

COMMUNITY INFORMATION & SUPPORT VICTORIA INCORPORATED

REG. NO. A0002124L

RULES OF INCORPORATION

**ADOPTED BY SPECIAL RESOLUTION OF THE MEMBERS AT THE SPECIAL
GENERAL MEETING ON 21 NOVEMBER 2013**

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1(A). Name

The name of the incorporated association is Community Information & Support Victoria Incorporated (in these Rules called 'the Association').

1(B). Mission

The mission of the Association is to be the peak body for the community information and support sector in Victoria:

- (1) to assist Members to provide support services to all in their local communities, including vulnerable and disadvantaged people. Such services should aim to uphold the dignity of all, respond to community needs, alleviate the impact of poverty and promote social justice; and
- (2) to ensure its Members have access to relevant and high sector development (including networking, research and training opportunities), representation, advocacy and operational support.

1(C). Purposes

The purposes of the Association are:

- (1) to assist community information & support centres to respond to changing community needs and be accessible to all members of the community served, particularly those who are vulnerable and disadvantaged, and to promote their services effectively;
- (2) to promote social justice, responsive services and to alleviate the impact of poverty;
- (3) to provide Members with relevant information, resources and support to respond to community needs;
- (4) to facilitate relevant skills development to the Members;
- (5) to provide Members with information about funding opportunities;
- (6) to identify emerging issues and trends, reporting these to relevant bodies and government departments;
- (7) to facilitate sector development, including training and skills development to Members;
- (8) to build partnerships and relationships with other relevant community organisations for the benefit of both the Membership and the community;
- (9) to maintain and develop the Association's Register of Members;
- (10) to promote the sustainability of the Association and the sector to research and prepare submissions, and to develop partnerships to enhance current services, and to provide new services;

- (11) to work with other peak bodies and organisations in Victoria to advocate about the roles of the Association's services, to encourage partnerships, and to represent the community information and support sector to the broader community;
- (12) to develop and maintain standards for Members to meet the training and competency needs of their volunteers who deliver services to their local communities, particularly to those with complex needs; and
- (13) to do all such lawful things that are incidental or conducive to the achievement of the foregoing purposes, or any of them.

1(D). Definitions

- (1) In these Rules, unless the contrary intention appears-

“Act” means the **Associations Incorporation Reform Act 2012** (or a successor Act), to which these Rules are subject;

“Agency” means a non-profit community-based organisation which provides information and support services to its local community;

“Associate Member” means an Agency which provides a community support service and which has not entered into a Membership agreement (other than an Associate Membership agreement) with the Association, and which has been accepted for Associate Membership in accordance with Rule 3.2;

“Board” means the governing body of the Association, being the committee for the purposes of the Act;

“Co-opted observer” means a person who has been identified with specific skills, and who has been duly co-opted to the Board in accordance with these Rules;

“Chairperson” means the person presiding at General Meetings in accordance with Rule 14;

“Delegate” means a person appointed by a Member of the Association to attend Association meetings and who has the authority to vote on behalf of the Member;

“Executive Officer” means the person appointed by the Board who is responsible for the day-to-day management of the Association;

“Financial Year” means the year ending on 30 June;

“Full Member” means a Member of the Association who has been appointed under Rule 3.2;

“General Meeting” means a general meeting of Members convened in accordance with Rule 110;

“Guest Member” means a Member of the Association who has been appointed under Rule 3.2;

“Honorary Life Member” means a person who has given outstanding service to the Association and has been so appointed under Rule 3.3;

“Honorary Secretary” means the officer of the Association in accordance with Rule 21(1)(e);

“Individual Member” means a Member of the Association who has been appointed under Rule 3.2;

“Member” means a Member of the Association appointed under Rule 3.2 or Rule 3.3;

“Ordinary member of the Board” (or “Ordinary member”) means a member of the Board who is not an officer of the Association under Rule 21 and who is a committee member for the purposes of the Act;

“President” means the officer of the Association in accordance with Rule 21(1)(a);

“Provisional Member” means an Agency that has been appointed under Rule 3.2;

“Register of Members” means a list of Members of the Association maintained as set out in Rule 4;

“Regulations” means regulations under the Act;

“Secretary” means the public officer or secretary under the Act;

“Treasurer” means the officer of the Association in accordance with Rule 21(1) (c); and

“Vice-President” means the officer of the Association in accordance with Rule 21(1) (b).

