is present in person;
 - (ii) a member who is present by proxy;
 - (iii) to the extent permitted by law, a member participating using technology that has been approved by the Board in accordance with this Constitution (and such a member will be considered to be “**present in person**” for the purposes of this Constitution); and
 - (iv) to the extent permitted by law, a member who has duly lodged a valid Direct Vote in relation to the meeting in accordance with Rule 9.11 of this Constitution (other than for the purposes of meeting quorum requirements).²
- (b) **(Board meeting)** Unless the contrary intention appears, a reference to a person being “**present**” at a meeting of the Board includes:
- (i) a person who is present in person;
 - (ii) a person who is present by proxy (in accordance with Rule 6.8); and
 - (iii) a person participating using technology that has been approved by the Board in accordance with this Constitution.
- (c) **(Other meetings)** Unless the contrary intention appears, a reference to a person being present at a Branch meeting, Group meeting, State Conference, State Council or other meeting referred to in this document, includes:
- (i) a person who is present in person; and
 - (ii) any person who is otherwise considered to be “present” by the rules set by the Chair of that meeting (which may include a person who is present by proxy or by technology).
- (d) **(Voting)** To avoid doubt, in each case, if a person is considered “present” at a meeting and votes at that meeting, then they are taken to have voted “in person”.

2 Powers of the Association

2.1 Powers of the Association

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

² Section 64(4)(a)(i) of the *Associations Incorporation Reform Act 2012* (Vic) currently requires that a special resolution will be passed if “not less than three quarters of the members of the association voting at the meeting, whether in person or (if permitted by the rules of the association) by proxy, vote in favour of the resolution” at a general meeting.

2.2 Specific powers

Without limiting Rule 2.1, the Association may:

- (a) acquire, hold and dispose of real or personal property;
- (b) open and operate accounts with financial institutions;
- (c) invest its money in any security in which trust monies may lawfully be invested;
- (d) raise and borrow money on any terms and in any manner as it thinks fit;
- (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- (f) appoint agents to transact business on its behalf; and
- (g) enter into any other contract it considers necessary or desirable.

2.3 Not for profit organisation

- (a) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (b) Subrule 2.3(a) does not prevent the Association from paying a member:
 - (i) reimbursement for expenses properly incurred by the member; or
 - (ii) for goods and 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.

3 Members

3.1 Minimum number of members

The Association must have at least 6 members.

3.2 Eligibility to be a member

- (a) Any female residing in the State of Victoria, or bordering towns, who wishes to become a member of the Association, supports the purposes of the Association, and applies in accordance with Rule 3.8, is eligible for membership.
- (b) No member of the Association shall be a paid employee of the Association.

3.3 Members of Honour

- (a) A Branch may, by a simple majority vote, nominate a member to be a Member of Honour. If a Branch so resolves to nominate a member to be a Member of Honour it must advise the State President in writing as soon as possible thereafter.

- (b) Each nomination must then be approved by not less than 85% of the Voting Members present (whether in person or by proxy) at the next scheduled general meeting of State Council.
- (c) Each nomination approved by State Council will then be voted on by all the Voting Members of the Association at the next scheduled general meeting of the Association.
- (d) Each nomination must then be approved by not less than 85% of the Voting Members present at the general meeting of the Association (whether in person or by proxy).

3.4 Life Members

- (a) A nomination of a member may be made to any Branch or Group by any other member of that Branch or Group.
- (b) Any Group or Branch may approve a nomination for a member to become a Life Member.

3.5 Criteria for Life Members or Members of Honour

The State Council may by resolution approve the criteria, and nomination requirement, for Life Members or Members of Honour from time to time. Life Members and Members of Honour have the same rights under these Rules as members unless otherwise provided.

3.6 Classes of Associate Members

Subject to these Rules, there shall be such classes of Associate Members as the Board determines from time to time, including:

- (a) Junior Members; and
- (b) Companion Members.

The Board shall determine from time to time the rights attached to each class of Associate member other than as set out in these Rules. The Board must publish the rights of each such class on the Association's website. An Associate Member may not vote at general meetings of the Association or any meeting of a Branch or Group, unless the relevant Branch or Group so determine.

3.7 Commencement of membership

Persons who make an application in accordance with Rule 3.8 to become a member of the Association will be deemed a member of the Association once they have paid the applicable Annual Subscription (or the relevant proportion of it notified to them on application), unless notified by the State President, by order of the Board, within three months of receipt of that fee that their application has been rejected. The Board may reject an application for membership in its absolute discretion.

3.8 Application for membership

- (a) To apply to become a member of the Association, a person must submit an application (which may be electronic or written) and pay the applicable Annual Subscription amount (or pro rata portion thereof in accordance with Rule 3.12 as applicable).

- (b) By completing an application, the applicant agrees to be bound by these Rules and any other rules, by-laws, policies and procedures, or other standards prescribed by the Board or State Council, from time to time.
- (c) The Board may prescribe the contents/form of an application from time to time.

3.9 Consideration of application

Subject to Rule 3.7, all applications that are received from:

- (a) applicants who satisfy the eligibility criteria set out in Rule 3.2; and
- (b) which satisfy the requirements of Rule 3.8,

are accepted for membership.

3.10 New membership

For all non-electronic applications for membership, within 28 days of receipt of an application for membership in accordance with Rule 3.8, the Branch Secretary of the Branch to which the applicant applied must:

- (a) enter the name and address of the new member, and the date of becoming a member, in the register of members maintained by that Branch; and
- (b) send to the State President:
 - (i) the details described in subrule 3.10(a); and
 - (ii) the Annual Subscription amount (or relevant portion thereof).

3.11 Annual Subscription

- (a) The Board must determine:
 - (i) the amount of the Annual Subscription (if any) for the Association for the following financial year; and
 - (ii) the due date for the payment of the Annual Subscription ("**Payment Date**").
- (b) If the increase in the Annual Subscription exceeds 5% of the amount of the Annual Subscription from the previous financial year, then the increase must be referred to the annual general meeting of the Association to be approved by the members as a general resolution.
- (c) The Annual Subscription includes the cost of a subscription to the magazine produced by the Association and associated delivery costs (which costs cannot be deducted from the amount of the Annual Subscription payable by any given member).
- (d) If the Board does not determine the Annual Subscription or payment date in respect of a Financial Year in accordance with subrules 3.11(a) and (b), then:
 - (i) the Annual Subscription for that financial year shall be an amount equal to the Annual Subscription in the previous

financial year plus \$1.50 or such lesser amount as the Board approves from time to time; and

- (ii) the Payment Date for that financial year shall be the same Payment Date as in the previous financial year.
- (e) The Board may also determine that a lower Annual Subscription, or no Annual Subscription, is payable by Associate Members or other classes of members.

3.12 Pro rata Annual Subscription

- (a) If a person applies to become a new member more than 6 months after the Payment Date in a year, that person shall pay half of the Annual Subscription.
- (b) The Board may publish a policy in relation to the calculation of pro rata Annual Subscription in accordance with this Rule from time to time.

