

Rules of Fitzroy Legal Service Incorporated

Version as at 2 December 2013

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Rules of *Fitzroy Legal Service Incorporated*

Version as at 2 December 2013

PART 1—PRELIMINARY

1 Name

The name of the Association is
'Fitzroy Legal Service Incorporated'.

2 Purposes

The purposes of the Association are—

- (a) to provide free and readily accessible legal service to people in necessitous circumstances who qualify under the Service's eligibility criteria, who live, study or work in and around the City of Yarra and to such other persons as the Association may identify from time to time;
- (b) to advocate and lobby for policy change and development of new policies in areas as identified by the community and the Association;
- (c) to facilitate community participation in recognition, understanding and solution of people's own legal and related problems;
- (d) to initiate, participate in and establish law reform activities, community legal education programs and social action programs using a community development framework; and
- (e) to carry out such trading activities as are required for the purpose of raising funds to be applied to the charitable objectives of the organisation.

3 Definitions

In these Rules—

absolute majority of the elected board members means a majority of the elected board members then in office (as distinct from a majority of those present);

appointed board member means a board member appointed pursuant to rule 27;

board member means elected board member and appointed board member;

Chair of the Board means the elected board member elected to that office pursuant to rule 30;

chair means the person chairing the relevant meeting pursuant to rule 37;

elected board member means a board member elected pursuant to rule 26, appointed or elected pursuant to rule 29, or made so by the operation of rule 47;

financial year means the 12 month period ending 30 June;

general meeting means a general meeting of the members;

member means member of the Association;

notice means notice in writing;

present includes, except where these Rules require a person to be physically present, being present through the use of technology in accordance with the Act or through the appointment of a proxy pursuant to rule 18;

Secretary means Secretary of the Association;

special general meeting means a general meeting that is not an annual general meeting;

special resolution means a resolution passed in accordance with section 64 of the Act;

the Act means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

4 Time

Where these Rules require a person or body to do something but a time is not specified for it to be done, unless context requires otherwise, it must be done as soon as is practicable.

5 Procedure

Where these Rules empower or require the Board or a general meeting to determine a matter, elect or appoint a person to an office or committee, or convene a committee or meeting, it must do so by resolution.

6 Mode of notice

- (1) Where these rules require notice to be given to a member or board member, it may be given by—
 - (a) handing it to the person;
 - (b) sending it by post to the address recorded for the member on the register of members; or
 - (c) if the member has provided the relevant details—e-mail or facsimile transmission.
 - (2) Where these rules require notice to be given to the Board or the Association, it may be given by—
 - (a) handing it to a board member or the Secretary;
 - (b) sending it by post to, or leaving it at, the registered address of the Association; or
 - (c) if the Board has determined and promulgated the relevant details—e-mail or facsimile transmission.
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PART 2—MEMBERSHIP

7 Qualification

Any natural person 18 years or over is eligible for membership.

8 Application

To apply to become a member, a person must submit to the Board—

- (a) a signed application in writing stating that he or she wishes to become a member, supports the purposes of the Association and agrees to comply with these Rules; and
- (b) the relevant subscription.

9 Consideration of application

- (1) The Board must determine whether to accept or reject an application for membership and notify the applicant of its decision in writing.
- (2) If the Board rejects the application, it must also—
 - (a) return any money that accompanied the application;
 - (b) provide the applicant with written reasons for its decision; and
 - (c) where, within 3 days of the reasons being provided, the applicant requests by notice given to the Board that the Board give notice of those reasons to the members—give such notice.
- (3) The membership of a person begins upon the determination of the Board to accept that person's application.

10 Life membership

- (1) The Board must determine criteria for life membership of the Association.
- (2) Where the elected board members determine, by absolute majority, that the criteria are met in relation to a member, the Board may determine to make that member a life member.