(2) (Not used)

(3) Legal Capacity

(a) Solely for the purpose of carrying out the statement of purposes, the Association may, in any manner permitted by the Act:

- (i) exercise any power;
- (ii) take any action; or
- (iii) engage in any conduct or procedure,

which, it may exercise, take or engage in if authorised by the Rules. The Association has all the powers of an incorporated association as provided by the Act.

(b) The Association may:

- (i) enter into any arrangements with any government or authority that are incidental or conducive to the attainment of the statement of purposes; and

- (ii) represent the Members as they direct in consultation or negotiation with other groups in any matter affecting the proper conduct or advancement of the Association and the Members.

2. Alteration of the Rules

These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act.

3. Membership

3.1 Categories of Membership

There are six Membership categories:

- (a) Full Members who are Agencies;
- (b) Provisional Members who are Agencies;
- (c) Associate Members who are Agencies and which provide a community support service;
- (d) Individual Members who are individuals;
- (e) Guest Members; and
- (f) Honorary Life Members who are individuals.

3.2 Application for Membership (excluding Honorary Life Membership)

- (1) An application for Membership of the Association must be made in writing, in the form approved by the Board, and lodged with the Secretary.
- (2) As soon as practicable after the receipt of an application, the Secretary must refer the application to the Board.
- (3) The Board must determine whether to approve or reject the application. In doing so, the applicant's credentials will be assessed against the Association's Standards of Membership for the relevant category of Membership.
- (4) If the Board approves an application for Membership, the Secretary must, as soon as practicable-
 - (a) notify the applicant in writing of the approval for Membership;
 - (b) request payment, within 28 days after receipt of the notification, of the annual subscription for the relevant category of Membership of the Association; and
 - (c) request the applicant sign a Membership Agreement applicable to that category of membership in the form approved by the Board.

- (5) The Secretary must, within 28 days of the Member paying the annual subscription and signing a Membership Agreement in accordance with Rules 3.2(4)(b) and (c), enter the Member's name, address and Membership category in the Register of Members.
- (6) If the Board rejects an application, the Board must, as soon as practicable, notify the applicant in writing that the application has been rejected. The Board is not obliged to give any reason for the rejection of any application. The Board's decision regarding applications for Membership and as to the category of Membership for which any applicant is eligible will be final and conclusive and binding and the Board is not bound to acknowledge or take into account comments received from Members.
- (7) This Rule 3.2 does not apply to Honorary Life Membership.
- (8) In relation to Guest Membership, the Secretary will have the authority of the Board for Rules 3.2(1) to (6) inclusive.

3.3 Appointment to Honorary Life Membership

- (1) Any proposal for individual Honorary Life Membership must be made and seconded in writing by members of the Board, and submitted to the Board. If the Board endorses the proposal, the recommendation must be circulated to the Members, with a written profile of the person nominated, and carried by a simple majority at an Annual General Meeting of the Association.
- (2) Within 28 days of approval, the Secretary must enter the Honorary Life Member's name, address and Membership category in the Register of Members.
- (3) Honorary Life Members shall be exempt from all fees, calls and levies of the Association.

