

National Council of Women of Victoria Inc

**Incorporation No. AIA: A0004465H
ABN 18 227 073 059**

CONSTITUTION

2010

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

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CONSTITUTION OF THE NATIONAL COUNCIL OF WOMEN OF VICTORIA INC.

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).

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.

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.

3 MISSION STATEMENT

NCWV is a non-party-political, non-sectarian, 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.

4 OBJECTS

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.

4.3 To develop policies and responses on behalf of women on a state-wide basis.

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

4.5 To link with the women of 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.

5 PATRONS

5.1 The Council may invite up to three (3) eminent persons to be Patrons of NCWV.

5.2 Criteria for selection of Patrons shall be determined by the Executive Committee.

6 FRIENDS OF NCWV

6.1 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.

7 MEMBERSHIP

7.1 Membership Categories

The categories of membership of NCWV shall be:

- Organisational (Affiliate) Members,
- 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

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.

7.1.2 Regional Branches

- (a) A Branch may be formed, with the consent of Council, in any district or centre in Victoria where at least four (4) societies or organisations have come together to form the group.
- (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 shall specify two (2) official proxies.

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.

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.

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.

7.2 Application for Membership

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.

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.

- 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.
- 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.
- 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.
- 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.
- 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.

8 SUBSCRIPTIONS

- 8.1 The entrance fee will be determined by Council upon the recommendation of the Executive Committee as and when desired.
- 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.
- 8.3 The annual subscription(s) are to be reviewed annually and may be increased on the recommendation from Executive Committee to Council.
- 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.

9 REGISTER OF MEMBERS

The Secretary, in conjunction with the Treasurer, shall 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.

10 CESSATION OF MEMBERSHIP

- 10.1 A 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.
- 10.2 After 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.

11 DISCIPLINE, SUSPENSION OR EXPULSION OF A MEMBER

11.1 Subject 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.

11.2 A 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.

11.3 A 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).

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

11.4.3 stating the date, place and time of that meeting; and

11.4.4 informing 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.

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

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

11.5.2 give due consideration to 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).

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.

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).

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

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.

12 APPEALS PROCESS

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.

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

12.2.2 the Executive Committee may place before the meeting details of the grounds of the resolution and the reasons for the passing of the resolution; and

12.2.3 the member, or his or her representative, must be given an opportunity to be heard; and

12.2.4 the members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

12.3 A resolution is confirmed, 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 revoked.

13 DISPUTES AND MEDIATION

13.1 The grievance procedures set out in this rule applies to disputes under these Rules between -

13.1.1 a member and another member; or

13.1.2 a member and the Council.

13.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all the parties.

13.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

13.4 The mediator must be -

13.4.1 a person chosen by agreement between the parties; or

13.4.2 in the absence of agreement -

(a) in the case of a dispute between a member and another member, a person appointed by the Executive Committee of the Council; or

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

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.

13.8 The mediator, in conducting the mediation, must -

13.8.1 give the parties to the mediation process every opportunity to be heard; and

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 The mediator must not determine the dispute.

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

14 MEETINGS

14.1 Visitors and Observers

14.1.1 Visitors and observers may attend any Council meeting in a non-voting capacity.

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.

14.2.4 The ordinary business of the annual general meeting shall be

- (a) to confirm the minutes of the last preceding annual general meeting;
- (b) to receive from the Executive Committee reports upon the transactions of Council during the preceding year;
- (c) to elect officers of Council and the members of the Executive Committee; and
- (d) to receive and consider the financial statement submitted by the Executive Committee in accordance with these Rules and the Act.
- (e) to appoint, reappoint or remove an auditor in accordance with the Act.

14.2.5 The annual general meeting may transact special business of which notice is given in accordance with these Rules.

14.3 General Meetings of Members of Council

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.

14.4 Special General Meetings

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

- (a) the Executive Committee whenever it thinks fit,
- (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.

