

Rules of Youth Affairs Council of Victoria (Inc)

These are the Rules submitted to the Annual General Meeting of the Youth Affairs Council of Victoria (Inc) held on 28 November 2019 and signed by me for the purpose of identification.



Kerrie Loveless
28 November 2019

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Youth Affairs Council of Victoria (Inc)

1 Name

The name of the association is Youth Affairs Council of Victoria Incorporated.

2 Definitions and Interpretation

2.1 Definitions

The following definitions apply in these Rules unless the context requires otherwise:

"Act" means the *Associations Incorporation Reform Act 2012* (Vic) and includes the Regulations.

"Additional Member" means a Member that is a branch or division of:

- (a) a Small Organisational Member;
- (b) a Medium Organisational Member; or
- (c) a Large Organisational Member.

"Annual General Meeting" means a general meeting of the Council convened in accordance with Rule 13.

"Associate Member" means a Member that is a state or federal government department, statutory authority, current serving member of Parliament or any other entity, group or organisation that the Board determines appropriate for inclusion in the classification of Associate Member.

"Board" means the board of management of the Council.

"Board Member" means a member of the Board elected or appointed in accordance with these Rules.

"Chairperson" means the Board Member who holds office under these Rules as Chairperson of the Council.

"Classes of Membership" means the classes of membership referred to in Rule 5.1, and each is a **"Class of Membership"**.

"Council" means Youth Affairs Council of Victoria Incorporated.

"Deputy Chairperson" means the Board Member who holds office under these Rules as Deputy Chairperson of the Council.

"Financial Year" means a period of 12 months ending on 30 June.

"Healthcare Card" means a healthcare card issued by Centrelink or its successor.

"Independent Board Member" means a member of the Board appointed under Rule 29.

"Individual Board Member" means a person elected or appointed to the Board in accordance with these Rules in the category referred to in paragraph (c) of Rule 26.1.

"Individual Member" means a Member who is a natural person and who does not satisfy the criteria to fall within any of the following Classes of Membership:

- (a) Individual Concession Member;
- (b) Individual Young Member; or
- (c) Life Member.

"Individual Concession Member" means a Member who is a natural person who does not represent a specific entity, organisation or group and holds a Healthcare Card or another concession card that the Board determines appropriate for inclusion in the classification of Individual Concession Member.

"Individual Young Member" means a Member who is a natural person who is a Young Person who does not represent a specific entity, organisation or group.

"Large Organisational Member" means a Member that is an Organisation that has annual turnover of more than \$5 million.

"Life Member" means a Member who the Board classifies as a Life Member.

"Local Government Body Member" means a Member that is a local government body as defined in the *Local Government Act 1989* (Vic).

"Medium Organisational Member" means a Member that is an Organisation that has annual turnover of between \$1 million and \$5 million (each amount inclusive).

"Member" means a member of the Council.

"Membership Fees" means the membership fees determined from time to time by the Board in accordance with Rule 8.

"Observer" means a person, who is not a Board Member, present at a meeting (or part of a meeting) of the Board at the invitation of the Board to observe the meeting (or relevant part).

"Office Bearer" means any of the Chairperson, Deputy Chairperson or Treasurer.

"Organisation" means a not for profit state based or national organisation or another organisation that the Board determines appropriate for the purpose of this definition and therefore for classification as a Small Organisational Member, Medium Organisational Member or Large Organisational Member (as applicable).

"Partner Member" means a Member that is an entity or organisation that partners or collaborates with the Council in the funding or delivery or conduct of a project or program.

"Purposes" means the purposes of the Council stated in Rule 3.

"Register" means the register of Members kept and maintained in accordance with Rule 9.1.

"Regulations" means regulations under the Act.

"Rules" means these Rules of the Council.

"Rural Person" means a natural person who is a representative of the rural/regional sector of Victoria.

"Rural Board Member" means a person elected or appointed to the Board in accordance with these Rules in the category referred to in paragraph (b) of Rule 26.1.

"Secretary" means the person appointed as Secretary of the Council in accordance with Rule 45.

"Small Organisational Member" means a Member that is an Organisation that has annual turnover of less than \$1 million.

"Special General Meeting" means a general meeting of the Council other than an Annual General Meeting.

"special resolution" means a resolution that requires not less than three-quarters of the Members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution.

"State" means the State of Victoria.

"Treasurer" means the Board Member who holds office under these Rules as Treasurer of the Council.

"Young Board Member" means a person elected or appointed to the Board in accordance with these Rules in the category referred to in paragraph (a) of Rule 26.1.

"Youth" or **"Young Person"** or **"Young People"** means, subject to Rules 26.1 and 26.3, a natural person or people aged 12 years to 25 years of age (inclusive) (which, for the avoidance of doubt, includes a person who has attained 25 years of age but has not attained 26 years of age).

"Youth Led Organisation" means an organisation that is required to be governed by Young Persons.

"Youth-Led Organisational Member" means a Member that is a Youth Led Organisation that is a not for profit state based or national organisation or another Youth Led Organisation that the Board determines appropriate for inclusion in the classification of Youth-Led Organisational Member.

