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# **Constitution of Federation of Community Legal Centres (Victoria) Inc**

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## Contents

1	Name .....	1
2	Definitions .....	1
3	Purpose and objectives .....	2
4	Application of income and assets .....	3
5	No distribution to Members .....	3
6	Composition of membership .....	3
7	Membership obligations .....	4
8	Membership rights .....	4
9	Register of Members .....	4
10	Professional indemnity insurance .....	5
	Membership Policies .....	5
11	Membership Policies .....	5
12	Membership Fees .....	5
13	Application Process .....	6
14	Discipline, Suspension, Resignation and Expulsion of Members .....	6
	Disputes and grievances .....	6
15	Application .....	6
16	Parties must attempt to resolve the dispute .....	7
17	Dispute Resolution .....	7
	Member Meetings .....	7
18	Annual General Meeting .....	7
19	Special General Meetings .....	8
	Proceedings at Member Meetings .....	8
20	Minimum number of Member Meetings .....	8
21	Quorum at Member Meetings .....	8
22	Chair at Member Meetings .....	9
23	Adjournment at Member Meetings .....	9
24	Voting at Member Meetings .....	9
25	Representatives at Member Meetings .....	10
26	Use of technology at Member Meetings .....	10
27	Minutes .....	10
	Board 10	
28	Composition of the Board .....	10
29	Roles and powers .....	11
	Officeholders .....	11
30	Officers .....	11
	Secretary .....	11

31	Roles and responsibilities of the Secretary .....	11
	Treasurer .....	12
32	Roles and responsibilities of the Treasurer .....	12
	Chief Executive Officer .....	12
33	Power to appoint.....	12
34	Not a member of the Board .....	12
35	Powers .....	12
36	General management.....	12
	Elections and vacancies .....	13
37	Nomination for election .....	13
38	Election of board members.....	13
39	Appointment of officeholders .....	14
40	Casual vacancies .....	14
41	Removal of board members .....	14
	Proceedings at Board Meetings .....	14
42	Quorum at Board Meetings .....	14
43	Chairperson at Board Meetings.....	15
44	Notice of Board Meetings .....	15
45	Minutes .....	15
46	Adjournment .....	15
47	Use of technology at Board Meetings .....	15
48	Voting at Board Meetings .....	15
49	Circulating resolutions .....	15
50	Insufficient board members .....	16
	Management of Funds .....	16
51	Cheques and funds .....	16
	Working groups .....	16
52	Working groups .....	16
	Common seal .....	16
53	Seal.....	16
	Amendments to the constitution .....	17
54	Alteration of the constitution and statement of purposes .....	17
	Books and records .....	17
55	Custody and inspection of books and records .....	17
	Notices 18	
56	Notices.....	18
	Winding up.....	18
57	Winding up or cancellation .....	18
	Schedule 1.....	19

Cessation of membership.....	19
1     Resignation.....	19
2     Cessation of membership.....	19
3     Disciplining Member .....	19

Incorporated Association

## **Constitution**

of

## **Federation of Community Legal Centres (Victoria) Inc**

### **Introduction**

#### **1 Name**

- 1.1 The name of the incorporated association is the Federation of Community Legal Centres (Victoria) Inc.

#### **2 Definitions**

2.1 In this constitution:

- (1) **Act** means the *Associations Incorporation Reform Act 2012 (Vic)* and includes any regulations made under the Act;
- (2) **Board** means the board of the Federation;
- (3) **Board Meeting** means a meeting of the Board as convened under rule 42.1;
- (4) **Chairperson** means the chairperson appointed by the Board in accordance with this constitution;
- (5) **Chief Executive Officer** means the chief executive officer appointed by the Board;
- (6) **community** means a local or geographic community and/or community of interest;
- (7) **Community Legal Centre** means an organisation which operates independently from government, commercial and professional bodies and is:
  - (a) not for profit, community based and has goals and priorities established in response to the geographic community and/or community of interest it aims to serve; and
  - (b) aims to:
    - (i) provide legal and/or related services;
    - (ii) develop effective ways of informing its community members of their legal rights and responsibilities;
    - (iii) provide disadvantaged sections of the community, and/or the public generally in public interest matters, with access to legal and related information and/or services;

