

**Foster Care Association of Victoria Inc
Reg A0025255A
ABN 30 747 010 099**

Statement of Purposes and Rules

***As amended and adopted at the SGM 17
September 2009***

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Foster Care Association of Victoria Inc
Associations Incorporation Act 1981

Statement of Purposes

1 Purposes

The association is established for the public charitable purposes of advancing and promoting the care of children and young people who are fostered or are in other forms of Home Based Care. The association seeks to achieve these purposes through various means, including the following:

- (a) providing and facilitating information and support networks, counselling, advice, referrals, and any other means of support and assistance for the foster carers;
- (b) research, collection and dissemination of information on or relating to foster care for carers, agencies, and other interested participants;
- (c) promoting and encouraging foster carers and the recognition of the important role they and their families play in the foster care system;
- (d) assisting all participants in the foster care system to develop, policies and guidelines to enhance the nurturing and protection of the foster children and that supports the needs of the foster families; and
- (e) encouraging contact and exchange of ideas and information between those persons involved in foster, kinship or permanent care; and
- (f) promoting and facilitating effective training and on-going development for foster carers.

2 Powers

In order to carry out the association's purposes, the association may:

- (a) raise funds and invite and receive contributions, grants, distributions of income or capital, gifts (by will or otherwise), subscriptions, fees, loans and deposits from any person;
- (b) provide funds or other material benefits by way of grant or otherwise;
- (c) accept and hold funds or property of any kind on or for any charitable objects or purposes specified or to be specified by any person or to be selected by the Directors from a class of trusts, objects or purposes specified by any person;
- (d) accept and undertake trusteeship, administration and management of trusts and funds, whether as trustee or as agent for the trustee or otherwise, and charge and accept fees, commission or other remuneration for doing so;
- (e) purchase, take on lease or in exchange, hire or otherwise acquire real or personal property, and any rights or privileges;

- (f) control, manage, lease, exchange, mortgage, charge, sell, transfer, surrender, dispose of, develop, carry on business or otherwise deal with any real or personal property of any kind or any estate or interest in that property;
- (g) invest, deal with and lend money and otherwise provide financial accommodation to, and guarantee or otherwise secure loans to, charitable objects or purposes;
- (h) construct, improve, maintain, develop, work, manage and control real or personal property;
- (i) enter into contracts and deeds;
- (j) appoint a person as the association's attorney or agent with the powers (including the power to sub-delegate) and on the terms the association thinks fit, and procure registration or recognition of the association in any other country or place;
- (k) enter into arrangements with any government or authority and obtain from any government or authority any right, privilege or concession;
- (l) engage, dismiss or suspend any employee, agent, contractor or professional person;
- (m) borrow, raise or secure the payment of money and secure the repayment or performance of any debt, liability, contract, guarantee or other engagement in any way and, in particular, by mortgage, charge or overdraft or by the issue of debentures or debenture stock (perpetual or otherwise) charged on all or any of the association's property (both present and future) and purchase, redeem or pay off those securities;
- (n) make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, and other negotiable or transferable instruments;
- (o) print and publish newspapers, periodicals, books or leaflets or otherwise publish information in hard copy or by electronic means;
- (p) accept any gift of property, whether subject to any special trust or not;
- (q) appoint patrons of the association;
- (r) make donations for charitable purposes;
- (s) decline or otherwise refuse to accept any gift (by will or otherwise), donation, settlement or other disposition of money or property;
- (t) co-ordinate and arrange conferences, meetings, standing committees and commissions and other forums; and
- (u) do all other things that are incidental or conducive to carrying out the association's purposes.

Foster Care Association of Victoria Inc

Associations Incorporation Act 1981

Rules

1 Name

The name of the incorporated association is Foster Care Association of Victoria Inc (**the association**).

2 Definitions and interpretation

2.1 Definitions

In these rules:

Act means the *Associations Incorporation Act 1981* (Vic);

Associate Member means a person who holds membership under rule 3.1(b);

Association means the Foster Care Association of Victoria Inc;

Co-opted Director means a person appointed by the Board of Directors as a member of the Board of Directors under rules 13.2(n) - 13.2(q);;

Board of Directors means the Board of Directors of the association composed in accordance with rule 13.2;

Director means a member of the Board of Directors, being either an Elected Director or a Co-opted Director;

Elected Director means a person who is appointed to the Board of Directors under rules 13.2(b) - 13.2(k);

Home Based Care means foster care or permanent care converted from a prior foster care arrangement;

Home Based Carer means any person providing Home Based Care;

ITAA 97 means *Income Tax Assessment Act 1997*;

Life Member means a person who holds membership under rule 3.1(c);

Member means a member of the association, whether an Ordinary Member, Associate Member or Life Member, but subject to the rights of the applicable category of membership;

Metropolitan Region has the meaning given to this term by the Department of Human Services of the State Government of Victoria;

Officer has the meaning given in rule 14.1 but for the purpose of rule 25 only, means:

(a) any Director; and

(b) any other person the Board of Directors determines from time to time;

Ordinary Member means a person who holds membership under rule 3.1(a);

Public Officer means the person occupying the office of public officer of the association under the Act; and

Returning Officer means the person (not being a Director or employee of the association) appointed as such by the Board of Directors;

Rural Region has the meaning given to this term by the Department of Human Services of the State Government of Victoria.

2.2 Interpretation

- (a) a word or expression in the singular includes the plural, and the plural includes the singular, and 'person' includes an incorporated body;
- (b) headings are for convenience only and do not affect the interpretation of these rules;
- (c) a reference to one gender includes all genders;
- (d) a reference to legislation, a regulation or a standard includes:
 - (1) any subordinate legislation made under legislation; and
 - (2) any modification or replacement of the legislation, regulation or standard or of any subordinate legislation made under legislation; and
- (e) a reference to these rules or the Statement of Purposes, or to a provision of these rules or the Statement of Purposes, includes any modification or replacement of them.

3 Membership

3.1 Membership categories

- (a) **Ordinary Member:** the following categories of people are eligible to apply for Ordinary Membership:
 - (1) any person providing Home Based Care;
 - (2) former providers of Home Based Care;
 - (3) any person over the age of 21 years who is or has been in Home Based Care;
 - (4) any person with expertise required by the Board of Directors who, in the opinion of the Board of Directors, holds values consistent with the purposes of the association.

Employees of the association are not eligible for Ordinary Membership, but may apply for Associate Membership.

- (b) **Associate Member:** any person (which, for the purposes of this clause 3, includes any organisation which has status as a legal entity separate from its members), including an employee of the association, is eligible to apply for admission as an Associate Member if, in the opinion of the Board of Directors, they hold values consistent with the purposes of the association. Associate Members have the rights and responsibilities of Ordinary Members other than voting rights. They do not have the right to be nominated for or hold office.

- (c) **Life Membership:** any person who in the opinion of the Board of Directors has given meritorious service to the association over a period of at least 5 years or who has made an extraordinary contribution to the association whether in time, money or in any other way may be recommended by the Board of Directors to a general meeting for appointment as a Life Member. Life Members have the rights and responsibilities of Ordinary Members including but not limited to the right to be nominated for and hold office. Life Members are not required to pay any entrance fees or subscriptions.

