



Youth Affairs  
Council Victoria

# **Constitution of Youth Affairs Council of Victoria (Inc).**

# Youth Affairs Council of Victoria (Inc)

## CONSTITUTION

### 1. Name

The name of the association is Youth Affairs Council of Victoria Incorporated (in these Rules called "the **Council**").

### 2. Interpretation

2.1 In these Rules, unless the contrary intention "**Act**" means the Associations Incorporation Reform Act 2012;

"**Additional Member**" means a Member that is a branch or division of an Organisational Member;

"**Annual General Meeting**" means a meeting convened in accordance with Rule 11;

"**Associate Member**" means a Member that is a state or federal government department, statutory authority, current serving member of Parliament or any other group or organisation that the Board deems appropriate;

"**Board**" means the Board of the Council referred to in Rule 22;

"**Board Member**" means a Member of the Council who is appointed to the Board under these Rules;

"**CEO**" means Chief Executive Officer of the Council.

"**Chairperson**" means the person appointed under Rule 25.1(a);

"**Class of Membership**" means:

- (a) Individual Members;
- (b) Individual Concession Members;
- (c) Individual Young Members;
- (d) Organisational Members;
- (e) Youth-Led Organisational Members;
- (f) Associate Members;
- (g) Life Members;
- (h) Local Government Members ; and
- (i) Additional Members.

"**Constitution**" means this constitution of the Council;

"**Financial year**" means the year ending on 30 June;

**"Healthcare Card"** means a healthcare card issued by Centrelink whether under that name or another name;

**"Independent Board Member"** means a Member of the Council who is appointed to the Board under Rule 23A;

**"Individual Member"** means a Member who is a natural person;

**"Individual Concession Member"** means a Member who is a natural person who does not represent an organisation or group and holds a healthcare card or other concession card that the Board deems to be satisfactory Purpose;

**"Individual Young Member"** means a Member who is an individual Young Person who does not represent an organisation or group;

**"Life Member"** means a long standing Member volunteer or past staff member who the Board considers merits appointment 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);

**"Member"** means a member of the Council

**"Membership Fee"** means the fee specified in Rule 6.3;

**"Observer"** means a Member, who is not a Board Member, present at a meeting of the Board at the invitation of the Board;

**"Officer"** means the individuals specified in Rule 25.1;

**"Organisational Member"** means a Member that is a not for profit state based or national organisation or another organisation as decided by the Board from time to time;

**"Purpose"** means the purpose stated in Rule 3.1;

**"Regulations"** means regulations under the Act;

**"Rules"** means the rules as set out in this Constitution;

**"Rural Person"** means a person (excluding a Young Person) who is a representative of the rural/regional sector of Victoria"

**"Secretary"** means the **Secretary of the Council as referred to in Rule 25.3;**

**"Special General Meeting"** means a meeting of Members convened in accordance with Rule 12;

**"Special Resolution"** means a resolution passed at a meeting by at least 75% of those present at the meeting and entitled to vote;

**"State"** means the State of Victoria;

**"Treasurer"** means the person appointed under Rule 25.1(b);

**"Youth"** or **"Young People"** or **"Young Person"** means people or a person aged from 12 to 25 years inclusively;

**"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 as decided by the Board from time to time.

2.2 In these Rules, a reference to a "person" is a reference to either a natural person or an organisation.

Where the context permits, the singular includes the plural and vice versa.

Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Interpretation of the Legislation Act 1984 and the Act as in force from time to time.

Dollar or \$ means Australian Dollars

### 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;
- (c) to work in partnership 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; and
  - (iii) supporting and resourcing youth workers and other professionals who work with young people.

