

RULES OF WOMEN WITH DISABILITIES VICTORIA INC

An incorporated association under the
Associations Incorporation Reform Act 2012
(Vic)

Level 9, 255 Bourke Street
Melbourne, Vic, 3000

GPO Box 1160
Melbourne, Vic, 3001

Telephone: 9286 7800
Fax: 9663 7955

www.wdv.org.au

Amended at a Special General Meeting on 30 November 2017

Rules previously amended at a Special General Meeting, 20 March 2014 and on 16 April 2015

Name changed from Victorian Women with Disabilities Network to Women with Disabilities Victoria at a Special General Meeting 8th July 2010

TABLE OF CONTENTS

1	NAME	1
2	DEFINITIONS AND INTERPRETATION	1
3	OBJECTS	4
4	LEGAL CAPACITY AND POWERS	5
5	SOURCES OF FUNDS	5
6	USE OF INCOME AND ASSETS	5
7	SPECIFIC PURPOSE FUNDS	6
8	MEMBERSHIP	6
9	RIGHTS AND OBLIGATIONS OF MEMBERS	8
10	APPLICATION FEE AND ANNUAL SUBSCRIPTIONS	9
11	RESIGNATION, DISCIPLINE AND EXPULSION OF MEMBERS	9
12	PRIVACY OF MEMBERS	12
13	REGISTER OF MEMBERS	12
14	LIABILITY OF MEMBERS	12
15	MEETINGS OF MEMBERS	12
16	REPRESENTATIVES	15
17	PROXIES	15
18	PROCEEDINGS AT GENERAL MEETINGS	17
19	BOARD OF DIRECTORS	18
20	ELECTION OF MEMBER DIRECTORS	20
21	VOTING FOR MEMBER DIRECTORS	20
22	REMOVAL OF DIRECTORS AND VACATION OF OFFICE	21
23	POWER OF BOARD TO FILL CASUAL VACANCIES	22
24	POWERS AND DUTIES OF THE BOARD	22
25	TREASURER AND SECRETARY	23
26	SECRETARY FOR THE PURPOSES OF THE ACT	23
27	CHIEF EXECUTIVE OFFICER	23
28	CHAIR	23

29	COMMITTEES	24
30	BY-LAWS	24
31	PROCEEDINGS OF THE BOARD	25
32	RECORDS	27
33	INSPECTION OF RECORDS	27
34	MINUTES OF PROCEEDINGS	28
35	BANKING	28
36	AUDIT	28
37	COMMON SEAL AND EXECUTION OF DOCUMENTS	29
38	OFFICERS INDEMNITY AND INSURANCE	29
39	AMENDMENT OF THE RULES	30
40	TAX EXEMPTION AND DEDUCTIBILITY	31
41	COMPLIANCE	32
42	WINDING UP	32
43	NOTICES	32
44	DISPUTES AND MEDIATION	33
	ADDENDUM 1: STATEMENT OF RIGHTS	35

**RULES OF
WOMEN WITH DISABILITIES VICTORIA INC
ASN No. A00038882W
ABN 56 160 558 848**

SECTION A - NAME, DEFINITIONS, OBJECTS & POWERS

1 NAME

The incorporated association is Women with Disabilities Victoria Inc (“**Association**”).

2 DEFINITIONS AND INTERPRETATION

2.1 In these Rules:

- 2.1.1 “**Absolute Majority**” means a majority of the votes of all Directors entitled to vote at the time, whether or not those Directors are present and whether or not they vote.
- 2.1.2 “**Act**” means the *Associations Incorporation Reform Act 2012 (Vic)*.
- 2.1.3 “**Annual General Meeting**” means the annual general meeting of the Association convened in accordance with the Rules.
- 2.1.4 “**Annual Subscription**” means the annual amount determined by the Board in accordance with Rule 10.1.
- 2.1.5 “**Application Fee**” means the amount (if any) determined by the Board in accordance with Rule 10.1.
- 2.1.6 “**Associate Member**” means a member of the association in the class described in Rule 8.2.1 who is entitled to attend and be heard at General Meetings but are not entitled to vote.
- 2.1.7 “**Board**” means the board of management of the Association under Rule 19.
- 2.1.8 “**By-laws**” means any by-laws made under these Rules.
- 2.1.9 “**Chair**” means the person elected by the Board under Rule 28.
- 2.1.10 “**Chief Executive Officer**” means:
- (a) the person, if any, and however titled, appointed by the Board under Rule 27 and currently holding that office; and
 - (b) if no person is currently holding that office, the Secretary for the Purposes of the Act.
- 2.1.11 “**Co-opted Director**” means a woman appointed pursuant to Rules 19.1.2(b) and 24.1.3, and who need not be a Full Member.
- 2.1.12 “**Director**” means a member of the Board, being either a Member Director or a Co-opted Director.

- 2.1.13 “**Disability**” is a social construct and stems from the interaction of a person’s functional impairment with a disabling environment. A disabling environment is one which creates structural, attitudinal and behavioural barriers. Functional impairment means limitations on a person’s activities of daily living which affects the person’s relationship with the physical, economic and social environment.
- 2.1.14 “**Entity**” includes a body, trust and fund.
- 2.1.15 “**Full Member**” means a Member of the Association in the class described in Rule 8.2.2 who is entitled to one vote at General Meetings.
- 2.1.16 “**Financial Year**” means the year ending on 30 June.
- 2.1.17 “**General Meeting**” means the Annual General Meeting or a Special General Meeting as the context requires.
- 2.1.18 “**Gift Fund**” means a gift fund as defined in Rule 40.3.
- 2.1.19 “**Liability**” includes costs, charges, losses, damages, expenses and penalties.
- 2.1.20 “**Member**” means a member of the Association and unless the contrary intention appears, includes a Full Member, an Associate Member and:
- (a) an unincorporated body or part of an incorporated or unincorporated body that is represented by an individual in accordance with Rule 8.4.2; and
 - (b) an incorporated body that is represented by an individual in accordance with Rule 16.
- 2.1.21 “**Member Director**” means a Director who is a Full Member and was elected pursuant to Rule 19.1.2(a).
- 2.1.22 “**Objects**” means the objects of the Association specified in Rule 3.2.
- 2.1.23 “**Office**” means the registered office of the Association.
- 2.1.24 “**Officer**” means:
- (a) a Director;
 - (b) a person appointed to a committee established by the Board in accordance with the Rules;
 - (c) a person appointed a trustee by, or acting as trustee at the request of the Association; or
 - (d) a person who is an office holder for the purposes of section 82 of the Act.
- 2.1.25 “**Person**” means an individual, incorporated and unincorporated group or organisation, parts of incorporated and unincorporated groups or organisations and a company or incorporated Entity.
- 2.1.26 “**Proceedings**” means any proceedings, whether civil or criminal, in which it is alleged that the person has done or omitted to do some act,

matter or thing in his or her capacity as an Officer, or in connection with the affairs of the Association, or otherwise arising out of the Officer's office (including proceedings involving allegations against the Officer of negligence, default, breach of trust or breach of duty in relation to the Association).

- 2.1.27 “**Register**” means the register of Members.
- 2.1.28 “**Registrar**” means the Registrar of Incorporated Associations under the Act.
- 2.1.29 “**Rules**” means these rules of the Association as amended.
- 2.1.30 “**Secretary for the Purposes of the Act**” means the person appointed by the Association to carry out the duties of the secretary as required by the Act and is considered an Officer of the Association.
- 2.1.31 “**Special General Meeting**” means a special general meeting of Members convened in accordance with the Rules.
- 2.1.32 “**Special Resolution**” means a resolution at a General Meeting:
- (a) of which notice has been given in accordance with Rule 15.4; and
 - (b) that is passed by at least 75% of the votes cast (in person, by representative or by proxy) of Full Members entitled to vote on the resolution,
- as provided by section 64 of the Act.
- 2.1.33 “**Term**” means
- (a) in the case of Member Directors — three (3) years between Annual General Meetings commencing at the end of the Annual General Meeting in the year the Member Director was declared elected, subject to clause 23.1; and
 - (b) in the case of Co-opted Directors — from the appointment taking effect until the end of the Annual General Meeting after the appointment takes effect or unless otherwise removed in accordance with these Rules.
- 2.1.34 “**Transfer**” means transfer, assign, dispose of, sell or part with the whole or part of an interest by any means, to any other person (including a sale or transfer to a related Person or spouse).
- 2.1.35 “**Writing**” and “**Written**” includes printing, typing, lithography and other mode of producing words in a visible form or such other form as is reasonably appropriate for a person's Disability.
- 2.2 In these Rules, unless the contrary intention appears:
- 2.2.1 the singular includes the plural and vice versa;
 - 2.2.2 a reference to a document or instrument, including these Rules, includes that document or instrument as novated, altered or replaced from time to time;

- 2.2.3 a reference to an individual or person includes a partnership, body corporate, government authority or agency or other body (whether or not the body is incorporated);
- 2.2.4 a reference to a person includes that person's successors, legal personal representatives and permitted transferees and assigns;
- 2.2.5 a reference to a statute, code, regulation, proclamation, ordinance or by-law includes all regulations and instruments made under it and includes consolidations, amendments, re-enactments or replacements of any of them;
- 2.2.6 where a word or phrase is defined in the Rules other grammatical forms of the word or phrase have corresponding meanings; and
- 2.2.7 headings and the table of contents are for convenience only and do not affect the interpretation of these Rules.