3.4 Rights of Members

- (1) A person who becomes a Member is entitled to exercise the following rights of Membership when the applicant's name is entered in the Register of Members:
 - (a) to receive notice of Annual General Meetings and of proposed special resolutions in the manner and time prescribed by these Rules;
 - (b) to submit items of business for consideration at an Annual General Meeting;
 - (c) to attend and be heard at Annual General Meetings;
 - (d) to have access to the minutes of Annual General Meetings and other documents of the Association provided under Rule 38; and
 - (e) to inspect the Register of Members.
- (2) A right, privilege, or obligation of a person by reason of Membership of the Association-
 - (a) is not capable of being transferred or transmitted to another person; and

- (b) terminates upon the cessation of Membership whether by death, deregistration, bankruptcy, insolvency, resignation or otherwise.
- (3) Full Members may appoint Delegates to attend Association meetings and have voting rights.
- (4) Provisional Members may appoint Delegates to attend Association meetings but do not have voting rights.
- (5) A Provisional Membership lapses 12 months after the Provisional Member is entered into the Register of Members. However, during that period the Provisional Member may:
 - (a) lodge an application to be a Full Member, with a view to becoming a Full Member upon the expiration of the period; or
 - (b) if it appears that Full Membership will not be achieved during that period, apply in writing to the Board for an extension of duration as a Provisional Member. The Board may determine whether to grant such an application and, if so, under what conditions.
- (6) Associate Members, Individual Members, Guest Members and Honorary Life Members do not have voting rights at Association meetings.

3.5 Obligations of Members

- (1) All Members must support the statement of purposes and must comply with the Rules. The Rules constitute the terms of an enforceable contract between the Association and each Member as provided by the Act.
- (2) Members (excluding Honorary Life Members) are required to pay annual subscriptions each Financial Year. Annual subscriptions are set by the Board in accordance with Rule 3.7.
- (3) A Member is not required to pay any entrance fee or joining fee to the Association.

3.6 Liabilities of Members

Unless otherwise provided in the Rules, Members are not liable, by reason only of their Membership, to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association, as provided by the Act. Members are liable only for any unpaid fees or subscriptions.

3.7 Annual subscription

- (1) Each Financial Year, the Board must determine:
 - (a) the amount of the annual subscription (if any) for the following Financial Year for each category of Membership; and
 - (b) the date for payment of the annual subscription.

- (2) The Members may disallow any of the Board's determinations to increase any annual subscription under subrule (1) by an ordinary resolution at a general meeting.

4. Register of Members

- (1) The Secretary must keep and maintain a Register of Members containing-
 - (a) the name and address of each Member;
 - (b) the date on which each Member's name was entered in the Register and ceased to be a Member; and
 - (c) the category of Membership of each Member.
- (2) The Register of Members is available for inspection free of charge by any Member upon request.
- (3) A Member may make a copy of entries in the Register of Members.

5. Ceasing Membership

- (1) A Member of the Association that has paid all moneys due and payable by a Member to the Association may resign from the Association by giving one month's notice in writing to the Secretary of the Member's intention to resign.
- (2) After the expiry of the period referred to in Rule 5 (1)-
 - (a) the person ceases to be a Member; and
 - (b) the Secretary must record in the Register of Members the date on which the person ceased to be a Member.

6. Discipline, suspension and expulsion of Members

6.1 Grounds for taking disciplinary action

The Association may take disciplinary action against a Member in accordance with this Rule 6 if it is determined that the Member –

- (a) has failed to comply with these Rules;
- (b) refuses to support the purposes of the Association;
- (c) has engaged in conduct prejudicial to the Association; or
- (d) has engaged in conduct unbecoming of a Member.

6.2 Disciplinary subcommittee

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

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

6.3 Notice to Member

Before disciplinary action is taken against a Member, the Secretary must cause to be given to the Member a written notice-

- (a) stating that the Association proposes to take disciplinary action against the Member;
- (b) stating the grounds for the proposed disciplinary action;
- (c) stating the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (“**Disciplinary Meeting**”);
- (d) informing the Member that they may do one or both of the following-
 - (i) attend the Disciplinary Meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give to the disciplinary subcommittee at any time before the date of that meeting a written statement; and
- (e) informing the Member that, if at that Disciplinary Meeting, the disciplinary subcommittee suspends or expels the Member, the Member may, not later than 48 hours after the Disciplinary Meeting, give the Secretary a notice to the effect that it wishes to appeal against the suspension or expulsion.