- (iv) advocate for the development of laws, administrative practices and a legal justice system, which are fair, just and accessible to all;
  - (v) develop and maintain close links with its community to ensure that areas of unmet need are detected and appropriate services developed; and
  - (vi) develop, and continue to develop, management and operational structures which enable the involvement of the community or communities it aims to serve;
- (8) **CLCA** means the Community Legal Centres Australia (ACN 163 101 737);
  - (9) **Federation** means the Federation of Community Legal Centres (Victoria) Inc;
  - (10) **Financial Year** means the period ending on 30 June;
  - (11) **Member** has the meaning given in rule 6.1;
  - (12) **Member Meeting** means a Special General Meeting convened under rule 19 or an Annual General Meeting convened under rule 18;
  - (13) **Professional Indemnity Insurance Scheme** means the professional indemnity insurance scheme administered by the CLCA for community legal centres in Australia;
  - (14) **Registrar** means the Registrar of Incorporated Associations pursuant to the Act;
  - (15) **Register of Members** means the register of Members to be kept pursuant to the Act;
  - (16) **Secretary** means any person appointed to perform the duties of the secretary of the Federation; and
  - (17) **Special Resolution** means a resolution that requires no less than 75% of the Members voting at a Member Meeting, whether in person, through a representative or in accordance with rule 26, to vote in favour of the resolution.
  - (18) **Treasurer** means, at any time, any person appointed to perform the duties of the treasurer of the Federation.

2.2 If there is no Secretary of the Federation, then a reference to the “Secretary” is a reference to the Treasurer of the Federation.

### 3 Purpose and objectives

3.1 The purpose of the Federation is to lead and support the sustainability and impact of Community Legal Centres to achieve improved access to justice for the communities served by Federation Members.

3.2 The objectives of the Federation are the following:

- (1) To be the peak contact and referral point for people seeking legal advice and assistance in Victoria from Community Legal Centres, especially people who are subject to discrimination or disadvantage due to their economic circumstances, race, gender, disability, sexuality, age, religion, physical appearance, pregnancy, political belief, marital status, industrial activity or any other unspecified reason or

otherwise unable to access conventional legal redress mechanisms or appropriate agencies;

- (2) To conduct, and where possible involve the public in conducting policy, law reform, advice and community legal education work which seeks to produce a society which is just, fair and equitable in which people are fully aware of their legal rights and can exercise them, including a legal system which is accessible and operates in a way that recognises the impact of disadvantage and contributes to just and humane outcomes;
- (3) To give advice to the public concerning the operation of the current law and proposals for law reform and to promote and facilitate community awareness of the law and to encourage community participation in the legal process;
- (4) To promote the development, funding and maintenance of Community Legal Centres;
- (5) To promote co-operation between Victorian Community Legal Centres and their national counterparts;
- (6) To promote and facilitate equal opportunity and social justice in the law; and
- (7) To resource and support the work of community legal centres in Victoria and encourage high standards of legal service delivery to people experiencing disadvantage in society;

#### **4 Application of income and assets**

- 4.1 The income and assets of the Federation, from wherever it is derived, must be applied solely towards the promotion of the purpose and objectives of the Federation set out in rule 3.

#### **5 No distribution to Members**

- 5.1 No portion of the income or assets of the Federation may be paid directly or indirectly to the Members of the Federation.

- 5.2 Rule 5.1 does not prevent the Federation from paying a Member:

- (1) reimbursement for expenses properly incurred by the Member; or
- (2) for goods or services provided by the Member,

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

### **Membership**

#### **6 Composition of membership**

- 6.1 The Members of the Federation are Community Legal Centres that become members in accordance with this constitution and, to the extent relevant, the Federation's membership policies made pursuant to rule 11.

- 6.2 Membership of the Federation is open to Community Legal Centres located in Victoria that comply with the membership obligations in rule 7.1.

## **7 Membership obligations**

- 7.1 All Members must comply with the following membership obligations:

- (1) adhere to the Federation's constitution, policies, purpose and objectives;
- (2) pay membership fees and such additional levies as may be decided by the Board from time to time;
- (3) work co-operatively with other Community Legal Centres in furthering the purpose and objectives of the Federation;
- (4) participate in Member Meetings, working groups (where relevant) and activities;
- (5) undertake to review, discuss and give due consideration to the decisions of the Federation; and
- (6) comply with CLCA Accreditation Criteria or have satisfied the Federation that they are working towards complying with the CLCA Accreditation Criteria.