3 OBJECTS

- 3.1 The Association is a Victorian charitable institution run by women with Disabilities to advance and promote the Objects for the benefit of all Victorian women with Disabilities.
- 3.2 The Objects of the Association are to promote the health and wellbeing of women with Disabilities, and in particular the prevention of disease and the relief of the negative impacts of Disabilities by:
 - 3.2.1 providing support, education, information and mentoring to Members and other women with Disabilities;
 - 3.2.2 providing broad-based information and education to health and other community organisations, services and carers, regarding issues that impact on the health and wellbeing of women with Disabilities;
 - 3.2.3 promoting the access of women with Disabilities to health and other community organisations and services;
 - 3.2.4 supporting, conducting and promoting research on issues that affect the health and well being of women with Disabilities;
 - 3.2.5 promoting community awareness of women with Disabilities and engaging in community activities that promote positive images of women with Disabilities, and highlighting the diversity of women with Disabilities;
 - 3.2.6 working to ensure all community organisations, services and government legislation and policy promote accessibility to services, equality of opportunity, and the rights stated in the Statement of Rights (contained in Addendum 1 to these Rules) for the benefit of women with Disabilities;
 - 3.2.7 conducting health promotion activities to achieve these Objects;
 - 3.2.8 engaging in charitable and/or benevolent activities which are consistent with these Objects; and
 - 3.2.9 doing such things as may be incidental or conducive to the attainment of the Objects set out in this Rule 3.

4 LEGAL CAPACITY AND POWERS

- 4.1 Solely for the purpose of carrying out the Objects, the Association may, in any manner permitted by the Act:
- 4.1.1 exercise any power;
 - 4.1.2 take any action; or
 - 4.1.3 engage in any conduct or procedure,
- which, it may exercise, take or engage in if authorised by the Rules.
- 4.2 Without limiting Rule 4.1, the Association may:
- 4.2.1 enter into any arrangements with any government or authority that are incidental or conducive to the attainment of the Objects;
 - 4.2.2 sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with any part of the property or the rights of the Association; and
 - 4.2.3 represent the Members as they direct in consultation or negotiation with other groups in any matter affecting the proper conduct or advancement of the Association, its Objects and the Members.

SECTION B - FINANCES

5 SOURCES OF FUNDS

- 5.1 The Association will derive funds from:
- 5.1.1 gifts;
 - 5.1.2 revenue from legitimate earnings (including fund raising and investments);
 - 5.1.3 fees for services provided;
 - 5.1.4 Annual Subscriptions and Application Fees; and
 - 5.1.5 other sources as the Board determines.
- 5.2 The fees for services provided by the Association will be fixed by the Board, which may, in its discretion, waive payment of fees, or part of fees.

6 USE OF INCOME AND ASSETS

- 6.1 The income and assets of the Association, however derived, shall be applied solely towards the promotion of the Objects of the Association, and no portion of the income or assets of the Association shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to any Member.
- 6.2 Subject to Rule 6.3, the Association must not distribute any part of its income or assets directly or indirectly to its Members.
- 6.3 The Rules do not prevent the Association from:

6.3.1 paying remuneration to any Directors or employees of the Association, for services rendered; or

6.3.2 paying its Members or Directors:

(a) reimbursement for expenses properly incurred by them; or

(b) for goods supplied and services provided by them;

if such payments are made in good faith on terms no more favourable than if the Member or Director were not a Member or Director.

6.4 The Association must not pay fees directly or indirectly to any of the Directors, other than as permitted under the Rules.

6.5 The Association may make payments to the Directors only if the payments have been specifically approved by resolution of the Board.

7 SPECIFIC PURPOSE FUNDS

7.1 All gifts to the Association which are expressed by the donor as given for a specific purpose of the Association, or otherwise subject to conditions, will, so far as is possible, be used only for the designated purpose, or in accordance with the relevant conditions.

7.2 Pending such use, the gift will be paid to the credit of a specific purpose account and invested in investments authorised by the applicable law for the investment of trust funds and any income arising from those investments will be paid to the credit of that account and will, so far as is possible, be used for the same purpose or subject to the same conditions as applied to the original gift.

SECTION C - MEMBERS

8 MEMBERSHIP

8.1 Members

The following persons are Members:

8.1.1 those Persons who are Members as at the date of adoption of the Rules; and

8.1.2 any other Person who becomes a Member in accordance with Rule 8.4.

8.2 Type and Classes of membership

8.2.1 Associate Membership will extend to:

(a) individuals;

(b) organisations;

(c) government; and

(d) companies and businesses.

8.2.2 Full Membership will extend to women with Disabilities who live in Victoria.

8.3 The Board may determine the classes of membership (if any) and eligibility and special rights attracting to classes of membership.

8.4 **Admission to membership**

8.4.1 Eligibility

Subject to the Rules, a person or entity is entitled to be admitted as a Member upon:

- (a) agreeing to support the Objects and agreeing to comply with the Rules and By-laws; and
- (b) applying to become a Member in accordance with Rule 8.5, if approved by the Board under Rule 8.6.

8.4.2 Incorporated and unincorporated Entities

An unincorporated body, or part of an incorporated or unincorporated body, may become an Associate Member only by nominating an individual to be an Associate Member on its behalf.

8.5 **Applications**

Applications for Membership must be:

- 8.5.1 in Writing in the form determined by the Board, stating that the applicant:
 - (a) wishes to become a Member, specifying the type or class of membership applied for;
 - (b) supports the Objects;
 - (c) agrees to comply with the Rules and By-laws; and
 - (d) acknowledges and accepts all of the rights and obligations associated with membership;
- 8.5.2 signed by the applicant;
- 8.5.3 lodged with the Chief Executive Officer; and
- 8.5.4 accompanied by the Application Fee.

8.6 **Board to consider applications for membership**

- 8.6.1 The Board will consider an application for membership at the first regular Board meeting following the receipt of the application, unless it is impractical to do so.
- 8.6.2 The Board must by resolution approve or reject the application.
- 8.6.3 If the Board approves an application:
 - (a) the Board will notify the applicant in Writing that the application has been approved;

- (b) the Board will request the applicant to pay within 28 days from the date of the Board meeting the first year's Annual Subscription;
- (c) the Board will ensure that the Member's details including name, address and the date of becoming a Member are entered in the Register within 7 days of the receipt of the amounts referred to in Rule 8.6.3(b); and
- (d) the applicant becomes a Member from the date of the applicant being recorded in the Register, in accordance with Rule 8.6.3(c).

8.6.4 If the Board rejects an application, the Board will return the Application Fee and notify the applicant that the application for membership has been rejected and the Board is not obliged to give any reason for the rejection of any application.

8.6.5 The Board's decision regarding applications for membership and as to the class (if any) of membership for which any applicant is eligible will be final and conclusive and binding and the Board is not bound to acknowledge or take into account comments received from Members.