6.4 Decision of subcommittee

- (1) At the Disciplinary Meeting, the disciplinary subcommittee must-
 - (a) give the Member, or its representative, an opportunity to be heard; and
 - (b) give due consideration to any written statement submitted by the Member.
- (2) After complying with Rule 6.4(1), the disciplinary subcommittee may –
 - (a) take no further action against the Member; or
 - (b) subject to subrule (3) –
 - (i) reprimand the Member;
 - (ii) suspend the Membership rights of the Member for a specified period; or
 - (iii) expel the Member from the Association.

- (3) The disciplinary subcommittee may not fine the Member.
- (4) The suspension of Membership rights or the expulsion of a Member by the disciplinary subcommittee takes effect immediately after the vote is passed.

6.5 Appeal rights

- (1) If the Secretary receives a notice under Rule 6.3(e) from the disciplined Member, he or she must notify the Board and the Board must convene a disciplinary appeal meeting to be held as soon as practicable, but in any event, no later than 28 days after the date on which the Secretary received the notice.
- (2) Notice of the disciplinary appeal meeting must be given to each Member of the Association who is entitled to vote as soon as practicable and must –
 - (a) specify the date, time and place of the meeting; and
 - (b) state –
 - (i) the name of the person against whom the disciplinary action has been taken;
 - (ii) the grounds for taking that action; and
 - (iii) that at the disciplinary appeal meeting the Members present must vote on whether the decision to suspend or expel the Member should be upheld or revoked.
- (3) At a disciplinary appeal meeting convened under Rule 6.5(1)-
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the Board must state the grounds for the suspending or expelling the Member and the reasons for taking that action; and
 - (c) the Member who has been suspend or expelled, or its representative, must be given an opportunity to be heard; and
 - (d) the Members present or their representatives, entitled under these Rules to vote, must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (4) The decision is upheld if, at the disciplinary appeal meeting, not less than 66 per cent of the Members or their representatives, entitled under these Rules to vote, vote in person, or by proxy, in favour of the decision. In any other case, the decision is revoked.

7. Grievance Procedure

- (1) The grievance procedure set out in this Rule applies to disputes under these Rules between-
 - (a) a Member and another Member;
 - (b) a Member and the Board; or

- (c) a Member and the Association.
- (2) A Member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure under Rule 6 until the disciplinary procedure has been completed.
- (3) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (4) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (5) The mediator must be-
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement-
 - (i) in the case of a dispute between a Member and another Member, a person appointed by the Board of the Association; or
 - (ii) in the case of a dispute between a Member and the Board or the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (6) A mediator appointed by the Board may be a Member or a former Member of the Association but in any case must not be a person who –
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must-
 - (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

8. Annual General Meetings

- (1) The Board may determine the date, time and place of the Annual General Meeting of the Association. The Annual General Meeting must be convened at least once in each calendar year, and within five months after 30 June in each year.
- (2) The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.
- (3) The ordinary business of the Annual General Meeting shall be-
 - (a) to confirm the Minutes of the previous Annual General Meeting and of any special general meeting held since that meeting; and
 - (b) to receive from the Board reports upon the transactions of the Association during the last preceding Financial Year; and
 - (c) to elect the Ordinary members of the Board for three year terms (1/3 retire each year – initial appointments are made for 3, 2 & 1 year terms); and
 - (d) to receive and consider the statement submitted by the Association in accordance with the Act; and
 - (e) to appoint an auditor for the next Financial Year.
- (4) The Annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.