- 7.2 Members that are part of the Professional Indemnity Insurance Scheme are also obliged to comply with the requirements of that scheme.

### **Consequences of failure to meet membership obligations**

- 7.3 Members that refuse or neglect to comply with these membership obligations may have action taken against them, including action leading to suspension or expulsion, in accordance with the Federation's membership policies.

## **8 Membership rights**

### **Voting**

- 8.1 A Member has the right to vote once its name has been entered into the Register of Members and each Member has 1 vote at Member Meetings.

### **Not transferable**

- 8.2 A right of membership is not transferable to another organisation or individual and terminates on cessation of membership.

## **9 Register of Members**

- 9.1 The Secretary must keep and maintain a Register of Members that includes:

- (1) for each current Member:
  - (a) the Member's name;
  - (b) the address and electronic address for notice last given by the Member;
  - (c) the date of becoming a Member;



- (d) any other information determined by the Board; and
  - (2) for each former Member, the date of ceasing to be a Member.
- 9.2 Any Member may, at a reasonable time and free of charge, inspect the Register of Members.

## **10 Professional indemnity insurance**

- 10.1 Members are entitled to seek membership of the Professional Indemnity Insurance Scheme.
- 10.2 All Members that are members of the Professional Indemnity Insurance Scheme must comply with all minimum practice requirements set out in the CLCA Risk Management Guide, participate in annual external peer reviews of compliance, and attend Practice and Insurance Committee meetings.

## **Membership Policies**

### **11 Membership Policies**

- 11.1 The Board may from time to time determine policies that apply to the Members, including in relation to:
- (1) subject to rule 13, the application process for becoming a Member;
  - (2) subject to rule 12, the membership fees payable (if any) by a Member each Financial Year;
  - (3) the formal procedure for resigning as a Member; and
  - (4) subject to rule 14, the process for suspending and expelling Members.
- 11.2 Until the Board otherwise determines policies in relation to the matters listed under subrule 11.1(3) and 11.1(4), the rules in Schedule 1 apply.
- 11.3 The grievance procedure in rule 15 applies to any dispute that may arise in relation to any policies determined by the Board from time to time.
- 11.4 If there are any inconsistencies between the constitution and any policies determined by the Board, the constitution prevails to the extent of that inconsistency.

### **12 Membership Fees**

- 12.1 Until the Board otherwise determines policies in relation to the matter listed under subrule 11.1(2), the membership fee payable by the Members will equal to the membership fees paid in 2021.
- 12.2 The Board must not raise the membership fees payable in any year by more than 10% compared to the membership fee payable in the preceding year unless that increase has been approved by the Members.

## **13 Application Process**

- 13.1 To apply to become a Member, an applicant must submit a written application stating that the applicant:
- (1) wishes to become a Member;
  - (2) supports the purposes of the Federation; and
  - (3) agrees to comply with the rules in this constitution.
- 13.2 The Board must consider the application, act in good faith and not unreasonably reject an application for membership.
- 13.3 The Board is not required to provide any reasons for the rejection of an application.
- 13.4 If any Member believes that the Board has failed to comply with rule 13.12, the Member may:
- (1) call a Special General Meeting in accordance with rules 19.2 and 19.4; and
  - (2) by resolution, accept the applicant's membership.

## **14 Discipline, Suspension, Resignation and Expulsion of Members**

- 14.1 The Board must ensure that:
- (1) the Member who is the subject of a disciplinary procedure is:
    - (a) informed of the grounds upon which the disciplinary action against the Member is proposed to be taken; and
    - (b) given a reasonable opportunity to be heard;
  - (2) the outcome of the disciplinary procedure is determined by an unbiased decision maker; and
  - (3) the disciplinary procedure is completed as soon as is reasonably practicable.

## **Disputes and grievances**

### **15 Application**

- 15.1 The grievance procedure set out in this rule applies to disputes under this constitution and any policies adopted by the Board from time to time between:
- (1) a Member and another Member;
  - (2) a Member and the Board; and
  - (3) a Member and the Federation.
- 15.2 A Member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

## **16 Parties must attempt to resolve the dispute**

- 16.1 The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute coming to the attention of each party.