9 RIGHTS AND OBLIGATIONS OF MEMBERS

- 9.1 The rights of Members are not transferable and cease when the Member ceases to be a Member.
- 9.2 All Members must support the Objects and must comply with the Rules and By-laws.
- 9.3 The Rules constitute the terms of an enforceable contract between the Association and each Member as provided by section 46 of the Act.
- 9.4 A Member of the Association who is entitled to vote has the right:
 - 9.4.1 to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules;
 - 9.4.2 to submit items of business for consideration at a general meeting;
 - 9.4.3 to attend and be heard at general meetings;
 - 9.4.4 to have access to the minutes of general meetings and other documents of the Association; and
 - 9.4.5 to inspect the register of members.
- 9.5 A Member is entitled to vote if:
 - 9.5.1 the Member is a Full Member and not an Associate Member (see Rule 18.5.1); and
 - 9.5.2 more than 10 business days have passed since the Member became a Member of the Association; and
 - 9.5.3 the Member's rights are not suspended for any reason (see Rule 18.5.5).

10 APPLICATION FEE AND ANNUAL SUBSCRIPTIONS

- 10.1 The Board may by resolution set the following fees payable by Members (or any class or type of membership):
- 10.1.1 an Application Fee;
 - 10.1.2 an Annual Subscription; and
 - 10.1.3 other fees, such as entrance fees, in accordance with Rule 10.3.
- 10.2 The Board may, in the resolution, set criteria for the variation of the amount of the Application Fee and/or the Annual Subscription and/or the date for payment of either, provided that variations to:
- 10.2.1 the Application Fee will reflect the administrative and other costs properly associated with the Person being admitted to Membership; and
 - 10.2.2 the Annual Subscription will reflect the administrative costs properly associated with the operation of the Association from year to year.
- 10.3 The Board may set any other fee it considers necessary.
- 10.4 The Chief Executive Officer must notify each Member as soon as practicable after setting any fee, the nature of the fee and its due date for payment.
- 10.5 If a Member fails to pay any fee set by the Association pursuant to Rule 10.1 by the due date, the Association may charge (and the Member must pay) interest at the rate or rates payable by the Association itself on that money and failing any specified rate, at the rate payable under section 2 of the *Penalty Interest Rates Act 1983* (Vic).
- 10.6 The voting and other rights of Members who have not paid amounts payable under Rule 10.1 by the due date for payment are suspended until the relevant amount together with interest (if any) is paid.

11 RESIGNATION, DISCIPLINE AND EXPULSION OF MEMBERS

11.1 Resignation

- 11.1.1 A Member may resign at any time, by giving at least 3 months notice in Writing to the Board.
- 11.1.2 Upon giving the notice referred to in Rule 11.1.1 any amounts due to the Association from the resigning Member will be a debt due and payable on demand.

11.2 Discipline and expulsion

- 11.2.1 The Association may take disciplinary action against a Member in accordance with this Rule if it is determined that the Member:
 - (a) has failed to comply with these Rules;
 - (b) refuses to support the Objects of the Association; or
 - (c) has engaged in conduct prejudicial to the Association.

- 11.2.2 If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a Member, the Board must appoint a committee (“**Disciplinary Committee**”) to hear the matter and determine what action, if any, to take against the Member.
- 11.2.3 The Members of the Disciplinary Committee:
- (a) may be Directors, Members of the Association or anyone else; but
 - (b) must not be biased against, or in favour of, the Member concerned.
- 11.2.4 Before disciplinary action is taken against a Member, the Secretary for the Purposes of the Act, must give written notice to the Member:
- (a) stating that the Association proposes to take disciplinary action against a Member;
 - (b) stating the grounds for the proposed disciplinary action;
 - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the “**Disciplinary Meeting**”);
 - (d) advising that he or she may do one or both of the following:
 - (1) attend the Disciplinary Meeting and address the Disciplinary Committee at that meeting;
 - (2) give a written statement to the Disciplinary Committee at any time before the Disciplinary Meeting; and
 - (e) setting out the Member’s rights of appeal.
- 11.2.5 The notice must be given no earlier than 28 days, and no later than 14 days, before the Disciplinary Meeting is held.
- 11.2.6 At the Disciplinary Meeting, the Disciplinary Committee must:
- (a) give the Member an opportunity to be heard; and
 - (b) consider any written statement submitted by the Member.
- 11.2.7 After complying with Rule 11.2.6, the Disciplinary Committee may:
- (a) take no further action against the Member;
 - (b) subject to Rule 11.2.8 reprimand the Member;
 - (c) suspend the membership rights of the Member for a specified period; or
 - (d) expel the Member from the Association.
- 11.2.8 The Disciplinary Committee may not fine the Member.

- 11.2.9 The suspension of membership rights or the expulsion of a Member by the Disciplinary Committee under this Rule takes effect immediately the vote is passed.
- 11.2.10 A person whose membership rights have been suspended or who has been expelled from the Association under Rule 11.2.7, may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- 11.2.11 The notice must be in writing and given:
- (a) to the Disciplinary Committee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the Secretary for the Purposes of this Act not later than 48 hours after the vote.
- 11.2.12 If a person has given notice under Rule 11.2.10, a disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days, after the notice is received.
- 11.2.13 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:
- (a) specify the date, time and place of the meeting; and
 - (b) state:
 - (1) the name of the person against whom the disciplinary action has been taken;
 - (2) the grounds for taking that action; and
 - (3) that at the disciplinary appeal meeting the Members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.
- 11.2.14 As a disciplinary appeal meeting:
- (a) no business other than the question of the appeal may be conducted;
 - (b) the Board must state the grounds for suspending or expelling the Member and the reasons for taking that action; and
 - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- 11.2.15 After complying with Rule 11.2.14, the Members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- 11.2.16 A Member may not vote by proxy at the meeting.
- 11.2.17 The decision is upheld if not less than three quarters of the Members voting at the meeting vote in favour of the decision.

- 11.2.18 A Member of the Association who is the subject of a disciplinary procedure must not initiate a grievance procedure pursuant to Rule 44 until the disciplinary procedure is complete.

11.3 Cessation of membership

- 11.3.1 Members cease to be Members:
- (a) on resignation, expulsion, death or ceasing to have legal capacity;
 - (b) on becoming insolvent, under administration or upon making any arrangement or composition with their creditors generally; and
 - (c) in the case of Members nominated to act on behalf of an unincorporated body, or part of an incorporated or unincorporated body under Rule 8.4.2 who are not Members in their own right, when another Member is nominated.
- 11.3.2 The date when a Member ceases to be a Member must be entered in the Register.

12 PRIVACY OF MEMBERS

Personal information about Members is collected for the purpose of membership and may be disclosed to other Members or made available for inspection by other Members, or otherwise, in accordance with the law and the Association's privacy policy.

13 REGISTER OF MEMBERS

- 13.1 The Chief Executive Officer must keep and maintain a Register containing the full name, address and date of entry of each Member.
- 13.2 Members must notify the Chief Executive Office if their details change or to update or access their personal information.
- 13.3 The Register must be available for inspection by Members at the Office during normal office hours. Use of the Register by Members will be for the purpose of Association business only.

14 LIABILITY OF MEMBERS

- 14.1 Unless otherwise provided in the Rules, Members are not liable, by reason only of their membership, to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association, as provided by section 52 of the Act.
- 14.2 Members are liable only for any unpaid fees or levies, under Rule 10.

SECTION D - GENERAL MEETINGS

15 MEETINGS OF MEMBERS

15.1 Annual General Meeting

- 15.1.1 The Board must convene an Annual General Meeting to be held:
- (a) at least once in each calendar year; and

- (b) within five months after the end of the Financial Year, as required by section 63 of the Act.

15.1.2 The ordinary business of the Annual General Meeting is to:

- (a) verify the minutes of:
 - (1) the last Annual General Meeting; and
 - (2) any Special General Meetings since the last Annual General Meeting;
- (b) to receive and consider the financial statements of the Association for the preceding financial year submitted by the Board in accordance with Part 7 of the Act;
- (c) receive from the Board reports upon the activities of the Association during the last Financial Year;
- (d) receive reports of the auditors of the Association (if any);
- (e) appoint and fix the remuneration of one or more auditors (if any);
- (f) elect Member Directors in place of those retiring or ceasing to hold office; and
- (g) transact any other business which under the Rules or the Act ought to be transacted at an Annual General Meeting.

15.1.3 No business will be transacted at an Annual General Meeting other than:

- (a) the ordinary business referred to in Rule 15.1.2; and
- (b) any special business set out in the notice of meeting.