3.13 Failure to pay Annual Subscription

The rights of a member (including the right to vote) who has not paid the Annual Subscription amount within 2 months of the Payment Date are suspended until the Annual Subscription in respect of that financial year is paid by the relevant member.

3.14 Entitlement to vote at general meetings of the Association

A member is entitled to vote at general meetings of the Association (a “**Voting Member**”) if:

- (a) the member is an ordinary member, Life Member or Member of Honour;
- (b) the Branch or Association has received the member’s payment of her Annual Subscription in respect of that current financial year within 2 months of the Payment Date;
- (c) the person has been a member for at least 3 months; and
- (d) the member’s membership rights are not suspended for any reason.

3.15 General rights of Voting Members

Voting Members have the following general rights:

- (a) to receive notice of general meetings of the Association in the manner and time prescribed by these Rules;
- (b) to receive notice of any proposed special resolutions to be determined at a special general meeting of the Association in the manner and time prescribed by these Rules;
- (c) to submit a resolution for consideration at a general meeting of the Association;
- (d) to attend and be heard at general meeting of the Association; and
- (e) to inspect on request and free of charge:
 - (i) the register of members of the Association;

- (ii) the minutes of general meetings of the Association;
- (iii) the minutes of Board meetings; and
- (iv) the financial records, books, securities, and any other relevant document of the Association.

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.

3.16 Rights in respect of property

Members are not entitled to any right, title or interest (whether legal or equitable) in the property of the Association.

3.17 Entitlement to vote at Branch meetings

All Voting Members of a Branch may vote at a Branch meeting.

3.18 Entitlement to vote at Group meetings

A member is entitled to vote at a Group meeting if that member:

- (a) is a Voting Member; and
- (b) has been validly appointed as a Branch Delegate, in accordance with Rule 8.3(e).

3.19 Entitlement to vote at State Conferences

A member is entitled to vote at a State Conference if that member is a Voting Member, and:

- (a) has been validly appointed as a Branch Delegate;
- (b) is a member of State Council; or
- (c) is a Director.

3.20 Ceasing membership

- (a) The membership of a person ceases on resignation, expulsion in accordance with these Rules, or death.
- (b) If a person ceases to be a member of the Association then, as soon as practicable (but in any event within 14 days of the person ceasing to be member), the Branch Secretary must:
 - (i) enter the date the person ceased to be a member in the register of members maintained by that Branch; and
 - (ii) notify the Head Office or State President of the date that the person has ceased to be a member.
- (c) The Head Office or the State President must arrange to enter the date that the person ceased to be a member in the register of members maintained by the Association.

3.21 Resigning as a member

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

A member is taken to have resigned if:

- (a) the member's Annual Subscription is not paid within 2 months of the Payment Date (unless the Board otherwise determines); or
- (b) where no Annual Subscription is payable by that member:
 - (i) the Branch Secretary has made a written request to the member to confirm that she wishes to remain a member; and
 - (ii) the member has not, within 3 months after delivery of that request, confirmed in writing that she wishes to remain a member.

3.22 Register of members

The State President must keep and maintain a register of members that includes:

- (a) for each current member:
 - (i) the member's name;
 - (ii) the address of notice last given by the member;
 - (iii) the telephone contact for the member;
 - (iv) the member's email address;
 - (v) the date of becoming a member;
 - (vi) the class of member;
 - (vii) the Branch and/or Group of the member; and
 - (viii) any other information determined by the Board; and
- (b) for each former member, the date of ceasing to be a member.

4 Disciplinary action

4.1 Grounds for taking disciplinary action

The Association may take disciplinary action against a member in accordance with this Part if the Board determines that the member:

- (a) has failed to comply with these Rules, including any policies and procedures promulgated by the Board in accordance with Rule 5.1(c)(iii);
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association.

4.2 Decision of the Board

- (a) The Board may suspend a member from the Association, following advice from the Disciplinary Committee because of:
 - (i) the members' failure to comply with the Association's Code of Conduct and as approved by the Board from time to time; or
 - (ii) the members' conduct being considered prejudicial or detrimental to the interests of the Association.
- (b) The Board, following a complaint of a member's behaviour that is considered materially prejudicial to the Association, may suspend that member immediately.

4.3 Disciplinary Committee

- (a) If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board must appoint a disciplinary committee to hear the matter and advise the Board what action, if any, to take against the member (the **"Disciplinary Committee"**).
- (b) The Disciplinary Committee must meet as soon as possible if requested by the Board to hear and provide advice on the matters outlined in Rule 4.2(a)(i) and 4.2(a)(ii).

4.4 Members of Disciplinary Committee

The members of the Disciplinary Committee may be:

- (a) members of the Board; and/or
- (b) such other persons as are appointed by the Board.

4.5 Notice to member

Before disciplinary action is taken against a member, the State President must give written notice to the member:

- (a) stating that the Association proposes to take disciplinary action against the member;
- (b) stating the grounds for the proposed disciplinary action;
- (c) specifying the date, place and time of the meeting at which the Disciplinary Committee intends to consider the disciplinary action (the **"Disciplinary Meeting"**);
- (d) advising the member that she may do one or both of the following:
 - (i) attend the Disciplinary Meeting and address the Disciplinary Committee at that meeting; or
 - (ii) give a written statement to the Disciplinary Committee at any time before the Disciplinary Meeting; and
- (e) setting out the member's appeal rights under Rule 4.7.

The notice must be given no earlier than 28 days, and not later than 14 days, before the Disciplinary Meeting is held.

4.6 Decision of Disciplinary Committee

At the Disciplinary Meeting, the Disciplinary Committee must:

- (a) give the member an opportunity to be heard; and
- (b) consider any written statement submitted by the member.

After conducting the Disciplinary Meeting, the Disciplinary Committee may decide to:

- (c) take no further action against the member;
- (d) reprimand the member;
- (e) suspend some or all of the membership rights of the member for a specified period; or
- (f) expel the member from the Association.

The suspension of membership rights or the expulsion of a member by the Disciplinary Committee under this Rule takes effect immediately after the vote is passed.

The member must be informed of the decision as soon as possible.

4.7 Appeal rights

- (a) A person whose membership rights have been suspended or who has been expelled from the Association under Rule 4.6 may give notice to the State President to the effect that she wishes to appeal against the suspension or expulsion.
- (b) The notice must be in writing and given to the State President within 14 days after the decision to suspend or expel the person is communicated to the person.
- (c) If a person has given notice under subrule 4.7(b):
 - (i) an appeal committee must be appointed to hear the appeal ("**Appeal Committee**"); and
 - (ii) a meeting of the Appeal Committee ("**Disciplinary Appeal Meeting**") must be convened as soon as practicable, but in any event not later than 28 days after the notice is received.
- (d) The members of the Appeal Committee ("**Appeal Committee Members**"):
 - (i) must be appointed by those members of the Board who were not members of, or involved in the original decision of, the Disciplinary Committee in relation to the person; and
 - (ii) must be:
 - (A) members of the Board who were not members of, or involved in the original decision of, the Disciplinary Committee in relation to the person; and /or
 - (B) State Council members; and/or

- (C) such other persons as are appointed by the Board but who were not members of, or involved in the original decision of, the Disciplinary Committee in relation to the person.
- (e) Notice of the Disciplinary Appeal Meeting must be given to each Appeal Committee Member and the affected person as soon as practicable and must specify:
 - (i) the date, time and place of the meeting;
 - (ii) the name of the person against whom the disciplinary action has been taken;
 - (iii) the grounds for taking that action; and
 - (iv) that at the Disciplinary Appeal Meeting, the Appeal Committee Members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

4.8 Conduct of Disciplinary Appeal Meeting

At a Disciplinary Appeal Meeting:

- (a) no business other than the question of the appeal may be conducted;
- (b) the Appeal Committee must state the grounds for suspending the person's rights, or expelling them, and the reasons for taking that action; and
- (c) the person whose membership rights have been suspended or who has been expelled must be given an opportunity to be heard.