### 4. **Alteration of the Rules**

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

### 5. **Application for Membership**

5.1 A person who supports the Purpose may apply for membership of the Council.

5.2 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 by the Board from time to time and is made available on the Council's website; and
- (b) states that the person supports the Purpose of the Council;
- (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 the Council's membership policy as promulgated by the Board under Rule 43.1 from time to time; and
  - (e) is accompanied by the relevant membership fee.
- 5.4 As soon as practicable after the receipt of an application, the Secretary must refer the application to the Board.
- 5.5 Upon the application being referred to the Board, the Board must determine whether to approve or to reject the application. Should the Board approve the application it has sole discretion to allocate the applicant to an appropriate Class of Membership despite the wishes of the applicant stated in the application.
- 5.6 If the Board approves the application for membership, the Secretary must, as soon as practicable:
- (a) notify the applicant in writing of the approval for membership and the class of membership to which the person has been admitted; and
  - (b) within 28 days of the Board's approval of an applicant, enter the applicant's name in the register of Members and identify the Class of Membership to which the applicant has been allocated.
- 5.7 An applicant for membership becomes a Member and is entitled to exercise the rights of membership when his or her membership is entered in the register of Members.
- 5.8 If the Board rejects an application, the Secretary must, as soon as practicable, notify the applicant in writing that the application has been rejected and refund the membership fee.
- 5.9 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 or resignation or otherwise.
- 5.11 All Members are entitled to receive all public printed material dispatched by the Council. For the avoidance of doubt, Members are not entitled to receive confidential or personal correspondence sent by the Council.
- 5.12 Employees of the Council may apply to be Members but are not eligible for election to the Board, although the CEO will hold the position of Secretary but will not have voting rights.
- 6. Annual Subscription**
- 6.1 There is no entrance fee.
- 6.2 The Membership Fees are payable in advance on or before 1 July in each year.
- 6.3 The Board shall have the power to fix and vary Membership Fees from time to time and to make rules for ensuring the collection thereof and may waive the payment of all or part of any such payments.

6.4 A Member who has not paid his or her Membership Fees within six weeks of those fees becoming due may be suspended from membership at the discretion of the Board.

## 7. Register of Members

7.1 The Secretary must keep and maintain a register of Members 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.

7.2 The register is available for inspection at the Premises free of charge by any Member upon request.

## 8. Resignation of a Member

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

8.2 the Secretary must record in the register of Members the date on which the Member ceased to be a Member.

## 9. Discipline, Suspension and Expulsion of Members

9.1 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 Statement of Purpose 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.

9.2 A resolution of the Board under Rule 9.1 does not take effect unless:

- (a) at a meeting held in accordance with Rule 9.3, the Board confirms the resolution; and
- (b) if the Member exercises a right of appeal to the Council under this Rule, the Council confirms the resolution in accordance with this Rule.

9.3 A meeting of the Board to confirm or revoke a resolution passed under Rule 9.1 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 9.4.

9.4 For the purposes of giving notice in accordance with Rule 9.3, 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 his or her 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 that Member; and

- (c) stating the date, place and time of that meeting; and
- (d) informing the Member that he or she 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;
- (e) informing the Member that, if at that meeting, the Board confirms the resolution, he or she may not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Council in general meeting against the resolution.

9.5 At a meeting of the Board to confirm or revoke a resolution passed under Rule 9.1, the Board must:

- (a) give the Member, or his or her 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.

9.6 If at the meeting of the Board, 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 he or she wishes to appeal to the Council in general meeting against the resolution.

9.7 If the Secretary receives a notice under Rule 9.6, he or she must notify the Board and the Board must convene a general meeting of the Council to be held within 21 days after the date on which the Secretary received the notice.

9.8 At a general meeting of the Council convened under Rule 9.7:

- (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 his or her 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.

9.9 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.