15.2 **Meaning of 'special business'**

For the purposes of Rule 15.1.3, 'special business' means any business transacted at an Annual General Meeting other than the items of ordinary business referred to in Rule 15.1.2 and all business transacted at any other General Meeting.

15.3 **Special General Meetings**

- 15.3.1 A General Meeting other than the Annual General Meeting will be called a Special General Meeting.
- 15.3.2 The Board may convene a Special General Meeting.
- 15.3.3 The Board must convene a Special General Meeting if requested in Writing by at least 25% of Members or 20 Members, whichever is the lesser.
- 15.3.4 The requisition for a Special General Meeting must state the objects of the meeting and must be signed by the Members making the requisition and be sent to the Office and may consist of several documents in a like form, each signed by one or more of the Members making the requisition.

- 15.3.5 If the Board does not call a Special General Meeting within one month after the date on which the requisition is received by the Association, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.
- 15.3.6 A Special General Meeting, convened by Members in pursuance of the Rules must be convened in the same manner as nearly as possible as that in which those meetings are convened by the Board, provided that:
- (a) all reasonable expenses incurred in convening the meeting are refunded by the Association to the persons incurring the expenses; and
 - (b) notice of the meeting must be given to all of the Directors.
- 15.3.7 Special General Meetings may consider only business of which notice has been given in accordance with Rule 15.4.

15.4 **Notice of General Meetings**

- 15.4.1 Subject to the Act and the Rules, not less than 21 clear days notice of a General Meeting must be given to the Members and to the auditors of the Association (if any), specifying:
- (a) the date, time and place (or places) of the meeting;
 - (b) if the meeting is to be held at more than one place, the technology that will be used;
 - (c) the general nature of each item of business to be considered;
 - (d) if a Special Resolution is to be proposed:
 - (1) the proposed resolution;
 - (2) that it is intended that the resolution be proposed as a Special Resolution;
 - (3) any business that any Member has requested in Writing be considered;
 - (4) a statement that incorporated Members may appoint a representative to attend, speak on its behalf in accordance with Rule 16; and
 - (5) a statement that all Full Members have the right to appoint a proxy to attend, speak and vote instead of the Full Member, in accordance with Rule 17.
- 15.4.2 A resolution passed at a General Meeting will be valid even if:
- (a) there is an accidental omission to give notice of the meeting; or
 - (b) a Member does not receive notice of the meeting.
- 15.4.3 A Member desiring to bring any business before a General Meeting may give notice of that business in Writing to the Chief Executive Officer, who

will request the Board to include that business in the notice calling the next General Meeting after the receipt of the notice.

15.5 **Voting of Members**

Subject to the Act, the Board may submit any question or resolution to the vote of all Full Members present, in person or by proxy, and eligible to vote.

15.6 **Use of technology**

General Meetings may be held at more than one place, provided that the technology used enables each Member present at all places the meeting is held to clearly and simultaneously communicate with every other such Member.

16 REPRESENTATIVES

16.1 Members who are incorporated bodies may appoint an individual (who need not be a Member) to represent them at General Meetings.

16.2 A representative need not be a Member and may be appointed for all General Meetings, any specific General Meeting or for a particular General Meeting.

16.3 Appointments of representatives must be:

16.3.1 in Writing, naming the individual (or individuals) to represent the Member;

16.3.2 sealed by, or signed on behalf of, the Member; and

16.3.3 sent to the Association so that it is received by the Association at least 24 hours before the General Meeting; or

16.3.4 given to the chair of the General Meeting before or at the commencement of the General Meeting.

16.4 Representatives may exercise all the rights of Members at General Meeting under the Rules.

17 PROXIES

17.1 Full Members may appoint other Full Members as proxies to vote on their behalf at general meetings.

17.2 A proxy must be a Full Member and may be appointed for all General Meetings, any specific General Meeting or for a particular General Meeting.

17.3 The appointment of a proxy must be:

17.3.1 in Writing, naming the individual to hold the proxy;

17.3.2 signed or sealed by or on behalf of the Member; and

17.3.3 sent to the Association so that it is received by the Association at least 24 hours before the General Meeting; or

17.3.4 given to the chair of the General Meeting before or at the commencement of the General Meeting.

17.4 The instrument appointing a proxy will confer authority to demand or join in demanding a poll. A Member may instruct the proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed proxies may vote as they think fit.

17.5 The instrument appointing a proxy may be in the following form or in a common or usual form:

"To: Women with Disabilities Victoria Inc

I of
..... being a member of
Women with Disabilities Victoria Inc ("**the Association**") appoint

..... of
..... or failing them
..... of
..... being a Full Member
of the Association, as my proxy to vote on my behalf at the general meeting of the
Association to be held on the day of and at any adjournment
of that meeting.

I authorise my proxy to vote *in favour of/*against the following resolutions:

##.....

##.....

Signed this day of

Note: A member who wishes to vote for or against any resolution must instruct the proxy accordingly. Unless otherwise instructed, proxies may vote as they think fit.

*Strike out whichever is not desired."

17.6 A vote cast by a proxy will be valid unless the Association has received Written notice of any of the following matters before the start or resumption of the meeting at which a proxy votes:

17.6.1 the death of the appointing Member;

17.6.2 the mental incapacity of the Member;

17.6.3 the Member's revocation of the proxy's appointment; or

17.6.4 the Member's revocation of the authority under which the proxy was appointed by a third party.

17.7 The appointment of a proxy is not revoked by the appointer attending the General Meeting. However:

17.7.1 if the appointer votes on a resolution, the proxy is not entitled to vote as the appointer's proxy on that resolution; and

- 17.7.2 if the appointer otherwise takes part in the meeting in relation to a resolution, the proxy may not take part in the meeting in relation to that resolution.

18 PROCEEDINGS AT GENERAL MEETINGS

18.1 Quorum

- 18.1.1 No business will be transacted at a General Meeting unless a quorum is present at the commencement of business.
- 18.1.2 The quorum for consideration of the business of a General Meeting is the presence in person, by representative or by proxy of at least 5 Full Members entitled to vote.

18.2 Absence of quorum

A meeting will be dissolved if a quorum is not present within half an hour from the time appointed for the meeting, if the meeting was convened upon the requisition of Members. In any other case the meeting will stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board determines. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present (being not less than 5 Full Members) will be a quorum. If at least 5 Full Members are not present, the meeting will be dissolved.

18.3 Chair

The Chair is entitled to chair General Meetings, but if no Chair has been appointed, or if at any meeting the Chair is not present within 10 minutes after the time appointed for holding the meeting, or unwilling to act, the Directors present may choose a Director to chair the meeting.

18.4 Adjournment of meeting

The chair of the meeting may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting. Except as provided in these Rules, it is not necessary to give notice of an adjournment or the business to be transacted at an adjourned meeting.

18.5 Voting at General Meetings

- 18.5.1 Each Full Member has one vote.
- 18.5.2 Each Full Member who has the right to vote may vote in person, by representative (if the Full Member is not a natural person) or by proxy.
- 18.5.3 Unless a poll is demanded, voting is by show of hand.
- 18.5.4 If a person present at a General Meeting represents more than one Full Member personally or by proxy or representative, and a vote is taken on a show of hands:

- (a) that person is entitled to one vote only regardless of the number of Full Members the person represents; and
- (b) that person's vote will be regarded as a vote cast for all the Full Members the person represents.

18.5.5 A Full Member is not entitled to vote at a General Meeting unless all amounts due and payable by the Full Member to the Association have been paid.

18.6 **Qualification of voters**

A question or an objection may be raised regarding the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered. Any such question or objection will be referred to the chair of the meeting, whose decision is final. A vote not disallowed pursuant to such a question or objection is valid for all purposes.

18.7 **Poll**

18.7.1 At any General Meeting a resolution put to the vote of the meeting will be decided on a show of hands unless a poll is demanded:

- (a) by the chair of the meeting;
- (b) by at least 3 Full Members present by representative or by proxy;
or
- (c) by any 2 Directors.

18.7.2 Unless a poll is demanded, a declaration by the chair that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Association will be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

18.8 **Manner of taking poll**

A poll, if duly demanded, will be taken in the manner and either at once or after an interval or adjournment or otherwise as the chair of the meeting directs. The result of the poll will be the resolution of the meeting at which the poll was demanded but a poll demanded on a question of adjournment must be taken immediately.