4.9 Voting at the Disciplinary Appeal Meeting

- (a) The Appeal Committee Members present at the Disciplinary Appeal Meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person or to suspend membership rights should be upheld or revoked.
- (b) Appeal Committee Members may not vote by proxy at the Disciplinary Appeal Meeting.
- (c) The decision is upheld if not less than three quarters of the Appeal Committee Members present and voting at the Disciplinary Appeal Meeting vote in favour of the decision.

4.10 Electronic meetings and votes

- (a) A meeting held under this rule 4 (including a Disciplinary Meeting, Disciplinary Appeal Meeting or a meeting of the Disciplinary Committee or Appeal Committee) may be conducted by the use of technology where it:
 - (i) allows the attendees to clearly and simultaneously communicate with each other; and
 - (ii) has been approved by the State President and agreed by the member involved.

- (b) A vote conducted under this rule 4 may be conducted electronically.

5 Powers of the Board

5.1 Role and powers

- (a) The business 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:
 - (i) appoint, monitor the performance of, and remove the Executive Director;
 - (ii) establish Committees, which may include Directors or other members as the Board determines, and with such terms of reference it considers appropriate, subject to Part 10 of these Rules; and
 - (iii) make, vary and revoke policies and procedures, which shall bind members, Groups and Branches as if they were rules of this Constitution.
- (d) Policies and procedures made by the Board must be published on the Association's website and also made available to members through their Branch on request.
- (e) Policies and procedures approved by State Council prior to the date of any variation of this Constitution shall be deemed to be rules made by the Board under Rule 5.1(c)(iii), and shall bind members, Groups and Branches accordingly until varied, revoked or replaced in accordance with that Rule.³
- (f) Without limiting any other paragraph of this Rule 5.1, the Board may approve the use of the logo of the Association by a third party.
- (g) The Association may execute a contract or other document if the contract or document is signed by either:
 - (i) the State President and State Treasurer, or
 - (ii) by another person who is authorised by the Board to execute documents on behalf of the Association.

5.2 Delegation

- (a) The Board may delegate to a member of the Board, a committee or staff, any of its powers and functions other than:
 - (i) this power of delegation; or

³ The relevant policies are currently reflected in the document entitled "*Rules and Objects*" and available on the website of the Association.

- (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 powers which are delegated in accordance with subrule 5.2(a) must be exercised in accordance with any directions given by the Board.
- (d) The Board may, in writing, revoke a delegation wholly or in part.

6 Composition and proceedings of the Board

6.1 Composition of the Board

The Board shall consist of up to 11 Directors and include:

- (a) the State President;
- (b) the Deputy State President;
- (c) the State Treasurer; and
- (d) a number of general members as the Board shall determine from time to time, but which shall not be less than 4 and must not exceed 8.

6.2 Election of Directors

- (a) Directors (including office holders) must be elected by the Association at the annual general meeting of the Association in accordance with Rule 10.3. A retiring Director holds office until the conclusion of the annual general meeting at which she retires.
- (b) Casual vacancies must be filled in accordance with Rule 10.8.

6.3 General duties of Directors

- (a) As soon as practicable after being elected or appointed to the Board, each Director must become familiar with these Rules and the Act.
- (b) The Board is responsible for ensuring that the Association complies with the Act and that individual Directors comply with these Rules.
- (c) The Board is responsible for determining policies and procedures which shall govern financial matters of the Association, to the extent that such policies and procedures are not inconsistent with this Constitution.
- (d) Directors must exercise their power and discharge their duties with reasonable care and diligence.
- (e) Directors must exercise their powers and discharge their duties:
 - (i) in good faith and in the best interests of the Association; and
 - (ii) for a proper purpose.
- (f) Directors and former Directors 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.
- (g) In addition to any duties imposed by these Rules, Directors must perform any other duties imposed from time to time by resolution at a Board meeting.
- (h) Nothing in this Rule 6.3 shall give the Board power to determine policies or procedures which are inconsistent with this Constitution.

6.4 Specific duties of the State President

- (a) The State President must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (b) The Board may delegate these duties and functions to a paid staff member reporting to the State President in accordance with Rule 5.2.
- (c) Without limiting subrule 6.4(a), the State President must:
 - (i) maintain the register of members;
 - (ii) keep custody of the common seal (if any) of the Association;
 - (iii) keep custody of books, documents and securities of the Association, except for the financial records referred to in Rule 11.6;
 - (iv) 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
 - (v) perform any other duty or function imposed on the secretary of the Association by the Act.
- (d) The State President must give to the Registrar notice of her appointment within 14 days after the appointment.

6.5 Specific duties of the State Treasurer

The State Treasurer must:

- (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association;
- (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt;
- (c) make any payments authorised by the Board or by a general meeting of the Association from the Association's funds; and
- (d) ensure Electronic Transactions are authorised by at least 2 of the following persons:
 - (i) the State President;
 - (ii) the Deputy State President;

- (iii) the State Treasurer; and
- (iv) the Executive Director;
- (e) ensure that the financial records of the Association are kept in accordance with the Act (and the policies in relation to the financial records set by the Board, from time to time); and
- (f) 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.

The State Treasurer must ensure that at least one other Board member has access to the accounts and financial records of the Association.

6.6 Meetings of the Board and delegation

- (a) The Board may meet together as and when they think fit, provided that the Board must meet at least 6 times per calendar year. Any Director may convene a meeting of the Board.
- (b) Each meeting must be called in accordance with the notice provisions in Rule 6.7.
- (c) The Board may delegate any of their powers to any person they select and on such terms and subject to such conditions and restrictions as they think fit. Without limiting the power of the Board to delegate, the Board may delegate any of its powers other than matters which are required to be dealt with by the Board by law, to a committee or committees consisting of one or more of their number as they determine.

6.7 Notice of Board meetings

- (a) At least 5 days' notice of a Board meeting must be given unless all Directors otherwise agree.
- (b) The notice must specify the date, time and place of the meeting (and available technology for participation) and indicate the general nature of each item of business to be considered at the meeting.

