

CONSUMER AFFAIRS VICTORIA
Associations Incorporation Reform Act 2012
Associations Incorporation Reform Regulations 2012 Part 3

GIPPSLAND WOMEN'S HEALTH INCORPORATED

A0024460W
ABN 21 214 835 436

October 2023

Contents

Part 1 – Preliminary	5
1. Name	5
2. Purposes.....	5
3. Financial Year	6
4. Definitions	6
Part 2 – Powers of Association	8
5. Powers of Association	8
6. Not for profit organisation.....	8
Part 3 – Members, Disciplinary Procedures and Grievances	9
Division 1 - Membership	9
7. Minimum number of members	9
8. Who is eligible to be a member	9
9. Application for membership	9
10. Consideration of application.....	10
11. New membership.....	10
12. Annual subscription and fee on joining	10
13. General rights of members	11
14. Associate and organisation members.....	11
15. Rights not transferrable	11
16. Ceasing membership.....	11
17. Resigning as a member	12
18. Register of members.....	12
Division 2 – Disciplinary Action	13
19. Grounds for taking disciplinary action	13
20. Disciplinary Board sub-committee.....	13
21. Notice to member	13
22. Decision of Board sub-committee	14
23. Appeal rights	14
24. Conduct of disciplinary appeal meeting	15
Division 2 – Grievance procedure	16
25. Application	16
26. Parties must attempt to resolve the dispute	16
27. Appointment of mediator	16
28. Mediation process	17

29.	Failure to resolve dispute by mediation	17
Part 4 – General Meetings of the Association		18
30.	Annual General Meetings	18
31.	Special General Meetings	18
32.	Special General Meetings held at request of members entitled to vote	19
33.	Notice of General Meetings	19
34.	Proxies.....	20
35.	Use of technology	20
36.	Quorum at General Meetings	20
37.	Adjournment of General Meeting	21
38.	Voting at General Meeting.....	22
39.	Special Resolutions	22
40.	Determining whether resolution carried	22
41.	Minutes of General Meeting.....	23
Part 5 – Board		24
Division 1 – Powers of the Board		24
42.	Role and powers	24
43.	Delegation.....	24
Division 2 – Composition of Board and duties of members		25
44.	Composition of Board	25
45.	General Duties	25
46.	Chair and Deputy Chair	26
47.	Secretary	26
48.	Treasurer.....	27
Division 3 – Election of Board members and tenure of office		28
49.	Who is eligible to be a Board member	28
50.	Positions to be declared vacant.....	28
51.	Nominations.....	28
52.	Election of Office Bearers	29
53.	Election of ordinary members	29
54.	Term of office.....	29
55.	Vacation of office	30
56.	Filling casual vacancies.....	30
Division 4 – Meetings of Board		31
57.	Meetings of Board.....	31
58.	Notice of meetings.....	31

59.	Urgent meetings	31
60.	Procedure and order of business.....	31
61.	Use of technology	32
62.	Quorum	32
63.	Voting.....	32
64.	Conflict of Interest	33
65.	Minutes of meeting.....	33
66.	Leave of absence.....	33
67.	Appointment of Board sub-committees	34
Part 6 – Financial Matters		35
68.	Source of Funds.....	35
69.	Management of Funds.....	35
70.	Auditor	35
71.	Financial Records	35
72.	Financial Statements.....	36
Part 7 – General Matters		37
73.	Common Seal	37
74.	Registered Address	37
75.	Notice requirements	37
76.	Custody and inspection of books and records.....	38
77.	Winding up and cancellation	38
78.	Alteration of Rules	39
Schedule 1 – Election of Board members		40
1.	Appointment of a Returning Officer	40
2.	Function of a Returning Officer.....	40
3.	Notice of Election.....	40
4.	Information in Notice.....	40
5.	Nomination and Polling Days.....	41
6.	Method of Nominating	41
7.	Form of Nomination Paper	41
8.	Withdrawal of Nomination	42
9.	Uncontested Election.....	42
10.	Unfilled Vacancies.....	42
11.	Contested Election Ballot.....	42

Rules for Gippsland Women's Health Incorporated

Note

The persons who from time to time are members of the Association are an incorporated association by the name given in rule 1 of these Rules.

Under section 46 of the **Associations Incorporation Reform Act 2012**, these Rules are taken to constitute the terms of a contract between the Association and its members.

Part 1 – Preliminary

1. Name

The name of the incorporated association is "Gippsland Women's Health Incorporated."