9. Special general meetings

- (1) In addition to the Annual General Meeting, other General Meetings may be held in the same year.
- (2) All General Meetings, other than the Annual General Meeting or a disciplinary appeal meeting, are special general meetings.
- (3) The Board may, whenever it thinks fit, convene a special general meeting of the Association.
- (4) If, but for this sub-rule, more than 15 months would elapse between Annual General Meetings, the Board must convene a special general meeting before the expiration of that period.
- (5) The Board must, on the request in writing of Members representing not less than 5 per cent of the total number of Members entitled under these Rules to vote, convene a special general meeting of the Association.
- (6) The request for a special general meeting must-
 - (a) state the objects of the meeting and any resolutions to be proposed; and
 - (b) be signed by the Members requesting the meeting; and

- (c) be sent to the address of the Secretary.
- (7) If the Board does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary the Members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (8) If a special general meeting is convened by Members in accordance with this Rule 9, it may only consider the business stated in the request and it must be convened in the same manner as far as possible as a meeting convened by the Board and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the Members incurring the expenses.

10. Special business

All business that is conducted at a special general meeting and all business that is conducted at the Annual General Meeting, except for business conducted under the rules as ordinary business of the Annual General Meeting, is deemed to be special business.

11. Notice of General Meetings

- (1) The Secretary of the Association must give at least 21 days notice, before the date fixed for holding a General Meeting of the Association, and must cause to be sent to each Member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting and if a special resolution is to be passed, the full proposed resolution.
- (2) Notice may be sent-
 - (a) by prepaid post to the address appearing in the Register of Members; or
 - (b) by facsimile transmission or electronic transmission.
- (3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- (4) A Member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next General Meeting.

12. Attendance at General Meetings

- (1) Attendance of a Member, or a proxy appointed in accordance with Rule 19, at a General Meeting must be effected by the attendance of the Member's Delegate, who shall have one vote. If the Delegate does not attend, the Member has no voice or vote.
- (2) Other officers, employees or representatives of an Agency Member may attend as observers or may have leave to speak but they may not vote.

- (3) A reference to 'Member' in Rules 13, 14, 16 and 17 shall be a reference to its Delegate, or proxy.

13. Quorum at General Meetings

- (1) No item of business may be conducted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- (2) 50% of Members present in person or by proxy (being Members entitled under these Rules to vote at a General Meeting) or by technology through video or phone conferencing constitute a quorum for the conduct of the business of a General Meeting.
- (3) If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present-
 - (i) in the case of a meeting convened upon the request of Members, the meeting must be dissolved; and
 - (ii) in any other case the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present in person or by proxy (being not less than 30% of the Members entitled under these Rules to vote) shall be a quorum.

14. Presiding at General Meetings

- (1) The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each General Meeting of the Association.
- (2) If the President and the Vice-President are absent from a General Meeting, or are unable to preside, the Delegates of Full Members present must select one of their number to preside as Chairperson.

15. Adjournment of General Meetings

- (1) The person presiding may, with the consent of a majority of Members present at the meeting, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with Rule 11.
- (4) Except as provided in Rule 15(3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

16. Voting at General Meetings

- (1) Upon any question arising at a General Meeting of the Association, a voting Member has one vote only.
- (2) All votes must be given personally or by proxy.
- (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A Member is not entitled to vote at a General Meeting unless all moneys due and payable by the Member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current Financial Year.
- (5) This Rule does not apply to a vote at a disciplinary appeal meeting conducted under Rule 6.

17. Poll at General Meetings

- (1) If at a General Meeting a poll on any question is demanded by any Full Member, it must be taken at that General Meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the General Meeting on that question.
- (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the General Meeting as the Chairperson may direct.

18. Manner of determining whether resolution carried

If a question arising at a General Meeting of the Association is determined on a show of hands-

- (a) a declaration by the Chairperson that a resolution has been-
 - (i) carried; or
 - (ii) carried unanimously; or
 - (iii) carried by a particular majority; or
 - (iv) lost; and
- (b) an entry to that effect is made in the Minute Book of the Association;

is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

19. Proxies

- (1) Each Member is entitled to appoint another Member as a proxy by notice given to the Secretary no later than 12 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy must be-
 - (a) in the form set out in Appendix 1; or
 - (b) in the usual or other form approved by the Board.