6.8 Proxies

- (a) A Director who is unable to attend a Board meeting may appoint another Director as her proxy to attend, vote and speak on her behalf at that Board meeting.
- (b) The appointment of a proxy must be in writing and signed by the Director making the appointment.
- (c) The Director appointing the proxy may give specific directions as to how the proxy is to vote on her behalf, otherwise the proxy may vote on behalf of the Director in any matter as she sees fit.

6.9 Quorum

- (a) Subject to subrule 6.8(c), no business may be conducted at a meeting of the Board unless a quorum of Directors is present.
- (b) A quorum will be constituted if one third of all Directors are present in person.

- (c) If a quorum is not present within 30 minutes after the notified commencement time of a meeting, then the Directors present at the Board meeting may proceed with the business of the Board meeting as if a quorum were present, provided that no binding decisions may be taken at the Board meeting.

6.10 Voting at a Board meeting

On any question arising at a meeting:

- (a) each Director who is present in person has one vote (other than where a Director has been appointed as a proxy by another Director in accordance with Rule 6.8, in which case she has one vote for herself and one vote for each Director who has appointed her as a proxy); and
- (b) the question must be decided on a majority of votes.

6.11 Resolutions

A resolution of the Board will be deemed to have passed where a simple majority of Directors who are present are in favour of the resolution, provided that if votes are divided equally on a question, the Chair of the Board has the deciding vote.

6.12 Determining whether resolution carried

The Chair of a meeting of the Board may, on the basis of a show of hands, declare that a resolution has been:

- (a) carried;
- (b) carried unanimously;
- (c) carried by a particular majority; or
- (d) lost.

6.13 Conflict of interest

A Director who has a material personal interest in a matter being considered at a meeting must disclose the nature and extent of that interest to the relevant body.

The Director:

- (a) must not be present while the matter is being considered at the meeting; and
- (b) must not vote on the matter.

This Rule does not apply to a material personal interest:

- (c) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
- (d) that the member has in common with all, or a substantial proportion of, the members of the Association.

6.14 Use of technology

- (a) A Board meeting may be conducted by the use of technology that:

- (i) allows the attending Directors to clearly and simultaneously communicate with each other; and
 - (ii) has been consented to or approved by the Directors (which may be on a standing basis).
- (b) A Director who is not physically present at a Board meeting may participate in the meeting by the use of technology which satisfies the requirements of subrule 6.14(a).

6.15 Procedure and order of business

The procedure and order of business to be followed at a meeting of the Board must be determined from time to time by the State President.

6.16 Minutes

- (a) The State President must ensure that minutes are taken and kept of each meeting of the Board.
- (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 meeting must include the names of the members attending the meeting in person.

7 Powers of State Council

7.1 Role of State Council

The State Council may:

- (a) develop policies and procedures for recommendation to the Board (but which shall not bind members, Groups and Branches unless and until adopted by the Board in accordance with Rule 5.1(c)(iii)); and
- (b) act as an advisory body to the Board.

7.2 Powers of State Council

The following powers of management of the Board are delegated to the State Council:

- (a) the approval of establishment of new Branches and Groups; and
- (b) changes to the composition of existing Groups.

7.3 Delegation

The State Council may delegate to any special purpose committee any of its powers or functions with such terms of reference as it determines, from time to time.

8 Composition of State Council, Groups and Branches

8.1 Composition of the State Council

The State Council shall consist of:

- (a) all Directors;
- (b) all Committee Chairs, elected by State Council;
- (c) all Group Presidents; and
- (d) all Members of Honour,

each of whom may be referred to as a “**State Council member**”.

8.2 Composition of the Groups

- (a) Each Group shall be formed as the State Council decides.
- (b) A Group must comprise at least 2 Branches.
- (c) Each Group shall manage affairs within its own area subject to these Rules.
- (d) Each Group may elect:
 - (i) a Group President;
 - (ii) a Group Secretary; and
 - (iii) a Group Treasurer (“**Group Officers**”).
- (e) If required, a single person may act in the capacity of more than one Group Officer role, but not in more than 2 such roles.
- (f) The Group President, Group Secretary and Group Treasurer must be elected by the members of that Group in a general meeting in accordance with Rule 10.3, or if there are no nominees for a particular Group Officer role appointed by those Group Officers who are so elected.
- (g) Up to a maximum of 2 Branch Delegates from each Branch comprising the Group may attend and vote at a Group meeting. Other Branch members are also welcome to attend Group meetings but are not entitled to vote unless they are a Branch Delegate.
- (h) Each Group may delegate to a special purpose committee/ member any of its powers or functions, other than this power of delegation. The delegation must be in writing and may be subject to conditions and limitations as that Group considers appropriate. The Group may in writing revoke a delegation in whole or in part.

8.3 Composition of the Branches

- (a) Each Branch shall manage affairs within its area subject to these Rules.
- (b) Each Branch may elect:
 - (i) a Branch President;
 - (ii) a Branch Secretary; and
 - (iii) a Branch Treasurer (“**Branch Officers**”).

- (c) If required, a single person may act in the capacity of more than one Branch Officer role, but not in more than 2 such roles.
- (d) The Branch President, Branch Secretary and Branch Treasurer must be elected by the members of that Branch in a general meeting of the Branch in accordance with Rule 10.3, or if there are no nominees for a particular Branch Officer role appointed by those Branch Officers as are so elected.
- (e) Voting Members of each Branch may appoint by a simple majority vote up to a maximum of 2 delegates from each Branch to represent them at Group meetings ("**Branch Delegates**").
- (f) Each Branch may delegate to a special purpose committee/ member any of its powers or functions, other than this power of delegation. The delegation must be in writing and may be subject to conditions and limitations as that Branch considers appropriate. The Branch may in writing revoke a delegation in whole or in part.

9 Meetings of the Association, Groups and Branches

9.1 Annual general meetings of the Association

- (a) The Association must convene an annual general meeting to be held within 5 months after the end of each Financial Year.
- (b) The date, time and location of the annual general meeting of the Association will be determined by the Board.
- (c) The ordinary business of the annual general meeting of the Association is:
 - (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 the annual report of the Association on the activities of the Association during the preceding Financial Year;
 - (iii) to receive and consider the financial statements of the Association for the preceding Financial Year in accordance with Part 7 of the Act;
 - (iv) to elect the Officers of the Board and State Council members of the Association in accordance with Rule 10.3; and
 - (v) the conduct of any other business of which notice has been given in accordance with these Rules.

9.2 Annual general meetings of Groups and Branches

- (a) Each Group must convene an annual general meeting to be held within 3 months after the end of each Financial Year.
- (b) Each Branch must convene an annual general meeting to be held within 3 months after the end of each Financial Year.
- (c) The date, time and location of the annual general meeting of a Group or Branch (as the case may be) will be determined by:

- (i) the Group President; or
 - (ii) the Branch President,

(as the case may be).
- (d) The ordinary business of each Group and Branch annual general meeting is:
 - (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 the annual report of the Group or Branch on the activities of the Group or Branch during the preceding Financial Year;
 - (iii) to receive and consider the financial statements of the Group or Branch for the preceding Financial Year; and
 - (iv) the conduct of any other business of which notice has been given in accordance with these Rules.