3.2 Application for membership

- (a) Any person may apply for membership of the association.
- (b) An application for membership:
 - (1) must be made in writing in the form set out in Appendix 1 or any other form approved by the Board of Directors; and
 - (2) must be lodged with the Board of Directors or its delegate.
- (c) After the receipt of an application, the Board of Directors or any delegate must consider the application and notify the applicant of the decision. The Board of Directors or delegate need not give any reason for rejecting an application.
- (d) The Board of Directors or its delegate must, upon payment of any applicable entrance fee or subscription, enter the Member's name in the register of Members.
- (e) A right, privilege, or obligation of a person by reason of that person's membership:
 - (1) is not capable of being transferred or transmitted to another person; and
 - (2) terminates upon the cessation of that person's membership whether by death or resignation or otherwise.

3.3 Register of Members

- (a) The Board of Directors must keep a register of Members. The full name, address and date of entry of the name of each Member must be entered.
- (b) The register of Members must be available for inspection by Members at the association's office on giving reasonable notice to the Board of Directors.
- (c) The register of Members may be kept in any manner or form the Board of Directors thinks fit, so long as it is readily convertible to written or printed form.
- (d) All persons may treat the register of Members as complete and accurate. Nothing done in good faith based on the completeness and accuracy of the register of Members will be rendered ineffective, void or voidable by any subsequently discovered omission from, or inaccuracy in, the register of Members.

3.4 Cessation of membership

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

- (a) dies;
- (b) resigns as a Member by giving written notice to the Board of Directors;
- (c) is expelled under rule 3.5;
- (d) becomes, if the Board of Directors so decides in their absolute discretion, an untraceable Member because the person has ceased to reside at, attend or otherwise communicate with his or her address on the register of Members; or
- (e) fails to pay any fees or subscriptions due and payable within 3 months of when it falls due, or such other time as the Board of Directors decides.

3.5 Expulsion

- (a) The Board of Directors may by resolution expel a Member from the association if, in their absolute discretion, they decide it is not in the interests of the association for the person to remain a Member.
- (b) If the Board of Directors intends to propose a resolution under rule 3.5(a), at least 2 weeks before the meeting at which the resolution is to be proposed, they must give the Member written notice:
 - (1) stating the date, place and time of the meeting;
 - (2) setting out the intended resolution and the grounds on which it is based; and
 - (3) informing the Member that it, he or she or a representative may attend the meeting and may give an oral or written explanation or submission before the resolution is put to the vote.
- (c) If the Member is an Elected or Co-opted Director then upon a vote expelling the member from the association that member shall also cease to be a Director.

3.6 Grievance procedure

- (a) Any dispute under these rules between a Member and another Member or between a Member and the association must, unless the parties otherwise agree, be dealt with by the procedure in this rule 3.6.
- (b) Any party to a dispute between Members, may refer the dispute to the Board of Directors for determination or mediation.
- (c) The Board of Directors may, subject to rule 3.6(e) below, act as a mediator or may appoint a third party as a mediator.
- (d) If there is a dispute between the association and a Member, either party may require the dispute be referred to mediation.
- (e) The mediator must be:
 - (1) a person chosen by agreement between the parties to the dispute; or
 - (2) in the absence of agreement within 14 days of a party requiring mediation:

- (A) in the case of a dispute between a Member and another Member, a person appointed by the Board of Directors; or
 - (B) in the case of a dispute between a Member and the association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice) or its successor in law.
- (f) A Member can be a mediator.
 - (g) The mediator cannot be a party to the dispute.
 - (h) Any party to a dispute may appoint any person to act on behalf of that party in the process of determination by the Board of Directors or mediator.
 - (i) The Board of Directors, in determining the dispute (if requested under rule 3.6(b)) or a mediator, in conducting the mediation, must:
 - (1) give the parties to the dispute every reasonable opportunity to be heard;
 - (2) allow due consideration by all parties of any written statement submitted by a party; and
 - (3) ensure that natural justice is accorded to the parties to the dispute throughout the process.
 - (j) If the mediation process does not result in the dispute being resolved, within a reasonable time as decided by the mediator, or failing this decision, within 2 months of the party requiring mediation, any party to the dispute may seek to resolve the dispute in accordance with the Act or otherwise at law.
 - (k) A determination made by the Board of Directors under this rule is final and binding on all parties to the dispute.

4 Entrance fee, annual subscription and financial Members

4.1 Entrance fee

The entrance fee is the amount, if any, set by the Board of Directors and at the date of adoption of these rules it is \$nil.

4.2 Annual Subscription

The annual subscription is the amount, if any, set by the Board of Directors and at the date of adoption of these rules it is \$nil.

4.3 Members

The Board of Directors may determine different fees or subscriptions for individual Members and Members who are incorporated bodies or for any different classes of membership.

4.4 Financial Member

- (a) A Member is a financial Member of the association if:
 - (1) all money due to the association at the relevant time is paid; or
 - (2) the Board of Directors has determined in a specific case exceptional circumstances or hardship exists so that a Member who owes money to the association is to be regarded as a financial Member.
- (b) A Member who is not a financial Member of the association may not vote at a general meeting.

5 Income and property

The association's income and property must be applied solely towards promoting the association's purpose and exercising its powers as set out in these rules. No part of the income or property may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, fee or otherwise, to any of the Members. However, this rule does not prohibit making a payment in good faith for:

- (a) out-of-pocket expenses incurred by a Member; or
- (b) a service rendered to the association by a Member in a professional or technical capacity where:
 - (1) the provision of the service has the prior approval of the Board of Directors; and
 - (2) the amount payable is not more than an amount which commercially would be reasonable payment for the service,

or prohibit payment:

- (c) in good faith to any Member for goods supplied in the ordinary and usual course of business;
- (d) of reasonable and proper interest on money borrowed from a Member; or
- (e) of reasonable and proper rent for premises let by any Member to the association.

6 Establishment and operation of gift fund

- (a) The remainder of this rule 6 is operative while the association is characterised as a public benevolent institution under item 4.1.1 of section 30-45 of the ITAA 97.
- (b) The association must maintain for its principal purpose a gift fund (**Gift Fund**):
 - (1) to which gifts of money or property for the purpose are to be made; and
 - (2) to which any money received by the association because of such gifts is to be credited;
 - (3) that does not receive any other money or property; and

- (4) for which a separate bank account is maintained.
- (c) The association must use the following only for its principal purposes:
 - (1) gifts made to the Gift Fund; and
 - (2) any money received because of such gifts.
- (d) At the first occurrence of:
 - (1) the winding up of the Gift Fund; or
 - (2) the association ceasing to be endorsed as a deductible gift recipient under Subdivision 30-BA of the ITAA 97,
any surplus assets of the Gift Fund must be transferred to an institution:
 - (3) which is charitable at law;
 - (4) whose constitution prohibits distributions or payments to its members and committee members to an extent at least as great as is outlined in rule 5; and
 - (5) gifts to which can be deducted under Division 30 of ITAA 97 due to it being characterised as a public benevolent institution under item 4.1.1 of section 30-45.
- (e) The identity of the institution must be decided by the Board of Directors.
- (f) Where gifts to an institution are deductible only if, among other things, the conditions set out in the relevant table item in Subdivision 30-B are satisfied, a transfer under this rule to that institution must be made in accordance with or subject to those conditions.