11 Subscriptions

- (1) The Board may determine—
 - (a) for the following financial year, the categories (not being fewer than 1) of subscriptions, the date that they fall due, and the amount due (if any) under each category; and
 - (b) the system (if any) for pro rata subscriptions to be paid by persons made a member during the financial year.
- (2) Where the Board has not made a determination pursuant to subrule (1)(a) or (1)(b) in respect of a particular financial year, the most recent determination made pursuant to each subrule continues to apply.
- (3) Life members are not required to pay a subscription.
- (4) Where a member has not paid the relevant subscription by the due date, all of the rights and powers of a member contained in these Rules (including the right to vote) are, to the extent permitted by the Act, suspended until the subscription is paid.

12 Cessation

The membership of a person ceases on the resignation, expulsion or death of the member.

13 Resignation

- (1) A member may resign his or her membership by notice given to the Board.
- (2) Where a member's subscription is more than 12 months in arrears, the Board may determine that the member be taken to have resigned.
- (3) Subrule (2) does not apply to life members.

14 Discipline

- (1) The Board may convene a disciplinary committee in relation to a member, not being an employee, where it has determined that the member may have—
 - (a) failed to comply with these Rules;
 - (b) refused to support the purposes of the Association; or
 - (c) engaged in conduct prejudicial to the Association.
 - (2) The committee must consist of—
 - (a) an elected board member (but not the Chair of the Board) who must be the chair of the committee;
 - (b) a member who is not a board member or an employee of the Association; and
 - (c) a person who is not a member.
 - (3) The committee must promptly conduct an investigation into the member's conduct that accords the member procedural fairness and otherwise complies with the Act.
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- (4) Upon completing that investigation, the committee must submit to the Board in writing a summary of its investigation and a recommendation (which may be specified as having been given unanimously or by majority) that the Board ought to—
 - (a) reprimand the member;
 - (b) to the extent permitted by the Act, suspend the rights of the member for a specified period;
 - (c) expel the member from the Association; or
 - (d) take no further action.
 - (5) At the next board meeting after it receives the recommendation, the Board (excluding the elected board member that chaired the committee) must—
 - (a) determine whether, on the material before it, it is satisfied that subrule (3) was complied with;
 - (b) if it is so satisfied, determine whether to make the recommendation effective or to take some other action; and
 - (c) notify the member of the committee's recommendation and the Board's determinations made pursuant to paragraphs (a) and (b).
 - (6) Where, within 3 days of the notice required by subrule (5)(c) being given, the member gives notice to the Board that he or she wishes to appeal, the Board must call a special general meeting, the sole purpose of which is to determine, after according the member procedural fairness and otherwise complying with the Act, whether to rescind the Board's determination made pursuant to subrule (5)(b).
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PART 3—GENERAL MEETINGS

15 Annual general meetings

- (1) The Board must convene annual general meetings in accordance with the Act.
- (2) The ordinary business of the annual general meeting is to—
 - (a) confirm the minutes of the previous general meeting;
 - (b) receive and consider—
 - (i) the annual report of the Board on the activities of the Association during the preceding financial year; and
 - (ii) the reports and statements that are required by the Act to be submitted to the annual general meeting by the Board;
 - (c) consider any other matters put before it by the Board;
 - (d) confirm the appointment of any appointed board members that were appointed since the previous annual general meeting; and
 - (e) hold elections for elected board members.
- (3) The annual general meeting may also conduct any other business—
 - (a) of which 14 days' notice has been given to the Board by a member; or
 - (b) raised by a member at the meeting, at the discretion of the chair.
- (4) Every member has the right to attend and be heard at general meetings.

16 Special general meetings

- (1) The Board may convene a special general meeting whenever it sees fit to do so.
- (2) A special general meeting may only consider the business and/or resolutions set out in the notice of the meeting.
- (3) Where a notice is given to the Board that—
 - (a) requests that a special general meeting be convened;
 - (b) states the business to be considered at the meeting and any resolutions to be proposed;
 - (c) contains, in support of the request, the names and signatures at least five per cent of the members entitled to vote; and
 - (d) names one of the members referred to in paragraph (c) as the spokesperson—the Board must convene a special general meeting pursuant to this subrule to consider the matters stated in the notice.
- (4) If the Board fails to convene a special general meeting pursuant to subrule (3) within 1 month of the notice being given, the spokesperson may convene a special general meeting to be held within 3 months of the notice being given.
- (5) The spokesperson must give 28 days' notice to the Secretary of the date, time and place of any meeting convened pursuant to subrule (4), and the Secretary must give notice of that meeting in accordance with rule 17.
- (6) A special general meeting convened pursuant to subrule (3) or (4) may only consider the matters stated in the notice pursuant to subrule (3)(b).