18.9 **Casting vote by Chair**

In the case of an equality of votes whether on a show of hands or on a poll, the chair of the meeting at which the show of hands takes place or at which the poll is demanded may have a second or casting vote.

SECTION E - BOARD OF MANAGEMENT

19 BOARD OF DIRECTORS

19.1 Board of Management

19.1.1 The affairs of the Association will be managed by the Board.

19.1.2 The Board will comprise:

- (a) up to nine (9) Member Directors elected by and from the Full Members in accordance with Rules 20 and 21; and
- (b) up to two (2) Co-opted Directors appointed by the Board from time to time on the basis of merit because the appointees have skills, qualifications, expertise or experience deemed necessary or desirable by the Board (including, without limitation, to complement the Member Directors) for the effective operation of the Board.

19.2 Holding office

19.2.1 Subject to the Rules, a Member Director will hold office for the Term.

19.2.2 A Director is not eligible for re-election or re-appointment if the Director:

- (a) has served three consecutive Terms as a Member Director, unless the Director has been subsequently absent from the Board for three years;
- (b) has served for nine (9) years consecutively (including casual vacancies), unless the Director has been subsequently absent from the Board for three years;
- (c) in the person's lifetime has served a total of four Terms as Member Director; or
- (d) in the person's lifetime has served twelve (12) years in the aggregate (including casual vacancies).

19.3 Qualification of Directors

No person is eligible to be appointed or act as a Director unless:

19.3.1 that person is over the age of 18 years;

19.3.2 that person is not prohibited or disqualified or otherwise prevented from acting as a director of a company under the *Corporations Act 2001* (Cth) or being a responsible person under the *Australian Charities and Not-for-profits Commission Act 2012* (Cth); and

19.3.3 that person has not been found guilty by a Court of either:

- (a) an indictable offence; or
- (b) an offence involving fraud, dishonesty or deception.

19.4 Transitional Provisions

Despite these Rules:

19.4.1 Angela Fitzpatrick, Marija Groen and Kumari Middleton will retire at the end of the Annual General Meeting to be held in 2015 (reporting on the financial year ended 30 June 2015);

- 19.4.2 Ann-Marie Baker, Sonja Ilievska and Trudy Ryall will retire at the end of the Annual General Meeting to be held in 2016 (reporting on the financial year ended 30 June 2016); and
- 19.4.3 Saphron Hastie, Val Johnstone and Esperanza Torres will retire at the end of the Annual General Meeting to be held in 2017 (reporting on the financial year ended 30 June 2017).

20 ELECTION OF MEMBER DIRECTORS

- 20.1 Subject to the Rules, the Member Directors will be elected at an Annual General Meeting.
- 20.2 At an Annual General Meeting at which a Member Director retires in accordance with Rule 19.2.1, the Members will fill each vacated office or offices by appointing a duly qualified person. The retiring Member Director, if standing for re-election and not being prevented by the Rules or the Act from being a Director, will be deemed to be have been re-elected, unless:
- 20.2.1 at the meeting it is resolved not to fill the vacated office; or
- 20.2.2 nominations for the vacated position are received, in which case the retiring Member Director will be a candidate for the vacated position and will be eligible for election in accordance with Rule 21.
- 20.3 Members may nominate themselves or another Member for the position of a Member Director. Nominations for candidates for the position of a Member Director must:
- 20.3.1 be in Writing and accompanied by the Written consent of the candidate (which may be endorsed on the form of nomination); and
- 20.3.2 contain or be accompanied by a brief statement from the candidate outlining the candidate's skills and experience, and how the candidate proposes to fulfil the commitments of a Director and add value to the Association; and
- 20.3.3 be delivered to the Chief Executive Officer not less than 7 days before the date fixed for an Annual General Meeting.
- 20.4 The Chief Executive Officer will issue to all Members, no less than 2 days before the date fixed for the holding of the Annual General Meeting a list of candidates and a copy of the statement referred to in Rule 20.3.
- 20.5 The candidates nominated will be put to the Members for election in accordance with Rule 21.3 and no further nominations will be received at the Annual General Meeting or after the date on which nominations close under Rule 20.3.

21 VOTING FOR MEMBER DIRECTORS

- 21.1 If the number of nominations is less than or equal to the number of vacancies to be filled, those candidates will be declared elected.
- 21.2 If the number of nominations exceeds the number of vacancies to be filled, a vote will be held in accordance with clause 21.3.
- 21.3 On a vote to elect a Member Director at an Annual General Meeting:

- 21.3.1 the chair of the meeting will collect the votes of the Full Members;
- 21.3.2 all votes will be on the form prescribed by the Board (if any);
- 21.3.3 votes will be tallied in simple form, not a preferential system. Full Members will vote for the candidate/s they most prefer, in accordance with the number of nominations. The candidate with the most votes will be declared elected; and
- 21.3.4 if votes are tied:
 - (a) Full Members will re-vote on the tied candidates, in simple form, not a preferential system;
 - (b) the candidate with the most votes on the revote will be declared elected; and
 - (c) if on a re-vote, votes remain tied, the chair of the meeting will have a casting vote.
- 21.4 The chair of the meeting must declare the result of the election. The candidates declared elected take office at the conclusion of the Annual General Meeting at which the candidate is declared elected.

22 REMOVAL OF DIRECTORS AND VACATION OF OFFICE

- 22.1 The Members may by special resolution remove any Director before the expiration of his or her period of office.
- 22.2 Twenty-one days notice to all Members must be given specifying the intention to propose a resolution under Rule 22.1. The resolution can be passed only by a 75% majority vote of eligible Full Members present and voting, in person, by representative or by proxy.
- 22.3 The office of a Director will become vacant if the Director:
 - 22.3.1 dies;
 - 22.3.2 ceases to be a Director or is disqualified from being a director pursuant to the *Corporations Act 2001* (Cth);
 - 22.3.3 becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - 22.3.4 resigns his or her office by notice in Writing to the Association;
 - 22.3.5 for more than 3 months is absent without permission of the Board from meetings of the Board held during that period;
 - 22.3.6 has a material personal interest in a matter relating to the affairs of the Association and fails to give the other Directors notice of the interest, but any decision or vote of that Director remains valid while the Director remains in office;
 - 22.3.7 becomes a bankrupt or makes any arrangement or composition with personal creditors generally;

- 22.3.8 ceases to be a Member, or a member of an incorporated entity that is a Member;
- 22.3.9 otherwise ceases to be a director by virtue of section 78 of the Act; or
- 22.3.10 becomes ineligible to be a responsible person pursuant to the *Australian Charities and Not-for-profits Commission Act 2012 (Cth)*; or
- 22.3.11 is or has been found guilty by a Court of either:
 - (a) an indictable offence; or
 - (b) an offence involving fraud, dishonesty or deception.

23 POWER OF BOARD TO FILL CASUAL VACANCIES

- 23.1 The Board may appoint a qualified person as a Member Director to fill a casual vacancy. Any Member Director so appointed will hold office only until the next following Annual General Meeting but will, subject to the Rules, be eligible for re-election at such meeting. At the Annual General Meeting, the casual vacancy may only be filled in accordance with Rules 21 and 22 except that the person elected will serve only for the balance of the term of the original Director.
- 23.2 Subject to the Rules, the Board may continue to act regardless of a vacancy on the Board. However, if the number of Directors falls below 5, then the Board must not act while the number is below the minimum, except for emergencies or for the purpose of filling vacancies or convening a General Meeting.

24 POWERS AND DUTIES OF THE BOARD

24.1 General powers

The Board:

- 24.1.1 may, subject to the Rules and the Act, exercise the powers and functions of the Association other than those powers and functions that are required by the Rules to be exercised by General Meetings;
- 24.1.2 subject to the Rules and the Act, may do all things that the Board considers to be essential for the proper management of the business and affairs of the Association;
- 24.1.3 may from time to time appoint up to the number of Co-opted Directors specified in Rule 19.1.2(b) on the basis of merit because the appointees have skills, qualifications, expertise or experience deemed necessary or desirable by the Board (including, without limitation, to complement the Member Directors) for the effective operation of the Board. The Co-opted Directors so appointed will have the Term specified in Rule 2.1.33(b), and may be removed only in accordance with Rule 22; and
- 24.1.4 may delegate exclusively or non-exclusively any of its powers or functions (other than duties imposed on the Board as the Directors of the Association by the Act or the general law) as the Board thinks fit.