## **17 Dispute Resolution**

- 17.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 16, a committee may be established for the purpose of reviewing and resolving the dispute.
- 17.2 The committee will comprise of no less than 3 people, with the Board responsible for selecting members of the committee.
- 17.3 A committee member appointed by the Board may be a Member or former Member of the Federation but in any case must not be a person who:
- (1) has a personal interest in the dispute; or
  - (2) is biased in favour of or against any party.
- 17.4 The committee, in resolving the dispute, must:
- (1) give each party every opportunity to be heard;
  - (2) allow due consideration by all parties of any written statement submitted by any party; and
  - (3) ensure that natural justice is accorded to the parties to the dispute throughout the dispute resolution process.

## **Member Meetings**

### **18 Annual General Meeting**

- 18.1 The Board must convene an Annual General Meeting of the Federation to be held within 5 months after the end of each Financial Year.
- 18.2 The Secretary must give to each Member of the Federation at least 21 days' written notice of an Annual General Meeting.
- 18.3 The notice must specify the date, time, place and business to be dealt with at the Annual General Meeting.
- 18.4 The ordinary business of the Annual General Meeting is as follows:
- (1) to confirm the minutes of the previous Annual General Meeting and any Special General Meeting held since then;
  - (2) to receive reports and audited accounts from the Board in respect to the previous Financial Year's activities;
  - (3) to elect the members of the Board and the officeholders of the Federation; and
  - (4) to receive and consider the statements submitted to the Federation in accordance with section 101(1) of the Act.

18.5 An Annual General Meeting may also consider any other business stated in the notice which has been given in accordance with this constitution.

## **19 Special General Meetings**

19.1 Subject to rule 19.2, the Board may convene a Special General Meeting whenever it thinks fit.

19.2 The Board must, on the request of at least 3 Members, convene a Special General Meeting.

19.3 A request for a Special General Meeting must be in writing and state the purpose of the meeting.

19.4 If the Board does not call a Special General Meeting within 1 month after the date on which the request is made, the Members making the request (or any of them) may convene the Special General Meeting.

19.5 The Secretary must give to each Member of the Federation:

- (1) at least 7 days' written notice of a Special General Meeting; or
- (2) at least 21 days' written notice of a Special General Meeting if a special resolution is to be proposed at the meeting.

19.6 The notice must specify the time, date, place and business to be dealt with at the Special General meeting.

19.7 A Special General Meeting:

- (1) must be held within 3 months after the date on which notice was given to each Member; and
- (2) may only consider the business stated in the notice.

19.8 The Federation must reimburse all reasonable expenses incurred by the Members convening a Special General Meeting under rule 19.4.

## **Proceedings at Member Meetings**

### **20 Minimum number of Member Meetings**

20.1 The Board must convene at least 4 Member Meetings in each calendar year.

### **21 Quorum at Member Meetings**

21.1 No business may be conducted at a Member Meeting unless a quorum of Members is present.

21.2 The quorum for all Member Meetings is the presence (physically, through a representative or as allowed under rule 25) of one-quarter of the Members.

21.3 If a quorum is not present within 30 minutes after the notified commencement time of a Member Meeting:

- (1) in the case of a meeting of Members or an Annual General Meeting, the meeting is adjourned to the date, time and place the Board decides and notifies to each Member. If the Board does not decide on the date, time and place, the meeting is adjourned to the same day, time and place the following week;
  - (2) in the case of a Special General Meeting, the meeting lapses.
- 21.4 If a quorum is not present at the adjourned meeting within 30 minutes after the notified commencement time of the meeting, the meeting is dissolved.
- 21.5 Only unfinished business may be considered at an adjourned meeting.

## **22 Chair at Member Meetings**

- 22.1 The Chairperson, or in their absence, a Board member nominated by the Chairperson, will preside as chair at every Member Meeting.
- 22.2 In the absence of any Board members, the Members present at a Member Meeting may appoint a person to preside as chair of the meeting.
- 22.3 A question arising at a Member Meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chair of the meeting, whose decision is final.

## **23 Adjournment at Member Meetings**

- 23.1 The Chairperson or any other person appointed to preside as chair of the meeting may, with the consent of a majority of the Members present at the meeting, adjourn the meeting.
- 23.2 Only unfinished business may be considered at an adjourned meeting.
- 23.3 If a meeting is adjourned, notice must be given to each Member in accordance with the constitution.