7 Annual general meeting

7.1 Generally

- (a) The association must in each calendar year convene an annual general meeting of Members within 5 months of the end of the financial year.
- (b) The annual general meeting must be specified as such in the notice convening it.

7.2 Business of an annual general meeting

- (a) The ordinary business of the annual general meeting is:
 - (1) to approve the minutes of the previous annual general meeting;
 - (2) to receive from the Board of Directors any reports on the transactions of the association during the preceding financial year, prepared for this purpose;
 - (3) to receive and consider the statement submitted by the association in accordance with section 30(3) of the Act; and

- (4) to appoint Members as Elected Directors, if applicable under rules 13.2(b) - 13.2(k).
- (b) The annual general meeting may transact special business of which notice is given in accordance with these rules.

8 General meetings

8.1 Board of Directors convening a general meeting

The Board of Directors may, whenever it thinks fit, convene a general meeting.

8.2 Members convening a general meeting

- (a) The Board of Directors must, on the written requisition of at least 25 Members entitled to vote, convene a general meeting.
- (b) The requisition for a general meeting must:
 - (1) state the objects of the meeting;
 - (2) be signed by the Members making the requisition; and
 - (3) be sent to the Board of Directors at the registered address of the association.
- (c) If the Board of Directors does not cause a general meeting to be held within one month after the date on which the requisition is received, the Members making the requisition, or any of them, may convene a general meeting to be held no later than 3 months after that date.
- (d) A general meeting convened by Members under this rule 8.2 must be convened in the same manner, as nearly as possible, as that in which general meetings are ordinarily convened by the Board of Directors.
- (e) The association must reimburse all reasonable expenses incurred by Members in convening the general meeting.

9 Notice of general meetings

- (a) The Board of Directors must, at least 7 days (or, if a special resolution has been proposed, at least 21 days) before the date fixed for holding a general meeting, cause to be sent to:
 - (1) each Member; and
 - (2) the auditor of the association (if any),at his, her or its address appearing in the register of Members, a notice stating the place, date and time of the general meeting and the general nature of the business to be transacted at the general meeting.
- (b) No business except that set out in the notice convening the general meeting may be transacted at the general meeting.

10 Proceedings at general meetings

10.1 Quorum

- (a) No item of business may be transacted at a general meeting (except the election of a chairperson of the meeting and the adjournment of the meeting) unless a quorum is present during the time when the meeting is considering that item.
- (b) Subject to rule 10.4(c), a quorum consists of 15 Members entitled to vote in person.
- (c) If, within 30 minutes after the appointed time for a general meeting to commence, a quorum is not present, the meeting:
 - (1) if convened on the requisition of Members under rule 8.2, is dissolved; and
 - (2) in any other case, will stand adjourned to the date which is 14 days after the date for the general meeting at the same time and (unless another place is specified by the chairperson at the time of the adjournment or by written notice given to Members in accordance with rule 10.3(c)) at the same place. If at the adjourned general meeting a quorum is not present within 30 minutes after the time appointed for the adjourned general meeting to commence, the Members personally present (being not less than 5) shall be the quorum. If there are less than 5 Members personally present at the adjourned general meeting, the adjourned general meeting is dissolved.

10.2 Chairperson of general meetings

- (a) The president of the Board of Directors must (if present within 15 minutes after the time appointed for the meeting and willing to act) preside as chairperson at each general meeting.
- (b) If at a general meeting:
 - (1) the president, or in his or her absence the vice president, of the Board of Directors is not present within 15 minutes; or
 - (2) the president, or in his or her absence the vice president, of the Board of Directors is present but is not willing to act as chairperson of the meeting,the Members present must elect as chairperson of the meeting:
 - (3) another Director who is present and willing to act; or
 - (4) if no other Director present at the meeting is willing to act, a Member who is present and willing to act.

10.3 Adjournment

- (a) The chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the general meeting from time to time and place to place.
- (b) No business may be transacted at an adjourned general meeting (whether adjourned under rule 10.1(c) or rule 10.3(a)) except the business left unfinished at the general meeting at which the adjournment took place.

- (c) Where a general meeting is adjourned for 14 days or more (whether adjourned under rule 10.1(c) or rule 10.3(a)), the Board of Directors must, at least 7 days before the date fixed for holding the adjourned general meeting, cause to be sent to each Member and the auditor of the association (if any), at his, her or its address appearing in the register of Members, a notice stating the place, date and time of the adjourned general meeting and the general nature of the business to be transacted at the adjourned general meeting.
- (d) Except as provided in rule 10.3(c), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

10.4 Conducting general meetings

- (a) A question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chairperson of the meeting, whose decision is final.
- (b) All the provisions in these rules relating to meetings of the Members apply, so far as they can and with any necessary changes, to meetings of the Members by telephone or other electronic means.
- (c) A Member who takes part in a meeting by telephone or other electronic means will not be counted towards a quorum, however for all other purposes is taken to be present in person at the meeting.
- (d) A meeting by telephone or other electronic means is taken as held at the place decided by the chairperson of the meeting, as long as at least one of the Members involved was at that place for the duration of the meeting.

10.5 Voting

- (a) A resolution put to the vote of a general meeting must be decided on a show of hands, unless before the vote is taken or before or immediately after the declaration of the result of the show of hands, a poll is demanded by:
 - (1) the chairperson; or
 - (2) at least 2 Members present and entitled to vote on the resolution.
- (b) Unless a poll is demanded:
 - (1) a declaration by the chairperson that a resolution has, on a show of hands or other method of voting, been carried or carried unanimously or carried by a particular majority or lost; and
 - (2) an entry to that effect in the minute book of the association, is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- (c) Upon any question arising at a general meeting, each Member entitled to vote has one vote.
- (d) Except where a postal ballot has been announced votes must be given:

- (1) personally; or
 - (2) by proxy.
- (e) Where the votes on a question are equal, the chairperson of the meeting may:
- (1) re-open the debate, impose a time limit within the meeting and request a further vote; or
 - (2) refer the question to the Board of Directors for resolution.

10.6 Proxies

- (a) Each Member entitled to attend and vote at a general meeting of the association may appoint any individual (aged 18 or more years) as the Member's proxy to attend and vote for the Member at the general meeting by notice given to the association in accordance with rule 21 no later than 24 hours before the time of the general meeting for which the proxy is appointed.
- (b) The notice appointing the proxy must be in the form set out in Appendix 2 or any other form approved by the Board of Directors.
- (c) Each Member who appoints a proxy in accordance with this clause 10.6 and does not attend a general meeting in person will be recorded as an apology in the minutes of the general meeting.
- (d) A proxy appointed to attend and vote for a Member has the same rights as the Member to speak and to vote (but only to the extent allowed by the appointment) at the general meeting.
- (e) An individual appointed as proxy in accordance with rules 10.6(a) and 10.6(b) may only exercise their rights in accordance with rule 10.6(d) in respect of a maximum of two Members (notwithstanding that the individual may have been appointed as proxy in accordance with rules 10.6(a) and 10.6(b) by more than two Members). Any purported exercise of rights by a proxy in respect of more than two Members will be rendered ineffective, void and voidable.
- (f) A proxy's authority to speak and vote for a Member at a general meeting is suspended while the Member is present at the meeting.