24.2 Duties

The Board has the duties prescribed by the Act, including those under Division 3 of Part 6 of the Act of:

- 24.2.1 proper use of information;
- 24.2.2 proper use of position; and
- 24.2.3 disclosure of conflicts of interest.

24.3 Liability

Directors are not liable by reason only of their directorship to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association as provided by section 52 of the Act.

25 TREASURER AND SECRETARY

The Board may at its first meeting after the Annual General Meeting in each year appoint from the Directors a treasurer and secretary.

- 25.1 The treasurer and secretary appointed under this clause 25 will not be the Secretary for the Purposes of the Act of the Association unless so appointed under clause **Error! Reference source not found..**
- 25.2 The treasurer and secretary will hold office for one term and will retire from their respective offices upon the conclusion of the Annual General Meeting next succeeding their appointments, but may, subject to this clause, be re-appointed by the Board.
- 25.3 No treasurer or secretary will hold office for more than 3 terms continuously unless such re-appointment is, on each occasion, approved by not less than 75% of the other Directors.
- 25.4 If there is a casual vacancy in the office of treasurer or secretary, the Board may temporarily appoint to the vacant office any person qualified to hold it and the person so appointed may continue in office up to and including the day of the Annual General Meeting next succeeding his or her appointment, but may be re-appointed by the Board.

26 SECRETARY FOR THE PURPOSES OF THE ACT

- 26.1 The Board must appoint a Director to be Secretary for the Purposes of the Act.
- 26.2 The Secretary for the Purposes of the Act may be, but is not required to be, the secretary pursuant to Rule 25.
- 26.3 The Secretary for the Purposes of the Act must carry out the functions as required under the Act and the Rules.

27 CHIEF EXECUTIVE OFFICER

The Board may appoint a Full Member, a Co-opted Director or any other person as Chief Executive Officer, however titled, of the Association.

28 CHAIR

- 28.1 The Board may elect a Chair from the Directors, and determine the period for which they are to hold office as Chair.

28.2 The Board can remove the Chair by ordinary resolution at any time.

29 COMMITTEES

29.1 Delegation of powers or functions

29.1.1 The Board may delegate any of its powers or functions (other than duties imposed on the Board as the directors of the Association by the Act or the general law), to one or more committees.

29.1.2 Subject to Rule 11.2.3, a committee will consist of such Member or Members and/or other persons (at least one of whom must be a Director) as the Board thinks fit. If approved by the Board, the committee may co-opt any Member or Members and each member of the committee has one vote.

29.1.3 Committees must be chaired by a Director or other person appointed by the Board.

29.1.4 Each committee must:

- (a) report regularly and at least annually to the Board;
- (b) present a final Written report on its deliberations and conclusions to the Board before the committee is finally revoked by the Board.

29.1.5 The Board may at any time in Writing revoke wholly or in part any committee appointed by it.

29.2 Regulation of committees

Subject to the Rules and any regulations or directions, every committee may meet and adjourn as it thinks proper. Questions arising at any committee meeting will be determined by a majority of votes of the committee members present, and in the case of an equality of votes the chair of the meeting will have a second or casting vote.

30 BY-LAWS

30.1 Subject to this Rule, the Board may make, amend and repeal such By-laws as it considers necessary or desirable for the proper conduct and management of the Association, the regulation of its affairs and the furtherance of its Objects.

30.2 Without limiting the power of the Board under this Rule, the Board may make, amend and repeal By-laws which:

30.2.1 define the rights and benefits, duties, obligations and status of Members and classes of Members;

30.2.2 regulate all matters relating to applications for and admission to Membership, not otherwise provided for in these Rules;

30.2.3 define and regulate the procedure and order of business of General Meetings and meetings of the Board, to the extent to which this is not provided for in these Rules;

30.3 By-laws cannot repeal or modify any Rules and to the extent of any inconsistency between any By-law and these Rules, these Rules take priority.

- 30.4 Any By-law may be set aside by a Special Resolution of a General Meeting.
- 30.5 All By-laws are binding upon all Members. A book containing the By-laws will be kept in such place as the Board determines.

SECTION F - BOARD MEETINGS

31 PROCEEDINGS OF THE BOARD

31.1 Meetings

- 31.1.1 The Board may meet for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. The Board must convene at the request of at least 1 Director.
- 31.1.2 The Board must meet at least 3 times each Financial Year.
- 31.1.3 Written notice of a Board meeting must be given to each Director at least 2 business days before the date of the meeting. The notice must include:
- (a) the date, time and place (or places) of the meeting; but
 - (b) need not specify the business to be considered.
- 31.1.4 In cases of urgency, a meeting may be held without the notice required under Rule 31.1.3, provided that:
- (a) all reasonable efforts are made to inform each Director of the meeting by telephone or other means, giving each Director as much notice as practicable; and
 - (b) all resolutions passed at the meeting require an Absolute Majority.

31.2 Voting

- 31.2.1 Subject to the Rules, questions arising at any Board meeting will be decided by a majority of votes and a determination by a majority of the Directors present will for all purposes be regarded a determination of the Directors.
- 31.2.2 For all matters requiring a determination or resolution of the Board, each Director will have 1 vote.
- 31.2.3 Questions arising at a Board meeting will be determined on a show of hands or, if demanded by a Director, by a poll taken in such manner as the person chairing the meeting determines.
- 31.2.4 There will be no voting by proxy or by post at Board meetings.
- 31.2.5 In case of an equality of votes the chair of the meeting will have a second or casting vote.

31.3 Quorum

The quorum necessary for the transaction of the business of the Board will be one more than 50% of the number of Directors (which must include a minimum of 4 Full Member directors) or otherwise as determined by the Board.

31.4 **Circulatory resolutions and telephone meetings**

31.4.1 A Written resolution signed by all Directors entitled to receive notice of Board meetings will be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held, provided that the Directors signing the resolution:

- (a) would constitute a quorum; and
- (b) would have power to pass such resolution at a meeting of the Board.

Any resolution of Director may consist of several documents in similar form each signed by one or more Directors. Any such document sent by a Director by facsimile transmission email or other electronic means of communication approved by the Directors, will be deemed to have been signed by that Director for the purpose of this Rule.

31.4.2 Board meetings may be held at more than one place provided that the technology that is used enables each member present to clearly and simultaneously communicate with every other such member.

31.4.3 For the purposes of the Rules, the contemporaneous linking together by telephone of a number of the Directors not less than a quorum will be deemed to constitute a meeting of the Directors so long as the following conditions are met:

- (a) all Directors entitled to receive notice of a meeting of the Directors are entitled to notice of a meeting by telephone and to be linked by telephone for the purposes of such meeting;
- (b) notice of any such meeting may be given by telephone;
- (c) each of the Directors taking part in the meeting by telephone must be able to hear each of the other directors taking part in the meeting; and
- (d) at the commencement of the meeting each Director must acknowledge his or her presence for the purpose of a Board meeting to all the other Directors taking part.

31.4.4 A Board meeting held using a form of technology in accordance with Rule 31.4.3 is deemed to have been held at the place determined by the Chair of that meeting, provided that at least one of the Directors who took part in the meeting was at that place for the duration of the meeting.

31.5 **Acts of Board or committees valid**

All acts done at a Board meeting or a meeting of a committee of Directors or by any person acting as a Director will be valid even if it is later discovered that there was some defect in the appointment of the Director or person acting as Director, or that any of them were disqualified.

31.6 **Conflicts**

31.6.1 Any Director who has a material personal interest in a matter that is being considered at a Board meeting must:

- (a) declare the nature of that interest before the matter is considered by the Board; and
- (b) not be present while the matter is being considered; and
- (c) not vote on the matter.

31.6.2 For the purpose of this Rule, an indirect interest includes, but is not limited to, an interest by the Director's family including spouse, defacto spouse, child, children, siblings, parents, grandparents and also includes a beneficial interest in a company or trust held by the Director or an individual in the Director's family.

SECTION G - FINANCIAL AND LEGAL

32 RECORDS

- 32.1 The Association must keep Written financial records that correctly record and explain its transactions, financial position and performance, as required by section 89 of the Act.
- 32.2 Unless the Board otherwise determines, the Chief Executive Officer is responsible for the maintenance of the financial records and all other records relating to the administration and management of the Association and the custody and safe keeping of books, documents and securities of the Association.