2.2 Interpretation

- (a) Headings are for convenience only and do not affect interpretation.
- (b) The following rules apply unless the context requires otherwise.
 - (i) The singular includes the plural, and the converse also applies.
 - (ii) If a word or phrase is defined, its other grammatical forms have a corresponding meaning.
 - (iii) A reference to a *person* includes a corporation, trust, partnership, unincorporated body or other entity, whether or not it comprises a separate legal entity.
 - (iv) A reference to a Rule is a reference to a Rule of these Rules.
 - (v) A reference to legislation or to a provision of legislation includes a modification or re-enactment of it, a legislative provision substituted for it and a regulation or statutory instrument issued under it.
 - (vi) A reference to dollars or \$ is to Australian currency.
 - (vii) A reference to a person elected to the Board or as a Board Member includes a person deemed or declared to be elected to the Board or as a Board Member in accordance with these Rules.

3 Purposes

The purposes of the Council are:

- (a) to raise awareness of issues of concern to Young People and the sector that supports them in Victoria;
- (b) to work towards a Victorian community where all Young People are valued, have their rights upheld and are active participants in the community; and
- (c) to work together with Young People, the Victorian youth sector and its partner agencies in:
 - (i) advocating on issues that affect Young People and the sector who work with them;
 - (ii) supporting Young People's participation and self-advocacy in the community; and
 - (iii) supporting and resourcing youth workers and other professionals who work with Young People.

4 Alteration of the Rules

These Rules of the Council must not be altered except in accordance with the Act.

5 Classes of membership

5.1 The classes of membership of the Council are:

- (a) Individual Member;
- (b) Individual Concession Member;
- (c) Individual Young Member;
- (d) Youth-Led Organisational Member;
- (e) Associate Member;
- (f) Additional Member;
- (g) Life Member;
- (h) Local Government Body Member;
- (i) Small Organisational Member;
- (j) Medium Organisational Member;
- (k) Large Organisational Member; and
- (l) Partner Member,

each a "**Class of Membership**".

5.2 The Board may at any time reclassify or transfer a Member from one Class of Membership to another Class of Membership for which the Member is eligible if the Board considers that the Member ceases to fulfil the criteria applicable to their then current Class of Membership or that that other Class of Membership is more appropriate. Following a change to a Member's allocated Class of Membership, the Secretary must notify the Member and update the Register.

6 Application for Membership

6.1 A person who supports the Purposes may apply for membership of the Council.

6.2 To apply for membership of the Council a person must lodge with the Secretary an application which:

- (a) is made in writing in the form approved from time to time by the Board and signed by the person;
- (b) states that the person supports the Purposes;
- (c) states that the person agrees to comply with these Rules;
- (d) identifies the Class of Membership to which the person wishes to be admitted, having regard to any membership policy determined from time to time by the Board under Rule 43; and
- (e) is accompanied by the relevant Membership Fee.

7 Admission as a Member

7.1 As soon as practicable after the receipt of an application for membership, the Secretary must refer the application to the Board.

7.2 Upon an application for membership being referred to the Board, the Board must determine whether to approve or to reject the application. If the Board approves an application for membership it has sole discretion to allocate the applicant to an appropriate Class of

Membership, which may differ from the Class of Membership identified by the applicant in their application for membership.

- 7.3 If the Board approves an application for membership, the Secretary must:
- (a) as soon as practicable notify the applicant in writing of the approval of their application for membership and the Class of Membership to which the person has been admitted; and
 - (b) within 28 days after the Board's approval of the application for membership, enter the applicant's name and address in the Register and identify the Class of Membership to which the applicant has been admitted.
- 7.4 An applicant for membership becomes a Member, and is entitled to exercise the rights of membership, when their name and address is entered in the Register.
- 7.5 If the Board rejects an application for membership, the Secretary must, as soon as practicable, notify the applicant in writing that their application for membership has been rejected and refund the Membership Fee paid by the applicant.
- 7.6 The Board is not obliged to give any reason for refusal of an application for membership.
- 7.7 A right, privilege or obligation of a person by reason of membership of the Council:
- (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of membership whether by death, resignation or otherwise.
- 7.8 An employee of the Council may apply to become a Member but is not eligible for election to the Board.
- 7.9 For the avoidance of doubt, and without limiting the generality of Rule 41, the Board may delegate any of its powers and functions under this Rule 7 to any person or persons the Board thinks fit.

8 Annual Subscription

- 8.1 The annual membership fees ("**Membership Fees**") payable by Members shall be determined from time to time by the Board, and the Board may make rules relating to the collection of Membership Fees and may waive the payment of all or part of any Membership Fee.
- 8.2 Membership Fees determined by the Board in accordance with Rule 8.1 may differ between Classes of Membership.
- 8.3 Membership Fees are payable annually in advance by the date that is the anniversary of the Member's commencement of membership. There is no separate or additional entrance fee payable upon becoming a Member.
- 8.4 A Member who has not paid their Membership Fee as at the end of the period of six weeks after that Membership Fee became due and payable on the anniversary of the commencement of their membership may be suspended from membership at the discretion of the Board.
- 8.5 If a Member's Membership Fee is outstanding as at the end of the period of ten weeks after that Membership Fee became due and payable on the anniversary of the commencement of their membership, the Member ceases to be a Member on the expiry of that ten week period.

9 Register of Members

- 9.1 The Secretary must keep and maintain the Register containing:
- (a) the name, address and Class of Membership of each Member; and
 - (b) the date on which each Member's name was entered in the Register.