9.3 Special general meetings

- (a) Any general meeting of the Association, a Group or a Branch, other than an annual general meeting, is a special general meeting.
- (b) The State President, Group President or Branch President may respectively convene a special general meeting of the Association, Group or Branch (as the case may be), as applicable whenever they think fit.
- (c) No business other than that set out in the notice of special general meeting of the Association, Group or Branch (as the case may be) may be conducted at the meeting.

9.4 Special general meetings held at request of members

- (a) The State President must convene a special general meeting of the Association if a request to do so is made in accordance with subrule 9.4(c) by at least 10% of the total number of Voting Members.
- (b) A Group President or Branch President must convene a special general meeting of the relevant Group or Branch if a request to do so is made in accordance with subrule 9.4(c) by at least 10% of the total number of members eligible to vote at a general meeting of the Group or Branch (as the case may be).
- (c) A request for a special general meeting of the Association, a Group or a Branch must:
 - (i) be in writing;
 - (ii) state the business to be considered at the meeting and any resolutions to be proposed;
 - (iii) include the names and signatures of the members requesting the meeting; and
 - (iv) be given to the State President, Group President or Branch Secretary (as the case may be).

- (d) If the Association, Group or Branch (as the case may be) 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.
- (e) A special general meeting convened by members under subrule 9.4(d):
 - (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.
- (f) The Association, Group or Branch (as the case may be) must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule 9.4(d).

9.5 Use of technology at general meetings of the Association

- (a) Subject to applicable law:
 - (i) the Association may hold a general meeting using any technology approved by the Board that allows the members at the meeting, as a whole, to clearly and simultaneously communicate with each other;
 - (ii) a meeting conducted using such technology may be held at multiple venues or not held at any specified venue; and
 - (iii) participation in such a meeting will constitute presence as if in person at such a meeting, and a vote cast at such a meeting will be a vote cast in person.
- (b) If, before or during a general meeting of the Association, any technical difficulty occurs, the Chair may:
 - (i) adjourn the meeting until the difficulty is remedied; or
 - (ii) where a quorum remains present (either at the place at which the Chair is present or by technology as contemplated by this Rule 9.5) and members are able to clearly and simultaneously communicate with each other, continue the meeting.

9.6 Use of technology at general meetings of Branches and Groups

Subject to any applicable rules determined by that Branch or Group and to applicable law:

- (a) a general meeting of a Group or Branch may be held using any technology that has been approved by the Group President or the Branch President (as applicable) and duly notified to members in accordance with the requirements of Rule 9.7(d).
- (b) If, before or during a general meeting of the Branch or Group, any technical difficulty occurs such that the members at the meeting, as a whole, are unable to clearly and simultaneously communicate with each other, the Chair of the meeting may adjourn or continue the meeting in her discretion.

9.7 Notice of general meetings

The State President, Group President, Branch President or members convening a general meeting (as the case may be) must give to each member of the Association, Group or Branch:

- (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
- (b) at least 14 days' notice of a general meeting in any other case.

The notice must:

- (c) specify the date, time and place of the meeting;
- (d) specify the technology that is to be used to conduct the meeting (if any);
- (e) indicate the general nature of each item of business to be considered at the meeting; and
- (f) if a special resolution is to be proposed:
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and
- (g) comply with Rule 9.8(e).

9.8 Proxies

- (a) This Rule 9.8 applies to general meetings of the Association and to general meetings of Branches.
- (b) A Voting Member may appoint another member as her proxy to vote and speak on her behalf at a general meeting.
- (c) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (d) The member appointing the proxy may give specific directions as to how the proxy is to vote on her behalf, otherwise the proxy may vote on behalf of the member in any matter as she sees fit.
- (e) Notice of a general meeting given to a member under Rule 9.7 must:
 - (i) state that the member may appoint another member as a proxy for the meeting; and
 - (ii) include a copy of any form that the Board has approved for the appointment of a proxy.
- (f) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

9.9 Quorum

- (a) A quorum will be constituted in respect of a meeting set out in the first column of the table below, when the number of members set out in the

second column are present in person or by proxy at the relevant meeting:

Meeting	Quorum requirements
General meeting of the Association (including the annual general meeting of the Association)	Either: <ul style="list-style-type: none"> • 5% of all Voting Members; or • 300 Voting Members.
State Conference	One third of the Branches are represented by their Branch Delegates and one third of the members of the State Council.
Group general meetings	One third of the Branches of that Group are represented by their Branch Delegates.
Branch general meetings	One third of the Voting Members of that Branch are present.

(b) To avoid doubt, where:

- (i) a meeting (as set out in the first column of the table in subrule 9.9(a)) is conducted using technology; or
- (ii) a Voting Member, Branch Delegate or State Council member (as relevant) attends such a meeting using technology,

then the person (as relevant) who is attending via technology will be counted as present “in person” for the purposes of the quorum requirements in subrule 9.9(a).

(c) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting, then the members present at the meeting may proceed with the business of the meeting as if a quorum were present, provided that no financial decisions may be taken at the meeting.

9.10 Voting at a general meeting

(a) On any question arising at a general meeting, except at Group meetings:

- (i) each Voting Member has one vote;
- (ii) each Voting Member may vote personally or 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 Chair of the meeting has a deciding vote.

9.11 Direct voting (Association meetings only)

- (a) This Rule 9.11 applies in respect of any general meeting of the Association (and does not apply in respect of any general meeting of any Branch or Group).
- (b) The Board may determine that, at any general meeting of the Association, a Voting Member who is entitled to attend and vote on a resolution at that meeting (whether in person or by proxy) is entitled to a Direct Vote in respect of that resolution (subject to applicable law and to subrules 9.11(c) and (d)).⁴
- (c) The Board may prescribe rules to govern Direct Voting including specifications as to the form, method and timing of casting a Direct Vote in order for the vote to be valid, and the treatment of Direct Votes, including the matters set out in this Rule 9.11 ("**Direct Voting Rules**").

Validity of Direct Votes

- (d) If the Board determines that Direct Votes may be cast in respect of any resolution that is to be considered at a general meeting of the Association, the notice of meeting must specify the details of the applicable Direct Voting procedures that are to be used.
- (e) Subject to any Direct Voting Rules made by the Board, a Direct Vote (whether it is sent by post or electronically) is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.
- (f) Subject to any Direct Voting Rules made by the Board, a Direct Vote cast on a resolution in accordance with this Rule 9.11 is of no effect and will be disregarded if:
 - (i) the Direct Vote was cast otherwise than in accordance with any Direct Voting Rules;
 - (ii) at the time of the resolution, the person who cast the Direct Vote was not entitled to vote on the resolution, or would not have been entitled to vote on the resolution if the person were present at the meeting at which the resolution was considered; or
 - (iii) the vote would not have been valid, or the Association would have been obliged to disregard the vote, if it had been cast in person at the meeting at which the resolution was considered.
- (g) Subject to any Direct Voting Rules made by the Board, where:
 - (i) the Association receives a valid Direct Vote from a Voting Member on a resolution; and
 - (ii) the Voting Member dies or becomes incapacitated or bankrupt prior to the meeting,

then, unless the Association has received written notice of that fact, the Direct Vote remains valid.

