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National Council of Women of Victoria
Incorporated Incorporation No. AIA:
A0004465H ABN 18 227 073 059053

CONSTITUTION

2010

***Presented to Council 5-
 August, 2010***

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CONSTITUTION OF THE NATIONAL COUNCIL OF WOMEN OF VICTORIA INC.

77 ALTERATION OF RULES 36

~~This Revised Constitution in accordance with the Associations Incorporation Act 1981— Schedule 2, and subsequent amendments, in accordance with Associations Incorporation Act 1998, and Associations Incorporation Amendment Act 2009 shall come into effect on the (date ratified by Council). Under section 46 of the Associations Incorporation Reform Act 2012, these Rules are taken to constitute the terms of a contract between the Association and its members.~~

PART 1 - PRELIMINARY

1-NAME

The name of the Association is ~~NATIONAL COUNCIL OF WOMEN OF VICTORIA INCORPORATED~~ and known as ~~NCW Victoria~~ (in these Rules called ~~the Council~~) or NCWV association is "National Council of Women of Victoria Incorporated".

Note

Under section 23 of the Act, the name of the Association and its registration number must appear on all its business documents.

2-DEFINITIONS

~~2.1 In these Rules, unless the contrary intention appears: **Executive Committee** means the Committee of Management of the Council; **Financial Year** means the year ending on 30 June; **General Meeting** means a general meeting of members; **Member** means a member of the Council; **Ordinary Member of the Executive Committee** means a member who is not an officer of Council under these Rules; **The Act** means the Associations Incorporation Act 1981 and subsequent amendments as above; **The Regulations** means Regulations under the Act.~~

~~2.2 In these Rules, a reference to the Secretary of Council is a reference: 2.2.1 where a person holds office under these Rules as Secretary of Council, to that person; and 2.2.2 in any other case, to the Public Officer of Council.~~

2 PURPOSES

3 MISSION STATEMENT

The purposes of the Association are to:

2.1 NCWV is provide a non-party-political, non-sectarian secular, not-for-profit, umbrella organisation with broadly humanitarian and educational objectives, seeking to raise the awareness of women as to their rights and responsibilities as citizens and encouraging their participation in all aspects of community life. empowering women and girls and raising awareness of gender equality;

4 OBJECTS

2.2 act as a voice on issues and concerns of women and girls at a State level:

~~4.1 To work for the empowerment of women and families and to promote equal status for women and men in law and in fact.~~

~~4.2 To maintain and strengthen Council's relationship with the Branches and all members.~~

2.3 4.3 To develop policies ~~polices~~ and responses on behalf of women and girls on a state ~~State~~ -wide basis:

~~4.4 To act as a voice on issues and concerns of women at state and regional levels.~~

2.4 maintain and strengthen the Association's relationship with all members:

2.5 ~~4.5 To link with the women of~~ in Australia and the International Council of Women through the National Council of Women of Australia and contribute to the implementation of their plans of action and policies.

3 FINANCIAL YEAR

The financial year of the Association is each period of 12 months ending on 30 June.

4 DEFINITIONS

In these Rules:

absolute majority of the Committee means a majority of the Committee members currently holding office and entitled to vote at the time (as distinct from a majority of Committee members present at a Committee meeting)

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

associate member means a member referred to in rule 14.1 *Association* means the National Council of Women of Victoria Incorporated

Chairperson of a general meeting or Committee meeting, means the person chairing the meeting as required under rule 46

Committee means the Committee having management of the business of the Association

Committee meeting means a meeting of the Committee held in accordance with these Rules

Committee member means a member of the Committee elected or appointed under Division 3 of Part 5

disciplinary appeal meeting means a meeting of the members of the Association convened under rule 23.3

disciplinary meeting means a meeting of the Committee convened for the purposes of rule 22

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disciplinary subcommittee means the subcommittee appointed under rule 20

financial year means the 12 month period specified in rule 3

general meeting means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting

honorary life member means a member referred to in rule 14.3

individual member means a member referred to in rule 8.3.

individual life member means a member referred to in rule 8.4

member means a member of the Association

member entitled to vote means a member who under rule 13.2 is entitled to vote at a general meeting

NCWV means the National Council of Women of Victoria

organisation means an unincorporated or incorporated entity and includes a sole trader, company, cooperative, indigenous corporation, partnership, trust, charity, sporting and recreational club, community service organisation, professional and business association and cultural and social society

organisational member means a member referred to in rule 8.5

Patron means a person who is appointed as a Patron of the Association

regional branch means a member referred to in rule 8.8

Registrar means the Registrar of Incorporated Associations

State means the Australian state of Victoria *special resolution* means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution

young NCWV member is a sub-type of membership and means a member who is between 18 and 35 years of age

PART 2 - POWERS OF ASSOCIATION

5-PATRONS POWERS OF ASSOCIATION

- 5.1 ~~The Council may invite up to three (3) eminent persons to be Patrons of NCWV. Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.~~

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5.2 ~~Criteria for selection of Patrons shall be determined by the Executive Committee.~~ Without limiting rule 5.1, the Association may:

5.2.1 acquire, hold and dispose of real or personal property;

5.2.2 open and operate accounts with financial institutions;

5.2.3 invest its money in any security in which trust monies may lawfully be invested;

5.2.4 raise and borrow money on any terms and in any manner as it thinks fit;

5.2.5 secure the repayment of money raised or borrowed, or the payment of a debt or liability;

5.2.6 appoint agents to transact business on its behalf; and

5.2.7 enter into any other contract it considers necessary or desirable.

5.3 The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 FRIENDS OF NCWV NOT FOR PROFIT ORGANISATION

~~A reciprocal arrangement may be made between NCWV and another organisation where no membership fees are exchanged and no voting rights are extended, but communication is maintained and newsletters exchanged. The Association must not distribute any surplus, income or assets directly or indirectly to its members.~~

6.1 Rule 6.1 does not prevent the Association from paying a member:

6.1.1 reimbursement for expenses properly incurred by the member; or

6.1.2 for goods or services provided by the member;

if this is done in good faith on terms no more favourable than if the member was not a member.

Note

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

PART 3 - MEMBERS, DISCIPLINARY PROCEDURES AND

GRIEVANCES Division 1 - Membership

7 MEMBERSHIP MINIMUM NUMBER OF MEMBERS

The Association must have at least five organisational members.

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8 WHO IS ELIGIBLE TO BE A MEMBER

8.1 Any person or organisation who supports the purposes of the Association is eligible to be a member of the Association.

8.2 ~~7.1 Membership Categories~~ The Subject to meeting the eligibility requirements under rule 8.1, the categories of membership of NCWV shall be:

- ~~Organisational (Affiliate) Members,~~
-

Individual members

8.3 An individual may be approved by the Committee to be an individual member.

Individual life members

8.4 An individual who has paid a life membership fee determined by the Committee may be approved by the Committee to be an individual life member.

Organisational members

8.5 An organisation may be approved by the Committee to be an organisational member.

8.6 Each organisational member shall specify two delegates to represent the organisation.

8.7 Each organisational member must notify the Association in writing, from time to time, who its two delegates are. For avoidance of any doubt, the Association is not obliged to recognise any other representative of the organisational member other than the delegates in accordance with this rule and rule 34.

Regional Branches

- ~~Individual (Associate) Members~~
- ~~Individual (Associate) Life Members~~
- ~~Honorary Life Members~~
- ~~Life Vice Presidents of NCWA~~
- ~~Office Bearers of ICW and Office Bearers of NCWA whilst they hold office and who are resident in Victoria~~
- ~~Friends of NCWV~~branches

7.1.1 Organisational (Affiliate) Members

- ~~(a) Any organisation or association of women or of men and women that subscribes to the objects of Council shall be eligible to apply for Organisational (Affiliate) Membership.~~
- ~~(b) An organisation, recommended by the Executive Committee and approved by Council, may be appointed as an Organisational (Affiliate) Member upon payment of such annual subscription as may be determined from time to time by the Council.~~
- ~~(c) Each Organisational (Affiliate) shall be represented on Council by two (2) specified delegates and shall specify two (2) official proxies.~~

8.8 A regional branch may be created where a minimum of four organisations form a group and where the Committee gives its consent that the regional branch may be formed.

7.1.2 Regional Branches

8.9 (a) A Branch may be formed, with the consent of Council. A regional branch can be located in any

district or centre in ~~Victoria where at least four (4) societies or organisations have come together to form the group~~the State.