33 INSPECTION OF RECORDS

- 33.1 Members may on request inspect free of charge:
 - 33.1.1 the register of Members;
 - 33.1.2 the minutes of general meetings;
 - 33.1.3 subject to Rule 33.2, the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.
- 33.2 The Board may refuse to permit a Member to inspect the 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, or that are not required to be disclosed by the Association under the Act or by operation of law.
- 33.3 The Board must ensure that copies of the Rules and By-Laws are freely available for inspection and copying at any reasonable time to Members and applicants for Membership.
- 33.4 Subject to Rule 33.2, 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 the provision of a copy of such a record.
- 33.5 For purposes of Rule 33.1.3 the term "relevant document" means the records and other documents, howsoever compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:
 - 33.5.1 its membership records;
 - 33.5.2 its financial statements;

- 33.5.3 its financial records; and
- 33.5.4 records and documents relating to transactions, dealings, business or property of the Association.

34 MINUTES OF PROCEEDINGS

- 34.1 The Board must ensure that:
 - 34.1.1 minutes are taken and kept in books provided for that purpose of all:
 - (a) General Meetings;
 - (b) Board meetings;
 - (c) committee meetings; and
 - (d) resolutions without a meeting;
 - 34.1.2 minutes of meetings are signed within a reasonable time after the meeting by the chair of the meeting or the chair of the next meeting; and
 - 34.1.3 minutes of resolutions without a meeting are signed by the Directors within a reasonable time after the resolution is passed.
- 34.2 Where minutes have been recorded and signed then, unless the contrary is proved:
 - 34.2.1 the meeting will be deemed to have been duly convened and held;
 - 34.2.2 all proceedings that are recorded in the minutes as having taken place at the meeting will be deemed to have duly taken place; and
 - 34.2.3 all appointments of Officers or auditors that are recorded in the minutes as having been made at the meeting will be deemed to have been validly made.

35 BANKING

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Directors or employees of the Association, nominated by the Board by resolution.

36 AUDIT

- 36.1 If required by the Act, an auditor must be appointed and the remuneration fixed at each Annual General Meeting.
- 36.2 The auditor, if appointed, will hold office until the next succeeding Annual General Meeting unless he or she retires or is removed in accordance with the Rules.
- 36.3 An auditor may be removed from office:
 - 36.3.1 by the Members in General Meeting; or
 - 36.3.2 by the Board if the auditor fails to comply with the terms and conditions of appointment (whether statutory or otherwise).

- 36.4 The Board may fill any casual vacancy in the office of auditor and may fix the remuneration of an auditor so appointed.
- 36.5 Any auditor so appointed must be
- 36.5.1 a registered company auditor; or
 - 36.5.2 a person who is a member of the Australian Society of Certified Practising Accountants; or
 - 36.5.3 a person who is a member of the Institute of Chartered Accountants in Australia; or
 - 36.5.4 a firm of registered company auditors; or
 - 36.5.5 any other person who is approved by the Registrar of Incorporated Associations;
- but the auditor must not be
- 36.5.6 a Director;
 - 36.5.7 an employee or employer of a Director; or
 - 36.5.8 a member of the same partnership as a Director; or
 - 36.5.9 an employee of the Association.
- 36.6 The auditor must carry out such continuous audit as is required by the Board and government authorities.
- 36.7 The Association or Board must, after the end of each Financial Year, cause the accounts of the Association to be audited as required by the Act.

37 COMMON SEAL AND EXECUTION OF DOCUMENTS

- 37.1 The Board will determine whether or not the Association is to have a common seal and, if so, will provide for the safe custody of such seal.
- 37.2 The common seal of the Association (if any) must not be affixed to any document (including any deed or negotiable instrument) without the authority of the Board and the common seal must be affixed in the presence of 2 Directors.
- 37.3 The Board may execute documents (including any deed or negotiable instrument) without affixing a common seal to those documents, by being signed by 2 Directors.

38 OFFICERS INDEMNITY AND INSURANCE

38.1 Indemnity

- 38.1.1 In this Rule, “**to the Relevant Extent**” means:
- (a) to the extent the Association is not precluded by law from doing so; and
 - (b) to the extent and for the amount that the Officer is not otherwise entitled to be indemnified and is not otherwise actually indemnified.

38.1.2 To the Relevant Extent and subject to the Act the Association will indemnify every person who is or has been an Officer out of the assets of the Association:

- (a) against any Liability incurred by the Officer in or arising out of the conduct of the affairs or business of the Association, or in or arising out of the discharge of the duties of the Officer, unless such Liability arises out of conduct involving a lack of good faith; and
- (b) for all reasonable costs and expenses incurred by the person:
 - (1) in defending Proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or
 - (2) in connection with an application, in relation to such Proceedings, in which the Court grants relief to the person.

38.1.3 The Association may execute and deliver any deed, agreement or other document in favour of any Officer or former Officer to whom this Rule applies, confirming the indemnities contained in this Rule, in relation to that person. The indemnity provisions in these Rules apply whether or not any such deed, agreement or other document is given.

38.1.4 Unless the Board determines otherwise, the indemnity given pursuant to this clause is confined to Officers and does not extend to employees of the Association.

38.2 Insurance

To the fullest extent permitted by law, the Association may (but is not obliged to) pay, or agree to pay a premium in respect of a contract insuring a person who is or has been an Officer:

38.2.1 against a Liability incurred by the person in his or her capacity as an Officer, or in the course of acting in connection with the affairs of the Association, or otherwise arising out of the Officer's holding such office, which does not arise out of conduct involving a wilful breach of duty in relation to the Association or a contravention of the Act or sections 182 or 183 of the *Corporations Act 2001* (Cth); and

38.2.2 for costs and expenses incurred by that person in defending Proceedings, whatever their outcome.

39 AMENDMENT OF THE RULES

39.1 Unless otherwise provided, the Rules may be amended only with approval of the Registrar following a Special Resolution as required by section 50(1) of the Act.

39.2 Regardless of Rule 39.1, the Association will obtain all necessary consents and approvals to any alteration of the Rules.

39.3 Amendment of these Rules is subject to Rule 40.

39.4 Within 28 days after passing a Special Resolution to amend the Rules, the Secretary for the Purposes of the Act must apply to the Registrar for approval of the amendments and lodge the required documents and pay the prescribed fee as required by section 50(3) of the Act.

40 TAX EXEMPTION AND DEDUCTIBILITY

- 40.1 If the Association has been notified by the Australian Taxation Office that its income is exempt from income tax:
- 40.1.1 the Association must promptly notify the Australian Taxation Office of all amendments to these Rules; and
 - 40.1.2 on winding up the remaining assets of the Association may only be given to an entity that is also exempt from income tax.
- 40.2 If the Association has been notified by the Australian Taxation Office that gifts and contributions to the Association will be an allowable deduction:
- 40.2.1 the Association must promptly notify the Australian Taxation Office of all amendments to these Rules;
 - 40.2.2 on winding up, the remaining assets of the Association may only be given to an entity to which:
 - (a) has similar objects to the Association;
 - (b) also prohibits the distribution of profit, income and assets to its members to at least as great an extent as these Rules;
 - (c) gifts and contributions are also an allowable deduction; and
 - 40.2.3 on receiving notification that the deductible gift recipient endorsement has been revoked, surplus gifts and contributions received must be transferred to an entity to which gifts and contributions are also an allowable deduction.
- 40.3 All gifts of property or money received by the Association for the Objects, must be credited to a fund:
- 40.3.1 established for the Objects; and
 - 40.3.2 maintained by the Association,
- ("Gift Fund").**
- 40.4 A Gift Fund will be:
- 40.4.1 governed by these Rules;
 - 40.4.2 maintained for gifts received by the Association for the Objects, so that all gifts of property or money received by the Association, for the Objects, will be credited to the Gift Fund;
 - 40.4.3 maintained and used for the Objects;
 - 40.4.4 solely for:
 - (a) gifts and donations of money or property received by the Association for the Objects; and
 - (b) any money received by the Association because such gifts and donations are credited to it.