20. The Board

- (1) The affairs of the Association shall be managed by the Board.
 - (a) The Board:
 - (i) may, subject to the Rules and the Act, exercise the powers and functions of the Association other than those powers and functions that are required by the Rules to be exercised by General Meetings of the Members of the Association;
 - (ii) subject to the Rules and the Act, may do all things that the Board considers to be essential for the proper management of the business and affairs of the Association; and
 - (iii) may delegate exclusively or non-exclusively any of its powers and functions (other than duties imposed on the Board as committee members of the Association by the Act or the general law) as the Board thinks fit.

- (b) Duties

The Board has the duties prescribed by the Act, including those of:

- (i) proper use of information;
- (ii) proper use of position; and
- (iii) disclosure of conflicts of interest.

- (c) Liabilities

Board members are not liable by reason only of their Board membership to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association.

- (2) Members of the Board

The Board shall consist of:

- (a) ten (10) Ordinary members, each of whom shall be registered Members with at least 50% drawn from the officers, employees or representatives of Full Members of the Association; and
- (b) up to two co-opted observers may be co-opted by the Board in accordance with Rule 23.

21. Office holders

- (1) The office holders of the Association shall be:
 - (a) the President;
 - (b) the Vice-President;
 - (c) the Treasurer;
 - (d) the Secretary; and
 - (e) the Honorary Secretary.
- (2) At the first Board meeting after each Annual General Meeting, the Board members may elect the office holders of the Association from one of their number. The office holder holds office until the conclusion of the next Annual General Meeting.
- (3) Officers of the Association are elected from the Ordinary members of the Board at the first meeting after the Annual General Meeting, and are eligible for re-election.
- (4) In the event of a casual vacancy in any office referred to in Rule 21(1), the Board may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of the appointment.

22. Tenure of Board Members

- (1) Subject to these Rules, each Ordinary member of the Board shall hold office until the conclusion of the Annual General Meeting after they were declared elected or re-elected and is eligible for re-election.
- (2) In the event of a casual vacancy occurring in the office of an Ordinary member of the Board, the Board may appoint a person from a Member of the Association to fill the vacancy and the person appointed shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of the appointment.

23. Election of officers and ordinary Board members

- (1) Nominations of candidates for election as Ordinary members of the Board must be:
 - (a) made in writing, signed by two people each of whom is a member of a Member of the Association, or an Individual Member, and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and

- (b) delivered to the Returning Officer of the Association by the due date not less than one (1) month prior to the Annual General Meeting.
- (2) The candidate must be an officer, employee or representative of a Member (in the case of a Member that is an Agency) or otherwise an Individual Member.
 - (3) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected. The Board may seek further nominations for approval at the Annual General Meeting.
 - (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
 - (5) If the number of nominations exceeds the number of vacancies to be filled, an election must be held.
 - (6) The Returning Officer shall prepare ballot papers for the election of Ordinary members of the Board.
 - (7) Ballot papers will be sent out to all eligible Members no less than 3 weeks prior to the Annual General Meeting. The format of the ballot papers will be determined by the Board. All candidates are to be listed alphabetically by surname.
 - (8) All ballot papers are to be returned to the Returning Officer one week prior to the Annual General Meeting.
 - (9) The Returning Officer will announce the outcomes of the election at the Annual General Meeting.

In this Rule 23, the **Returning Officer** is an independent person appointed by the Board to oversee the election of Board Members and is responsible for the election process and confidentiality of nominations and the counting of ballot papers. The Returning Officer cannot be a person who is eligible for election to the Board.

24. Co-opted observers

The Board may appoint two people with specific skills for co-option to the Board.

These people shall not have voting rights, but shall act in an advisory capacity and hold their position until the conclusion of the next Annual General Meeting, or as determined by the Board.