~~(b) A Branch will be confirmed as a Regional Branch Member upon payment of such annual subscription as may be determined from time to time by the Council.~~

~~(c) Each Branch shall be represented on Council by two (2) specified delegates and~~

8.10 Each regional branch shall specify two (2) official proxies, delegates and two delegate proxies to represent the organisation.

8.11 Each regional branch must notify the Association in writing, from time to time, who its two delegates and two delegate proxies are. For avoidance of any doubt, the Association is not obliged to recognise any other representative of the regional branch other than the delegates in accordance with this rule and rule 34.

9 APPLICATION FOR MEMBERSHIP

9.1 To apply to become a member of the Association, a person must submit a written application to the Secretary stating that the person or organisation:

~~7.1.3 Individual (Associate) Members~~

~~(a) A person recommended by the Executive Committee and approved by Council may be appointed as an Individual (Associate) Member upon payment of such annual subscription as may be determined from time to time by the Council.~~

9.1.1 wishes to become a member of the Association;

~~7.1.4 Individual (Associate) Life Members~~

~~(a) Individual (Associate) Members may become life members upon the payment of the life membership fee as may be determined from time to time by the Executive Committee and subject to the membership criteria in these Rules.~~

9.1.2 supports the purposes of the Association; and

~~7.1.5 Honorary Life Members (a) There may be a maximum of ten (10) Honorary Life Members (non-voting) at any one time.~~

~~(b) Honorary Life Members are appointed by the Executive Committee in recognition of their distinguished service to Council, after nomination by two (2) voting members of Council.~~

~~(c) Honorary Life Membership does not attract a membership fee~~

9.1.3 agrees to comply with these Rules.

~~7.2 Application for Membership~~

9.2 The application:

~~7.2.1 An Organisational (Affiliate) or Individual (Associate) who is nominated as provided in these Rules is eligible to be a member of Council on payment of the annual subscription payable under these Rules.~~

9.2.1 must be signed by the applicant; and

9.2.2 7.2.2 An application from an organisation for Organisational (Affiliate) Membership of Council shall be in writing in the format prescribed by the Executive Committee from time to time and shall be accompanied by a copy of the Constitution of that organisation. may be accompanied by the joining fee.

Note

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The joining fee is the fee (if any) determined by the Association under rule 12.3.

10 CONSIDERATION OF APPLICATION

- 10.1 As soon as practicable after an application for membership is received, the Committee must decide by resolution whether to accept or reject the application.
- 10.2 The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- 10.3 If the Committee rejects the application, it must return any money accompanying the application to the applicant.
- 10.4 No reason needs be given for the rejection of an application.

11 NEW MEMBERSHIP

- 11.1 If an application for membership is approved by the Committee:
 - 11.1.1 the resolution to accept the membership must be recorded in the minutes of the Committee meeting; and
 - 11.1.2 the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- 11.2 A person or organisation becomes a member of the Association and, subject to rule 13.2, is entitled to exercise his or her rights of membership from the date, whichever is the later, on which:
 - 11.2.1 the Committee approves the person's or organisation's membership; or
 - 11.2.2 the person or organisation pays the joining fee.

12 ANNUAL SUBSCRIPTION AND FEE ON JOINING

- 12.1 At each annual general meeting, the Association must determine:
 - 12.1.1 the amount of the annual subscription (if any) for the following financial year; and
 - 12.1.2 the date for payment of the annual subscription.
- 12.2 The Association may determine that a lower annual subscription is payable by associate members.
- 12.3 The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to:
 - 12.3.1 the full annual subscription;

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12.3.2 a pro rata annual subscription based on the remaining part of the financial year; or

12.3.3 a fixed amount determined from time to time by the Association.

12.4 The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

13 **GENERAL RIGHTS OF MEMBERS**

13.1 A member of the Association who is entitled to vote has the right:

13.1.1 to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules;

13.1.2 to submit items of business for consideration at a general meeting;

13.1.3 to attend and be heard at general meetings;

13.1.4 to vote at a general meeting;

13.1.5 to have access to the minutes of general meetings and other documents of the Association as provided under rule 75; and

13.1.6 to inspect the register of members.

13.2 A member is entitled to vote if:

13.2.1 the member is a member other than an associate member.

13.2.2 more than 10 business days have passed since he or she became a member of the Association; and

13.2.3 the member's membership rights are not suspended for any reason.

13.3 Subject to rule 13.2, a member will hold the following amount of votes, depending on their subcategory of membership:

13.3.1 an individual member has one vote;

13.3.2 an organisational member has two votes;

13.3.3 a regional branch has two votes;

13.3.4 an individual life member has one vote.

14 **ASSOCIATE MEMBERS**

14.1 Associate members of the Association include:

14.1.1 any members under the age of 15 years;

- 14.1.2 an honorary life member;
- 14.1.3 a Patron of the Association; and
- 14.1.4 any other category of member as determined by special resolution at a general meeting.
- 14.2 An associate member must not vote but may have other rights as determined by the Committee or by resolution at a general meeting.
- 14.3 A honorary life member is a member appointed by the Association in recognition of their distinguished service to the Association.
- 14.4 The Association must only have a maximum of 10 honorary life members at any one time.

15 RIGHTS NOT TRANSFERABLE

The rights of a member are not transferable and end when membership ceases.

16 CEASING MEMBERSHIP

- 16.1 The membership of a person ceases on resignation, expulsion or death.
- 16.2 The membership of an organisation ceases on resignation, expulsion or when the organisation's registration is cancelled, is wound up or otherwise comes to an end as a legal entity.
- 16.3 If a person or organisation ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person or organisation ceased to be a member in the register of members.

~~7.2.3 A nomination for Individual (Associate) Membership of Council shall be in writing in the format prescribed by the Executive Committee from time to time and shall be made and seconded by voting members of Council.~~

~~7.2.4 Applications and nominations for membership shall be lodged with the Secretary of Council, and will be referred to the Executive Committee for consideration as soon as practicable.~~

~~7.2.5 The Executive Committee shall have the discretion to decline the application or nomination, or accept it and recommend to Council the granting of Membership.~~

17 RESIGNING AS A MEMBER

~~7.2.6 In the event of the Executive Committee not being able to recommend the application or nomination to Council for approval, the Executive Committee's decision to reject the application or nomination will be final, without being required to assign a reason thereto.~~

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

~~7.2.7 Upon the nomination being approved by Council, the Secretary shall, with as little delay as possible, notify the applicant or nominee in writing of the approval for membership of Council and request payment within the period of 28 days after the receipt of notification of the sum payable under these Rules as the first year's annual subscription.~~

Note

~~7.2.8 The Secretary, shall, upon payment of the amounts referred to and within the period referred to above, enter the nominee's name in the register of members and, upon the name being so entered, the nominee becomes a member of Council.~~

Rule 74.3 sets out how notice may be given to the Association. It includes by post or by handing the notice to a member of the Committee.

~~7.2.9 A right, privilege, or obligation of a person by reason of membership of Council: (a) is not capable of being transmitted to another person; and
(b) terminates upon the cessation of membership whether by death or resignation or otherwise.~~

17.2 A member is taken to have resigned if:

8 SUBSCRIPTIONS

17.2.1 the member's annual subscription is more than 12 months in arrears; or

~~8.1 The entrance fee will be determined by Council upon the recommendation of the Executive Committee as and when desired.~~

17.2.2 where no annual subscription is payable:

~~8.2 The annual subscription(s) for Organisational (Affiliate) and Individual (Associate) Members and Branches is payable in advance on or before 30 June in each year.~~

17.2.2.1 the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and

~~8.3 The annual subscription(s) are to be reviewed annually and may be increased on the recommendation from Executive Committee to Council.~~

17.2.2.2 the member has not, within three months after receiving that request, confirmed in writing that he or she wishes to remain a member.

~~8.4 A period of fifty five (55) days grace (26 August in each year) will be given to members for payment of fees. Members whose fees are not paid in advance by 26 August of each year are deemed unfinancial and ineligible to vote at the Annual General Meeting.~~

~~8.5 Individual (Associate) Life Membership subscriptions shall be ten times the annual subscriptions for Individual (Associate) Members.~~

918 REGISTER OF MEMBERS

18.1 The Secretary, in conjunction with the Treasurer, shall **must** keep and maintain a register of members in which shall be entered the full name and address and date of entry of each member and the register shall be available upon request for inspection at the registered office to members only. that includes:

18.1.1 for each current member:

18.1.1.1 the member's name;

18.1.1.2 the address for notice last given by the member;

18.1.1.3 the date of becoming a member;

18.1.1.4 if the member is an associate member, a note to that effect; and

18.1.1.5 any other information determined by the Committee.