9.2 Subject to the Act, the Register is available for inspection, at a reasonable time and free of charge, by any Member upon request.

10 Resignation or Cessation of Membership

10.1 A Member who has paid all monies due and payable by them to the Council may resign from the Council by giving one month's notice in writing to the Secretary of their intention to resign and, upon the expiration of that period of notice, the Member shall cease to be a Member.

10.2 A Member ceases to be a Member:

- (a) on expulsion;
- (b) on death; or
- (c) in accordance with Rule 8.5.

10.3 The Secretary must record in the Register the date on which a Member ceases to be a Member.

11 Discipline, Suspension and Expulsion of Members

11.1 Subject to these Rules, if the Board is of the opinion that a Member has refused or neglected to comply with these Rules, has refused to support the Purposes or has engaged in conduct prejudicial to the Council, the Board may by resolution:

- (a) suspend that Member from membership of the Council for a specified period; or
- (b) expel that Member from the Council.

11.2 A resolution of the Board under Rule 11.1 does not take effect unless:

- (a) at a meeting of the Board held in accordance with Rule 11.3, the Board confirms the resolution; and
- (b) if the Member exercises a right of appeal to the Council in general meeting under this Rule, the Council in general meeting confirms the resolution in accordance with this Rule.

11.3 A meeting of the Board to confirm or revoke a resolution passed under Rule 11.1 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the Member in accordance with Rule 11.4.

11.4 For the purposes of giving notice in accordance with Rule 11.3, the Secretary must, as soon as practicable, cause to be given to the Member a written notice:

- (a) setting out the resolution of the Board and the grounds on which it is based; and
- (b) stating that the Member, or their representative, may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to the Member; and
- (c) stating the date, place and time of that meeting; and
- (d) informing the Member that they may do one or both of the following:
 - (i) attend that meeting;
 - (ii) give to the Board before the date of that meeting a written statement seeking the revocation of the resolution; and
- (e) informing the Member that if, at that meeting, the Board confirms the resolution, the Member may not later than 48 hours after that meeting, give the Secretary a notice to the effect that the Member wishes to appeal to the Council in general meeting against the resolution.

- 11.5 At a meeting of the Board to confirm or revoke a resolution passed under Rule 11.1, the Board must:
- (a) give the Member, or their representative, an opportunity to be heard; and
 - (b) give due consideration to any written statement submitted by the Member; and
 - (c) determine by resolution whether to confirm or to revoke the resolution.
- 11.6 If, at the meeting of the Board referred to in Rule 11.5, the Board confirms the resolution, the Member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that the Member wishes to appeal to the Council in general meeting against the resolution.
- 11.7 If the Secretary receives a notice under Rule 11.6, the Secretary must notify the Board and the Board must convene a general meeting of the Council to be held not later than 21 days after the date on which the Secretary received the notice.
- 11.8 At a general meeting of the Council convened under Rule 11.7:
- (a) no business other than the question of the appeal may be conducted; and
 - (b) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - (c) the Member, or their representative, must be given an opportunity to be heard; and
 - (d) the Members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 11.9 A resolution is confirmed if, at the general meeting, not less than two-thirds of the Members voting at the meeting vote in favour of the resolution. In any other case, the resolution is revoked.

12 Disputes and Mediation

- 12.1 The grievance procedure set out in this Rule 12 applies to disputes under these Rules between:
- (a) a Member and another Member; or
 - (b) a Member and the Council.
- 12.2 The parties to a dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute between themselves within 14 days after the dispute comes to the attention of all of the parties.
- 12.3 If the parties to a dispute are unable to resolve the dispute between themselves at the meeting, or if a party fails to attend that meeting, the parties to the dispute must, within 10 days, hold a meeting in the presence of a mediator.
- 12.4 The mediator must be:
- (a) a person chosen by agreement between the parties to the dispute; 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; or
 - (ii) in the case of a dispute between a Member and the Council, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice), or its successor.
- 12.5 A Member can be a mediator, except that the mediator cannot be a Member who is a party to the dispute.
- 12.6 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

- 12.7 The mediator to the dispute, 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.
- 12.8 The mediator must not determine the dispute.
- 12.9 If the mediation process does not result in the dispute being resolved, the parties to the dispute may seek to resolve the dispute in accordance with the Act or otherwise at law.
- 12.10 The cost of the mediator is to be borne equally by the parties to the dispute.

13 Annual General Meetings

- 13.1 The Board must convene an annual general meeting of the Council to be held within 5 months after the end of each Financial Year.
- 13.2 The Board may determine the date, time and place of the Annual General Meeting.
- 13.3 The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.
- 13.4 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;
 - (b) to declare the results of the election of Board Members;
 - (c) to receive and consider:
 - (i) the annual report of the Board on the activities of the Council during the preceding Financial Year; and
 - (ii) the financial statements of the Council for the preceding Financial Year submitted by the Board in accordance with Part 7 of the Act; and
 - (d) to appoint or institute proceedings for the appointment of an auditor for the ensuing Financial Year.
- 13.5 The Annual General Meeting may also conduct any other business of which notice has been given in accordance with these Rules.