## 10. **Disputes and Mediation**

10.1 The grievance procedure set out in this Rule applies to disputes under these Rules between:

- (a) a Member and another Member; or

- (b) a Member and the Council.
- 10.2 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.
- 10.3 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.
- 10.4 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; 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.
- 10.5 Subject to Rule 10.6 a Member can be a mediator.
- 10.6 The mediator cannot be a Member who is a party to the dispute.
- 10.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 10.8 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.
- 10.9 The mediator must not determine the dispute.
- 10.10 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.
- 10.11 The cost of the mediator is to be borne equally by the parties to the dispute.
11. **Annual General Meetings**
- 11.1 The Council shall no later than five months after the end of each Financial Year convene an Annual General Meeting of its Members.
- 11.2 Subject to Rule 11.4, the Board may determine the date, time and place of the Annual General Meeting of the Council.



- 11.3 The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.
- 11.5 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 receive from the Board reports upon the transactions of the Council during the last preceding Financial Year;
  - (c) to elect Board Members;
  - (f) 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.
  - (g) to appoint or institute proceedings for the appointment for an auditor for the ensuing Financial Year.
- 11.6 The Annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.
12. **Special General Meetings**
- 12.1 In addition to the Annual General Meeting, any other general meeting may be held in the same year.
- 12.2 All general meetings other than the Annual General Meeting are Special General Meetings.
- 12.3 The Board may, whenever it thinks fit, convene a Special General Meeting of the Council.
- 12.4 If, but for this 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.
- 12.5 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 of the Council.
- 12.6 The request for a Special General Meeting must:
- (a) state the objects of the meeting; and
  - (b) include the names of and be signed by the Members requesting the meeting; and
  - (c) be sent to the address of the Secretary.
- 12.7 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 three months after that date.

- 12.8 A Special General Meeting convened by Members in pursuance of 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.

### 13. **Special Business**

- 13.1 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.

### 14. **Notice of General Meetings**

- 14.1 The Secretary, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Council, (whether it be an Annual General Meeting or a Special General Meeting) must cause to be sent to each Member, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- 14.2 The 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.
- 14.3 No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- 14.4 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 after the receipt of the notification.
- ### 15. **Quorum at General Meetings**
- 15.1 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.
- 15.2 Fifteen Members personally present (being Members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
- 15.3 If, within half an hour after the appointment 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 Members - 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.

- 15.4 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 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.
- 16. Chairing at General Meetings**
- 16.1 Unless otherwise agreed by the Board under Rule 25A.1, the Chairperson shall preside as chairperson for each general meeting of the Council.
- 16.2 If the Chairperson is absent from a general meeting, or is unable to preside, the Members present must elect one of their number to preside as chairperson for that meeting.
- 17. Adjournment of Meetings**
- 17.1 The Chairperson 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.
- 17.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 17.3 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with Rule 14.
- 17.4 Except as provided in Rule 17.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.
- 18. Voting at General Meetings**
- 18.1 Subject to Rules 18.4 and 18.6, upon any question arising at a general meeting of the Council, members of the following Membership Classes 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) Organisational Member - two votes;
  - (e) Youth-Led Organisation - two votes;
  - (f) Associate Member - no vote;
  - (g) Additional Member - one vote;
  - (h) Life Member - one vote; and
  - (i) Local Government Body Member - two votes.

- 18.2 All votes must be given in person by attendance at the general meeting or by such other means (including electronic or postal voting) as the Board determines from time to time.
- 18.3 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, in the manner specified in Rule 25A.2.
- 18.4 Only Members who have paid all membership Fees which are due and payable by the Member are entitled to cast the number of votes referred to in Rule 18.1 at a general meeting.

19. **Poll at General Meetings**

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

20. **Manner of Determining whether Resolution Carried**

- 20.1 If a question arising at a general meeting of the Council 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 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.

21. **Representatives**

- 21.1 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 that member may exercise at general meetings of the Council.

22. **Board**

- 22.1 The affairs of the Council shall be managed by the Board.
- 22.2 The Board:
- (a) shall control and manage the business and affairs of the Council; and

- (b) may, subject to these Rules, exercise all such powers and functions as may be exercised by the Council other than those powers and functions that are required to be exercised by a general meeting of the Members; and
- (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Board to be necessary or appropriate for the proper management of the Council.