18.1.2 for each former member, the date of ceasing to be a member.

18.2 Any member may, at a reasonable time and free of charge, inspect the register of members.

Note

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

Division 2 - Disciplinary action

19 GROUNDS FOR TAKING DISCIPLINARY ACTION

The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member:

19.1 has failed to comply with these Rules;

19.2 refuses to support the purposes of the Association; or

19.3 has engaged in conduct prejudicial to the Association.

20 DISCIPLINARY SUBCOMMITTEE

20.1 If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.

20.2 The members of the disciplinary subcommittee:

10 CESSATION OF MEMBERSHIP

20.2.1 may be Committee members, members of the Association or anyone else; but

~~10.1A member of the Council who has paid all moneys due and payable by a member to the Council may resign from the Council by giving one month's notice in writing to the Secretary of the intention to resign.~~

20.2.2 must not be biased against, or in favour of, the member concerned.

~~10.2After the expiry of the period referred to in the sub-rule (10.1)—~~

~~10.2.1 the member ceases to be a member, and~~

~~10.2.2 the Secretary must record in the register of members the date on which the member ceased to be a member.~~

21 NOTICE TO MEMBER

~~11.1Subject to these Rules, if the Executive Committee is of the opinion that a member has refused or~~

~~neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Council, the Executive Committee may by resolution –~~

~~11.1.1 fine that member an amount not exceeding \$500; or~~

~~11.1.2 suspend that member from membership of the Council for a specified period; or~~

~~11.1.3 prepare a resolution for Council proposing expulsion of that member from the Council.~~

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

~~11.2A resolution of the Executive Committee under sub-rule (11.1) does not take effect unless –~~

~~11.2.1 at a meeting of the Executive Committee held in accordance with sub-rule (11.3) the resolution is confirmed; and~~

~~11.2.2 if, in the case of sub-rule (11.1.1) or (11.1.2), the member exercises a right of appeal to the Council under this rule, the Council confirms the resolution in accordance with this rule.~~

21.1.1 stating that the Association proposes to take disciplinary action against the member;

~~11.3A meeting of the Executive Committee to confirm or revoke a resolution passed under sub-rule (11.1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule (11.4).~~

21.1.2 stating the grounds for the proposed disciplinary action;

~~11.4 For the purpose of giving notice in accordance with sub-rule (11.3), the Secretary must, as soon as practicable, cause to be given to the member a written notice –~~

~~11.4.1 setting out the resolution of the Executive Committee and the grounds on which it is based; and~~

~~11.4.2 stating that the member, or his or her representative, may address the Executive Committee 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~~

21.1.3 ~~11.4.3 stating~~ specifying the date, place and time of that meeting; and the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*);

21.1.4 ~~11.4.4 informing~~ advising the member that he or she may do one or both of the following – (a) attend the meeting;:

~~(b) give to the Executive Committee before the date of that meeting a written statement seeking the revocation of the resolution;~~

~~11.4.5 informing the member that, if at that meeting, the Executive Committee confirms the resolution under sub-rule (11.1.1) or (11.1.2), the member may not later than 48 hours after that meeting, give the Secretary a notice to the effect that the member wishes to appeal to the Council in special general meeting against the resolution.~~

21.1.4.1 attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;

21.1.4.2 give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and

21.1.5 setting out the member's appeal rights under rule 23.

21.2 The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

22 **DECISION OF SUBCOMMITTEE**

22.1 ~~11.5~~ ~~At a meeting of the Executive Committee to confirm or revoke a resolution passed under sub-rule (11.1), the Council~~ the disciplinary meeting, the disciplinary subcommittee must:

22.1.1 ~~11.5.1~~ give the member, or her representative, an opportunity to be heard; and

22.1.2 ~~11.5.2~~ give due consideration to consider any written statement submitted by the member; and,

~~11.5.3~~ ~~determine by resolution whether to confirm or to revoke the resolution passed under sub-rule (11.1).~~

22.2 After complying with rule 22.1, the disciplinary subcommittee may:

22.2.1 take no further action against the member; or

22.2.2 subject to rule 22.3:

22.2.2.1 reprimand the member;

22.2.2.2 suspend the membership rights of the member for a specified period; or

22.2.2.3 expel the member from the Association.

22.3 The disciplinary subcommittee may not fine the member.

22.4 The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

23 **APPEAL RIGHTS**

23.1 A person or organisation whose membership rights have been suspended or who has been expelled from the Association under rule 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.

23.2 The notice must be in writing and given:

23.2.1 to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or

23.2.2 to the Secretary not later than 48 hours after the vote.

23.3 If a person or organisation has given notice under rule 23.2, a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.

23.4 Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must:

23.4.1 specify the date, time and place of the meeting; and

23.4.2 state:

~~11.6 If at the meeting of the Executive Committee, the Executive Committee confirms the resolution under sub-rule (11.1.1) or (11.1.2), the member may, not later than 48 hours after that meeting, give the Secretary notice to the effect that he or she wishes to appeal to the Council in a special general meeting against the resolution.~~

~~23.4.2.1~~ the name of the person or organisation against whom the disciplinary action has been taken;

~~11.7 If at the meeting of the Executive Committee, the Executive Committee confirms the resolution under sub-rule (11.1.3) the Committee must convene a special general meeting of the Council to be held within 21 days after the date on which the Committee met under sub-rule (11.4).~~

~~23.4.2.2~~ the grounds for taking that action; and

~~11.8 At a special general meeting of the Council convened under sub-rule (14.2) —~~

~~11.8.1 no business other than the question of the resolution for expulsion may be conducted; and 11.8.2 the Executive Committee may place before the meeting details of the grounds of the~~

~~23.4.2.3~~ that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person or organisation should be upheld or revoked.

~~resolution for expulsion; and 11.8.3 the member, or his or her representative, must be given an opportunity to be heard; and 11.8.4 the members present must vote by secret ballot on the resolution for expulsion.~~

~~11.9 A resolution is carried, if at the special general meeting, not less than two thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is lost.~~

24 CONDUCT OF DISCIPLINARY APPEAL MEETING

~~12 APPEALS PROCESS~~

24.1 At a disciplinary appeal meeting:

~~12.1 If the Secretary receives a notice under sub-rule (11.6), he or she must notify the Executive Committee and the Committee must convene a special general meeting of the Council to be held within 21 days after the date on which the Secretary received the notice.~~

~~24.1.1~~ no business other than the question of the appeal may be conducted;

~~12.2 At a special general meeting of the Council convened under sub-rule (14.4) —~~

~~12.2.1~~ no business other than the question of the appeal may be conducted; and

~~24.1.2~~ 12.2.2 the Executive Committee may place before the meeting details of must state the grounds of for suspending or expelling the resolution member and the reasons for the passing of the resolution taking that action; and

~~24.1.3~~ 12.2.3 the member, or his or her representative, person or organisation whose membership has been suspended or who has been expelled must be given an opportunity to be heard; and,

~~24.2~~ 12.2.4 After complying with rule 24.1, the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the resolution decision to suspend or expel the person or organisation should be confirmed upheld or revoked.

~~24.3~~ A member may not vote by proxy at the meeting.

24.4 ~~12.3A resolution~~ The decision is confirmed, if at the special general meeting, upheld if not less than two-thirds ~~three-quarters~~ of the members voting at the meeting vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked. ~~decision.~~

Division 3 - Grievance procedure

~~13 DISPUTES AND MEDIATION~~

25 APPLICATION

25.1 ~~13.1~~ The grievance procedure set out in this rule ~~Division~~ applies to disputes under these Rules between—:

25.1.1 ~~13.1.1~~ a member and another member; or

~~13.1.2~~ a member and the Council.

25.1.2 a member and the Committee;

25.1.3 a member and the Association.

25.2 A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

26 PARTIES MUST ATTEMPT TO RESOLVE THE DISPUTE

~~13.2~~ The parties to the a dispute must meet and discuss the matter in dispute, and, if possible, attempt to resolve the dispute between themselves within 14 days after of the dispute comes coming to the attention of all the parties each party.

27 APPOINTMENT OF MEDIATOR

27.1 ~~13.3~~ If the parties to a dispute are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then between themselves within the time required by rule 26, the parties must, within 10 days, hold a meeting in the presence of a mediator.:

27.1.1 notify the Committee of the dispute;

27.1.2 agree to or request the appointment of a mediator; and

27.1.3 attempt in good faith to settle the dispute by mediation.