⁴ Section 64(4)(a)(i) of the *Associations Incorporation Reform Act 2012* (Vic) currently requires that a special resolution will be passed if "not less than three quarters of the members of the association voting at the meeting, whether in person or (if permitted by the rules of the association) by proxy, vote in favour of the resolution" at a general meeting.

Direct Vote superseded by voting in person or subsequent proxy

- (h) Subject to any Direct Voting Rules made by the Board, where:
- (i) the Association receives a valid Direct Vote from a Voting Member on a resolution; and
 - (ii) the Voting Member who cast that Direct Vote is present in person at the meeting at the time the resolution is considered,
- then the Direct Vote will be disregarded unless the Voting Member instructs otherwise.
- (i) Subject to any Direct Voting Rules made by the Board, where:
- (i) the Association receives a valid Direct Vote from a Voting Member on a resolution; and
 - (ii) after receiving the Direct Vote, the Association receives an instrument appointing a proxy to vote on behalf of the same Voting Member on that resolution, or the Association receives a further Direct Vote from the same Voting Member on that resolution,
- then the Association may disregard that Direct Vote and may regard the later-received instrument or Direct Vote as effective in respect of that resolution.
- (j) Subject to any Direct Voting Rules made by the Board, where:
- (i) the Association receives a valid instrument appointing a proxy to vote on behalf of a Voting Member on a resolution; and
 - (ii) after receiving that instrument, the Association receives a Direct Vote from that Voting Member in accordance with this Rule 9.11, or receives a further instrument appointing a different proxy to vote on behalf of the same Voting Member on that resolution, or the Voting Member attends the meeting in person and casts a vote on the resolution,
- then the Voting Member is deemed to have revoked the appointment of the earlier proxy with respect to that resolution, and the Association may disregard the vote cast on that resolution by the proxy on the Voting Member's behalf, and may regard the later-received instrument, Direct Vote or vote in person as effective in respect of that resolution.

9.12 Ordinary resolutions

An ordinary resolution will be deemed to have passed where a simple majority of Voting Members who are present and entitled to vote at the meeting (whether in person or by proxy) are in favour of the resolution.

9.13 Special resolutions

- (a) A special resolution is passed if not less than three quarters of the Voting Members who are present and entitled to vote at the meeting (whether in person or by proxy) are in favour of the resolution.
- (b) In addition to certain matters specified in the Act, for the following matters a special resolution is required to be passed in the following manner:

- (i) a special resolution must be passed by the relevant Branch, Group or the State Council to remove a Branch or Group Officer or a member of State Council from office;
- (ii) a special resolution must be passed by the Association to alter these Rules, including changing the name or any of the purposes of the Association; or
- (iii) to remove a Director from office.

9.14 Determining whether resolution carried

The Chair of a general meeting may, on the basis of a show of hands or a poll, declare that a resolution has been:

- (a) carried;
- (b) carried unanimously;
- (c) carried by a particular majority; or
- (d) lost.

9.15 Poll

For general meetings of the State Council or the Association, a poll must be taken on a question if:

- (a) a poll is demanded by 10 or more members; or
- (b) the Chair of the meeting so directs; or
- (c) a Direct Vote has been received on the resolution (in the case of a general meeting of the Association).

If a poll is conducted, then:

- (d) the poll must be taken at the meeting in the manner determined by the Chair of the meeting; and
- (e) the Chair must declare the result of the resolution on the basis of the poll as soon as practicable; and
- (f) (in the case of a general meeting of the Association) any Direct Votes must be counted in the poll.

9.16 Minutes

- (a) The State President, Group President or Branch President (as the case may be) must ensure that minutes are taken and kept of each meeting of the Board, State Council, Group and Branch.
- (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 meeting must include the names of the members attending the meeting in person or by proxy.

9.17 Conflict of interest

A member who has a material personal interest in a matter being considered at a meeting must disclose the nature and extent of that interest to the relevant body.

The member:

- (a) must not be present while the matter is being considered at the meeting; and
- (b) must not vote on the matter.

This Rule does not apply to a material personal interest:

- (c) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
- (d) that the member has in common with all, or a substantial proportion of, the members of the Association.

9.18 Cancellation, postponement or change of place of a meeting

- (a) Where a general meeting (including an annual general meeting) is convened in accordance with this Constitution:

- (i) the Board (in the case of an Association general meeting); or
 - (ii) other body convening the meeting,

(the **Convenor**) may cancel the meeting or postpone the holding of the meeting to a date and time determined by the Convenor or change the place (if any) for the meeting if it is not reasonably practicable for the meeting to take place as convened.

- (b) This Rule 9.18 does not apply to a meeting convened by a court, or a special general meeting convened at the request of members in accordance with Rule 9.4, without the prior written consent of the person who called or requisitioned the meeting.

9.19 Notice of cancellation, postponement or change of venue of a meeting

Notice of cancellation, postponement or change of place of a general meeting:

- (a) must state the reason for cancellation, postponement or change of place; and
- (b) may be given in any manner determined by the Convenor (including, to avoid doubt, by electronic or telephone communication, or by advertising the cancellation, postponement or change of place on the Association's website;
- (c) must be given:
 - (i) at least 24 hours prior to the time scheduled for the commencement of the meeting; or
 - (ii) if the event or circumstance giving rise to the decision to cancel, postpone or change the place of the meeting occurs within 24 hours of the time scheduled for the commencement of the meeting, as early as practicable before the commencement

of the meeting.

9.20 Business at postponed meeting

The only business that may be transacted at a postponed general meeting is the business specified in the original notice convening the meeting.

9.21 Proxy at postponed meeting

Where, by the terms of an instrument appointing a proxy:

- (a) the appointed person is authorised to attend and vote at a general meeting or general meetings to be held on or before a specified date; and
- (b) the date for holding the meeting is postponed to a date later than the date specified in the instrument of proxy,

then, that later date is substituted for and applies to the exclusion of the date specified in the instrument of proxy unless the Voting Member appointing the proxy gives written notice to the contrary not less than 48 hours before the time to which the holding of the meeting has been postponed.

9.22 Direct Votes valid for postponed meeting of Association

Subject to any Direct Voting Rules made by the Board, where a Voting Member casts a valid Direct Vote on a proposed resolution to be determined at a general meeting of the Association in accordance with Rule 9.11, and that general meeting is postponed under Rule 9.18, the Direct Vote remains valid in respect of the same proposed resolution at the postponed meeting.

9.23 Non-receipt of or defective notice

- (a) If a person entitled to receive a notice of general meeting, a proxy form, or a notice of the cancellation, postponement or relocation of a general meeting:

- (i) does not receive it; or
- (ii) is not given it due to an accidental omission,

that failure does not invalidate any resolution passed at the general meeting, or at the postponed or relocated meeting.