- (7) The Association must reimburse all reasonable expenses incurred by any member in convening a special general meeting under subrule (4).

17 Notice

- (1) The Secretary must give each member the following notice of general meetings—
- (a) in the case of a general meeting adjourned pursuant to rule 19(3)(b) or 20(1)—as much as is reasonably possible; and
 - (b) otherwise—21 days’.
- (2) Such notice must—
- (a) specify the type, date, time and place of the meeting;
 - (b) indicate the general nature of each item of business to be considered at the meeting;
 - (c) advise of any elections that are required by these Rules to be held at the meeting and call for the nomination of eligible members to stand in those elections;
 - (d) if a special resolution is to be proposed—comply with section 64 of the Act; and
 - (e) state that the member may appoint a proxy for the meeting pursuant to rule 18.

18 Proxies

- (1) A member may, in writing signed and dated by the member, appoint as his or her proxy, to vote and speak on his or her behalf at a general meeting, a member that has not been appointed the proxy of more than 2 other members for the relevant meeting.
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- (2) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member as he or she sees fit.
- (3) The original document appointing a proxy must be given to the chair at the commencement of the relevant meeting.
- (4) A purported appointment of a proxy in breach of subrule (1) is void and of no effect.

19 Quorum

- (1) No business may be conducted at a general meeting unless a quorum is present.
 - (2) Quorum is 20 members entitled to vote, or 10 per cent of the members entitled to vote, whichever is the lesser.
 - (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
 - (a) in the case of a meeting convened pursuant to rule 16(3) or (4)—the meeting must be dissolved; and
 - (b) in any other case—the meeting must be adjourned to a date no earlier than 7 days and no later than 21 days after the adjournment.
 - (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b)—
 - (a) if at least 10 members entitled to vote are present—the meeting may proceed as if a quorum were present; and
 - (b) otherwise—the meeting must be dissolved.
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20 Adjournment

- (1) The chair of a quorate general meeting may, with the consent of the meeting, adjourn the meeting to another time at the same or another place.
- (2) Without limiting subrule (1), a meeting may be adjourned if there is insufficient time to deal with the business at hand or to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

21 Voting

- (1) On any question or resolution at a general meeting, each member present has one vote.
 - (2) Except in the case of a special resolution, a question must be decided on a majority of votes.
 - (3) Subject to subrule (4), the chair of the meeting may, on the basis of a show of hands, declare that a resolution has been—
 - (a) passed unanimously;
 - (b) passed by not less than three quarters;
 - (c) passed; or
 - (d) lost—and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
 - (4) Where a poll (where votes are cast in writing) is demanded by more than 2 members physically present, the poll must be taken in the manner determined by the chair and the chair must declare the result of the resolution on the basis of the poll.
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Rules of *Fitzroy Legal Service Incorporated*

Part 3—General meetings

- (5) A poll demanded on—
- (a) the election of the chair or on a question of an adjournment—must be taken immediately; and
 - (b) any other question—must be taken before the close of the meeting at a time determined by the chair.

PART 4—THE BOARD

22 Role and power

The Board has the management of the Association and may exercise all its powers save those that are reserved to other persons or bodies by the Act.

23 Delegation

The Board may determine to delegate, subject to any condition and/or limitation, to—

- (a) a board member;
- (b) a committee chaired by a board member;
- (c) an employee of the Association; or
- (d) a member of the Association—

any of its powers other than this power of delegation.

24 Eligibility

A member is eligible to be elected, re-elected, appointed or re-appointed as a board member if he or she—

- (a) is not an employee of the Association; and
- (b) has not already served as a board member for more than 7 years (whether or not consecutive).

25 Constitution

The Board is made up of elected board members and appointed board members (if any).