22.3 The Board shall consist of a minimum of six and maximum of eight individuals and must include:

- (a) no fewer than four persons who are Young Persons at the date of their appointment; and
- (b) one Rural Person.

In addition, the Board may include two skills based Independent Board Members, appointed pursuant to Rule 23A.

22.4 Subject to Rule 23A, an elected Board Member must be a Member of the Council eligible to vote at a general meeting.

22.5 A Board Member must disclose any conflict of interest in accordance with the Act and Council's conflicts of interest policy as promulgated by the Board under Rule 43.1 from time to time.

## 23. **Appointment of Board Members**

23.1 Subject to these Rules each Board Member shall hold office until the second Annual General Meeting following the date of his or her election but, subject to Rule 22.3, is eligible for re-election.

23.2 In the event of a casual vacancy occurring in the office of a member of the Board, the Board may appoint a Member to fill the vacancy and that Member appointed shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of the appointment.

## 23A. **Appointment of Independent Board Members**

23A.1 The Board may appoint, in accordance with Rule 32, up to two Independent Board Members, who may or may not be Members of the Council, to fill any gaps in expertise as required by the Council from time to time.

23A.2 A candidate for appointment as an Independent Board Member must be nominated by an existing Board Member delivering to the Board the nomination of an Independent Board Member made in writing and accompanied by the written consent of the candidate.

23A.3 The Board in appointing an Independent Board Member shall have regard to:

- (a) areas where expertise is needed;
- (b) the expertise of the Board following the Annual General Meeting; and
- (c) whether an Independent Board Member is the best way to address any gap in expertise.

23A.4 An Independent Board Member shall hold office, subject to these Rules, until the Annual General Meeting following his or her appointment, but will be eligible for re-election.

23A.5 Without limiting anything in this Rule 23A, an Independent Board Member has the same rights and is subject to the same obligations as other Board Members under these Rules.

## 24. **Election of Board Members**

24.1 Nominations of candidates for election as Board Members, with the exception of the Rural Person and Independent Board Members must be:

- (a) made in writing and signed by a Member other than the candidate and accompanied by the written consent of the candidate which may be endorsed on the form of the nomination;
- (b) made in accordance with any policies that the Board may make from time to time; and
- (c) delivered to the Secretary not less than twenty-one days before the day fixed for the holding of the Annual General Meeting.

24.2 If insufficient nominations are received to fill all vacancies in the Board, the candidates nominated shall be deemed to be elected provided that Rule 22.3 is complied with and the vacancies will be treated by the Board as casual vacancies in accordance with Rule 23.2.

24.3 If the number of nominations received is equal to the number of vacancies to be filled in the Board, the persons nominated shall be deemed to be elected provided that Rule 22.3 is complied with.

24.4 If the number of nominations exceeds the number of vacancies to be filled in the Board, a ballot must be held.

## 25. **Election of Rural Person**

25.1 Nominations of candidates for election as Rural Person, must be:

- (a) made in writing and signed by a Member and accompanied by the written consent of the candidate which may be endorsed on the form of the nomination; and
- (b) delivered to the Secretary not less than twenty-one days before the day fixed for the holding of the Annual General Meeting.

25.2 Unless the Board otherwise determines, a nominee must not be a Young Person.

25.3 If a nominee is elected at the Annual General Meeting by the Members, the nominee shall be deemed to be elected to the position of Rural Person.

25.4 If a person is not elected at the Annual General Meeting, the office of Rural Person shall be declared vacant and will be filled in accordance with Rule 24.2.