- (b) A person who attends a general meeting waives any objection the person may have to:
 - (i) any failure to give notice, or the giving of a defective notice, of the meeting unless at the start of the meeting the person objects to the holding of the meeting;
 - (ii) any failure to give a proxy form, or the giving of a defective proxy form; and
 - (iii) the consideration of a particular matter which is not within the business referred to in the notice of meeting, unless the person objects to the consideration of the matter when first presented.

10 Election of Directors Committee Chairs, Group Officers and Branch Officers

10.1 Eligibility to be a Director Committee Chair, Group Officer or Branch Officer

- (a) Subject to subrule 10.1(b), a member is eligible to be elected or appointed as a Director, Committee Chair, Group Officer or Branch Officer (except as State President) if the member:
 - (i) is 18 years or over;
 - (ii) is a Voting Member; and
 - (iii) meets any other criteria as set out in policies or procedures made in accordance with Rule 5.1.
- (b) A member is only eligible to be elected as State President if they have held office for at least 6 years (consecutive or otherwise) as either a Group President or as State Council member.

10.2 Nominations

- (a) Prior to the election for each vacant position of Director, State Council members, Group Officer and Branch Officer, the Chair of the relevant meeting must call for nominations to fill that position. Nominations for the Board (including office bearers) must be received by the State President at least 45 days prior to the date of the relevant Association annual general meeting.
- (b) An eligible Voting Member of the Association may:
 - (i) nominate herself; or
 - (ii) with the member's consent, be nominated by another memberto be a Director, State Council member, Group Officer and Branch Officer.
- (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.

10.3 Positions to be declared vacant at annual general meeting

At every annual general meeting of each of the Association, State Council, Group and Branch, the Chair of the meeting must declare which positions on the Board, State Council, Group or Branch (as the case may be) are vacant and hold elections for those positions in accordance with this Part.

10.4 Election

- (a) At the annual general meeting of the Association, State Council, Group or Branch (as the case may be), separate elections must be held for each vacated office of the Board, State Council (Committee Chairs), Branch or Group (as the case may be).
- (b) If the number of members nominated for a position is less than or equal to the number to be elected, the Chair of the meeting must declare each of those members to be elected to the position.

- (c) If more members are nominated than there are positions available for that office, then a ballot must be held in accordance with Rule 10.5.

10.5 Ballot

- (a) If a ballot is required for the election for a position, the Chair of the meeting must appoint a person to act as returning officer to conduct the ballot.
- (b) The returning officer must not be a member nominated for any position which is the subject of an election.
- (c) In the case of a general meeting of the Association, the Board may make or determine rules and procedures which may permit each candidate for election to the Board to:
 - (i) make a short speech; or
 - (ii) submit an audio-visual recording of a short speech; or
 - (iii) submit written information,in support of her election.

The Board may make appropriate rules, regulations and procedures to govern voting on an election ballot at a general meeting of the Association, including specifications as to the form and method of voting. Without limiting this Rule, the ballot may be conducted electronically.

- (d) If the election is to be conducted at an Association general meeting then, without limiting subrule 10.5(c), the Board may determine that members entitled to vote on the election may cast their votes via Direct Votes, in which case the rules set out in Rule 9.11 apply to that election with the necessary changes.
- (e) The election must be by secret ballot (provided that, if the ballot is conducted using technology, appropriate security and verification procedures may be used to support the integrity of the ballot).
- (f) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (g) If the returning officer is unable to declare the result of an election under subrule (f) because 2 or more candidates received the same number of votes, the returning officer must conduct a further election for the position in accordance with this Part to decide which of those candidates is to be elected.

10.6 Terms of office

- (a) Subject to this Rule, each Director, State Council member, Group Officer or Branch Officer shall hold office until the position is declared vacant in accordance with Rule 10.3.
- (b) Subject to this Rule, Directors, State Council members, Group Officers and Branch Officers are eligible, and may be nominated, for re-election (including for election as a Director, State Council member, Group Officer or Branch Officer in the same or a different office).

- (c) Subject to subrule 10.6(i), a Director may serve a maximum of 3 consecutive terms of 3 years each.
- (d) A State Council member (other than a Director, to which subrules 10.6(c) applies) may serve a maximum of 2 consecutive terms of 3 years each.
- (e) Each Director and State Council member must retire after completing each term of 3 years.
- (f) A Director or State Council member who retires under subrule 10.6(e) may stand for re-election.
- (g) For each current Director and State Council member, in assessing the time served for the purposes of subrules 10.6(c) and 10.6(d) respectively, regard shall be given to the number of years they have already served in any office on the Board [or State Council prior to the date of adoption of this amended Constitution.
- (h) A State Council member or a Group Officer may serve a maximum of 2 consecutive terms of 3 years in a particular Group office.
- (i) Each State President, Deputy State President and State Treasurer may serve one term and one term only in the relevant position, but may stand for and be elected to other roles subject to the maximum terms in subrules 10.6(c) and 10.6(d).
- (j) For the purposes of this Part, completing a term as a casual appointment will not be considered in determining whether a term has been completed.
- (k) A Branch Officer may serve a maximum of 5 consecutive terms (years) in a particular office.
- (l) At a meeting of the Association, State Council, Group or Branch (as the case may be), the relevant body may:
 - (i) by special resolution remove an officer or State Council member; and
 - (ii) elect an eligible member to fill the vacant position in accordance with Rule 10.3.

10.7 Leave of absence

- (a) The State President, Group President or Branch President may grant a leave of absence from meetings of the Board, Group or Branch as the case may be for a period not exceeding 3 months.
- (b) The State President, Group President or Branch President may not grant a leave of absence retrospectively unless she is satisfied that it was not feasible for the member to seek the leave in advance.

10.8 Vacation of office

- (a) A Director, State Council member, Group Officer or Branch Officer ceases to hold office if she:
 - (i) ceases to be a member or her membership is suspended in accordance with these Rules;

- (ii) becomes insolvent within the meaning of the *Corporations Act 2001* (Cth);
 - (iii) resigns from office by notice in writing given to the Secretary of the relevant body;
 - (iv) fails to attend three consecutive meetings of the relevant body, without receiving leave to do so; or
 - (v) would otherwise cease to be a member of a committee under section 78 of the Act, including removal by a special resolution of the relevant body.
- (b) The Board, State Council, Group or Branch may appoint an eligible Voting Member of the Association to fill a position:
- (i) which has become vacant; or
 - (ii) was not filled by election at the last Board, State Council, Branch or Group annual general meeting,
- in accordance with the processes set out in this Rule 10.8 at a meeting of the Board, or a special general meeting of the State Council, Group or Branch.
- (c) If the position of Director (including any office bearer), State Council member, Group Officer or Branch Officer becomes vacant for any reason:
- (i) in the case of a Director, the Board, in consultation with State Council; or
 - (ii) in any other case, the relevant body (State Council, Branch or Group),
- may appoint a member to the relevant position, provided that in the event of a vacancy in the State President, the Directors must elect a State President within 14 days after the vacancy arises.
- (d) Any member appointed to the Board, State Council, Branch or Group holds office only until the next general meeting of the relevant body but is eligible for re-election subject to Rule 10.6.
- (e) The Board and State Council may each continue to act despite any vacancy in membership.