27.2 ~~13.4~~ The mediator must be—:

27.2.1 ~~13.4.1~~ a person chosen by agreement between the parties; or

27.2.2 ~~13.4.2~~ in the absence of agreement—:

27.2.2.1 (a) in if the case of a dispute is between a member and another member, a person appointed by the Executive Committee of the

Council; or

27.2.2.2 ~~(b) in~~if the case of a dispute is between a member and the ~~Council, Committee or the Association~~ a person ~~who is a mediator~~ appointed or employed by the Dispute Settlement Centre of Victoria ~~(Department of Justice)~~.

27.3 A mediator appointed by the Committee may be a member or former member of the Association but in any case must not be a person who:

27.3.1 has a personal interest in the dispute; or

27.3.2 is biased in favour of or against any party.

~~13.5 An Individual (Associate) Member or Delegate of an Organisational (Affiliate) Member of the Council can be a mediator.~~

~~13.6 The mediator cannot be a person who is party to the dispute.~~

~~13.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.~~

28 MEDIATION PROCESS

28.1 ~~13.8~~The mediator to the dispute, in conducting the mediation, must—:

28.1.1 ~~13.8.1~~ give ~~the parties to the mediation process~~each party every opportunity to be heard; ~~and~~

28.1.2 ~~13.8.2~~ allow due consideration by all parties of any written statement submitted by any party; and

~~13.8.3~~ ensure that natural justice is accorded to the parties ~~to the dispute~~ throughout the mediation process.

~~13.9~~

28.2 The mediator must not determine the dispute.

29 FAILURE TO RESOLVE DISPUTE BY MEDIATION

~~13.10~~ If the mediation process does not ~~result in~~resolve the dispute ~~being resolved~~, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4 - GENERAL MEETINGS OF THE ASSOCIATION

30 ANNUAL GENERAL MEETINGS

~~14~~ MEETINGS

30.1 The Committee must convene an annual general meeting of the Association to be held within five months after the end of each financial year.

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26/07/2018.

~~14.1~~ **Visitors and Observers**

~~14.1.1~~ Visitors and observers may attend any Council meeting in a non-voting capacity.
30.2 Despite rule 30.1, the Association may hold its first annual general meeting at any time within 18 months after its incorporation.

~~14.2~~ **Annual General Meeting**

~~14.2.1~~ The ~~Executive~~ Committee may determine the date, time and place of the annual general meeting of Council.

~~14.2.2~~ Fourteen (14) days notice shall be given to call an annual general meeting.

~~14.2.3~~ The notice convening the annual general meeting must specify that the meeting is an annual general meeting.

30.4 ~~14.2.4~~ The ordinary business of the annual general meeting shall be as follows:

30.4.1 ~~(a)~~ to confirm the minutes of the ~~last preceding~~ previous annual general meeting, and of any special general meeting held since then;

~~(b)~~ -

30.4.2 to receive ~~from the Executive~~ and consider:

30.4.2.1 the annual report of the Committee reports upon the transactions of Council on the activities of the Association during the preceding year;

~~(e)~~ to elect officers of Council and the members of the Executive Committee; and financial year; and

30.4.2.2 ~~(d)~~ to receive and consider the financial ~~statement~~ statements of the Association for the preceding financial year submitted by the ~~Executive Committee~~ in accordance with ~~these Rules and~~ Part 7 of the Act.

~~(e)~~ to appoint, reappoint or remove an auditor in accordance with the Act.

30.4.3 to elect the members of the Committee; and

30.4.4 to confirm or vary the amounts (if any) of the annual subscription and joining fee.

30.5 ~~14.2.5~~ The annual general meeting may ~~transact special~~ also conduct any other business of which notice ~~is~~ has been given in accordance with these Rules.

~~14.3~~ **General Meetings of Members of Council**

31 **SPECIAL GENERAL MEETINGS**

~~14.3.1~~ Members of Council shall meet at least eight (8) times in each year at such a place and such times as Council may determine to provide a forum for discussion upon issues of relevance to the Council's objectives. Meetings of Individual (Associate) Members may be held from time to time.

31.1 Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.

~~14.4~~ **Special General Meetings**

~~14.4.1~~ A special general meeting of the Council may be convened by:

31.2 ~~(a)~~ ~~the Executive~~ The Committee may convene a special general meeting whenever it thinks fit;

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26/07/2018.

~~(b) the President, or,~~

~~(c) any three (3) office bearers at any time.~~

~~14.4.2 If, but for this sub rule, more than 15 months would elapse between annual general meetings, the Executive Committee must convene a special general meeting before the expiration of that period.~~

~~14.4.3 The Executive Committee must, on the request in writing of ten (10) members, convene a special general meeting of the Council.~~

~~14.4.4 The request for a special general meeting must-~~

~~(a) state the objects of the meeting; and~~

~~(b) be signed by the members requesting the meeting; and~~

~~(c) be sent to the address of the Secretary.~~

~~14.4.5 If the Executive Committee 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, either all or any of them, may convene a special general meeting to be held not later than 3 months after that date.~~

~~14.4.6 If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the Executive Committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Council to the persons incurring the expenses.~~

31.3 ~~14.4.7~~ No business other than that set out in the notice convening the meeting shall be transacted under rule 33 may be conducted at the meeting.

Note

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 33 and the majority of members at the meeting agree.

32 SPECIAL GENERAL MEETING HELD AT REQUEST OF MEMBERS

32.1 The Committee must convene a special general meeting if a request to do so is made in accordance with rule 32.2 by at least 10% of the total number of members.

32.2 A request for a special general meeting must:

32.2.1 be in writing;

32.2.2 state the business to be considered at the meeting and any resolutions to be proposed;

32.2.3 include the names and signatures of the members requesting the meeting; and

32.2.4 be given to the Secretary.

32.3 If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.

32.4 A special general meeting convened by members under rule 32.3:

32.4.1 must be held within three months after the date on which the original request was made; and

32.4.2 may only consider the business stated in that request.

~~14.5~~**Special Business**

~~14.5.1~~ ~~All business that is conducted at~~

32.5 The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting and all business that is under rule 32.3.

~~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.~~

~~14.6~~**Executive Committee Meetings**

~~14.6.1~~ ~~Executive Committee meetings shall be held at least eight (8) times in each year; and written notice will be sent to Committee members before the meeting date.~~

~~14.6.2~~ ~~A special Executive Committee Meeting may be called at any time by~~

~~(a) the President, or~~

~~(b) any three (3) members of the Executive Committee.~~

~~15~~**33 NOTICE OF GENERAL MEETINGS**

33.1 The Secretary (or, in the case of a special general meeting convened under rule 32.3, the members convening the meeting) must give to each member of the Association:

33.1.1 at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or

33.1.2 at least 14 days' notice of a general meeting in any other case.

33.2 The notice must:

33.2.1 specify the date, time and place of the meeting;

33.2.2 indicate the general nature of each item of business to be considered at the meeting;

33.2.3 if a special resolution is to be proposed:

33.2.3.1 state in full the proposed resolution;

33.2.3.2 state the intention to propose the resolution as a special resolution; and

33.2.4 comply with rule 34.6.

33.3 This rule does not apply to a disciplinary appeal meeting.

Note

Rule 23.4 sets out the requirements for notice of a disciplinary appeal meeting.

34 PROXIES

34.1 An organisational member and regional branch may each appoint a maximum of two proxies

to speak on their behalf at a general meeting other than at a disciplinary appeal meeting.

34.2 A member, who is not an organisational member or regional branch member, may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.

34.3 The appointment of a proxy must be in writing and signed by the member making the appointment.

34.4 The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.

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

34.6 Notice of a general meeting given to a member under rule 33 must:

34.6.1 state that the member may appoint another member as a proxy for the meeting; and

34.6.2 include a copy of any form that the Committee has approved for the appointment of a proxy.

34.7 A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.

34.8 A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

35 USE OF TECHNOLOGY

35.1 A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.

~~15.1 The Secretary of Council, 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 Council, must be caused to be sent to each member of Council, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.~~

35.2 For the purposes of this Part, a member participating in a general meeting as permitted under rule 35.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

~~15.2 A member desiring to bring any business before a meeting must give notice of that business in writing to the Secretary.~~

~~15.3 Except as provided elsewhere in these Rules it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.~~

16 SPECIAL

36 QUORUM AT GENERAL MEETINGS

36.1 No business may be conducted at a general meeting of Council unless a quorum of members is

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present.

~~16.2~~
36.2 The ~~request~~ quorum for a ~~special general meeting~~ shall state the objects of the meeting and shall be signed by the members making the request and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by the members making the request is the presence (physically, by proxy or as allowed under rule 35) of 10% of the members entitled to vote.