## **24 Voting at Member Meetings**

- 24.1 At any Member Meeting, each Member present has 1 vote on a show of hands and on a poll.
- 24.2 A resolution put to the vote at a Member Meeting must be decided by a voting method directed by the Chairperson or any other person appointed to reside as chair of the meeting. Unless a poll is demanded, the Chairperson's declaration on a resolution is final.
- 24.3 A poll may be demanded on any resolution except a resolution concerning the election of a Chairperson.
- 24.4 At the Member Meeting, a poll may be demanded by:
- (1) the Chairperson; or
  - (2) at least 2 Members present and entitled to vote on the resolution.
- 24.5 The poll may be demanded:
- (1) before the vote is taken;
  - (2) before the voting results on a show of hands are declared; or

(3) immediately after the voting results on a show of hands are declared.

24.6 A poll must be taken when and in the manner the Chairperson directs.

24.7 Subject to the Act, a resolution is passed if a majority of the Members present at a Member Meeting vote in favour of the resolution. If there is a tied vote, the motion is lost.

## **25 Representatives at Member Meetings**

25.1 Each Member may appoint an individual as its representative to attend, speak and vote on behalf of the Member at a Member Meeting.

25.2 A Member can make a standing appointment and revoke the appointment at any time.

25.3 The representative may, but need not, be an employee of the Member.

25.4 The Board may establish reasonable procedures for verifying that a representative has been appointed by a Member.

25.5 If a Member has appointed a representative to attend, speak and vote at a Member Meeting, that Member is taken to be present at the meeting at which the representative is present.

## **26 Use of technology at Member Meetings**

26.1 The Federation may hold a Member Meeting at 2 or more venues using any technology that gives the Members as a whole, a reasonable opportunity to participate.

26.2 A Member participating in a Member Meeting as permitted under rule 26 is taken to be present at the meeting.

## **27 Minutes**

27.1 The Secretary must keep minutes of Member Meetings and ensure they are distributed to all Members.

## **Board**

### **28 Composition of the Board**

28.1 The Board consists of:

- (1) a Chairperson;
- (2) a Secretary;
- (3) a Treasurer; and
- (4) ordinary Board members.

28.2 The number of Board members must be no less than 6, and no more than 9.

28.3 No person may be a Board member unless that person is an individual who is at least 18 years old.

28.4 A maximum of 3 Board members can be persons that are:

- (1) not Members; and
- (2) have the requisite skill set, as determined by the Board, to help the Federation to achieve its objectives under rule 3.2.

## **29 Roles and powers**

29.1 The Board shall be responsible for:

- (1) fostering the purpose and objectives of the Federation;
- (2) the formulation and implementation of policy; and
- (3) the general organisation and direction of the Federation.

## **Officeholders**

### **30 Officers**

30.1 The officers of the Federation are:

- (1) the Chairperson;
- (2) the Secretary;
- (3) the Treasurer; and
- (4) the Chief Executive Officer.

## **Secretary**

### **31 Roles and responsibilities of the Secretary**

31.1 The Secretary:

- (1) must ensure that the Federation keeps minutes of the proceedings of every Member Meeting and Board Meeting, together with a record of the people present and the Members represented at the meeting;
- (2) must ensure that the Federation maintains a Register of Members;
- (3) must ensure that the Federation attends to correspondence;
- (4) except as otherwise provided in this constitution, must keep custody of or control of all books, documents and securities of the Federation;
- (5) must perform any other duties set out in this constitution; and
- (6) may delegate their functions to an employee of the Federation.

## **Treasurer**

### **32 Roles and responsibilities of the Treasurer**

- 32.1 The Treasurer:
- (1) must ensure that the Federation collects and receives all money due to the Federation and make all payments authorised by the Federation;
  - (2) must ensure that the Federation keeps correct accounts and books showing the financial affairs of the Federation with full details of all receipts and expenditure connected with its activities; and
  - (3) may delegate their functions to an employee of the Federation.
- 32.2 The accounts and books must be made available for inspection by Members.
- 32.3 The Treasurer must present financial reports to Board Meetings.

## **Chief Executive Officer**

### **33 Power to appoint**

- 33.1 The Board may appoint any person to the position of Chief Executive Officer for the period and on the terms (including as to remuneration) that the Board sees fit.
- 33.2 If a Board member is appointed to the position of Chief Executive Officer, their tenure as a Board member ceases immediately.