25.5 Subject to these rules the Rural Person shall hold office for two years.

## 26. **Election of Officers**

- 26.1 The officers of Council shall be:
- (a) a Chairperson, and
  - (b) a Treasurer.
- 26.2 The Officers will be appointed by the Board Members annually at the first meeting of the Board after each Annual General Meeting to be held as reasonably practicable after the Annual General Meeting.
- 26.3 The Secretary shall attend all meetings of the Board and will assist the Board in its operation. Although an officeholder of the Council, the Secretary will have no vote at meetings of the Board and will not be regarded as an Officer for the purposes of this Constitution.
- 26.4 Subject to these Rules and to the person continuing to be a Board Member, each Officer appointed under Rule 25.2 shall hold an office for a period of one year.
- 26.5 A member may only be appointed to one office at any one time,

27. **Board Vacancies**

The position of a Board Member becomes vacant if the Board Member:

- (a) dies, becomes incapacitated or (except in the case of an Independent Board Member) ceases to be a Member;
- (b) becomes bankrupt within the meaning of the Bankruptcy Act 1966 (Cth);
- (c) enters into arrangements with creditors without sequestration within the meaning of Part X of the Bankruptcy Act 1966 (Cth); or
- (d) enters into a deed or agreement with creditors to compromise debts.

27A. **Officer Vacancies**

- 27A.1 In the event of a casual vacancy, by reason of a Chairperson or Treasurer (“**Officeholder**”), resigning from the position, or the position otherwise becoming vacant under these Rules, the Board may appoint a Member to fill the vacancy and the Member appointed shall hold office, subject to these Rules, for the remainder of the vacating Officeholders term.
- 27A.2 An Officeholder who resigns from their position as an Officeholder however wishes to remain a Board Member may do so provided that the maximum number of Board Members under Rule 22.3 is not exceeded by reason of a Member, previously not being a Board Member, being appointed to the vacant position.

28. **Proceedings of the Board**

- 28.1 The Board must meet at least six times in each year at such place and such times as the Board may determine.
- 28.2 The Board may use technology to convene a meeting provided that the technology used enables each director present in each location to clearly and simultaneously communicate with every such director.
- 28.3 Special meetings of the Board may be convened by the Chairperson or by any four Board Members.

28.4 Any individual Observer may be excluded from a meeting of the Board, or a meeting or meetings of the Board held in camera for a specified purpose or period, if a motion to that effect is carried by no less than two-thirds of those present and entitled to vote.

28.5 Unless the Board otherwise determines, an Observer must be a Member.

## 29. **Notice of Board Meetings**

29.1 Written notice of each Board meeting must be given to each Board Member at least two business days before the date of the meeting.

29.2 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 the majority of the Board so determine.

## 30. **Quorum for Board Meetings**

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

30.2 No business may be conducted unless a quorum is present.

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

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

30.4 The Board may act notwithstanding any vacancy on the Board.

## 31. **Chairing at Board Meetings**

31.1 At meetings of the Board:

- (a) the Chairperson shall preside as chairperson for that meeting.
- (b) if the Chairperson is absent or unable to chair, the Board Members present must choose one of their number to preside as chairperson for that meeting.

## 32. **Voting at Board Meetings**

32.1 Questions arising at a meeting of the Board, or at a meeting of any sub-group appointed by the Board, shall be determined on a show of hands or, if a Board Member requests, by a poll taken in such manner as the Chairperson may determine.

32.2 Each Board Member specified in Rule 22.3 present at a meeting of the Board, or at a meeting of any sub-group appointed by the Board including the Chairperson is entitled to one vote and, in the event of an equality of votes on any question, the Chairperson may exercise a second or casting vote, in accordance with Rule 25A.2.

32.3 A resolution agreed to in writing by all directors has the same effect as a resolution passed at a meeting of the Board.