~~16.3 If the Executive Committee does not cause a special general meeting to be held within the month after the date on which the request is sent to the address of the Secretary, the members making the requisition, either all or any of them, may convene a special general meeting to be held not later than three months after that date.~~

36.3 If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:

~~16.4 A special general meeting convened by members in pursuance of these Rules shall be convened in the same manner so far as possible as a meeting convened by the Executive Committee and all reasonable expenses incurred in convening the special general meeting shall be refunded by Council to the persons incurring the expenses.~~

36.3.1 in the case of a meeting convened by, or at the request of, members under rule 32 the meeting must be dissolved;

17 QUORUM

Note

~~17.1 No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time when the meeting is considering that item. If a meeting convened by, or at the request of, members is dissolved under this rule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 32.~~

~~17.2 Thirty (30) members present (being members entitled under these Rules to vote at a general meeting) shall constitute a quorum for the transaction of the business of a general meeting.~~

36.3.2 in any other case:

~~17.3 If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting, if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to meet within thirty (30) days 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. If at the adjourned meeting, the quorum is not present within half an hour after the time appointed for the meeting, the meeting is cancelled.~~

36.3.2.1 the meeting must be adjourned to a date not more than 21 days after the adjournment; and

~~17.4 If the meeting is twice cancelled then the business lapses.~~

36.3.2.2 notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.

18 PRESIDING AT GENERAL MEETINGS

36.4 If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under rule 36.3.2, the members present at the meeting (if not fewer than 3)

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may proceed with the business of the meeting as if a quorum were present.

~~18.1 The President, or in the President's absence, a Vice President, shall preside as Chairperson at each general meeting of the Council.~~

~~18.2 If the President and all Vice Presidents are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.~~

19.37 ADJOURNMENT OF GENERAL MEETING

37.1 ~~19.1 The person presiding~~ 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 another time and at the same place to or at another place.

37.2 Without limiting rule 37.1, a meeting may be adjourned:

37.2.1 if there is insufficient time to deal with the business at hand; or

37.2.2 to give the members more time to consider an item of business.

Example

The members may wish to have more time to examine the financial statements submitted by the Committee at an annual general meeting.

37.3 ~~19.2~~ No business may be conducted at on the resumption of an adjourned meeting other than the business that remained unfinished business from when the meeting that was adjourned.

37.4 ~~19.3~~ Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the adjourned meeting must be given in accordance with rule 16.33.

~~19.4 Except as provided in sub-rule (19.3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.~~

20.38 VOTING AT A GENERAL MEETING

38.1 On any question arising at a general meeting:

38.1.1 ~~20.1 The voting members of Council are the 2 designated delegates of each Organisational (Affiliate) Member, each Individual (Associate) Member and each Individual (Associate) Life Member. 20.2 A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year, subject to rules 38.3 and 13.3 each member who is entitled to vote may vote;~~

38.1.2 ~~20.3 An Individual (Associate) or Individual (Associate) Life Member~~ members may vote personally or by proxy, having given notice in writing before the start of the general meeting to the Secretary of his or her nominated proxy who must be a member of Council; and

~~20.4 An Organisational (Affiliate) Member's vote is carried by the two (2) official delegates of that organisation nominated annually or by either or both of the official designated proxies nominated annually by the Organisational (Affiliate) Member. Where neither designated official~~

~~proxy of an Organisational (Affiliate) Member can be present at a particular meeting, a designated delegate may give notice in writing before the start of the general meeting to the Secretary of his or her nominated proxy for that meeting only.~~

~~20.5 Upon any question arising at a general meeting of Council upon which a formal vote is demanded, each designated Organisational (Affiliate) delegate present, or designated official proxy in the absence of a designated delegate, has two votes and an Individual (Associate) member or Individual (Associate) Life Member, or their proxy, has one vote only.~~

~~20.6 If at a meeting a formal vote on any question is demanded by not less than three members, it shall be taken at that meeting as the chairperson may direct and the resolution of the formal vote shall be deemed to be a resolution of the meeting on that question.~~

~~20.7 A formal vote that is demanded on the election of a chairperson or on a question of adjournment shall be taken forthwith and a formal vote that is demanded on any question shall be taken at such time before the close of the meeting as the chairperson may direct.~~

38.1.3 ~~20.8 Voting shall~~except in the case of a special resolution, the question must be decided by~~on a simple majority of votes.~~

38.2 ~~20.9 In the case of equality of voting~~If votes are divided equally on a question, the Chairperson of the meeting ~~is entitled to exercise~~has a second or casting vote.

38.3 If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

38.4 This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

39 SPECIAL RESOLUTIONS

A special resolution is passed if not less than three-quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

Note

In addition to certain matters specified in the Act, a special resolution is required:

(a) to remove a Committee member from office ;

(b) to alter these Rules, including changing the name or any of the purposes of the Association.

~~21 MANNER OF~~

40 DETERMINING WHETHER A RESOLUTION IS CARRIED

40.1 ~~If a question arising at~~Subject to 40.2, the Chairperson of a general meeting ~~of~~may on the Council ~~is determined on~~basis of a show of hands—~~(a) a declaration by the Chairperson, declare~~ that a resolution has been;

40.1.1 ~~☐—carried, or;~~

40.1.2 ~~☐—carried unanimously, or;~~

40.1.3 ~~☐—carried by a particular majority; or~~

27.....Workshare Compare comparison of

1217842344_1_AUMatters(NCWV_Constitution_FINAL_1Aug10).PDF and word copy

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26/07/2018.

40.1.4 ~~is~~ lost, and;

~~(b) and an entry to that effect in the minute book/minutes of the Council, meeting is conclusive proof of that fact.~~

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

40.2 If a poll (where votes are cast in writing) is demanded by three or more members on any question:

40.2.1 the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and

40.2.2 the Chairperson must declare the result of the resolution on the basis of the poll.

40.3 A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.

40.4 A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

41 MINUTES OF GENERAL MEETING

41.1 The Committee must ensure that minutes are taken and kept of each general meeting.

41.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

22 PROXIES

41.3 In addition, the minutes of each annual general meeting must include:

22.1 Organisational (Affiliate) Delegates

~~22.1.1 An Organisational (Affiliate) Delegate unable to attend a meeting of Council shall pass her vote for that meeting to one of the two (2) official designated proxies for the member organisation without notice.~~

~~22.1.2 If neither official proxy is able to attend that meeting, then the delegate may give notice in writing, in the required format, to the Secretary, a minimum of one (1) hour before the start of the meeting of the nominated proxy for that meeting only.~~

41.3.1 the names of the members attending the meeting;

22.2 Individual (Associate) and Individual (Associate) Life Members

~~22.2.1 An Individual (Associate) Member or Individual (Associate) Life Member unable to attend a meeting of Council may give notice in writing, in the required format, to the Secretary, a minimum of one (1) hour before the start of the meeting of the nominated proxy for that meeting only.~~

41.3.2 proxy forms given to the Chairperson of the meeting under rule 34.7;

~~22.3 The notice appointing the proxy must be —~~

~~22.3.1 for a meeting of the Council convened under sub-rule (12.1), in the form set out in Appendix 2; or~~

~~22.3.2 in any other case, in the form set out in Appendix 3.~~

41.3.3 the financial statements submitted to the members in accordance with rule 30.4.2.2;

~~22.4 No financial voting member of Council shall hold more than two (2) proxies at any one time for any one meeting of Council.~~

41.3.4 the certificate signed by two Committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and

41.3.5 any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

23 THE EXECUTIVE

PART 5 - COMMITTEE

23.1 The Executive Division 1 - Powers of Committee:

42 ROLE AND POWERS

42.1 ~~23.1.1 shall control and manage the business and affairs of Council;~~The business of the Association must be managed by or under the direction of a Committee.

42.2 ~~23.1.2 may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by Council, other than~~The Committee may exercise all the powers of the Association except those powers and functions that are required by these Rules or the Act require to be exercised by general meetings of the members of Council; and the Association.

~~23.1.3 subject to these Rules, the Regulations and the Act, has power to perform such acts and functions as appear to the Executive Committee to be essential for the proper management of the business and affairs of Council.~~

42.3 The Committee may:

42.3.1 appoint and remove staff;

42.3.2 establish subcommittees consisting of members with terms of reference it considers appropriate.

43 DELEGATION

43.1 The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than:

43.1.1 this power of delegation; or

43.1.2 a duty imposed on the Committee by the Act or any other law.