14 Special General Meetings

- 14.1 Any general meeting of the Council, other than an Annual General Meeting, is a Special General Meeting.
- 14.2 The Board may, whenever it thinks fit, convene a Special General Meeting.
- 14.3 The Board must, on the request in writing of Members representing not less than 5 per cent of the total number of Members, convene a Special General Meeting.
- 14.4 The request for a Special General Meeting in accordance with Rule 14.3 must:
- (a) state the business to be considered at the meeting and any resolutions to be proposed;
 - (b) include the names of, and be signed by, the Members requesting the meeting; and
 - (c) be sent to the registered address of the Council.

14.5 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 registered address of the Council, the Members making the request, or any of them, may convene a Special General Meeting to be held not later than three months after that date. That Special General Meeting may only consider the business stated in the request.

14.6 A Special General Meeting convened by Members in accordance with these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Board and all reasonable expenses incurred in convening the meeting shall be refunded by the Council to the person or persons incurring the expenses.

15 Special Business

All business that is conducted at a Special General Meeting, and all business that is conducted at an Annual General Meeting other than business conducted under these Rules as ordinary business of the Annual General Meeting, is deemed to be special business.

16 Notice of General Meetings

16.1 The Secretary (or, in the case of a Special General Meeting convened under Rule 14.5, the Members convening the meeting) must give to each Member:

- (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.

16.2 The notice must:

- (a) specify the date, time and place of the meeting;
- (b) indicate the general nature of each item of business to be considered at the meeting; and
- (c) 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.

16.3 No business other than that set out in the notice convening the meeting may be conducted at the meeting.

16.4 A Member intending to bring any business before a general meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must (subject to Rules 11.8 and 14.5) include that business in the notice calling the next general meeting after the receipt of the notification provided that the Secretary receives the notification at least 30 days prior to the general meeting and provided always that the relevant business relates to a matter which is expressed in these Rules or the Act to be a right or power of the Members in general meeting.

17 Proxies

17.1 A Member may appoint another Member as their proxy to vote and speak on their behalf at a general meeting other than a general meeting convened under Rule 11.7.

17.2 The appointment of a proxy must be in writing and signed by the Member making the appointment.

17.3 The Member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf, otherwise the proxy may vote on behalf of the Member in any matter as they see fit.

17.4 If the Board has approved a form for the appointment of a proxy, the Member may use any other form that clearly identifies the person appointed as the Member's proxy and that has been signed by the Member.

- 17.5 Notice of a general meeting given to a Member under Rule 16 must:
- (a) state that the Member may appoint another Member as a proxy for the meeting; and
 - (b) include a copy of any form that the Board has approved for the appointment of a proxy.
- 17.6 A form appointing a proxy must be given to the chair of the meeting before or at the commencement of the meeting.
- 17.7 A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Council no later than 24 hours before the commencement of the meeting.

18 Quorum at General Meetings

- 18.1 No item of business may be conducted at a general meeting unless a quorum of Members is present.
- 18.2 Fifteen Members personally present (being Members entitled under these Rules to vote at a general meeting) constitutes a quorum for a general meeting.
- 18.3 If, within half an hour after the specified time for the commencement of a general meeting, a quorum is not present:
- (a) in the case of a meeting convened upon the request of, or by, Members under Rule 14.3 or Rule 14.5 - the meeting must be dissolved; and
 - (b) 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.
- 18.4 If at the adjourned meeting a quorum is not present within half an hour after the specified time for the commencement of the meeting, the Members personally present, being not less than ten, shall be a quorum and in the event that ten Members are not personally present the meeting shall be dissolved.

19 Chair of General Meetings

- 19.1 Unless otherwise agreed by the Board, the Chairperson is entitled to preside as chair at every general meeting of the Council.
- 19.2 Where a general meeting is held and:
- (a) there is no Chairperson; or
 - (b) the Chairperson is not able to be present at the meeting or is not present within 15 minutes after the time appointed for the meeting, or despite being so present is unable or unwilling to act as chair of the meeting,

the Deputy Chairperson is entitled to chair the meeting or, if the circumstances in Rule 19.2(a) or Rule 19.2(b) apply to the Deputy Chairperson, the Board Members present may choose one of their number or, in the absence of all Board Members or if none of the Board Members present wish to act, the Members present may elect one of their number, to be chair of the meeting.

20 Adjournment of Meetings

- 20.1 The chair of a general meeting at which a quorum is present may, with the consent of a majority of Members present at the meeting, adjourn the meeting from time to time and place to place.
- 20.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 20.3 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with Rule 16.

20.4 Except as provided in Rule 20.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

21 Voting at General Meetings

21.1 Subject to Rule 21.4, upon any question arising at a general meeting of the Council, Members of the following Classes of Membership shall have the following number of votes:

- (a) Individual Member - one vote;
- (b) Individual Concession Member - one vote;
- (c) Individual Young Member - one vote;
- (d) Youth-Led Organisational Member - two votes;
- (e) Associate Member - no vote;
- (f) Additional Member - one vote;
- (g) Life Member - one vote;
- (h) Local Government Body Member - two votes;
- (i) Small Organisational Member - one vote;
- (j) Medium Organisational Member - two votes;
- (k) Large Organisational Member - two votes; and
- (l) Partner Member - two votes.

21.2 All votes must be given in person by attendance at the general meeting or by proxy or by such other means (including electronic or postal voting) as the Board determines from time to time.