### **34 Not a member of the Board**

- 34.1 The Chief Executive Officer is not a member of the Board of the Federation but may attend meetings of the Board except where the Chairperson otherwise requests.

### **35 Powers**

- 35.1 The Board may, upon terms and conditions and with any restrictions they see fit, confer on the Chief Executive Officer any powers and functions as it considers appropriate from time to time for the purposes of achieving the purpose and objectives of the Federation.
- 35.2 Any powers so conferred may be concurrent with, or to the exclusion of, the powers of the Board.

### **36 General management**

- 36.1 The day-to-day management and operations of the Federation shall be the responsibility of the Chief Executive Officer under the supervision of the Board.
- 36.2 The Chief Executive Officer may exercise all the powers of the Federation except those powers that this constitution or the Act require to be exercised by the Board or the Members of the Federation.



- 36.3 The Chief Executive Officer may report and make recommendations to the Board with respect to policy matters and the organisation of the Federation
- 36.4 Employees shall be responsible to the Chief Executive Officer who will be responsible, and report directly, to the Board.
- 36.5 The Chief Executive Officer must maintain:
- (1) the constitution of the Federation and record of officeholders; and
  - (2) custody of all books, documents, registers, minute of meetings and securities of the Federation.

## Elections and vacancies

### 37 Nomination for election

- 37.1 A Member may nominate a representative of another Member, with their consent, as a candidate for election to the Board. A Member may only nominate 1 person for election to the Board at each Annual General Meeting.
- 37.2 A nomination of a candidate for election to the Board must be sent to the Secretary at least 21 days before the Annual General Meeting.
- 37.3 The Secretary must give to each Member of the Federation at least 14 days' written notice of the nominations received for election to the Board.

### 38 Election of Board members

- 38.1 Subject to rule 38.2 the members of the Board are elected at each Annual General Meeting of the Federation in alternative years (e.g. up to 3 Board members are elected 1 year and up to 3 Board members are elected the following year).
- 38.2 In addition to the Board members elected under rule 38.1 a Board may appoint up to 3 persons who are not representatives of Members (**non-Members**). There can only be a maximum of 3 non-Members on the Board at any given time.
- 38.3 Subject to clause 38.3, an elected Board member holds office until the termination of the second Annual General Meeting held after they were appointed (i.e. each Board member holds an initial term of up to 2 years) and can be re-elected up to 2 consecutive times.
- 38.4 Transition provision: At the time this constitution comes into effect, all elected Management Committee members pursuant to the Federation's 2009 constitution will automatically become Board Members. Despite anything to the contrary in this constitution about limits of the number of Board Members, all such elected Management Committee Members may complete their 2 year term as Board Members.
- 38.5 The Board has discretion, where it determines that special circumstances apply (including but not limited to transition periods, times of crisis and the re-nomination of a person after at least one year of absence who has previously served and finished a term as a Board member), to resolve that a Board member who has served an initial term and been re-elected more than 2 consecutive times may be nominated for re-election for one or more additional terms.

- 38.6 For the avoidance of doubt rule 38.3 will apply to the members of the Board as at the date this Constitution becomes effective as if the rule was in effect from the date they were first elected.

### **39 Appointment of officeholders**

- 39.1 At the first Board Meeting after each Annual General Meeting, the Board must appoint the Chairperson, Secretary and Treasurer.
- 39.2 The Chairperson, Secretary and Treasurer of the Federation hold office until the new officeholders are appointed in accordance with rule 39.1 (i.e., officeholders are appointed annually by the Board).
- 39.3 The Chief Executive Officer is appointed in accordance with rule 33.

### **40 Casual vacancies**

- 40.1 The Board may at any time appoint a person qualified to be a Board member to fill a casual vacancy on the Board.
- 40.2 A Board member appointed under rule 40.1 holds office for the same period as the person whose vacancy they are filling.
- 40.3 If the casual vacancy is a Board member serving as Chairperson, Secretary or Treasurer, the Board must appoint another Board member to fill that casual vacancy.
- 40.4 A casual vacancy arises if a Board member:
- (1) resigns as a Board member of the Federation by giving written notice of resignation to the Secretary; or
  - (2) is not present at 3 consecutive Board Meetings without approval of the Board.