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

43.3 The Committee may, in writing, revoke a delegation wholly or in part.

~~23.2~~ **Division 2 - Composition of the Executive Committee and duties of members**

44 **COMPOSITION OF COMMITTEE**

The ~~composition of the Executive Committee shall be~~ consists of:

- ~~☐ -Officers of the Council~~
- ~~☐ -Immediate Past President (for one year only)~~
- ~~☐ -Five (5) elected ordinary Executive Committee members~~
- ~~☐ -A member from each Victorian Branch to be appointed by the member Branch prior to the annual general meeting~~
- ~~☐ -A Representative of the Individual Members (Associates) to be elected at a meeting of the Individual Members (Associates) held prior to the annual general meeting of Council, and~~
- ~~☐ -Other non-voting members that may be appointed by the Executive Committee from time to time.~~

44.1.1 a President;

44.1.2 two Vice-Presidents;

44.1.3 a Secretary;

44.1.4 a Treasurer;

44.1.5 a Co-ordinator of Standing Committees; and

44.1.6 ordinary members (if any) elected under rule 53.

45 **GENERAL DUTIES**

45.1 As soon as practicable after being elected or appointed to the Committee, each Committee member must become familiar with these Rules and the Act.

45.2 The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.

45.3 Committee members must exercise their powers and discharge their duties with reasonable care and diligence.

45.4 Committee members must exercise their powers and discharge their duties:

45.4.1 in good faith in the best interests of the Association; and

45.4.2 for a proper purpose.

45.5 Committee members and former Committee members must not make improper use of:

45.5.1 their position; or

45.5.2 information acquired by virtue of holding their position:

so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

Note

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

45.6 In addition to any duties imposed by these Rules, a Committee member must perform any other duties imposed from time to time by resolution at a general meeting.

46 **PRESIDENT AND VICE-PRESIDENT**

46.1 Subject to rule 46.2, the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any Committee meetings.

46.2 If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be:

46.2.1 in the case of a general meeting a member elected by the other members present; or

46.2.2 in the case of a Committee meeting a Committee member elected by the other Committee members present.

47 **SECRETARY**

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

Example

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the incorporated association with the Registrar.

47.2 The Secretary must:

47.2.1 maintain the register of members in accordance with rule 18;

47.2.2 keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 70.3, all books, documents and securities of the Association in accordance with rules 72 and 75;

47.2.3 subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and

47.2.4 perform any other duty or function imposed on the Secretary by these Rules.

47.3 The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

48 TREASURER

48.1 The Treasurer must:

48.1.1 receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association;

48.1.2 ensure that all moneys received are paid into the account of the Association within five working days after receipt;

48.1.3 make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and

48.1.4 ensure cheques are signed by at least two Committee members.

48.2 The Treasurer must:

48.2.1 ensure that the financial records of the Association are kept in accordance with the Act; and

48.2.2 coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.

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

Division 3 - Election of Committee members and tenure of office

49 WHO IS ELIGIBLE TO BE A COMMITTEE MEMBER

A member is eligible to be elected or appointed as a Committee member if the member:

49.1.1 is 18 years or over; and

49.1.2 is entitled to vote at a general meeting.

50 POSITIONS TO BE DECLARED VACANT

50.1 This rule applies to:

50.1.1 the first annual general meeting of the Association after its incorporation; or

50.1.2 any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.

50.2 In accordance with rule 55, the Chairperson of the meeting can declare a position on the Committee to be vacant and hold elections for those positions in accordance with rules 51 to 54.

51 NOMINATIONS

- 51.1 Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- 51.2 An eligible member of the Association may, with the member's consent, be nominated by a minimum of two members.
- 51.3 A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

52 ELECTION OF PRESIDENT ETC.

- 52.1 At the annual general meeting, separate elections must be held for each of the following positions:

52.1.1 President;

~~23.3 Officers of Council~~ ~~The officers of Council shall be:~~

52.1.2 Two Vice-Presidents;

~~A President~~

~~Three (3) Vice Presidents:~~

~~. Two (2) elected by Council~~

~~. One (1) elected by the delegates representing the Branches (Regional Vice President)~~

52.1.3 ~~A Secretary;~~

52.1.4 ~~A Treasurer;~~

52.1.5 ~~A State Co-ordinator of Standing Committees;~~

24 TENURE OF OFFICE

~~24.1 Each officer of Council shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election subject to these Rules.~~

~~24.2 No elected President, Vice President or elected ordinary Executive Committee member shall hold office for more than three (3) consecutive years; and The President, Vice Presidents and elected ordinary Executive Committee members shall not be eligible for re-election to that particular post until after a lapse of two years.~~

~~24.3 The Secretary, Treasurer, and State Co ordinator of Standing Committees or other Executive Committee Member shall hold office for no more than five (5) consecutive years, but will be eligible for re-election after a lapse of two (2) years.~~

~~24.4 In the event of an office not being filled at election or a casual vacancy in any office referred to in these Rules occurring, the Executive Committee may appoint one of its members or a member from Council to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting following the date of the appointment.~~

52.2 If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.

~~24.5 No member shall be a member of the Executive Committee in whatever capacity for longer than ten (10) consecutive years, but shall be eligible for re-nomination after a lapse of two years.~~

52.3 If more than one member is nominated, a ballot must be held in accordance with rule 54.

~~24.6 Members of the Executive Committee shall hold office until their successors are appointed.~~

52.4 On his or her election, the new President may take over as Chairperson of the meeting.

25 ELECTION OF OFFICERS

~~25.1 To be eligible for nomination as an officer of Council, a candidate must be a delegate of a financial Organisational (Affiliate) Member of Council or Regional Branch or a financial Individual (Associate) or Individual (Associate) Life Member.~~

~~25.2 Nominations shall be made in writing on the form provided, signed by two (2) financial voting members of Council and endorsed by the candidate.~~

53 ELECTION OF ORDINARY MEMBERS

~~25.3 Nominations will be called for twenty-one (21) days prior to the closing date for nominations, which shall be twenty-one (21) days prior to the date fixed for the holding of the~~

53.1 The annual general meeting must by resolution decide the number of ordinary members of the Committee (if any) it wishes to hold office for the next year.

~~25.4 Nominations shall be delivered to the Secretary in a sealed envelope marked 'Nomination' and will be passed unopened to the Returning Officer immediately the closing date is reached.~~

53.2 A single election may be held to fill all of those positions.

53.3 ~~25.5 If the number of nominations received is~~ members nominated for the position of ordinary Committee member is less than or equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.

53.4 If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 54.

54 BALLOT

54.1 If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.

54.2 The returning officer must not be a member nominated for the position.

54.3 Before the ballot is taken, each candidate must have supplied a short statement or curriculum vitae with a completed nomination form in support of their election.

54.4 The election must be by secret ballot.

54.5 The returning officer must give a prepared ballot paper to:

54.5.1 each member present in person; and

54.5.2 each proxy appointed by a member.

Example

If a member has been appointed the proxy of five other members, the member must be given six ballot papers one for the member and one each for the other members.

54.6 If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.

54.7 If the ballot is for more than one position:

54.7.1 the voter must write on the ballot paper the name of each candidate for whom they wish to vote;

54.7.2 the voter must not write the names of more candidates than the number to be elected.

54.8 Ballot papers that do not comply with rule 54.7.2 are not to be counted.

54.9 Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.

54.10 The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.

54.11 If the returning officer is unable to declare the result of an election under rule 54.10 because two or more candidates received the same number of votes, the returning officer must:

54.11.1 conduct a further election for the position in accordance with rules 54.4 to 54.10 to decide which of those candidates is to be elected; or

~~25.6 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.~~

54.11.2 with the agreement of those candidates, decide by lot which of them is to be elected.

~~25.7 A secret ballot for the election of officers and ordinary members of the Executive Committee shall be conducted at the annual general meeting in such usual and proper manner as the Executive Committee may direct.~~

Examples

~~25.8 The ballot will be determined by a simple majority.
The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.~~

~~25.9 Votes will be counted in precedence, those for President being counted first, followed by the two (2) Vice Presidents, Regional Vice President, Secretary, Treasurer, State Co-ordinator of Standing Committees, and five (5) elected ordinary Executive Committee members.~~

~~25.10 Candidates may nominate for several positions, but must withdraw from other nominations once elected to a position, and the Returning Officer must exclude this candidate from counting for these positions.~~

55 TERM OF OFFICE

~~25.11 If insufficient nominations are received to fill all Executive Committee positions, the candidates nominated shall be deemed to be elected. In this event the vacant positions will be filled by vote at~~

55.1 Each Committee Member is elected for a period of up to three years, in which the period is determined by the first Executive Committee Meeting held after the annual general meeting prior to such election.