14.4.7 No business other than that set out in the notice convening the meeting shall be transacted at the meeting.

14.5 Special Business

14.5.1 All business that is conducted at a special general meeting and all business that is

conducted at the annual general meeting, except for business conducted under the Rules as ordinary business of the annual general meeting, is deemed to be special business.

14.6 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 NOTICE OF GENERAL MEETINGS

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.

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 GENERAL MEETINGS

16.1 The Executive Committee shall, on request, convene a special general meeting of Council.

16.2 The request 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.

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.

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.

17 QUORUM

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.

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.

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.

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

18 PRESIDING AT GENERAL MEETINGS

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 ADJOURNMENT OF MEETING

19.1 The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.

19.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

19.3 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 16.

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 VOTING AT A GENERAL MEETING

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.

20.3 An Individual (Associate) or Individual (Associate) Life Member 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.

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.

20.8 Voting shall be decided by a simple majority.

20.9 In the case of equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.

21 MANNER OF DETERMINING WHETHER A RESOLUTION IS CARRIED

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

- (a) a declaration by the Chairperson that a resolution has been
- carried, or
 - carried unanimously, or
 - carried by a particular majority, or
 - lost, and

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

22 PROXIES

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.

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.

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.

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.

23 THE EXECUTIVE COMMITTEE

23.1 The Executive Committee:

23.1.1 shall control and manage the business and affairs of Council;

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 those powers and functions that are required by these Rules to be exercised by general meetings of the members of Council; and

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.

23.2 Composition of the Executive Committee

The composition of the Executive Committee shall be:

- 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.

23.3 Officers of Council

The officers of Council shall be:

- A President
- Three (3) Vice-Presidents:
 - Two (2) elected by Council
 - One (1) elected by the delegates representing the Branches (Regional Vice President)
- A Secretary
- A Treasurer
- 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.
- 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.
- 24.6 Members of the Executive Committee shall hold office until their successors are appointed.

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.
- 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 annual general meeting.
- 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.
- 25.5 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 25.6 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- 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.
- 25.8 The ballot will be determined by a simple majority.

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.

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 the first Executive Committee Meeting held after the annual general meeting.

26 EXECUTIVE COMMITTEE VACANCIES

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.

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.

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.

27 REMOVAL OF A MEMBER OF THE EXECUTIVE COMMITTEE

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.

27.2 A member of the Executive Committee who is the subject of a proposed resolution referred to in sub-rule (27.1) may make representations in writing to the Secretary or President of the Council (not exceeding a reasonable length) and may request that this written submission be provided to the members of the Council.

27.3 The Secretary or President may give a copy of the submission to each member of the Council or, if it is not so given, the member may require that it be read out at the meeting.

28 PROCEEDINGS OF THE EXECUTIVE COMMITTEE

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.

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.

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.

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.

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.

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

29 SECRETARY

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.

30 TREASURER

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.

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.

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.

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.

32 BRANCHES

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

32.2 The boundaries of each Branch will be set by the Executive Committee.

32.3 Membership categories of Branches shall be:

- Organisational (Affiliates),
- Individual (Associates),
- Honorary Life Members.

32.4 The Council may after due consideration disband a Branch at any time.

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 SEAL

33.1 The Common Seal of Council shall be the responsibility of the Secretary and be kept securely in the Registered Office of Council.

33.2 The Common Seal shall not be affixed to any instrument except by the authority of the Executive Committee and the affixing of the Common Seal shall be attested by the signatures of both the President and Secretary.

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.

34 ALTERATION OF RULES AND STATEMENT OF PURPOSES

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

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.

34.5 Members may vote in person or by proxy subject to these Rules.

35 NOTICES

35.1 A 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 WINDING UP OR CANCELLATION

36.1 In the event of winding up or cancellation of the incorporation of the Council, the assets of Council shall be disposed of in accordance with the provisions of the Act.

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.

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.

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.