26 Elected board members

- (1) There are 3 classes of elected board members, being class A, class B and class C, and each elected board member belongs to a class by virtue of the class to which he or she was elected pursuant to subrule (3), elected or appointed pursuant to rule 29, or the operation of rule 47(2).
- (2) At each annual general meeting, after the annual report and financial statements of the Association have been received, the chair must declare vacant the offices of a class of elected board members, determined as follows—
 - (a) at the first annual general meeting held after these Rules come into effect—class A;
 - (b) at the second annual general meeting held after these Rules come into effect—class B;
 - (c) at the third annual general meeting held after these Rules come into effect—class C; and
 - (d) at each subsequent annual general meeting—the class required to maintain the sequence of vacancies as class A then class B then class C.
- (3) The chair must then hold an election for 2 eligible members to be elected to the vacant class.

27 Appointed board members

Where there are fewer than 3 appointed board members, the elected board members may appoint, by absolute majority, an eligible member as an appointed board member for a term of between 1 and 3 years.

28 Vacancy

The office of a board member becomes vacant—

- (a) if they resign by notice given to the Board;
- (b) if they cease to be a member;
- (c) if they become an employee of the Association;
- (d) where the board member is an elected board member—if they fail to attend 3 consecutive board meetings and, at the next board meeting thereafter, the other elected board members determine, by absolute majority, to remove them;
- (e) where the board member is an appointed board member—if the elected board members determine, by absolute majority, to remove them; or
- (f) where the board member is an appointed board member that was appointed since the previous annual general meeting—if the board member’s appointment is not confirmed by the annual general meeting.

29 Filing vacancy of elected board member

- (1) Where a class of elected board members contains fewer than 2 members, the elected board members may determine, by absolute majority, to appoint an eligible member to hold that office until the next annual general meeting.
- (2) Where, at an annual general meeting, a class of elected board members not being the class for which elections are to be held pursuant to rule 26(3) contains fewer than 2 members, the chair must hold an election for eligible members to be elected to the vacant class in such number as is necessary to cause it to contain 2 members.

30 Chair of the Board

- (1) The office of Chair of the Board is established.
- (2) Where the office of Chair of the Board is vacant, before the Board may consider any other business, the elected board members must elect, by absolute majority, one of their number to that office.
- (3) The office of Chair of the Board becomes vacant—
 - (a) if the current office holder—
 - (i) resigns by notice given to another elected board member; or
 - (ii) ceases to be an elected board member;
 - (b) if the elected board members determine, by absolute majority, to remove the current officer holder; or
 - (c) at the opening of the quorate first board meeting after an annual general meeting.

31 Elections

Elections held pursuant to this part must be conducted in accordance with the procedure determined by the Board and, to the extent of any deficiency of that procedure or where no such determination has been made, at the direction of the chair of the meeting.

32 Board meetings

- (1) Subject to subrule (2), the calling, notice, business and procedure of board meetings must be determined by the Board.
 - (2) A board meeting may be called by the Chair of the Board or any 3 board members on 14 days' notice and, in exceptional circumstances, by the Chair of the Board on 1 days' notice.
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- (3) No business may be conducted at a board meeting unless a quorum is present.
- (4) Quorum is a majority of board members.
- (5) If a quorum is not present within 30 minutes after the notified commencement time of a board meeting, the meeting must be adjourned to a date no earlier than 7 days and no later than 14 days after the adjournment, and the Chair of the Board must give notice of the time, date and place to which the meeting was adjourned to those board members not present at the adjourned meeting.
- (6) On any question arising at a board meeting, each board member present has one vote.
- (7) Unless otherwise provided for by these Rules, a resolution is passed if a majority of the board members present vote in favour of it.

PART 5—FINANCIAL

33 Source of funds

The funds of the Association may be derived from such sources as the Board determines.

34 Management of funds

The manner in which the funds of the Association must be managed, including the mode of drawing and signing cheques on behalf of the Association, must be determined by the Board.

35 Financial records and statements

The Board must ensure that financial records are kept, and financial statements prepared, in accordance with the Act.