11 Voting by postal ballot

11.1 Issuing of postal ballots

- (a) The Returning Officer shall prepare ballot papers and envelopes for returning ballot papers
- (b) The Returning Officer shall make available to all members entitled to vote at a general meeting ballot papers and envelopes for returning ballot papers for use in an election of Directors to elected pursuant to rules 13.2(b)-13.2(i) by mailing such ballot papers and envelopes.
- (c) The ballot paper shall contain:

- (1) the names of the candidates whose position on the ballot paper will be determined by lot;
 - (2) an asterisk denoting a member standing for re-election;
 - (3) where in the opinion of the Returning Officer the names of two (2) or more candidates are so similar as to be likely to cause confusion, such other matter as will, in the opinion of the Returning Officer, distinguish them from one another;
 - (4) a statement as to the number of candidates to be elected;
 - (5) whether on the front or back of the ballot paper or separate to the ballot paper such directions as to the manner in which the vote is to be recorded, the ballot paper is to be returned to the Returning Officer and particulars of members are to be recorded. Such directions may be omitted in whole or part where such directions are set out in material which is to be made available to members together with the ballot paper; and
 - (6) any other information considered necessary or appropriate by the Board of Directors.
- (d) The envelope addressed to the Returning Officer shall contain such details identifying the member as prescribed from time to time by the Board of Directors. The envelope may be pre-paid at the discretion of the Returning Officer.

11.2 Voting by postal ballot

- (a) A member who wishes to vote shall record the member's vote by:
- (1) completing the ballot paper in accordance with the directions on or accompanying the ballot paper;
 - (2) placing the completed ballot paper into the return envelope provided or into any other envelope addressed to the Returning Officer;
 - (3) sealing the envelope;
 - (4) recording on the envelope the particulars of the member prescribed by the Board of Directors from time to time (for the purpose of identifying the member); and
 - (5) returning the envelope to the Returning Officer.
- (b) Where a member has not strictly complied with the directions for recording votes, returning the ballot paper, recording his or her particulars on the return envelope or any provisions of these rules, the Returning Officer shall have a discretion to accept the ballot paper of such member and count the member's vote, provided that the Returning Officer is satisfied with regard to the identity of the member voting and the member's voting intention.

11.3 Receipt of postal votes by the Returning Officer

- (a) Upon receipt of an envelope purporting to contain a ballot paper, the Returning Officer shall examine the name or other particulars on the envelope to establish that:
- (1) the sender is a member; and
 - (2) the sender, if a member, has not already voted in that ballot

before an envelope may be opened for scrutiny of the ballot paper.

- (b) If the Returning Officer is not satisfied with the particulars on the envelope purporting to contain a ballot paper or the ballot paper is received after the close of the ballot the Returning Officer shall reject the envelope and that vote will be invalid.
- (c) Ballot papers must be received by the Returning Officer no later than 5 pm on the date of closure of voting.
- (d) Upon receipt of the envelopes and before the counting of the votes the Returning Officer may place the envelopes containing the ballot papers in any order as he or she determines in preparation for the counting of the votes.
- (e) The scrutiny of the ballot papers shall commence only after the close of the ballot.
- (f) The Returning Officer must notify the candidates at least one week prior to the closure of the ballot of their right to appoint a scrutineer and the place and time of commencement of counting votes. It shall be the responsibility of the candidate to inform his or her scrutineer accordingly.
- (g) Each candidate must notify the Returning Officer in writing not later than three days prior to the closure of the ballot the name and address of his or her scrutineer (if a scrutineer is to be appointed).

11.4 Counting of votes

- (a) Counting of votes shall be the responsibility of the Returning Officer and shall be undertaken by him or her and any staff assisting the Returning Officer.
- (b) Scrutiny of ballot papers shall not commence until all envelopes received by the Returning Officer have been checked.
- (c) Ballot papers shall not be removed from their envelopes earlier than immediately prior to the commencement of counting.
- (d) Ballot papers must be separated from envelopes without the Returning Officer scrutinising the vote of the member and such ballot papers must be placed in a random file so that it is not known which ballot papers derived from which envelopes.
- (e) The Returning Officer and any electoral staff must examine and count in the presence of the scrutineers in attendance (if any) the number of votes recorded for each candidate.
- (f) At the examination of the ballot papers every ballot paper:
 - (1) which is manifestly irregular; or
 - (2) which purports to vote for a greater or lesser number of candidates than are required to fill the relevant vacancies (provided that a ballot paper that included a vote for a candidate who died, withdraws his or her candidacy or became an ineligible candidate during the election period shall not, for that reason, but regarded as, involving a vote for a lesser number of candidates than required); or
 - (3) which is so imperfectly marked that the intention of the Member cannot with certainty be ascertained

shall be rejected.

- (g) The non-receipt of a ballot paper by a member, the omission of the Returning Officer to forward a ballot paper to a member, or the failure of either a member or the Returning Officer to comply strictly with any provisions of these rules shall not invalidate an election.
- (h) If any candidates have an equal number of votes the President of the Board of Directors or Chairman of the Meeting shall have a casting vote.
- (i) The Returning Officer shall make out and sign a report and declaration setting out the number of votes given for each candidate and shall convey the report and declaration on the election to the President of the Board of Directors. The scrutineers (if any) must be invited to sign the report and declaration.
- (j) The President of the Board of Directors shall at the Annual General Meeting declare elected the eligible candidates who, according to the Returning Officer's report, have received the highest number of votes or are elected unopposed. The Directors so elected shall take office from the end of the Annual General Meeting. The President of the Board of Directors may, for the information of members, disclose the results of the election to members following the receipt of the Returning Officers Report.

11.5 Death, withdrawal or ineligibility of candidates during election period

- (a) If during the election period any candidate dies or withdraws his or her candidacy or for any reason becomes an ineligible candidate but the number of candidates remains more than the number of candidates required to be elected, the ballot shall not be informal and it shall not be necessary to make any change to the ballot paper. Votes for the candidate who died, withdrew his or her candidacy or became an ineligible candidate shall be disregarded in determining the results of the election.
- (b) If during the election period any candidate dies or withdraws his or her candidacy or for any reason becomes an ineligible candidate and the number of candidates is thereby less than or equal to the number of candidates required to be elected no ballot shall be conducted and the provisions of rule 10.5 shall apply.
- (c) If any issue arises before or during an election, relating to the conduct of the Election and such issue which is not expressly covered by these rules, the Returning Officer may decide the same himself or herself or refer it to the President of the Board of Directors and any decision by the Returning Officer or the President of the Board of Directors (as the case may be) not inconsistent with these rules shall be final and binding on the association, all members and all candidates for office.
- (d) The Returning Officer and or the President of the Board of Directors may determine prior to or after the elections that a Candidate (hereinafter called "the Candidate") is ineligible for election or that there is reason to believe that the candidate is ineligible for election. If the Candidate disputes such determination the Candidate shall agree to the appointment of a Nomination Committee to consist of three persons selected by the President (or such other equivalent position) of the Law Institute of Victoria Ltd (or such equivalent body) for the time being or his/her nominee and which is

empowered to consider the Candidate's eligibility as Director. In order to dispute the determination the Candidate must give written notice to the Returning Officer and/or the President of the Board of Directors within 72 hours of being notified of the determination, requesting the appointment of a Nomination Committee. The failure to give such written notice by the Candidate of a determination of the Nomination Committee that the Candidate is ineligible for election will be deemed to be a withdrawal of his or her nomination or resignation of his or her directorship, as the case may be. The candidate shall be bound by the decision of the Nomination Committee.