25. Vacancies

The office of an officer of the Association, or of an Ordinary member of the Board, becomes vacant if the officer or Ordinary member-

- (1) ceases to be a Member of the Association, or the Member Agency of which they are an officer, employee or representative ceases to be a Member of the Association or if the person ceases to be an officer, employee or representative of a Member of the Association; or

- (2) becomes an insolvent under administration within the meaning of the Corporations Law; or
- (3) resigns from office by notice in writing given to the Secretary; or
- (4) if the officer or Ordinary member has been absent from 3 consecutive meetings of the Board (other than special or urgent Board meetings) without the prior written consent of the President; or
- (5) ceases to be a registered Individual Member of the Association; or
- (6) is not permitted to be the responsible person of a charity under the **Australian Charities and Not-For-Profits Commission Act 2012 (Cth)**; or
- (7) otherwise ceases to be a Board member by operation of section 78 of the Act.

26. Meetings of the Board

- (1) The Board shall meet at least 6 times in each year, at such place and such times as the Board may determine.
- (2) Special meetings of the Board may be convened by the President or by any 33 per cent of the members of the Board.

27. Notice of Board meetings

- (1) Written notice of each Board meeting must be given to each member of the Board at least 2 business days before the date of the meeting.
- (2) Written notice must be given to members of the Board of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

28. Quorum for Board meetings

- (1) 50 per cent of the members (rounded down to whole number) of the Board, plus one, constitutes a quorum for the conduct of the business of a meeting of the Board.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present:
 - (i) in the case of a special meeting, the meeting lapses; or
 - (ii) in any other case, the meeting shall stand adjourned to the same place and the same time and day in the following week.
- (4) The Board may act notwithstanding any vacancy on the Board.

29. Presiding at Board meetings

At meetings of the Board-

- (a) the President or, in the President's absence, the Vice-President presides; or
- (b) if the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.

30. Voting at Board meetings

- (1) Questions arising at a meeting of the Board, or at a meeting of any Board appointed by the Board, shall be determined on a show of hands or, if a member requests, by a vote taken in such manner as the person presiding at that meeting may determine.
- (2) Each member present at a meeting of the Board, or at a meeting 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.

31. Removal of Board member

- (1) The Association in a General Meeting may, by resolution, remove any member of the Board before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- (2) A member who is the subject of a proposed resolution referred to in Rule 31(1) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the Members of the Association.
- (3) The Secretary or the President may give a copy of the representations to each Member of the Association or, if they are not so given, the member may require that they be read out at the General Meeting.

32. Minutes of meetings

32.1 Minutes of General Meeting

- (1) The Board must ensure that minutes are taken and kept of each General Meeting.
- (2) The minutes must record the business considered at the General Meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each Annual General Meeting must include-
 - (a) the names of the Members attending the meeting;
 - (b) proxy forms given to the Secretary of the meeting under Rule 19(1);
 - (c) the financial statements submitted to the Members in accordance with Rule 8(3)(b);

- (d) the certificate signed by two Board members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
- (e) any audited accounts and auditor's report of a review accompanying the financial statements that are required under the Act.

32.2 Minutes of Board meetings

- (1) The Board must ensure that minutes are taken and kept of each Board meeting.
- (2) The minutes must record the following:
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote; and
 - (d) any material personal interest disclosed.

33. Funds

- (1) The Association is a non-profit association.

The assets and income of the Association shall be applied solely in the furtherance of its purposes, and no portion shall be distributed directly or indirectly to the Members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

- (2) The Treasurer of the Association (or his or her Delegate) must-
 - (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
 - (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and payments connected with the activities of the Association, and shall submit a financial statement at each meeting of the Board which accurately reflects the Association's financial status; and
 - (c) comply with the Act and the accounting standards prescribed in the Regulations made under the Act.
- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two nominees of the Board.
- (4) All authorised signatories shall be members of the Board.
- (5) The funds of the Association shall be derived from annual subscriptions, donations and such other sources as the Board determines.