PART 6—GENERAL

36 Grievance procedure

- (1) The procedure set out in this rule applies to disputes under these Rules between a member and—
 - (a) another member;
 - (b) the Board; or
 - (c) the Association—but does not apply to disputes involving employees of the Association in their capacity as employees.
- (2) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of both of them.
- (3) If the parties are unable to resolve the dispute between themselves within that time, each of them must notify the Board of the dispute.
- (4) Upon receiving such notice, the Board must appoint an impartial mediator who must then, according the parties procedural fairness and otherwise complying with the Act, mediate, but not determine, the dispute.
- (5) The parties must participate in the mediation, and attempt to resolve the dispute, in good faith.
- (6) If the mediation does not resolve the dispute, the parties may seek to resolve it in accordance with the Act or otherwise at law.

37 Chair of meetings

The chair of a meeting must be—

- (a) in the case of a special general meeting convened pursuant to rule 16(4)—the spokesperson;
- (b) otherwise—
 - (i) the Chair of the Board; or
 - (ii) in the case of a general meeting where the Chair of the Board is absent or the office of Chair of the Board is vacant—a physically present elected board member chosen by the members present; or
 - (iii) in the case of a board meeting where the Chair of the Board is absent—a physically present elected board member chosen by the other board members present.

38 Meeting guests

The Board may invite guests to, and accede to requests to attend, board meetings and general meetings on a reasonable basis.

39 Minutes

The Board must ensure that minutes are taken of all meetings held pursuant to these Rules that—

- (a) record all resolutions proposed pursuant to these Rules and their result;
- (b) include all financial and audit-related statements tabled; and
- (c) otherwise comply with the Act and any determination of the Board.

40 Access to documents, information

- (1) Upon the request of a member, the Secretary must allow that member to inspect, and provide a copy to that member of—
 - (a) such documents of the Association as are required by the Act to be; and
 - (b) such other documents of the Association as determined by the Board must be—opened for inspection and/or provided, as the case may be.
- (2) A member may, by notice given to the Board, request permission to inspect and/or be provided with a copy of documents of the Association that are not required to be opened for inspection or provided pursuant to by subrule (1), and the Board must accede to that request, or such part of it that it determines appropriate, unless it determines that there is good reason not to do so.
- (3) Upon the request of a member, the Secretary must provide that member with a notice stating the current number of members entitled to vote.

41 Secretary

- (1) The Board must appoint a suitably qualified person to the office of Secretary.
 - (2) The office of Secretary becomes vacant if—
 - (a) the current office holder resigns by notice given to the Board; or
 - (b) if the elected board members determine, by absolute majority, to remove the current officer holder.
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- (3) The Secretary must perform the duties and exercise the powers that are imposed on that office by the Act, these Rules and any determination of the Board.

42 Custody of records, &c.

The Secretary must keep custody or control of the minutes, records, securities and other relevant documents of the Association.

43 Register of members

- (1) The Secretary must keep and maintain a register of members that records the information required by the Act, whether a member is a life member, and such further information as is determined by the Board.
- (2) A member must give notice to the Board of any change to the information relating to them that is kept in the register.

44 Registered address

The registered address of the Association is the address determined by the Board.

45 Alteration of these Rules

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

46 Winding up

Subject to the Act and any court order, upon the winding up of the Association, the surplus assets of the Association must be given to a body (as determined by special resolution of a general meeting) that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.

PART 7—TRANSITIONAL

47 Elected board members

- (1) Upon these Rules coming into effect, all those persons that held office as members of the management committee of the Association immediately before that time are made elected board members.
- (2) At the first board meeting held after these Rules come into effect, the elected board members must attempt to determine, by absolute majority, and in default of such part of which the Chair of the Board must appoint forthwith at his or her absolute discretion, 2 of their number (which number includes him- or herself) to each of class B and class C of the elected board members, and those remaining elected board members are deemed to be class A elected board members.

48 Life members appointed before these Rules

Where the elected board members determine, by absolute majority, that, before these Rules came into effect, a person had been elected or appointed a life member of the Association (or equivalent position) pursuant to the procedure then in force, then on the date of the aforementioned determination that person is made a member and life member pursuant to these Rules.

49 Delayed operation of rule 13(2)

Rule 13(2) does not take effect until 90 days after these Rules come into effect.