- (e) Any decision direction or determination necessary in connection with an Election at the Annual General Meeting shall be made by the President of the Board of Directors or the Chairman of the Meeting and shall be final and binding on all members and candidates for office.

12 Election material

- (a) Information concerning a candidate provided by the candidate to the association may be included in election material produced, published or issued by the association.
- (b) All election material produced, published or issued by the association must have prior approval of the Returning Officer.
- (c) Only material approved by the Returning Officer is to be circulated to members.
- (d) Unless otherwise resolved at the Annual General Meeting at which the result of the Ballot is declared, the Returning Officer shall destroy all election material after one (1) month from the date of the Annual General Meeting.
- (e) No campaign managers or agents acting on behalf of candidates will be recognised by the Returning Officer or the association.

13 The Board of Directors

13.1 Power to manage the association

- (a) The affairs of the association will be managed by a board of governance known as the Board of Directors.
- (b) The Board of Directors:
 - (1) has responsibility for the oversight of the financial, administrative and management functions of the association and setting strategic directions for the association;
 - (2) may exercise, to the exclusion of the Members at general meeting, all the powers of the association which are not required by these rules or the Act, to be exercised by the Members at general meetings.

13.2 Composition of Board of Directors

- (a) The Board of Directors shall consist of a minimum of 6 and up to 9 Elected Directors and up to 5 Co-opted Directors.

Elected Directors

- (b) The Board of Directors must consist of at least 6 Elected Directors. The maximum number of Elected Directors on the Board of Directors is 9, but may be varied by resolution of the Members.
- (c) At all times (with the exception of any period of time contemplated by rule 11.2(d)), at least one fifth of the Elected Committee Members on the Committee must be representatives of a Rural Region.
- (d) At all times (with the exception of any period of time contemplated by rule 11.2(d)), at least one fifth of the Elected Committee Members on the Committee must be representatives of a Metropolitan Region.
- (e) In the event that insufficient nominations are received under rule 13.2 to enable rules 13.2(c) and 13.2(d) to be complied with, the Committee will appoint the necessary Elected Committee Members in accordance with rules 13.2(h) and 13.2(i) as soon as practicable following the annual general meeting so as to ensure rules 13.2(c) and (d) are complied with.
- (f) The Returning Officer must follow the directions of the Board of Directors and act consistently with the policies of the association to give effect to rules 13.2(b) - 13.2(c).

Term of office

- (g) Subject to these rules, each Elected Director shall hold office only until the conclusion of the third annual general meeting following his or her appointment. If less than one third of the Elected Board of Directors has not retired or stood for re-election at the Annual General Meeting to be held in 2009 then one or more Elected Directors shall agree to so retire or stand for re-election and failing agreement such additional retirements or re-election candidates shall be determined by a ballot drawn by the President of the Board of Directors prior to the close of nominations for re-election at the Annual General Meeting to be held in 2009.

Vacancies and additional appointments

- (h) The Board of Directors may appoint a person as an Elected Director to fill a vacancy to the Board of Directors.
- (i) **An Elected Director** appointed by the Board of Directors under rule 13.2(h), holds office only until the conclusion of the next annual general meeting following his or her appointment under rule 13.2(h).

Election and re-election

- (j) The association may by resolution at an annual general meeting or by postal ballot fill an office vacated by a Director under rule 13.2(g) or rule 13.2(i) by electing or re-electing an eligible person to that office.

- (k) The Board of Directors shall determine in any year whether the election or re-election of Directors shall be by way of postal ballot or by resolution at the annual general meeting
- (l) An Elected Director retiring from office under rule 13.2(g) or 13.2(i) is eligible for re-election subject to a maximum term of 9 consecutive years, unless the maximum term is varied for a particular Elected Director by the Board of Directors.
- (m) The retirement of an Elected Director from office under these rules and the re-election of the Elected Director or the election of another person to that office (as the case may be) takes effect at the conclusion of the meeting at which the retirement and re-election or election occurs.

Co-opted Directors

- (n) In addition to the right to appoint additional Elected Directors under rule 13.2(h), the Board of Directors may appoint up to a maximum of 5 Co-opted Directors who, in the opinion of the Board of Directors, can provide specialist expertise to the association.
- (o) A Co-opted Director may, but is not required to be, a Member.
- (p) A Co-opted Director shall have a term as determined by the Board of Directors (up to a maximum of three years) which is renewable at the discretion of the Board of Directors.
- (q) A Co-opted Director is not subject to the process of nomination and election by Members as set out in these rules.

13.3 Nomination of Elected Directors

- (a) Nominations of candidates for election as Elected Directors will be called for at least 6 weeks prior to the annual general meeting of the association at which elections will be held. The notice calling for nominations must list those Elected Directors ceasing to be Elected Directors.
- (b) The nominations must be:
 - (1) made in writing;
 - (2) signed by the candidate and a Member other than the candidate;
 - (3) accompanied by a short biographical statement and the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (4) delivered to the association not less than 30 days before the date fixed for the holding of the annual general meeting.
- (c) Information about each nominated candidate (provided he or she is eligible under rule 13.2(l)) will be sent to all Members no later than 21 days prior to the annual general meeting.
- (d) If insufficient nominations are received to fill all vacancies on the Board of Directors, the candidates nominated shall be deemed to be elected and further nominations, if any, will be received and voted on either by way of postal ballot or at the annual general meeting as determined by the Board of Directors.

- (e) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected as Elected Directors.
- (f) If the number of nominations received exceeds the number of vacancies to be filled, an election must be held. The election shall be conducted by postal ballot or at the annual general meeting in such manner as the Board of Directors may direct.

13.4 Removal of Elected Director

- (a) Subject to rules 3.5 and 13.4(b) the Members may, by resolution passed at a general meeting, remove any Elected Director and appoint another Ordinary Member or Life Member in his or her place to hold office until the next annual general meeting.
- (b) The Elected Director who is the subject of a proposed resolution under rule 13.4(a) must be given at least 4 weeks notice of the general meeting and may make a representation in writing to the president (not exceeding a reasonable length) and request that the representation be notified to the Members and the president must send a copy of the representation to each Member if received at least 30 days before the general meeting and, if it is not so sent, the Elected Director may require that it be read out at the general meeting.