### **41 Removal of Board members**

- 41.1 The Federation may, by resolution at a Special General Meeting, remove a Board member from office before the expiration of their term and appoint another person to hold office until the next Annual General Meeting.
- 41.2 The Board member must be given a reasonable opportunity to be heard prior to the resolution regarding their removal being decided.

## **Proceedings at Board Meetings**

### **42 Quorum at Board Meetings**

- 42.1 The Board must convene at least 6 Board Meetings in each calendar year.
- 42.2 No business may be conducted at a Board Meeting unless a quorum is present.
- 42.3 The quorum for all Board Meetings is the presence (physically or as allowed under rule 47) of 4 Board members.

- 42.4 If quorum is not present within 30 minutes after the notified commencement time of a Board Meeting, the meeting is adjourned to the same day, time and place the following week.

### **43 Chairperson at Board Meetings**

- 43.1 The Chairperson, or in their absence, a Board member appointed by the Board members present will preside as Chairperson of the meeting.

### **44 Notice of Board Meetings**

- 44.1 The Secretary must give reasonable notice to each Board member of each Board Meeting.
- 44.2 The notice must specify the time, date, place and business to be dealt with at the Board Meeting.
- 44.3 A Board Meeting may only consider the business stated in the notice.

### **45 Minutes**

- 45.1 The Secretary must keep minutes of Board Meetings and ensure they are distributed to all Board members.

### **46 Adjournment**

- 46.1 The Board may adjourn the meeting and, subject to the constitution, otherwise regulate the meeting as it decides.

### **47 Use of technology at Board Meetings**

- 47.1 The Board may hold a Board Meeting at 2 or more venues using any technology that gives the Board Members as a whole, a reasonable opportunity to participate.
- 47.2 A Member participating in a Board Meeting as permitted under rule 47.1 is taken to be present at the meeting.

### **48 Voting at Board Meetings**

- 48.1 At any Board Meeting, each Board member present has 1 vote.
- 48.2 A resolution is passed if a majority of the Board members present at a Board Meeting vote in favour of the resolution. If there is a tied vote, the motion is lost.
- 48.3 The Chairperson does not have a casting vote.

### **49 Circulating resolutions**

- 49.1 The Board members may pass a resolution without a Board Meeting being held if all the Board members entitled to receive notice of a Board Meeting and vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

- 49.2 Separate copies of a document may be used for signing by Board members if the wording of the resolution and statement is identical in each copy.
- 49.3 The resolution is passed when the last Board member signs.
- 49.4 An email to or received by the Federation and purporting to be signed or sent by a Board member for the purposes of rule 49.1 must be treated as a document in writing signed by that Board member.

## **50 Insufficient Board members**

- 50.1 If the number of members on the Board is not sufficient to constitute a quorum at a Board Meeting, the remaining Board members must act as soon as possible to:
- (1) increase the number of Board members to a number sufficient to constitute a quorum; or
  - (2) convene a Board Meeting for that purpose,
- and, until that happens, the Board may only act if and to the extent that there is an emergency requiring them to act.

## **Management of Funds**

### **51 Cheques and funds**

- 51.1 The funds of the Federation may be derived from membership fees, donations, fund-raising activities, grants, interest and any other sources approved by the Board.
- 51.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by at least 2 people appointed by the Board.

## **Working groups**

### **52 Working groups**

- 52.1 The Federation, in Member Meetings, may establish working groups to undertake activities or projects on behalf of the Federation.
- 52.2 A convenor must be appointed for each working group. The convenor must:
- (1) circulate minutes;
  - (2) prepare regular reports for consideration at Member Meetings; and
  - (3) circulate notices of meetings to all working group members.

## **Common seal**

### **53 Seal**

- 53.1 The Common Seal of the Federation must be kept in the custody of the Secretary.

53.2 The Common Seal:

- (1) must not be affixed to any instrument except by the authority of the Board; and
- (2) the affixing of the Common Seal must be attested by the signatures of:
  - (a) either 2 members of the Board; or
  - (b) 1 member of the Board and 1 employee of the Federation.

## Amendments to the constitution

### 54 Alteration of the constitution and statement of purposes

54.1 This constitution can only be altered by special resolution of a Member Meeting of the Federation.

## Books and records

### 55 Custody and inspection of books and records

55.1 Members may on request inspect free of charge:

- (1) the Register of Members;
- (2) the minutes of Member Meetings; and
- (3) subject to rule 55.2, the financial records, books, securities and other relevant document of the Federation, including minutes of Board Meetings.