21.3 In the case of an equality of votes on a question, the chair of the meeting is entitled to exercise a second or casting vote.

21.4 Only Members who have paid all Membership Fees which have become due and payable by the Member are entitled to cast the number of votes referred to in Rule 21.1 at a general meeting.

21.5 A Member which is not a natural person may appoint a natural person as its representative to exercise all or any of the powers that the Member may exercise at general meetings of the Council.

22 Poll at General Meetings

22.1 If at a meeting a poll on any question is demanded by not less than three Members, the poll must be taken at that meeting in such manner as the chair of the meeting may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

22.2 A poll that is demanded on the election of a chair 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 meeting as the chair of the meeting may direct.

23 Manner of Determining whether Resolution Carried

23.1 If a question arising at a general meeting of the Council is determined on a show of hands:

- (a) a declaration by the chair of the general meeting that a resolution has been:
 - (i) carried;
 - (ii) carried unanimously;
 - (iii) carried by a particular majority; or
 - (iv) lost; and

- (b) an entry to that effect in the minute book of the Council, is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

24 Use of technology

- 24.1 Subject to approval by the Board in accordance with Rule 24.3, a Member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology as determined by the Board that allows that Member and the Members present at the meeting to clearly and simultaneously communicate with each other.
- 24.2 For the purposes of these Rules, a Member participating in a general meeting as permitted under Rule 24.1 is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.
- 24.3 The Board shall resolve whether to allow Members to participate in the meeting by the use of technology and the form of that technology. If the Board does resolve to allow Members to participate in the meeting by the use of the technology, notice of the general meeting given to a Member under Rule 16 must:
 - (a) state that the Board has resolved to allow Members to participate in the meeting by the use of technology; and
 - (b) include a description of how Members may participate in the meeting by the use of technology.

25 Power of the Board

- 25.1 The affairs of the Council shall be managed by or under the direction of the Board.
- 25.2 The Board:
 - (a) shall control and manage the business and affairs of the Council;
 - (b) may, subject to these Rules and the Act, exercise all such powers and functions as may be exercised by the Council other than those powers and functions that these Rules or the Act require to be exercised by a general meeting of the Members; and
 - (c) subject to these Rules and the Act, has power to perform all such acts and things as appear to the Board to be necessary, appropriate or desirable for the proper management of the business and affairs of the Council.

26 Composition of the Board

- 26.1 Subject to Rules 26.2 and 26.3, the Board shall consist of eight natural persons of whom:
 - (a) four must be Young Persons (each of whom may, but need not, be a Rural Person);
 - (b) one must be a Rural Person (who may, but need not, be a Young Person); and
 - (c) three must be persons other than Young Persons (each of whom may, but need not, be a Rural Person).
- 26.2 In addition to the persons referred to in Rule 26.1, the Board may also include up to three Independent Board Members appointed pursuant to Rule 29.
- 26.3 For the purposes of Rule 26.1, in determining whether or not a person is a Young Person, a person will be taken to be a Young Person if:
 - (a) as at the date of the Annual General Meeting at which they were last declared to be elected; or

- (b) in the case of an appointment to the Board under Rule 28 or Rule 31.1, as at the date of their appointment,
they were a Young Person.

26.4 All Board Members are to be natural persons.

26.5 Subject to Rule 29, a Board Member must be a Member who is eligible to vote at a general meeting.

27 Term of elected Board Members

Subject to these Rules, a Board Member (not being an Independent Board Member) shall hold office until the conclusion of the second Annual General Meeting following the Annual General Meeting at which they were last declared to be elected, but is eligible for re-election.

28 Casual vacancy

28.1 In the event of a casual vacancy in the office of any member of the Board, the Board may appoint a Member as a Board Member to fill that vacancy and any Board Member so appointed under this Rule 28 shall hold office, subject to these Rules, until the conclusion of the next Annual General Meeting, but is eligible for election.

28.2 The Board may continue to act notwithstanding any vacancy on the Board.

29 Appointment of Independent Board Members

29.1 The Board may at any time appoint up to three natural persons, who need not be Members, as Board Members where the Board considers this is desirable to fill or supplement any need on the Board for expertise in a particular area.

29.2 A candidate for appointment as an Independent Board Member must be nominated by an existing Board Member by that Board Member delivering to the Board a nomination in writing signed by the Board Member and accompanied by the written consent of the candidate to become a Board Member.

29.3 The Board, in determining whether to appoint a person as an Independent Board Member, shall have regard to:

- (a) areas where expertise is or may be needed;
- (b) the expertise likely to be available to the Board following the next Annual General Meeting; and
- (c) whether the appointment of an Independent Board Member is considered to be the appropriate way to address any need for expertise in a particular area.

29.4 An Independent Board Member shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting following their appointment. An Independent Board Member who ceases to hold office at the conclusion of an Annual General Meeting may be re-appointed by the Board as an Independent Board Member in accordance with this Rule 29.

29.5 Without limiting anything in this Rule 29, an Independent Board Member has the same rights and is subject to the same obligations as other Board Members under these Rules.

30 Election of Board Members

30.1 Prior to each Annual General Meeting, the Secretary shall, at a time determined by the Board, call for nominations of candidates for election to the Board to fill any vacancies (or vacancies which arise on the conclusion of the relevant Annual General Meeting) on the Board in respect of the positions referred to in Rule 26.1.