~~26 EXECUTIVE COMMITTEE VACANCIES~~

55.2 A Committee member may be re-elected.

~~26.1 For the purposes of these Rules, a position on the Executive Committee becomes vacant if the officer or member:~~

~~26.1.1 ceases to be a voting member of Council;~~

~~26.1.2 becomes an insolvent under administration within the meaning of the Companies Act (Victoria) Code;~~

~~26.1.3 resigns from office by notice in writing given to the Secretary;~~

~~26.1.4 is absent from two (2) consecutive meetings of the Executive Committee without sufficient reason, and the Executive Committee subsequently declares the position vacant.~~

55.3 No Committee member shall hold the same position on the Committee for more than three consecutive years and shall not be eligible for re-election to the same position until after a lapse of two years.

~~26.2 Leave of absence~~

~~26.2.1 Members of the Executive Committee may apply for leave of absence for a period not exceeding three (3) months.~~

~~26.2.2 If a member of the Executive Committee is absent from two (2) consecutive meetings without apology or leave of absence being granted, the Executive Committee may, after giving notice to such member, declare the position vacant and appoint another person in the aforementioned member's place.~~

55.4 No member can be a Committee member for longer than 10 consecutive years unless that Committee member is elected prior to reaching the year 10 year period, in which case that Committee member may serve their full term of up to a maximum of three years in accordance with 55.3.

~~26.3 No proceedings of the Executive Committee shall be invalidated or illegal in the event of there being any vacancy on the Executive Committee or of it being afterwards found there was some defect discovered in the appointment of a member.~~

55.5 A general meeting of the Association may—

~~27 REMOVAL OF A MEMBER OF THE EXECUTIVE COMMITTEE~~

55.5.1 by special resolution remove a Committee member from office; and

~~27.1 The Council in general meeting may by resolution remove any member of the Executive Committee before the expiration of the member's term of office and appoint another member in the aforementioned member's stead to hold office until the expiration of the term of the aforementioned member.~~

55.5.2 elect an eligible member of the Association to fill the vacant position in accordance with this Division.

55.6 ~~27.2~~ A member of the Executive Committee who is the subject of a proposed special resolution referred to in sub-rule (27.1) 55.5 may make representations in writing to the Secretary or President of the Council Association (not exceeding a reasonable length) and may request that

~~this written submission~~the representations be provided to the members of the ~~Council~~Association.

27.3

55.7 The Secretary or ~~the~~ President may give a copy of the ~~submission~~representations to each member of the ~~Council~~Association or, if ~~it is~~they are not so given, the member may require that ~~it~~they be read out at the meeting at which the special resolution is to be proposed.

56 VACATION OF OFFICE

56.1 A Committee member may resign from the Committee by written notice addressed to the Committee.

56.2 A person ceases to be a Committee member if he or she:

56.2.1 ceases to be a member of the Association;

56.2.2 fails to attend three consecutive Committee meetings (other than special or urgent Committee meetings) without leave of absence under rule 67; or

56.2.3 otherwise ceases to be a Committee member by operation of section 78 of the Act.

Note

A Committee member may not hold the office of secretary if they do not reside in Australia.

57 FILLING CASUAL VACANCIES

57.1 The Committee may appoint an eligible member of the Association to fill a position on the Committee that:

57.1.1 has become vacant under rule 56; or

57.1.2 was not filled by election at the last annual general meeting.

57.2 If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.

57.3 Rule 55 applies to any Committee member appointed by the Committee under rule 57.1 or 57.2.

57.4 The Committee may continue to act despite any vacancy in its membership.

Division 4 - Meetings of Committee

~~28 PROCEEDINGS~~58 MEETINGS OF THE EXECUTIVE COMMITTEE

58.1 The Committee must meet at least eight times in each year at the dates, times and places determined by the Committee.

37.....Workshare Compare comparison of
1217842344_1_AUMatters(NCWV_Constitution_FINAL_1Aug10).PDF and word copy
1217842345_3_AUMatters(NCWV - New Constitution - 25.07.18).pdf. Performed on
26/07/2018.

58.2 The date, time and place of the first Committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Association at which the members of the Committee were elected.

58.3 Special Committee meetings may be convened by the President or by any four members of the Committee.

59 NOTICE OF MEETINGS

59.1 Notice of each Committee meeting must be given to each Committee member no later than seven days before the date of the meeting.

59.2 Notice may be given of more than one Committee meeting at the same time.

59.3 The notice must state the date, time and place of the meeting.

59.4 If a special Committee meeting is convened, the notice must include the general nature of the business to be conducted.

59.5 The only business that may be conducted at the meeting is the business for which the meeting is convened.

60 URGENT MEETINGS

60.1.1 In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 provided that as much notice as practicable is given to each Committee member by the quickest means practicable.

60.1.2 Any resolution made at the meeting must be passed by an absolute majority of the Committee.

60.1.3 The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

61 PROCEDURE AND ORDER OF BUSINESS

61.1 The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.

61.2 The order of business may be determined by the members present at the meeting.

62 USE OF TECHNOLOGY

62.1 A Committee member who is not physically present at a Committee meeting may participate in the meeting by the use of technology that allows that Committee member and the Committee members present at the meeting to clearly and simultaneously communicate with each other.

62.2 For the purposes of this Part, a Committee member participating in a Committee meeting as permitted under rule 62.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

63 QUORUM

63.1 No business may be conducted at a Committee meeting unless a quorum is present.

63.2 The quorum for a Committee meeting is the presence (in person or as allowed under rule 62) of a majority of the Committee members holding office.

63.3 If a quorum is not present within 30 minutes after the notified commencement time of a Committee meeting:

63.3.1 in the case of a special meeting the meeting lapses;

63.3.2 in any other case the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 59.

64 VOTING

64.1 On any question arising at a Committee meeting, each Committee member present at the meeting has one vote.

64.2 A motion is carried if a majority of Committee members present at the meeting vote in favour of the motion.

64.3 Rule 64.2 does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.

64.4 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

64.5 Voting by proxy is not permitted.

65 CONFLICT OF INTEREST

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

65.2 The member:

65.2.1 must not be present while the matter is being considered at the meeting; and

65.2.2 must not vote on the matter.

Note

Under section 81(3) of the Act, if there are insufficient Committee members to form a quorum because

a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

65.3 This rule does not apply to a material personal interest:

65.3.1 that exists only because the member belongs to a class of persons for whose benefit the Association is established; or

65.3.2 that the member has in common with all, or a substantial proportion of, the members of the Association.

66 MINUTES OF MEETING

66.1 The Committee must ensure that minutes are taken and kept of each Committee meeting.

66.2 The minutes must record the following:

66.2.1 the names of the members in attendance at the meeting;

66.2.2 the business considered at the meeting;

66.2.3 any resolution on which a vote is taken and the result of the vote;

66.2.4 any material personal interest disclosed under rule 65.

67 LEAVE OF ABSENCE

67.1 The Committee may grant a Committee member leave of absence from Committee meetings for a period not exceeding three months.

67.2 The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Committee member to seek the leave in advance.

PART 6 - FINANCIAL MATTERS

68 SOURCE OF FUNDS

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

69 MANAGEMENT OF FUNDS

69.1 The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.

- 69.2 Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- 69.3 The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- 69.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two committee members.

~~28.1 The Executive Committee shall meet at least eight (8) times in each year at such place and such times as the Executive Committee may determine.~~

- 69.5 All funds of the Association must be deposited into the financial account of the Association no later than five working days after receipt.

~~28.2 A quorum for the purpose of transacting the business of the Executive Committee shall be two thirds of the members of the Executive Committee.~~

- 69.6 With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

~~28.3 No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to~~

~~the same place and at the same hour of the same day in the following week unless the meeting was a special meeting of the Executive Committee in which case it lapses.~~

~~28.4 Questions arising at a meeting of the Executive Committee, or of any sub-committee appointed by the Executive Committee, shall be determined on a show of hands or, if demanded by a member, by a formal vote taken in such a manner as the person presiding at the meeting may determine.~~

70 FINANCIAL RECORDS

~~28.5 Each member present at a meeting of the Executive Committee or of any sub-committee appointed by the Executive Committee (including the person presiding at the meeting) is entitled to one vote with a simple majority vote deciding and, in the event of an equality of votes on any one question, the person presiding may exercise a second or casting vote.~~

- 70.1 The Association must keep financial records that:

~~28.6 Written notice of each Executive Committee meeting shall be delivered to each member of the Executive Committee by pre paid post, facsimile or electronic mail addressed to the usual or last known postal address, facsimile number or email address at least two (2) business days before the date of the meeting.~~

- 70.1.1 correctly record and explain its transactions, financial position and performance;
and

~~28.7 Subject to these Rules the Executive Committee may act notwithstanding any vacancy on the Committee.~~

- 70.1.2 enable financial statements to be prepared as required by the Act.