Note

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

2. Purposes

The purposes of the association are:

- (a) To maintain a Women's Health Service that is community-based and run by women for women in Gippsland;
- (b) To promote women's health and safety through health promotion and prevention of violence activities;
- (c) To improve women's health and wellbeing through collaboration and partnerships with women and other key stakeholders including the health and community sector;
- (d) To collaborate with the existing health care system to ensure that women have equal access, equity within the health care system and are treated with dignity and respect;
- (e) To support women in exercising control, responsibility and choice in decision-making about their health;
- (f) To recognise the various roles that women may have throughout their life span
- (g) To build the capacity of individuals, the community and all organisations across Gippsland to promote gender equality
- (h) To promote and support ongoing research about women's health and prevention of violence against women

The Association is underpinned by a feminist framework that acknowledges a range of perspectives and:

- (a) Is committed to the principles of choice and equity for all women;
- (b) Believes in the right of women to make informed choices in all aspects of their health and safety;
- (c) Encourages co-operation and skill sharing amongst women;
- (d) Acknowledges the diversity of women's experiences

3. Financial Year

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

4. Definitions

In these Rules:

- *Absolute majority*, of the Board, means a majority of the Board members currently holding office and entitled to vote at the time (as distinct from a majority of Board members present at a Board meeting);
- *Associate member* means a member referred to in rule 14(1);
- *Association* means Gippsland Women's Health Incorporated;
- *Board* means the Board having management of the business of the Association;
- *Board meeting* means a meeting of the Board held in accordance with these Rules;
- *Board member* means a member of the Board elected or appointed under Division 3 of Part 5;
- *Chairperson*, of a general meeting or Board meeting, means the person chairing the meeting as required under rule 46;
- *Chief Executive Officer (CEO)* means the person appointed by the Board as the chief executive officer of the Association.
- *Department* means the Victorian Government Department of Families, Fairness and Housing and Department of Health;
- *Disciplinary appeal meeting* means a meeting of the members of the Association convened under rule 23(3);
- *Disciplinary meeting* means a meeting of the Board convened for the purposes of rule 22;
- *Disciplinary sub Committee* means the sub-committee appointed under rule 20;
- *Financial year* means the 12 month period specified in rule 3;

- *General meeting* means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;
- *Gippsland region* - the local government areas of Shires of East Gippsland, Wellington, South Gippsland, Bass Coast, Baw Baw and Latrobe City;
- *Member* means a member of the Association;
- *Member entitled to vote* means a member who under rule 13(2) is entitled to vote at a general meeting;
- *Special resolution* means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;
- *The Act* means the Associations Incorporation Reform Act 2012 and includes any regulations made under that Act;
- *The Registrar* means the Registrar of Incorporated Associations.

Part 2 – Powers of Association

5. Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting sub rule (1), the Association may:
 - (a) Acquire, hold and dispose of real or personal property;
 - (b) Open and operate accounts with financial institutions;
 - (c) Invest its money in any security in which trust monies may lawfully be invested;
 - (d) Raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) Secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) Appoint agents to transact business on its behalf;
 - (g) Enter into any other contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6. Not for profit organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Sub rule (1) does not prevent the Association from paying a member:
 - (a) Reimbursement for expenses properly incurred by the member; or
 - (b) For goods or services provided by the member:

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

Note

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

Part 3 – Members, Disciplinary Procedures and Grievances

Division 1 - Membership

7. Minimum number of members

The Association must have at least 5 members.

8. Who is eligible to be a member

- (a) **Individual member** - Any person who identifies as a woman and supports the purposes of the Association is eligible for individual membership.
- (b) **Associate member** – staff (including auspice organisations) employed by the Association are eligible for Associate membership but do not have the right to vote or stand for election for Board positions
- (c) **Associate member** – any person who supports the objectives of the organisation is eligible for Associate membership but does not have the right to vote or stand for election for Board positions
- (d) **Organisational member** – any organisation whose purpose supports gender equality, women’s health and safety or other women’s interests and supports the purpose of the Association. Organisation members do not have the right to vote or stand for election for Board positions.

Note

The Association reserves the right to decline any application for individual, associate or organisation membership.

9. Application for membership

- (1) To apply to become a member of the Association, a person or organisation must submit the written application Board as defined by the Association and submit by mail or online to the Association stating that the person or organisation:
 - (a) Wishes to become a member of the Association; and
 - (b) Supports the purposes of the Association; and
 - (c) Agrees to comply with these Rules.
- (2) The application:
 - (a) Must be signed by the applicant; and
 - (b) May be accompanied by the joining fee.

Note

The joining fee is the fee (if any) determined by the Association under rule 12(3).