- 30.2 For the purposes of this Rule 30, each of the following is regarded as a category:
- (a) Young Board Member – being a category in respect of which a Young Person (who will also be a Young Person at the date of the relevant Annual General Meeting (and who may, but need not, be a Rural Person)) may nominate for election to the Board. There are four positions in this category.
 - (b) Rural Board Member – being a category in respect of which a Rural Person (who may, but need not, be a Young Person) may nominate for election to the Board. There is one position in this category.
 - (c) Individual Board Member – being a category in respect of which a person who is not a Young Person (but who may, but need not, be a Rural Person) may nominate for election to the Board. There are three positions in this category.

For the avoidance of doubt, in respect of a particular Annual General Meeting there may not be vacancies in all or any of the positions in a particular category.

- 30.3 A candidate for election must:
- (a) be a Member eligible to vote at a general meeting;
 - (b) be aged 18 years or over;
 - (c) not be an employee of the Council; and
 - (d) reside in Victoria.
- 30.4 Nominations of candidates for election as members of the Board, with the exception of the Independent Board Members, must:
- (a) be made in writing and signed by a Member other than the candidate and be accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination);
 - (b) be made in accordance with any policies that the Board may make from time to time;
 - (c) specify in which category the candidate is seeking election; and
 - (d) be delivered to the Secretary by the date specified in the call for nominations.
- 30.5 If insufficient nominations in respect of a particular category are received to fill all vacancies in that category:
- (a) each candidate (if any) nominated for that category shall be deemed elected as a member of the Board, and the chair of the Annual General Meeting shall declare them elected as a member of the Board, at the Annual General Meeting; and
 - (b) the remaining vacancies in that category will be treated by the Board as casual vacancies which may be filled in accordance with Rule 28.
- 30.6 If the number of nominations received in respect of a particular category is equal to the number of vacancies to be filled in that category, each candidate nominated for that category shall be deemed elected as a member of the Board, and the chair of the Annual General Meeting shall declare them elected as a member of the Board, at the Annual General Meeting.
- 30.7 If the number of nominations received in respect of a particular category exceeds the number of vacancies to be filled in that category:
- (a) a ballot must be held to elect the candidates who are to fill the vacancies in that category;
 - (b) the number of votes (if any) which a particular Member may cast on the ballot will be equal to the number of votes that they would be able to cast on a question arising at a general meeting of the Council, as determined under Rules 21.1 and 21.4;

- (c) the ballot shall be conducted in such manner as the Board determines from time to time; and
 - (d) the candidates elected pursuant to the ballot shall be deemed to have been elected at the Annual General Meeting, and the chair of the Annual General Meeting shall declare them elected as a member of the Board at the Annual General Meeting.
- 30.8 Those persons elected to the Board in accordance with this Rule 30 will take and hold office from the conclusion of the Annual General Meeting at which they are declared to be elected.
- 30.9 For the avoidance of doubt, Independent Board Member positions referred to in Rule 26.2 are not positions which may be filled by election under this Rule 30 (and such positions are not vacancies on the Board for the purposes of this Rule 30).

31 Removal of Board Member

- 31.1 The Council in general meeting may, by resolution, remove any Board Member before the expiration of the Board Member's term of office and (other than where the Board Member so removed is an Independent Board Member) appoint another Member in their place to hold office until the next Annual General Meeting.
- 31.2 A Board Member who is the subject of a proposed resolution referred to in Rule 31.1 may make representations in writing to the Secretary or Chairperson (not exceeding a reasonable length) and may request that the representations be provided to the Members.
- 31.3 The Secretary or the Chairperson may give a copy of the representations to each Member or, if they are not so given, the Member may require that they be read out at the general meeting.

32 Board Vacancies

A person ceases to be a Board Member if the person:

- (a) dies, becomes incapacitated or (except in the case of an Independent Board Member) ceases to be a Member;
- (b) resigns from their position as a Board Member by notice in writing to the Board;
- (c) is removed from office in accordance with these Rules;
- (d) vacates office in accordance with Rule 34;
- (e) is absent without the consent of the Board from two consecutive Board meetings or for a total of three Board meetings in a year (and, for this purpose, acceptance of an apology by the Board will be taken to be consent of the Board to the Board Member's absence);
- (f) becomes insolvent under administration within the meaning of the *Corporations Act 2001* (Cth); or
- (g) otherwise vacates office by operation of section 78 of the Act.

33 Office Bearers

- 33.1 The office bearers of the Council shall be:
- (a) a Chairperson;
 - (b) a Deputy Chairperson; and
 - (c) a Treasurer.
- 33.2 The Board must, from its members, at its first meeting after each Annual General Meeting elect the Board Members who are to fill the office bearer positions referred to in Rule 33.1.