11 Financial matters

11.1 Source of funds

The funds of the Association may be derived from:

- (a) Annual Subscriptions;
- (b) donations (including both donations of funds and in-kind donations);
- (c) fund-raising activities conducted by the Association, Groups and Branches;

- (d) grants;
- (e) contributions made by any Branch, Group or member;
- (f) rent;
- (g) borrowing, on any terms and in any manner as it thinks fit;
- (h) interest and investments; and
- (i) any other source approved by the Board.

11.2 Management of funds

- (a) The Association, each Group and Branch must open an account with an Australian financial institution:
 - (i) from which all expenditure of the Association, Group or Branch is made;
 - (ii) into which the Association, the Group, or that Branch deposits all of its revenue; and
 - (iii) which can be accessed by the State Treasurer.
- (b) All funds must be deposited into the financial account of the Association, or the relevant Group or Branch (as applicable) no later than 5 working days after they are received. All funds deposited into a Group or Branch financial account are the property of the Association.

11.3 Expenditure by the Board

- (a) Subject to these Rules, expenditure on behalf of the Association may be approved by the Board.
- (b) The Association may distribute funds to Branches and Groups, including by granting a loan on any terms and in any manner as it thinks fit.
- (c) The State President and/or the Executive Director may authorise expenditure on behalf of the Association without requiring the approval of the Board, where:
 - (i) the amount of expenditure does not exceed \$1000 in a single transaction, or other amount as may be specified by the Board from time to time; or
 - (ii) the expenditure relates to the payment of salaries of staff employed by the Association, utilities or service fees payable by the Association.
- (d) All Electronic Transactions, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed/authorised by any 2 of either the State President, Deputy State President, State Treasurer and Executive Director who are authorised to sign such documents by resolution of the Board at a meeting of the Board.

11.4 Expenditure by the Group President

- (a) The Board may impose restrictions on the expenditure of any Group.

- (b) Subject to any restrictions imposed by the Board, each Group President may approve expenditure on behalf of that Group.
- (c) Each Group Treasurer may authorise expenditure on behalf of the Group without requiring the approval of the Group President, where:
 - (i) the amount of expenditure does not exceed \$500 in a single transaction or other amount as may be specified by the Board from time to time; or
 - (ii) the expenditure relates to member reimbursement, purchase of CWA goods and/or preparation for an event.
- (d) All Group Electronic Transactions, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed/authorised by any two Group Officers.

11.5 Expenditure by the Branch President

- (a) The Board may impose restrictions on the expenditure of any Branch from time to time.
- (b) Subject to any restrictions imposed by the Board, the Branch President may approve expenditure on behalf of that Branch.
- (c) Each Branch Treasurer may authorise expenditure on behalf of the Branch without requiring the approval of the Branch President, where:
 - (i) the amount of expenditure does not exceed \$500 in a single transaction or other amount as may be specified by the Board from time to time; or
 - (ii) the expenditure relates to member reimbursement, purchase of CWA goods and/or preparation for an event.
- (d) All Electronic Transactions, drafts, bills of exchange, promissory notes and other negotiable instruments drawn by a Branch must be signed/authorised by any two Branch Officers.

11.6 Financial records

- (a) The Association, each Group and each Branch 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, each Group and each Branch must retain the financial records for 7 years after the transactions covered by the records are completed.
- (c) The State Treasurer must keep in her custody, or under her control:
 - (i) the financial records of the Association for the current financial year; and
 - (ii) any other financial records as authorised by the Board.

11.7 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 11.7(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; and
 - (v) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fees.

12 General Matters

12.1 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 2 of either the State President, Deputy State President or State Treasurer; and
 - (iii) the common seal must be kept in the custody of the State President.

12.2 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 State President.

12.3 Notice requirements

- (a) Any notice required to be given to a member under these Rules (including a notice of a meeting) may be given:
 - (i) by handing the notice to the member personally (including by ensuring that the notice is handed to the member by another member);
 - (ii) by sending it by post to the member at the address recorded for the member on the register of members; or

- (iii) by sending it by email to the member at the email recorded for the member on the register of members.
- (b) 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;
 - (ii) by sending the notice by post to the registered address;
 - (iii) by leaving the notice at the registered address;
 - (iv) by email to the email address of the Association or the State President; or
 - (v) by facsimile transmission to the facsimile number of the Association.

12.4 Transitional Provisions

- (a) The Transitional Positions set out in Schedule 1 shall apply in accordance with their terms as if set out in these Rules in full.
- (b) In the case of any inconsistency between the Transitional Provisions and any other provisions of the Rules, the Transitional Provisions shall prevail.

12.5 Winding up and cancellation

- (a) The Association may be wound up voluntarily by special 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 and any court order made under section 133 of the Act, if any surplus assets remain on the winding up of the Association after satisfaction of all its debts and liabilities, the surplus assets must be given or transferred to an Approved Institution which:
 - (i) has a public charitable purpose or public charitable objects similar to the purposes of the Association;
 - (ii) is maintained exclusively for, or covenants to use the surplus assets exclusively for, charitable purposes; and
 - (iii) whose rules of association or constitution prohibits the distribution of its income and property among its members to an extent at least as great as imposed on the Association under this Constitution.
- (d) The Approved Institution is to be determined by special resolution of the members at or before the time of dissolution and in default by application to the court.

12.6 Rules

Each Branch, or otherwise the State President, must make a copy of this Constitution available to any member or applicant for membership, on request, free of charge.

12.7 Revocation of endorsement as a deductible gift recipient

If the Association is endorsed as a deductible gift recipient under Division 30 of the Tax Act and the endorsement is revoked, despite any other provision in these Rules, all remaining gifts, deductible contributions and any money received in respect of such gifts and contributions must be transferred to an Approved Institution that has a similar charitable purpose or public charitable object similar to the purpose and objects of the Association.

Schedule 1 Transitional Provisions

1 Term Limits

- (a) Service as a Director, State Council member, Group Officer or Branch Officer in any capacity prior to the Effective Date will be counted when assessing the time served for the purposes of Rule 10.6.
- (b) For the purposes of calculating a term of 3 years under subrule 10.6(i), any service in a role specified by that subrule prior to the Effective Date will be counted as part of such a 3 year term. For example, where a person has served for 2 years as a State President prior to the Effective Date, they may only serve a further year in that role.

2 General Application

These Rules must be interpreted in such a way that:

- (a) any register maintained by the Association immediately before the Effective Date is taken to be a register maintained under these Rules;
- (b) any seal adopted by the Association immediately before the Effective Date is taken to be a seal which the Association has under a relevant authority given by these Rules; and
- (c) unless a contrary intention appears in these Rules, all persons, things, agreements and circumstances appointed, approved or created under these Rules of the Association in force before the Effective Date, continue to have the same status, operation and effect after the Effective Date.