- 40.5 Upon any Gift Fund being wound up or if the endorsement (if any) as a deductible gift recipient is revoked, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it, will be transferred to an entity:
- 40.5.1 that has similar objects to the Association;
 - 40.5.2 that also prohibits the distribution of profit, income and assets to its members to at least as great an extent as provided in these Rules; and
 - 40.5.3 to which income tax deductible gifts can be made.

41 COMPLIANCE

The Association must comply with the terms pursuant to which any licence or authority or approval is held or enjoyed or might be held or enjoyed by the Association.

42 WINDING UP

- 42.1 At least 21 days notice must be given of a General Meeting to dissolve the Association.
- 42.2 Any General Meeting called for the purpose of dissolving the Association, may resolve to dissolve the Association by resolution of at least 75% of the votes of those present. If such a resolution is carried by the General Meeting, the Association will be dissolved and the assets realised.
- 42.3 If the Association is wound up, its remaining assets after satisfaction of all its debts and liabilities must not be distributed to any Member or Officer.
- 42.4 Instead, the remaining assets must be given to an entity that:
- 42.4.1 has similar objects to the Association; and
 - 42.4.2 which also prohibits the distribution of profit, income and assets to its members to at least as great an extent as these Rules.
- 42.5 The entity referred to in Rule 42.4 must be decided by a Special Resolution of the Members, or by a resolution of the Board passed by an Absolute Majority.

43 NOTICES

- 43.1 A notice may be given by the Association to any Member personally, by post to the Member's address as set out in the Register, or to the facsimile number or e-mail or other electronic address as supplied by the Member to the Association for the giving of notices. The supply by a Member of a fax number or e-mail or other electronic address for the giving of notices does not require the Association to give any notice to that Member by such electronic means.
- 43.2 If a Member has not supplied the Association with a postal address within Australia, the Association may give notice to that Member by sending it by air mail to the address outside Australia (if any) advised by the Member.
- 43.3 A notice or other document given by the Association will be deemed to have been served on a Member:
- 43.3.1 if sent by post (including by air mail pursuant to Rule 43.2), 24 hours after posting;

43.3.2 if sent by fax, e-mail or other electronic means, on the business day after it is sent.

43.4 Notice of every General Meeting must be given in accordance with this Rule 43 to:

43.4.1 every Member except those Members who (having no registered address within Australia) have not provided to the Association an address outside Australia for the giving of notices; and

43.4.2 the auditor of the Association.

44 DISPUTES AND MEDIATION

44.1 The grievance procedure set out in this Rule 44 applies to disputes under the Rules between:

44.1.1 a Member and another Member; or

44.1.2 a Member and the Association.

44.2 A Member may appoint any person to act on behalf of the Member in the grievance procedure.

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

44.4 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 a further 10 days of the scheduled first meeting, hold a meeting in the presence of a mediator.

44.5 The mediator will be:

44.5.1 selected by agreement between the parties; or

44.5.2 failing agreement:

(a) a person appointed by the Board, if the dispute is between a Member and another Member; and

(b) a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice), if the dispute is between a Member and the Association.

44.6 A Member can be a mediator, unless that Member is a party to the dispute but in any case must not be a person who has a personal interest in the dispute or is biased in favour of or against any party.

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

44.8 The mediator will be instructed to:

44.8.1 give the parties to the mediation every opportunity to be heard; and

44.8.2 allow due consideration by all parties of any Written statement submitted by any party; and

- 44.8.3 ensure that natural justice is accorded to the parties to the dispute at all times.
- 44.9 The mediator will be instructed not to determine the dispute.
- 44.10 If the dispute is not resolved during mediation, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.
- 44.11 This Rules does not in any way limit or abrogate the authority and power of the Board under Rule 11.2.

ADDENDUM 1: STATEMENT OF RIGHTS

1. The Association will work to assist women with disabilities gain equity at all levels of society.
2. The Association supports the UN Conventions and Declarations on the rights of women with disabilities.
3. The Association assists women with disabilities achieve both individually and collectively to achieve full access to the human rights defined by the Declaration of the Rights of Disabled Persons adopted by the United Nations General Assembly resolutions 3447, (xxx) on 9 January 1975 as follows.
 - a. Women with disabilities shall enjoy all the rights set forth in this Declaration. These rights shall be granted to all women with Disabilities without exception and without distinction or discrimination on the basis of race, colour, sex, language, religion, political or other opinions, national or social origin, state or wealth, birth or any other situation applying either to the disabled person herself or to her family.
 - b. Women with disabilities have the inherent right to respect for their human dignity. Women with disabilities whatever the origin, nature and seriousness of their handicaps and disabilities have the same fundamental rights as their fellow citizens of the same age, which implies first and foremost the right to enjoy a decent life as normal and full as possible.
 - c. Women with disabilities have the same civil and political rights as other human beings.
 - d. Women with disabilities are entitled to the measures designed to enable them to become self reliant as possible.
 - e. Women with disabilities have the right to medical, psychological and function enhancing treatment, including prosthetic and orthotic appliances to medical and social rehabilitation education, training and rehabilitation aid, counselling, placement services and other services which will enable them to develop their capabilities and skills to the maximum and will hasten the process of their social integration or reintegration.
 - f. Women with disabilities have the right to economic and social security and to a decent level of living. They have the right, according to their capabilities to secure and retain employment or to engage in a useful, productive and remunerative occupation and to join trade union.
 - g. Women with disabilities are entitled to have their special needs taken into consideration at all stages of economic and social planning.
 - h. Women with disabilities have the right to live with families and or foster parents and to participate in all social creative or recreational activities. If the stay of a disabled person in a specialised establishment is indispensable, the environment and living conditions there in shall be as close as possible to those of the normal life of a person of her age.
 - i. Women with disabilities shall be protected against all exploitation, all regulations and all treatment of a discriminatory, abusive or degrading nature.
 - j. Women with disabilities shall be able to avail themselves of qualified legal aid when such aid proves indispensable for the protection of their rights and property. If judicial proceedings are instituted against women with disabilities, the legal procedures applied shall take their physical and mental condition fully into account.

- k. Women with disabilities have the right to express their sexuality; gender identity shall not be prescribed by others.
4. The Association supports the articles of the UN Convention on the rights of persons with disabilities, and in particular articles 6 and 16, as follows.
 - a. States Parties recognise that women and girls with disabilities are subject to multiple discrimination, and in this regard shall take measures to ensure the full and equal enjoyment by them of all human rights and fundamental freedoms.
 - b. States Parties shall take all appropriate measures to ensure the full development, advancement and empowerment of women, for the purpose of guaranteeing them the exercise and enjoyment of the human rights and fundamental freedoms set out in the present Convention.
 - c. States Parties shall take all appropriate legislative, administrative, social, educational and other measures to protect persons with disabilities, both within and outside the home, from all forms of exploitation, violence and abuse, including their gender-based aspects.
 - d. States Parties shall also take all appropriate measures to prevent all forms of exploitation, violence and abuse by ensuring, inter alia, appropriate forms of gender- and age-sensitive assistance and support for persons with disabilities and their families and caregivers, including through the provision of information and education on how to avoid, recognize and report instances of exploitation, violence and abuse. States Parties shall ensure that protection services are age-, gender- and disability-sensitive.
 - e. In order to prevent the occurrence of all forms of exploitation, violence and abuse, States Parties shall ensure that all facilities and programmes designed to serve persons with disabilities are effectively monitored by independent authorities.
 - f. States Parties shall take all appropriate measures to promote the physical, cognitive and psychological recovery, rehabilitation and social reintegration of persons with disabilities who become victims of any form of exploitation, violence or abuse, including through the provision of protection services. Such recovery and reintegration shall take place in an environment that fosters the health, welfare, self-respect, dignity and autonomy of the person and takes into account gender- and age-specific needs.
 - g. States Parties shall put in place effective legislation and policies, including women- and child-focused legislation and policies, to ensure that instances of exploitation, violence and abuse against persons with disabilities are identified, investigated and, where appropriate, prosecuted.
 5. The Association supports Article 27 of the UN declaration of Human Rights that is "Every woman with disabilities has the right freely to participate in the cultural life of the community, to enjoy the arts and to share in scientific advancement and its benefits. Every woman with disabilities has the right to the protection of the moral and material interests resulting from any scientific literary artistic production of which she is the author."
 6. The Association supports the Convention for Elimination of Discrimination Against Women ("**CEDAW**")