- 33.3 Subject to these Rules and to the person continuing to be a Board Member, an Office Bearer elected in accordance with Rule 33.2 will hold their position as Office Bearer until the conclusion of the Annual General Meeting next after the date of their election to that position, but is eligible for re-election to an office bearer position in accordance with Rule 33.2.
- 33.4 In the event of a casual vacancy in any of the office bearer positions referred to in Rule 33.1, whether by reason of an Office Bearer resigning from their position as Office Bearer or their position otherwise becoming vacant under these Rules, the Board may appoint one of its members to the vacant position and the Board Member so appointed will, subject to these Rules, continue in the position for the remainder of the vacating Office Bearer's term.
- 33.5 A Board Member may not hold more than one position referred to in Rule 33.1 at any one time.
- 33.6 If a Board Member who is an Office Bearer vacates their position as a Board Member, their position as an Office Bearer is also automatically vacated.

34 Office Bearer Vacancies

An Office Bearer who resigns from their position as an Office Bearer (a "resigning Office Bearer") who wishes to continue as a Board Member may do so unless:

- (a) no other Board Member is willing to be appointed to the relevant Office Bearer position vacated as a result of that resignation and the Board considers it necessary to appoint another Member as a Board Member to fill that vacated Office Bearer position; and
- (b) the maximum number of Board Members under Rule 26.1 would (but for the operation of this Rule 34) be exceeded by reason of the appointment of that other Member as a Board Member,

in which case the resigning Office Bearer will cease to be a Board Member upon the Secretary giving the resigning Office Bearer written notice that this Rule 34 applies.

35 Proceedings of the Board

- 35.1 The Board must meet at least six times in each year at such places, dates and times as the Board may determine.
- 35.2 A Board Member who is not physically present at a Board meeting may participate in the meeting by the use of technology that allows that Board Member and the Board Members present at the meeting to clearly and simultaneously communicate with each other.
- 35.3 For the purposes of these Rules, a Board Member participating in a Board meeting as permitted under Rule 35.2 is taken to be present at the meeting and, if the Board Member votes at the meeting, is taken to have voted in person.
- 35.4 Special meetings of the Board may be convened by the Chairperson or by any four Board Members.
- 35.5 The Board may permit an Observer to be present for all or part of a Board meeting. Unless the Board otherwise determines, an Observer must be a Member.

36 Notice of Board Meetings

- 36.1 Written notice of each Board meeting must be given to each Board Member at least two business days before the date of the meeting.
- 36.2 Written notice must be given to Board Members 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 unless a majority of the Board so determine.

37 Quorum for Board Meetings

- 37.1 No business may be conducted at a Board meeting unless a quorum is present.

37.2 Any four Board Members constitute a quorum for the conduct of the business of a meeting of the Board.

37.3 If within half an hour of the time appointed for a Board meeting a quorum is not present:

- (a) in the case of a special meeting, the meeting lapses; and
- (b) in any other case, the meeting shall stand adjourned to the same place and the same time and day in the following week.

38 Chair of Board Meetings

38.1 Subject to Rule 38.2, the Chairperson is entitled to preside as chair at every meeting of the Board.

38.2 Where a meeting of the Board is held and:

- (a) there is no Chairperson; or
- (b) the Chairperson is not able to be present at the meeting or is not present within 15 minutes after the time appointed for the meeting, or despite being so present is unable or unwilling to act as chair of the meeting,

the Deputy Chairperson is entitled to chair the meeting or, if the circumstances in Rule 38.2(a) or Rule 38.2(b) apply to the Deputy Chairperson, the Board Members present may choose one of their number to be chair of the meeting.

39 Voting at Board Meetings

39.1 Questions arising at a meeting of the Board, or at a meeting of any committee of the Board, are decided by a majority of votes of the Board Members present and voting.

39.2 Each Board Member present at a meeting of the Board, or at a meeting of any committee of the Board, is entitled to one vote and, in the event of an equality of votes on any question, the chair of the meeting may exercise a second or casting vote.

40 Written resolutions

40.1 The Board may pass a resolution without a Board meeting being held if all Board Members, or a majority of the Board Members (where notice of the resolution has been given to all Board Members), who are entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of the Board) assent to a document containing a statement that they are in favour of the resolution set out in the document.

40.2 A Board Member may signify assent to a document under this Rule 40 by signing the document or by notifying the Secretary of the assent of the Board Member by any technology including fax or email. The resolution is passed when the last Board Member, or the last of the Board Members constituting a majority (as applicable), has assented to the document.

40.3 Separate copies of a document may be used for signing by the Board Members if the wording of the resolution and statement is identical in each copy.

41 Delegation

41.1 The Board may delegate to a member of the Board, a committee consisting of any one or more Board Members or any other person or persons as the Board thinks fit, or staff of the Council, any of its powers and functions other than:

- (a) this power of delegation; or
- (b) a duty imposed on the Board by the Act or any other law.

41.2 The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.

41.3 The Board may, in writing, revoke a delegation wholly or in part.

42 Acts not affected by defects in appointment

All actions at any meeting of the Board or by a committee or by any person acting as a Board Member are, despite the fact that it is afterwards discovered that there was some defect in the election or appointment of any of the Board Members or the committee or the person acting as a Board Member or that any of them were disqualified, as valid as if every person had been properly elected or appointed and was qualified and continued to be a Board Member or a member of the committee.

43 Policies

The Board may from time to time make policies governing the day to day activities of the Council, and may from time to time alter, add to or revoke such policies.

44 Conflicts

A Board Member must disclose any conflict of interest in accordance with the Act and any conflicts of interest policy made from time to time by the Board under Rule 43.