29 SECRETARY

- 70.2 The Association must retain the financial records for 7 years after the transactions covered by the records are completed.

- 70.3 The Secretary of Council shall: 29.1 keep minutes of the resolutions and proceedings of each annual general, general and special general meeting of Council and each Executive Committee meeting in the books

~~provided for that purpose, together with a record of the names of persons present at Executive Committee meetings; and 29.2 deal with all correspondence and ensure that correct records are maintained; and 29.3 deal with all communications and returns required under the Act, and 29.4 keep the Common Seal of Council secure and maintain a record of its use.~~
Treasurer must keep in his or her custody, or under his or her control:

30-TREASURER

70.3.1 the financial records for the current financial year; and

~~The Treasurer of Council shall: 30.1 collect and receive all moneys due to Council and make all payments authorised by Council; and 30.2 keep correct accounts and books showing the financial affairs of Council with full details of all receipts and expenditure connected with the activities of Council; 30.3 ensure that all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Executive Committee; 30.4 present to the Executive Committee and Council a written monthly financial report; 30.5 present to the annual general meeting audited accounts for the previous financial year; and 30.6 keep a record of funds held by the Regional Branches according to each Branch's annual audit~~

70.3.2 any other financial records as authorised by the Committee.

31-COMMITTEES

~~31.1 The Executive Committee may authorise the formation of Standing Committees, Working Groups and Sub-committees as required. All such committees will serve in an advisory capacity only.~~

~~31.2 The President and Secretary are ex-officio members of all Standing Committees, Working Groups and Sub-committees.~~

71 FINANCIAL STATEMENTS

~~31.3 The State Co-ordinator of Standing Committees shall:~~

~~31.3.1 present a written report at each meeting of the Executive Committee and Council, and~~

~~31.3.2 receive all Committee and Working Group reports; and~~

~~31.3.3 bring to the Executive Committee any business arising from the said reports.~~

71.1 For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.

~~31.4 The Standing Committees, Working Groups and Sub-committees shall further the work of Council, the National Council of Women of Australia and the International Council of Women.~~

71.2 Without limiting rule 71.1, those requirements include:

32 BRANCHES

71.2.1 the preparation of the financial statements;

~~32.1 Each Branch shall be known as NCWV (name) Regional Branch and shall abide by this Constitution and the NCWV Procedures Manual.~~

71.2.2 if required, the review or auditing of the financial statements;

~~32.2 The boundaries of each Branch will be set~~

71.2.3 the certification of the financial statements by the Executive Committee;

~~32.3 Membership categories of Branches shall be:~~

~~Organisational (Affiliates);~~

~~Individual (Associates);~~

~~Honorary Life Members.~~

71.2.4 the submission of the financial statements to the annual general meeting of the Association;

~~32.4~~The Council may after due consideration disband a Branch at any time
71.2.5 the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7 - GENERAL MATTERS

~~32.5~~On the closure of a Branch, remaining finances, after all debts are honoured, are to be paid into NCW Victoria funds.

~~32.6~~All archival material belonging to the disbanded Branch is to be forwarded to the NCW Victoria office within 28 days after closure.

~~33~~72 COMMON SEAL

~~72.1~~ ~~33.1~~The Common Seal of Council shall be the responsibility of the Secretary and be kept securely in the Registered Office of Council.The Association may have a common seal.

72.2 If the Association has a common seal:

72.2.1 the name of the Association must appear in legible characters on the common seal;

72.2.2 ~~33.2~~The Common Seal shall not be affixed to any instrument except a document may only be sealed with the common seal by the authority of the ~~Executive Committee~~ and the affixing of the Common Seal shall be attested sealing must be witnessed by the signatures of ~~both the President and Secretary~~ two Committee members;

72.2.3 the common seal must be kept in the custody of the Secretary.

73 REGISTERED ADDRESS

~~33.3~~A record shall be maintained showing the use of the Common Seal, the date when the Seal was used and for what reason it was affixed and a record book shall be kept for this purpose.
The registered address of the Association is:

~~34~~ ALTERATION OF RULES AND STATEMENT OF PURPOSES

73.1 the address determined from time to time by resolution of the Committee; or

~~34.1~~These Rules and the Statement of Purposes of the Association shall not be altered except in Accordance with the Act.

73.2 if the Committee has not determined an address to be the registered address the postal address of the Secretary.

~~34.2~~Notice of a proposed amendment must be given to the Secretary in writing; and

~~34.2.1~~ be signed by at least five (5) members; and

~~34.2.2~~ must be received at least six (6) weeks before the general meeting at which it is intended to be proposed; and

~~34.2.3~~ shall be given to members twenty one (21) days prior to the said meeting in whatever manner the Executive Committee may determine.

~~34.3~~Further amendments to the proposed amendment may be received at the meeting.

~~34.4~~A special resolution for the amendment to the Constitution shall be deemed to be carried if it is approved by not less than three-quarters of those shown on the formal attendance and proxy lists

~~for the meeting.~~

74 NOTICE REQUIREMENTS

74.1 ~~34.5 Members may vote in person or by proxy subject to~~ Any notice required to be given to a member or a Committee member under these Rules- may be given:

74.1.1 by handing the notice to the member personally;

74.1.2 by sending it by post to the member at the address recorded for the member on the register of members; or

74.1.3 by email or facsimile transmission.

74.2 Rule 74.1 does not apply to notice given under rule 60.

74.3 Any notice required to be given to the Association or the Committee may be given:

74.3.1 by handing the notice to a member of the Committee;

74.3.2 by sending the notice by post to the registered address;

74.3.3 by leaving the notice at the registered address; or

74.3.4 if the Committee determines that it is appropriate in the circumstances:

74.3.4.1 by email to the email address of the Association or the Secretary; or

74.3.4.2 by facsimile transmission to the facsimile number of the Association.

75 CUSTODY AND INSPECTION OF BOOKS AND RECORDS

75.1 Members may on request inspect free of charge:

75.1.1 the register of members;

75.1.2 the minutes of general meetings;

75.1.3 subject to rule 75.2, the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.

Note

See note following rule 18 for details of access to the register of members.

75.2 The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

75.3 The Committee must on request make copies of these Rules available to members and applicants for membership free of charge.

75.4 Subject to rule 75.2, a member may make a copy of any of the other records of the

Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.

75.5 For purposes of this rule:

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

75.5.1 its membership records;

75.5.2 its financial statements;

75.5.3 its financial records;

35 NOTICES

75.5.4 records and documents relating to transactions, dealings, business or property of the Association.

~~35.1A notice may be served by or on behalf of Council upon any member either personally or by sending by post or facsimile or electronic mail to the member at the address shown in the Register of Members.~~

~~35.2 Where a document is properly addressed prepaid and posted to a person as a letter or facsimile or electronic mail, the document shall, unless the contrary is proved, be deemed to have been given to that person at the time at which the letter would have been delivered in the ordinary course of post or facsimile or electronic mail.~~

36-76 WINDING UP OR AND CANCELLATION

76.1 The Association may be wound up voluntarily by special resolution.

76.2 ~~36.1~~ In the event of the winding up or the cancellation of the incorporation of the Council/Association, the surplus assets of Council shall be disposed of in accordance with the provisions of the Act/the Association must not be distributed to any members or former members of the Association.

37 CUSTODY OF RECORDS

~~37.1 Except as otherwise provided in these Rules, the Secretary shall keep in his or her custody or under his or her control all books, documents and securities of Council in the Registered Office.~~

76.3 Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.

~~37.2 All accounts, books, documents and securities of Council shall be available for inspection by any member of the Council upon request at the Registered Office.~~

76.4 The body to which the surplus assets are to be given must be decided by special resolution.

38 FUNDS

~~38.1 The funds of Council shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Executive Committee determines.~~

77 ALTERATION OF RULES

45.....Workshare Compare comparison of
1217842344_1_AUMatters(NCWV_Constitution_FINAL_1Aug10).PDF and word copy
1217842345_3_AUMatters(NCWV - New Constitution - 25.07.18).pdf. Performed on
26/07/2018.

These Rules may only be altered by special resolution of a general meeting of the Association.

Note

~~Constitution of the National Council of Women of Victoria Inc~~ 2010

An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the Association is taken to have adopted its own rules, not the model rules.