13.5 Vacancy of office on Board of Directors

The position of a Director becomes vacant if the person:

- (a) becomes bankrupt within the meaning of the *Bankruptcy Act*;
- (b) becomes of unsound mind, or a person whose person or estate is liable to be dealt with under the law relating to mental health;
- (c) is found guilty of or convicted of an indictable offence punishable by imprisonment, whether or not a term of imprisonment is imposed;
- (d) resigns as a Director by written notice to the Board of Directors;
- (e) is expelled from the association under rule 3.5 or
- (f) fails to attend 3 consecutive meetings of the Board of Directors without approval of the remaining Directors (whether given before or after that absence) and is removed from office by resolution of the Board of Directors.

13.6 Use of information or position

- (a) A Director must not:
 - (1) while a Director; and
 - (2) after ceasing to be a Director,knowingly or recklessly make improper use of information acquired by virtue of his or her position in the association so as to:
 - (3) gain, directly or indirectly, any pecuniary benefit or material advantage for himself or herself or any other person; or
 - (4) cause a detriment to the association.

- (b) A Director must not knowingly or recklessly make improper use of his or her position in the association so as to:
 - (1) gain, directly or indirectly, any pecuniary benefit or material advantage for himself or herself or any other person; or
 - (2) cause detriment to the association.

13.7 Disclosure of interests

- (a) A Director who has any direct or indirect interest in a contract, or proposed contract, with the association must:
 - (1) as soon as he or she becomes aware of his or her interest, disclose the nature and extent of his or her interest to the Board of Directors; and
 - (2) disclose the nature and extent of his or her interest in the contract, or proposed contract, in the statement submitted under section 30(3) of the Act by the association to the Members at the next annual general meeting.
- (b) Rule 13.7(a) does not apply in respect of an interest that exists only by virtue of the fact that the Director:
 - (1) is an employee of the association;
 - (2) is a member of a class of persons for whose benefit the association is established; or
 - (3) has the interest in common with all or a substantial proportion of the Members.
- (c) Subject to rule 13.7(d), if a Director discloses an interest in a contract, or proposed contract, in accordance with rule 13.7(a), or his or her interest is not such as need be disclosed under rule 13.7(a):
 - (1) the contract is not liable to be avoided by the association on any ground arising from the fiduciary relationship between the Director and the association; and
 - (2) the Director is not liable to account for profits derived from the contract.
- (d) Despite anything to the contrary in these rules, a Director may not act as auditor of the association.

13.8 Voting on contract in which Director has interest

- (a) A Director who has any direct or indirect interest in a contract, or proposed contract, with the association must not take part in any decision of the Board of Directors with respect to that contract but may, subject to a decision of the remaining Directors, take part in any deliberations with respect to that contract or proposed contract.
- (b) Rule 13.8(a) does not apply in respect of an interest:
 - (1) that exists only by virtue of the fact that the Director is a member of a class of persons for whose benefit the association is established; or
 - (2) that the Director has in common with all or a substantial proportion of the Members.

13.9 Implied validity

Despite any other provision in these rules, all decisions and actions at a meeting of the Board of Directors, and all actions taken by the Board of Directors or a person acting as a Director, are as valid as if every person acting as a Director had:

- (a) been duly appointed;
- (b) duly continued in office; and
- (c) at all material times been fully entitled to do all things which he or she did or purported to do as a Director,

even though it is later discovered that there was a defect in the person's appointment or continuance in office, or that the person had vacated office or was not entitled to do a particular thing.

14 Proceedings of the Board of Directors

14.1 Officers

- (a) The Officers of the association are, unless otherwise decided by the Board of Directors:
 - (1) a president
 - (2) a vice president;
 - (3) a treasurer; and
 - (4) a secretary.
- (b) The Officers of the association constitute the executive and their responsibilities and delegations will be as defined by the Board of Directors or as otherwise set out in these rules.
- (c) Subject to rule 14.1(d), the Officers of the association are elected by the Board of Directors from amongst the Directors on an annual basis at the first meeting of the Board of Directors after each annual general meeting of the association.
- (d) The offices of president, vice president and secretary of the association shall only be filled by Elected Directors. The office of treasurer shall be filled by an Elected Director or a Co-opted Director.

14.2 Responsibility for administration

- (a) The Board of Directors must ensure minutes of the resolutions and proceedings of each general meeting and each Board of Directors meeting are kept in books provided for that purpose together with a record of the names of persons present at Board of Directors meetings.
- (b) The Board of Directors must ensure a person is appointed to:
 - (1) collect and receive all monies due to the association and make all payments authorised by the association; and

- (2) keep correct accounts and books showing financial affairs of the association with full details of all receipts and expenditures connected with the activities of the association.

14.3 Board of Directors meetings

- (a) The Board of Directors must meet at least 6 times in each financial year and within 21 days of each annual general meeting.
- (b) Subject to rule 14.3(a), the Board of Directors may meet together and adjourn and otherwise regulate their meetings as they think fit.

14.4 Convening meetings

- (a) The president or any Director may convene a meeting of the Board of Directors whenever they think fit.
- (b) The Board of Directors or its delegate must, on requisition of the president or any Director under rule 14.4(a), convene a meeting of the Board of Directors.

14.5 Quorum

- (a) A quorum for transacting the business of a meeting of the Board of Directors is 50% of the Directors or if this is not a whole number, the next highest whole number.
- (b) No business may be transacted at a meeting of the Board of Directors unless a quorum is present. If within 15 minutes of the time appointed for the meeting a quorum is not present, the chairperson may adjourn the meeting to the same place and at the same hour of the same day in the following week.
- (c) If the number of Directors at any time is not sufficient to constitute a quorum of a Board of Directors meeting or is less than the minimum number of Directors fixed under these rules, the remaining Directors must act as soon as possible to:
 - (1) increase the number of Directors to a number sufficient to constitute a quorum and to satisfy the minimum number required under these rules; or
 - (2) convene a general meeting of the association for that purpose, and, until that has happened, may only act if and to the extent that there is an emergency requiring them to act.

14.6 Chairperson

- (a) Subject to rules 14.6(b) and 14.6(c), the president, or in his or her absence, the vice president, must act as chairperson at each meeting of the Board of Directors.
- (b) If both the president and vice president are absent or unwilling to act at any particular meeting of the Board of Directors, then the Directors present must elect one of their number to act as chairperson for that meeting.
- (c) The chairperson for the first meeting of the Board of Directors held after each annual general meeting of the association (at which the Officers of the association are elected by the Board of Directors in accordance with rule 14.1(b)), will be determined in accordance

with any relevant policy of the association. If there is no relevant policy of the association then in existence the Directors present must elect one of their number to act as chairperson for that meeting.

14.7 Decisions of the Board of Directors

- (a) A meeting of Directors at which a quorum is present may exercise all the powers and discretions vested in or exercisable by the Directors under these rules.
- (b) Questions arising at a meeting of the Board of Directors must be decided by a majority of votes cast by the Directors present. Such a decision is for all purposes a decision of the Board of Directors.
- (c) Where the votes on a proposed resolution are equal, the chairperson of the meeting has a casting vote in addition to his or her deliberative vote.

14.8 Observers at meetings of Board of Directors

Members and other persons, when invited by the Board of Directors, may attend meetings or such part of the meeting as determined appropriate by the Board of Directors, but do not have voting rights and may not speak at the meeting unless permitted by the chairperson.