34. Gift fund

- (1) If the Association has been notified by the Commissioner for Taxation that gifts and contributions to the Association will be an allowable deduction and if the Association is required to do so, then the Board must maintain a gift fund for the purposes of the Association set out in Rule 1(C):
 - (a) to which gifts of money or property for that purpose are to be made;
 - (b) to which any money received by the Association because of such gifts is to be credited; and
 - (c) that does not receive any other money or property.
- (2) The gift fund:
 - (a) must be kept in an account separate from the other accounts of the Association; and
 - (b) will, unless the Board determines otherwise, be governed by these Rules on a not-for-profit basis.
- (3) Upon the gift fund being wound up or if the endorsement (if any) as a deductible gift recipient is revoked, any surplus assets of the gift fund remaining after the payment of liabilities attributable to it, will be transferred to an entity:
 - (a) that has similar purposes to the Association's purposes, which are charitable at law;
 - (b) whose rules prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Rules 33 and 37; and
 - (c) to which income tax deductible gifts can be made for the same category that the gift fund has been endorsed as a deductible gift recipient.
- (4) Without limiting subrule (1), any funds given to the Association which are expressed by the donor to be for a specific purpose must only be used for that specific purpose in such manner as the Board determines.

35. Seal

- (1) The Common Seal of the Association must be kept in the custody of the Secretary.
- (2) The Common Seal must not be affixed to any instrument except by the authority of the Board and the affixing of the Common Seal must be attested by the signatures either of two members of the Board or, of one member of the Board and of the Secretary of the Association.

36. Notice to Members

A notice or other document given by the Association will be deemed to have been served on a Member:

- (a) if hand delivered, upon delivery;
- (b) if sent by prepaid post, within Australia to an Australian address, 2 Business Days after the date of posting; and
- (c) if sent by fax, e-mail or other electronic means, on the business day after it is sent.

In all cases, a notice received after 5.00pm in the place of receipt or on a day that is not a business day is taken to be received by the recipient at 9.00am on the next business day.

37. Revocation, Cancellation and Winding up

- (1) Subject to Rule 34, if the Association has deductible gift recipient endorsement and such endorsement is revoked, the following surpluses obtained as a result of being endorsed as a deductible gift recipient shall be transferred to another organisation to which income tax deductible gifts can be made:
 - (a) gifts of money or property for the principal purpose of the organisation;
 - (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation; and
 - (c) money received by the organisation because of such gifts and contributions.
- (2) In the event of the winding up or the cancellation of the Incorporation of the Association, any surplus assets remaining after the payment of the Association's liabilities shall be transferred to another organisation with similar objects to which income tax deductible gifts can be made.

38. Custody and inspection of books and records

- (1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control, or at the address of the Association all books, documents and securities of the Association.
- (2) Members may on request inspect free of charge –
 - (a) the Register of Members;
 - (b) the minutes of General Meetings;
 - (c) subject to subrule (3), the financial records, books, securities and any other relevant document of the Association, including minutes of Board meetings.

- (3) 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.
- (4) The Board must on request make copies of these Rules available to Members and applicants for Membership free of charge.
- (5) Subject to subrule (3), a Member may make a copy of any of the other records of the Association referred to in this Rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (6) For the purposes of this Rule-

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

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

39. Executive Officer and Secretary

- (1) The Board may appoint an Executive Officer (or acting Executive Officer) for such term and at such remuneration and upon such conditions as it may think fit. The Executive Officer may be removed by the Board. The Executive Officer may also be appointed to undertake the role of Secretary.
- (2) The Board must appoint a Secretary. The Secretary may be removed by the Board.

Appendix 1

FORM OF APPOINTMENT OF PROXY FOR MEETING OF COMMUNITY INFORMATION & SUPPORT VICTORIA INC

I,.....; a
registered Member of the Association

appoint
(name of proxy, who is a Member of CISVic)

of
(address of proxy)

as proxy to vote on my behalf at the *Annual/*Special* Disciplinary Appeal Meeting *General Meeting of the Association, to be held on-

.....
(date of meeting)

and at any adjournment of that meeting.

We authorise the proxy to vote at its discretion, on behalf of this Association.

.....
Signed - Member
Date:

.....
Signed President CISVic
Date:

.....
Signed Secretary CISVic
Date:

*Delete if not applicable