**34. Removal of Board Member**

- 34.1 The Council in a general meeting may, by resolution, remove any Board Member before the expiration of the Board Member's term of office and appoint another Board Member in his or her place to hold office until the next Annual General Meeting.
- 34.2 A Board Member who is the subject of a proposed resolution referred to in Rule 34.1 may make representations in writing to the Secretary or Chairperson of the Council (not exceeding a reasonable length) and may request that the representations be provided to the Members.
- 34.3 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 meeting.
- 34.4 The position of any Board Member absent for three consecutive meetings or for a total of four meetings in a year, without leave of absence shall automatically become vacant. Acceptance of an apology shall be deemed grant of such leave.

**35. Establishment of the Policy Advisory Group**

The Board must convene a Policy Advisory Group each year as soon as reasonably practicable after the Annual General Meeting, having the role and terms of reference that the Board determines.

**35A. Establishment of the Youth Reference Group**

The Board must convene a Youth Reference Group each year as soon as reasonably practicable after the Annual General Meeting, having the role and the terms of reference which the Board determines.

**36. Secretary**

- 36.1 The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- Where the office of Secretary of the Council becomes vacant, the Council shall within fourteen days after the vacancy arises, appoint a person to fill the vacancy.
- 36.2 A person is incapable of being appointed as a Secretary of the Council unless:
- (a) she or he has attained the age of eighteen years; and
  - (b) she or he is resident in the State.
- 36.3 The acts of a Secretary are not invalid by reason of any defect that may be discovered in his or her appointment or qualification.
- 36.4 The Secretary may not hold any other office on the Board.
- 36.5 The Council may remove the Secretary from his or her office.
- 36.6 The office of Secretary of the Council becomes vacant if the person holding that office:
- (a) dies;

- (b) resigns his or her office by writing under his or her hand addressed to the Board;
- (c) is removed from office by the Council;
- (d) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his or her creditors or makes an assignment of his or her estate for their benefit;
- (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;
- (f) ceases to be resident in this State.

36.7 The Secretary of the Council shall, within fourteen days after his or her appointment, give notice in the prescribed form to the Registrar of his or her appointment and of his or her full name and address in Victoria, together with the prescribed fee (if any).

### 37. **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.

### 38. **Funds**

38.1 The Treasurer must:

- (a) oversee financial matters of the Council;
- (b) authorise all payments over the value of:
  - (i) a figure set by the Finance Sub Committee and stated in the Council's CEO delegations policy; or
  - (ii) such other amount as from time to time decided by the Board.
- (c) present regular financial reports to the Board

38.2 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.

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

38.4 The assets and income of the organisation shall be applied solely in furtherance of its objects 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.

### 39. **Seal**

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

39.2 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 of the Council.

#### 40. **Notice to Members**

40.1 Except for the requirement in Rule 14, any notice that is required to be given to a Member, by or on behalf of the Council, under these Rules may be given by:

- (a) delivering the notice to the Member personally; or
- (b) sending it by prepaid post addressed to the Member at that member's address shown in the register of Members; or
- (c) facsimile transmission to the last number specified by the Member to the Secretary, in writing if the Member has requested that the notice be given to him or her in this manner; or
- (d) electronic transmission to the last electronic address specified by the Member to the Secretary in writing, if the Member has requested that the notice be given to him or her in this manner.

40.2 Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person on the second day after it is posted.

#### 41. **Winding Up**

41.1 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.

41.2 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.

#### 42. **Custody and Inspection of Books and Records**

42.1 Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Council.

42.3 Members may not inspect the records of the Council that relate to personal, employment, contractual and legal matters that are of a confidential nature.

42.4 Except in circumstances described in Rule 42.3 all accounts, books, securities and any other relevant documents of the Council shall be available for inspection at the Premises free of charge by all Members upon request.

42.5 Any accounts, books, securities and any other relevant documents, including copies, of the Council must not be taken from the Premises.

#### 43. **Policies**

The Board may promulgate policies governing the day to day activities of the Council, and may vary and interpret policies.

44. **Rules to be made available to Members**

The Council must make a copy of its Constitution available for inspection at any reasonable time by a Member at the request of that Member.