14.9 Meetings convened by telephone or other electronic means

- (a) The contemporaneous linking together by telephone or other electronic means of a number of the Directors sufficient to constitute a quorum, constitutes a meeting of the Board of Directors and all the provisions in these rules relating to meetings of the Board of Directors apply, so far as they can and with such changes as are necessary, to meetings of the Board of Directors by telephone or other electronic means.
- (b) A meeting by telephone or other electronic means is to be taken to be held at the place determined by the chairperson of the meeting of the Board of Directors provided that at least one of the Directors involved was at that place for the duration of the meeting.
- (c) A Director who is unable to be present at a Board of Directors meeting may request the provision of a telephone or other electronic means and the Director participating by telephone or other electronic means is deemed to be present for all voting purpose.
- (d) Where more than one Director requests access to a telephone or other electronic means, the resources will be provided if reasonably available.

14.10 Written resolutions of the Board of Directors

- (a) If:
 - (1) a majority of the Directors (other than any Director who disqualifies himself or herself from considering the act, matter, thing or resolution in question on the grounds that he or she is not entitled at law to do so or has a conflict of interest), assent to a document containing a statement to the effect that an act,

matter or thing has been done or resolution has been passed;
and

- (2) the Directors who assent would have constituted a quorum at a meeting of the Board of Directors held to consider that act, matter, thing or resolution,

that act, matter, thing or resolution is to be taken as having been done at or passed by a meeting of the Board of Directors.

- (b) For the purpose of rule 14.10(a):

- (1) the meeting is to be taken to have been held on the day on which, and at the time at which, the document was last assented to by a Director;
- (2) 2 or more separate documents in identical terms each of which is assented to by one or more Director are to be taken as constituting one document; and
- (3) a Director may signify assent to a document by signing the document or by notifying the association of the Director's assent in person or by post, facsimile transmission, telephone or other method of written, audio or audio visual communication.

- (c) Where a Director signifies assent to a document otherwise than by signing the document, the Director must by way of confirmation sign the document at the next meeting of the Board of Directors attended by that Director, but failure to do so does not invalidate the act, matter, thing or resolution to which the document relates.

- (d) Where a document is assented to in accordance with rule 14.10(a), the document is to be taken as a minute of a meeting of the Board of Directors.

15 Subcommittees

15.1 Delegation to subcommittees

The Board of Directors may delegate any of the Board of Directors powers to a subcommittee or subcommittees established by the Board of Directors, comprising the Directors or any other people (whether Directors or not) that the Board of Directors decides.

15.2 Control of subcommittees

- (a) The Board of Directors may name, dissolve and vary the powers and composition of a subcommittee as the Board of Directors thinks fit.
- (b) Each member of a subcommittee holds office on terms decided by the Board of Directors.
- (c) A subcommittee must exercise its powers, and generally conduct itself consistently with the policies of the association and in accordance with any directions given by the Board of Directors including, but not limited to, any directions concerning keeping minutes and reporting to the Board of Directors.

15.3 Rules apply to subcommittee

Subject to any directions by the Board of Directors, the provisions of these rules applying to meetings and resolutions of the Board of Directors apply, so far as they reasonably can and with any modifications reasonably necessary, to meetings of a subcommittee.

16 Delegates and the Public Officer

16.1 Delegates

- (a) The Board of Directors may from time to time appoint delegates of the association, who may or may not be Directors.
- (b) The Board of Directors may delegate any of its powers or responsibilities to a delegate appointed under rule 16.1(a).
- (c) Despite rule 16.1(b), the Board of Directors remains responsible for the:
 - (1) exercise of Board of Directors powers; and
 - (2) discharge of Board of Directors responsibilities,by a delegate appointed under rule 16.1(a).
- (d) A delegate to whom any powers have been so delegated must exercise the powers delegated in accordance with any directions of the Board of Directors.

16.2 The Public Officer

The Board of Directors must appoint at least one Public Officer who will hold the position subject to, and have the powers provided for under, the Act and who must carry out any additional duties decided by the Board of Directors from time to time.

17 Audit

17.1 Appointment of auditor

If the association is or becomes a prescribed association under the Act, the Board of Directors must appoint a qualified auditor.

17.2 Remuneration of auditor

The Board of Directors may fix the remuneration of the auditor from time to time.

17.3 Qualifications of auditor

The auditor must be:

- (a) a registered company auditor registered under section 1280 of the *Corporations Act*;
- (b) a firm of registered company auditors registered under section 1280 of the *Corporations Act*;

- (c) a member of the Australian Society of Certified Practising Accountants or the Institute of Chartered Accountants in Australia; or
- (d) any other person approved by the Registrar of Incorporated Associations for this purpose.

17.4 Role of auditor

- (a) The auditor must:
 - (1) examine the accounting records of the association at least once in each financial year; and
 - (2) meet with relevant Directors or other representatives of FCAV deemed appropriate by the Board of Directors for this purpose at times arranged with the Board of Directors and relevant persons.
- (b) The auditor must draw up the audit program. In preparing the program the auditor must have regard to:
 - (1) current practice;
 - (2) the auditing standards issued from time to time by recognised Australian accounting bodies; and
 - (3) any advisory notes for auditors which the Board of Directors issues from time to time.

17.5 Access by auditor

The auditor:

- (a) must be given access to the accounting records of the association at all times; and
- (b) may make reports to the Board of Directors as the auditor considers necessary.

17.6 Report by auditor

The auditor must:

- (a) make a report to the Members at each annual general meeting on every statement of income and expenditure and balance sheet tabled before each annual general meeting during the auditor's term of office; and
- (b) state in the report whether in his or her opinion:
 - (1) the statement of income and expenditure and balance sheet together with any statements, reports and notes that are attached to and intended to be read with the statement or balance sheet are properly drawn up so as to give a true and fair view of the financial position of the association during and at the end of its last financial year (or other date appropriate to the period covered by that balance sheet and statement);
 - (2) the accounting and other records examined by the auditor have been properly maintained; and

- (3) the financial statements are in accordance with the Australian Accounting Standards specified in Schedule 1 of the *Associations Incorporations Regulations 1998*.

17.7 Attendance at general meetings

The auditor may attend a general meeting and make a report direct to the Members of any matter within the scope of the auditor's duties.

18 Cheques

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed:

- (a) as the Board of Directors decides; or
- (b) failing a decision under rule 18(a), by any 2 Directors.

19 Custody and inspection of records

19.1 Custody of records

The Board of Directors or its delegate for this purpose must keep in its custody or under its, his or her control, all books, documents and securities of the association. Books, documents and securities will be stored at the association's registered address.

19.2 Inspection of records

The documents associated with incorporation, the register of Members and the minutes of general meetings must be made available for inspection by any Member who gives the Board of Directors or its delegate for this purpose reasonable notice that he, she or it wishes to inspect them.

19.3 Access to minutes of Board of Directors meetings

- (a) A member who is not a Director may not access or view the minutes of meetings of the Board of Directors unless permission to do so is granted by the Board of Directors.
- (b) Where the Board of Directors grants permission to a member under rule 19.3 to access or view the minutes of Board of Directors meetings, the Board of Directors may impose such conditions in this permission as they see fit, including but not limited to:
 - (1) allowing the member to view the minutes but not make copies; or
 - (2) granting permission to view only the minutes of particular meetings.