55.2 The Board may refuse to permit a Member to inspect records of the Federation that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Federation.

55.3 The Board must on request make copies of this constitution available to Members and applications for membership free of charge.

55.4 Subject to rule 55.2, a Member may make a copy of any of the other records of the Federation referred to in this rule and the Federation may charge a reasonable fee for provision of a copy of such a record.

55.5 For the purposes of this rule:

- (1) **relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Federation and includes the following—
  - (a) its membership records;
  - (b) its financial statements;
  - (c) its financial records; and
  - (d) records and documents relating to transactions, dealings, business or property of the Federation.

## Notices

### 56 Notices

- 56.1 Any notice required to be given to a Member, by or on behalf of the Federation, under this constitution may be given by:
- (1) handing the notice to the Member personally;
  - (2) sending it by prepaid post to the address recorded for the Member in the Register of Members.; or
  - (3) sending it to the electronic address (if any) nominated by the Member for receipt of notices.
- 56.2 A notice by the Federation to a Member is regarded as given and received:
- (1) if it is delivered personally or sent by electronic transmission:
    - (a) by 5.00 pm on a business day – on that day; or
    - (b) after 5.00 pm on a business day, or on a day that is not a business day – on the next business day; and
    - (c) if it is sent by post – 1 business day after posting.
- 56.3 For the purposes of rule 56.2, a business day is a day that is not a Saturday, Sunday or public holiday in Melbourne, Victoria.

## Winding up

### 57 Winding up or cancellation

- 57.1 In the event of the winding up or the cancellation of the incorporation of the Federation, the surplus of assets of the Federation must not be distributed to any Member or former Member of the Federation unless:
- (1) the Member or former Member is a body corporate or an association; and
  - (2) the Registrar is satisfied that, at the time of distribution, the body corporate or association is prevented by its rules or otherwise from distributing the surplus of assets to its Members.
- 57.2 If no Member or former Member of the Federation falls within the exception under rule 57.1, the surplus of the assets must be given to a body that has similar purposes to the Federation and which has been approved as a public benevolent institution for the purposes of item 4.1.1 of section 30.45(1) of the *Income Tax Assessment Act 1997* (Cth).

## Schedule 1

### Cessation of membership

#### 1 Resignation

- 1.1 A Member may resign from membership of the Federation by giving written notice to the Secretary.
- 1.2 The resignation of a Member takes effect 1 month after the date of the notice of resignation.

#### 2 Cessation of membership

- 2.1 A Member ceases to be a Member:
- (1) on the death or dissolution of the Member; or
  - (2) if the Member is expelled under rule 3.

#### 3 Disciplining Member

- 3.1 If any Member:
- (1) wilfully refuses or neglects to comply with the provisions of this constitution; or
  - (2) is guilty of any conduct which, in the opinion of the Board, is unbecoming of a Member or prejudicial to the interest of the Federation;
- the Board may resolve to reprimand, suspend or expel the Member from the Federation and, in the case of expulsion.
- 3.2 At least 1 month before the meeting of the Board at which a resolution of the nature referred to in rule 3.1 is passed the Board must give to the Member written notice of:
- (1) the time, date and place of the meeting;
  - (2) what is alleged against the Member; and
  - (3) the intended resolution.
- 3.3 At the meeting and before the passing of the resolution, the Member must have a reasonable opportunity to be heard.
- 3.4 If, after having heard from the Member, the Board resolves to reprimand, suspend or expel the Member that the Member, the Secretary must within 1 week advise the Member in writing of its decision and provide reasons.

#### Appeal rights

- 3.5 The Member may appeal against a suspension or expulsion by giving written notice to the Secretary within 14 days from the date they were advised of the suspension or expulsion.
- 3.6 The appeal must be considered at the next Member Meeting following notice being given under rule 3.5.

- 3.7 The Members must pass a resolution to either confirm or set aside the Board's decision to suspend or expel the Member.
- 3.8 At the Member Meeting and before the passing of the resolution, the Member must have a reasonable opportunity to be heard.
- 3.9 The Secretary must within 1 week advise the Member in writing of the appeal decision.
- 3.10 The decision of the appeal is final and takes effect 7 days after the passing of the resolution at the Member Meeting.