45 Secretary

45.1 Subject to any requirements of the Act, the Board may, from time to time, appoint any person to act as the Council's Secretary under the Act. The Board may determine the term and conditions of the Secretary's appointment.

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

45.3 Where the office of Secretary becomes vacant, the Board shall, within the time prescribed by the Act, appoint a person to fill the vacancy.

45.4 A person is incapable of being appointed as a Secretary of the Council unless:

- (a) they have attained the age of 18 years; and
- (b) they are resident in the State.

45.5 The acts of a Secretary are not invalid by reason of any defect that may be discovered in their appointment or qualification.

45.6 The Secretary may not be a Board Member.

45.7 The Board may remove the Secretary from office.

45.8 The office of Secretary becomes vacant if the person holding that office:

- (a) dies;
- (b) resigns their office by writing under their hand addressed to the Board;
- (c) is removed from office by the Board;
- (d) becomes insolvent under administration within the meaning of the *Corporations Act 2001* (Cth);
- (e) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (f) ceases to be resident in the State.

46 Minutes of Meetings

The Secretary must keep minutes of the resolutions and proceedings of each general meeting and each Board meeting together with a record of the names of persons present at these meetings.

47 Funds

47.1 The Treasurer must:

- (a) oversee financial matters of the Council;
- (b) authorise all payments over the value of:
 - (i) the amount set from time to time by any finance committee established by the Board and stated in the Board Delegations of Authority Policy (or such other relevant delegations policy, by whatever name called, as determined by the Board); or
 - (ii) such other amount from time to time determined by the Board; and
- (c) present regular financial reports to the Board.

47.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be authorised by the Treasurer or a person determined by the Board to be a signatory to such instruments.

47.3 The funds of the Council shall be derived from annual subscriptions, grants, donations and such other sources as the Board determines.

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

48 Seal

48.1 The common seal of the Council must be kept in the custody of the Secretary.

48.2 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 Board Members or of one Board Member and the Secretary.

49 Notice to Members

49.1 Without limiting any other way in which a notice may be given to a Member under these Rules, a notice may be given to a Member by:

- (a) delivering it personally to the Member; or
- (b) sending it by prepaid post to the Member's address as shown in the Register or an alternative address nominated by the Member; or
- (c) sending it by fax or other electronic means (including providing a URL link to any document or attachment) to the fax number or electronic address nominated by the Member.

49.2 Where a notice is served personally, service of the notice is taken to be effected when delivered.

49.3 Where a notice is sent by post, service of the notice is taken to be effected by properly addressing, prepaying and posting the notice and to have been effected:

- (a) in the case of a notice of general meeting, on the second day after the date of its posting; or

- (b) in any other case, at the time at which the notice would be delivered in the ordinary course of post.
- 49.4 Where a notice is sent by fax, the notice is taken to be served at the time the fax is sent if the correct fax number appears on the facsimile transmission report produced by the sender's fax machine.
- 49.5 Where a notice is sent by electronic transmission, the notice is taken to be served at the time the electronic transmission is sent.
- 49.6 A reference in these Rules to a notice in writing includes a notice given by fax or electronic message or any other form of written communication.
- 49.7 This Rule applies to any notice, document or other communication which may be given to a Member under these Rules or the Act regardless of whether the relevant Rule or the Act refers to the notice, document or other communication being "given", "sent", "delivered", "circulated" or otherwise provided to the Member or accompanying any other notice, document or other communication.

50 Winding Up

- 50.1 The Council shall not be dissolved or wound up except by special resolution at a Special General Meeting of Members called especially for that purpose.
- 50.2 If upon a winding up or dissolution of the Council there remains after satisfaction of all debts and liabilities, any assets or property whatsoever the same shall not be paid or distributed to any Member but shall, subject to the Act, be given to an organisation which:
 - (a) has similar purposes to the Council or is otherwise charitable at law; and
 - (b) which prohibits the distribution of its income and property amongst its members.

51 Custody and Inspection of Books and Records

- 51.1 The Secretary shall provide for the custody and control of all books, documents, records and securities of the Council.
- 51.2 Members may on request inspect free of charge:
 - (a) the Rules of the Council;
 - (b) the minutes of general meetings (including, in the case of minutes of an Annual General Meeting, any financial statements and other documents which are submitted to the Annual General Meeting and a copy of which is required under the Act to be included in the minutes);
 - (c) subject to the Act, the Register; and
 - (d) subject to Rule 51.3, all books, documents, records and securities of the Council.
- 51.3 The Board may refuse to permit a Member to inspect books, documents, records or securities of the Council that relate to confidential, personal, employment, contractual, commercial or legal matters or where to do so may be prejudicial to the interests of the Council.
- 51.4 A Member may, upon request, obtain a copy of the documents referred to in paragraphs (a) and (b) of Rule 51.2 and, subject to the Act, the Council may charge a reasonable fee for provision of such a copy.
- 51.5 A Member may, upon request, obtain a copy of any document which has:
 - (a) been produced by the Council for the purpose of dispatch to all Members and has previously recently been dispatched to all Members; or

(b) which has been produced by the Council for the purpose of general public dissemination and which has previously recently been publicly disseminated by the Council.

51.6 Subject to Rules 51.4, 51.5 and the Act, no Member is entitled to take copies of any books, documents, records or securities of the Council unless authorised in writing by the Board.