20 Common seal

- (a) The common seal of the association must be kept in the custody of the Board of Directors or its delegate for this purpose.

- (b) The common seal may only be affixed to a document if:
 - (1) the Board of Directors authorises it, which it may do before or after the common seal is used; and
 - (2) the document to which the common seal is affixed is signed by any 2 Directors.

21 Notices

- (a) A notice may be given by the association to a Member or by a Member to the association by:
 - (1) delivering it personally to a Member or to the association's registered address;
 - (2) posting it by prepaid post to the Member's registered address or to the association's registered address; or
 - (3) sending it to the nominated facsimile number or electronic address, for receipt of notices (if any).
- (b) A notice is taken as received :
 - (1) if delivered, at the time of delivery;
 - (2) if faxed, when a confirmation report that all pages of the facsimile have been transmitted to the facsimile number, is received but if transmission or receipt is after 5.00 pm, it is taken as received on the next business day;
 - (3) if sent electronically, on the next business day; and
 - (4) if posted, on the second business day after it was posted.
- (c) No:
 - (1) general meeting, annual general meeting or meeting of the Board of Directors; or
 - (2) act, proceeding or business of any such meeting, is or will be rendered voidable or invalid merely because of:
 - (3) the failure of any person to receive notice of the meeting; or
 - (4) any other procedural irregularity.

22 Trading

The association is authorised to trade in accordance with section 51 of the Act.

23 Source of funds

The funds of the association are to be derived from fees, subscriptions, gifts, sponsorships, donations, government grants, fundraising activities and such other sources as the Board of Directors determines.

24 Alteration of Statement of Purposes and rules

- (a) These rules and the Statement of Purposes of the association may only be altered in accordance with the Act.
- (b) A special resolution making a material alteration to, or materially affecting, the Statement of Purposes or rules 5, 6, 24 or 26 must be notified in writing to a Deputy Commissioner of Taxation.
- (c) A special resolution making a material alteration to, or materially affecting rules 22 or 26 has no effect until the Minister responsible for the Act consents to the alteration.

25 Indemnity and insurance

25.1 Indemnity

To the extent permitted by law, the association may indemnify a person who is or has been an Officer of the association against a liability incurred by that person in his or her capacity as an Officer of the association:

- (a) to any other person; and
- (b) for costs and expenses in defending proceedings, whether civil or criminal, in which judgment is given in favour of that person or in which that person is acquitted or in connection with an application, in relation to those proceedings, in which the court grants relief to that person,

so far as the liability is not covered by a contract of insurance taken out by any person for the benefit of that Officer.

25.2 Insurance

The association may pay, agree to pay, or reimburse another person who has paid, a premium in respect of a contract insuring a person who is or has been an Officer of the association against a liability incurred by that person as an Officer of the association, except in circumstances prohibited by law.

26 Winding up

- (a) If, on the winding up or dissolution of the association, any property remains after satisfaction of all its debts and liabilities, this property must only be given or transferred to a fund, authority or institution:
 - (1) which is charitable at law;
 - (2) whose constitution prohibits distributions or payments to its members and Directors to an extent at least as great as is outlined in rule 5; and
 - (3) if, on the winding up or dissolution, the association is characterised as a public benevolent institution under item 4.1.1 of section 30-45 of the ITAA 97, gifts to which can be deducted under Division 30 of the ITAA 97 due to it being characterised as a public benevolent institution under item 4.1.1 of section 30-45 of the ITAA 97.

- (b) The identity of the fund, authority or institution referred to in rule 26(a) must be decided by the Board of Directors at or before the time of winding up or dissolution of the association and, if the Board of Directors cannot decide, by the Supreme Court of Victoria.
- (c) Where gifts to a fund, authority or institution are deductible only if, among other things, the conditions set out in the relevant table item in Subdivision 30-B are satisfied, a gift or transfer under rule 26(a) to that fund, authority or institution must be made in accordance with or subject to those conditions.

27 Transitional provisions

These rules must be read and construed so that:

- (a) any Director in office immediately before the adoption of these rules will be considered to have been appointed under, and to hold office as an Elected Director in accordance with these rules, provided that all such Elected Directors will hold office only until the conclusion of the next annual general meeting following the adoption of these rules (however, will be eligible for re-election in accordance with rule 13.2);
- (b) any member or person acknowledged by the Board of Directors to be a member immediately before the adoption of these rules will be considered to have obtained and to retain, membership in accordance with these rules;
- (c) any register maintained by the association immediately before the adoption of these rules will be considered to be a register maintained under these rules;
- (d) any seal adopted by the association before the adoption of these rules as the common seal of the association will be considered to be the common seal which the association has adopted under these rules;
- (e) all subcommittees established by the Board of Directors and maintained immediately before the adoption of these rules will be considered to be subcommittees established under rule 15, and will be regulated as if established under rule 15; and
- (f) unless the contrary intention appears in these rules, all persons, things and circumstances appointed or created by or under the constituent documentation of the association in force before the adoption of these rules will continue to have the same status, operation and effect after the adoption of these rules.

**Appendix 1 - Application for membership
Foster Care Association of Victoria Inc (the association)**

I _____
(Full Name)

of _____
(Address) (Post Code)

Home phone _____ Business phone _____ Mobile _____

Email address _____ @ _____

Occupation _____

Employer _____

Please check the box indicating the basis on which this application is being made

<input type="checkbox"/>	Person providing Home Based Care*
<input type="checkbox"/>	Former provider of Home Based Care*
<input type="checkbox"/>	Person over 21 years of age who is or has been in Home Based Care*

wish to become

<input type="checkbox"/>	An Ordinary Member
<input type="checkbox"/>	An Associate Member

of the association and in the event of my admission as an Ordinary Member/Associate Member, I agree to be bound by the rules of the association for the time being in force and I agree to receive notices from the association by email.

In the event of my admission as an Associate Member I acknowledge that as an Associate Member I will have the rights and responsibilities of Ordinary Members other than voting rights and I will not have the right to be nominated for or hold office.

(Signature of the applicant)

(Date)

*Home based Care means foster care or permanent care converted from a prior foster care arrangement

Members' personal details will be kept in accordance with the association's privacy policy which may be obtained from the association or can be viewed on the association's website at www.fcav.org

Appendix 2 - Form of appointment of proxy
Foster Care Association of Victoria Inc (the association)

I,

of

being an Ordinary Member/Life Member* of the association, hereby appoint

of

being a person aged 18 years or over, as my proxy to vote for me on my behalf at the annual general meeting/general meeting* to be held on _____ and at any adjournment of that meeting.

My proxy is authorised to vote for me on my behalf in accordance with the directions on this form or, if no directions have been are given, as he or she sees fit.

Details of the resolution:

for

against

Signature

Date

* delete as appropriate

Note:

1. All Members who have appointed a proxy will be recorded as apologies in the minutes of the general meeting.
2. All proxies must be received at least 24 hours before the time of the general meeting. Proxies may be delivered personally to 48 High Street, Northcote, Victoria 3070 or posted to PO Box 729, Northcote, Victoria 3070 or faxed to (03) 9489 9119.
3. A proxy may vote on behalf of a maximum of two Members only.