10. Consideration of application

- (1) As soon as practicable after an application for membership is received, the Board must decide by resolution whether to accept or reject the application
- (2) The Board must notify the applicant in writing of its decision as soon as practicable after the decision is made
- (3) If the Board rejects the application, it must return any money accompanying the application to the applicant
- (4) No reason need be given for the rejection of an application

11. New membership

- (1) If an application for membership is approved by the Board:
 - (a) The resolution to accept the membership must be recorded in the minutes of the Board meeting; and
 - (b) The Secretary (or delegate) must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (2) A person becomes an Individual member of the Association and, subject to rule 13(2), is entitled to exercise their rights of membership from the date, whichever is the later, on which:
 - (a) The Board approves the person's membership; or
 - (b) The person pays the joining fee.

12. Annual subscription and fee on joining

- (1) At each annual general meeting, the Association must determine:
 - (a) The amount of the annual subscription (if any) for the following financial year; and
 - (b) The date for payment of the annual subscription.
- (2) The Association may determine that a lower annual subscription is payable by associate members.
- (3) The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to:
 - (a) The full annual subscription; or
 - (b) A pro rata annual subscription based on the remaining part of the financial year; or
 - (c) A fixed amount determined from time to time by the Association.
- (4) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

13. General rights of members

- (1) A member of the Association who is entitled to vote has the right:
 - (a) To receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules;
 - (b) To submit items of business for consideration at a general meeting; and
 - (c) To attend and be heard at general meetings; and
 - (d) To vote at a general meeting; and
 - (e) To have access to the minutes of general meetings and other documents of the Association as provided under rule 76; and
 - (f) To inspect the register of members - member names only would be supplied under supervision by the Secretary or their delegate and no further identifying details will be provided.
- (2) A member is entitled to vote if:
 - (a) The member is an Individual member under Section 8 (a)
 - (b) More than 10 business days have passed since they became a member of the Association; and
 - (c) The member's membership rights are not suspended for any reason.

14. Associate and organisation members

- (1) Associate members of the Association include:
 - (a) Any members categorised under Section 8 (b) and (c)
 - (b) Any other category of member as determined under Section 8 by special resolution at a general meeting.
- (2) Organisation members
 - (a) An organisation member must not vote but may have other rights as determined by the Board or by resolution at a general meeting.

15. Rights not transferrable

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

16. Ceasing membership

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a member of the Association, the Secretary (or delegate) must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

17. Resigning as a member

- (1) A member may resign by notice in writing given to the Association.

Note

Rule 75 (3) sets out how notice may be given to the association. It includes by email, post or by handing the notice to a member of the Board.

- (2) A member is taken to have resigned if:
 - (a) The member's annual subscription is more than 12 months in arrears;
or
 - (b) Where no annual subscription is payable:
 - (i) The Secretary (or delegate) has made a written request to the member to confirm that they wish to remain a member; and
 - (ii) The member has not, within 3 months after receiving that request, confirmed in writing that they wish to remain a member.

18. Register of members

- (1) The Secretary (or delegate) must keep and maintain a register of members that includes:
 - (a) For each current member:
 - (i) The member's name;
 - (ii) The address for notice last given by the member;
 - (iii) The date of becoming a member;
 - (iv) If the member is an associate or organisation member, a note to that effect;
 - (v) Any other information determined by the Board; and
 - (b) For each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

Note

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

Division 2 – Disciplinary Action

19. Grounds for taking disciplinary action

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

- (a) Has failed to comply with these Rules; or
- (b) Refuses to support the purposes of the Association; or
- (c) Has engaged in conduct prejudicial to the Association.

20. Disciplinary Board sub-committee

- (1) If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board must appoint a disciplinary Board sub-committee to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary Board sub-committee
 - (a) May be Board members, members of the Association or anyone else; but
 - (b) Must not be biased against, or in favour of, the member concerned.

21. Notice to member

- (1) Before disciplinary action is taken against a member, the Association Secretary or Board Chair must give written notice to the member—
 - (a) Stating that the Association proposes to take disciplinary action against the member; and
 - (b) Stating the grounds for the proposed disciplinary action; and
 - (c) Specifying the date, place and time of the meeting at which the disciplinary sub-committee intends to consider the disciplinary action (the disciplinary meeting); and
 - (d) Advising the member that they may do one or both of the following:
 - (i) Attend the disciplinary meeting and address the disciplinary sub-committee at that meeting;
 - (ii) Give a written statement to the disciplinary sub-committee at any time before the disciplinary meeting; and
 - (e) Setting out the member's appeal rights under rule 23.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

22. Decision of Board sub-committee

- (1) At the disciplinary meeting, the disciplinary Board sub-committee must:
 - (a) Give the member an opportunity to be heard; and
 - (b) Consider any written statement submitted by the member.
- (2) After complying with sub rule (1), the disciplinary Board sub-committee may:
 - (a) Take no further action against the member; or
 - (b) Subject to sub rule (3):
 - (i) Reprimand the member; or
 - (ii) Suspend the membership rights of the member for a specified period; or
 - (iii) Expel the member from the Association.
- (3) The disciplinary Board sub-committee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary Board sub-committee under this rule takes effect immediately after the vote is passed.

23. Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 22 may give notice to the effect that they wish to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given:
 - (a) To the disciplinary Board sub-committee immediately after the vote to suspend or expel the person is taken; or
 - (b) To the Association Secretary or Board Chair not later than 48 hours after the vote.
- (3) If a person has given notice under sub rule (2), 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.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—
 - (a) Specify the date, time and place of the meeting; and
 - (b) State:
 - (i) The name of the person against whom the disciplinary action has been taken; and
 - (ii) The grounds for taking that action; and

- (iii) 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.

24. Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting:
 - (a) No business other than the question of the appeal may be conducted; and
 - (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.
- (2) After complying with sub rule (1), 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.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

Division 2 – Grievance procedure

25. Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between:
 - (a) A member and another member;
 - (b) A member and the Board;
 - (c) A member and the Association.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

26. Parties must attempt to resolve the dispute

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

27. Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days:
 - (a) Notify the Board of the dispute; and
 - (b) Agree to or request the appointment of a mediator; and
 - (c) Attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be:
 - (a) A person chosen by agreement between the parties; or
 - (b) In the absence of agreement—
 - (i) If the dispute is between a member and another member—a person appointed by the Board; or
 - (ii) If the dispute is between a member and the Board or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Board may be a member or former member of the Association but in any case must not be a person who:
 - (a) Has a personal interest in the dispute; or
 - (b) Is biased in favour of or against any party.

28. Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must:
 - (a) Give each party every opportunity to be heard; and
 - (b) Allow due consideration by all parties of any written statement submitted by any party; and
 - (c) Ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

29. Failure to resolve dispute by mediation

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

Part 4 – General Meetings of the Association

30. Annual General Meetings

- (1) The Board must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) Despite sub rule (1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The Board may determine the date, time and place of the annual general meeting.
- (4) The ordinary business of the annual general meeting is as follows:
 - (a) To confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (b) To receive and consider:
 - (i) The annual report of the Board on the activities of the Association during the preceding financial year; and
 - (ii) The financial statements of the Association for the preceding financial year submitted by the Board in accordance with Part 7 of the Act;
 - (c) To elect the members of the Board;
 - (d) To confirm or vary the amounts (if any) of the annual subscription and joining fee.
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

31. Special General Meetings

- (1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Board may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 33 may be conducted at the meeting.

Note

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

32. Special General Meetings held at request of members entitled to vote

- (1) The Board must convene a special general meeting if a request to do so is made in accordance with sub rule (2) by at least 10% of the total number of members eligible to vote.
- (2) A request for a special general meeting must be given to the Secretary:
 - (a) Be in writing; and
 - (b) State the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) Include the names and signatures of the members eligible to vote requesting the meeting; and
- (3) If the Board does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under sub rule (3):
 - (a) Must be held within 3 months after the date on which the original request was made; and
 - (b) May only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under sub rule (3).

33. Notice of General Meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 32(3), the members convening the meeting) must give to each member of the Association:
 - (a) At least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) At least 14 days' notice of a general meeting in any other case.
- (2) The notice must comply with rule 34(5) and:
 - (a) Specify the date, time and place of the meeting; and
 - (b) Indicate the general nature of each item of business to be considered at the meeting; and
 - (c) If a special resolution is to be proposed:
 - (i) State in full the proposed resolution; and
 - (ii) State the intention to propose the resolution as a special resolution; and
- (3) This rule does not apply to a disciplinary appeal meeting.

Note

Rule 23(4) sets out the requirements for notice of a disciplinary appeal meeting.

34. Proxies

- (1) A member may appoint another member as their proxy to vote and speak on their behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf, otherwise the proxy may vote on behalf of the member in any matter as they see fit.
- (4) If the Board has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under rule 33 must:
 - (a) State that the member may appoint another member as a proxy for the meeting; and
 - (b) Include a copy of any form that the Board has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson (via delegate) of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

35. Use of technology

- (1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under sub rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

36. Quorum at General Meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 35) of 10% of the members entitled to vote.
- (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 by, or at the request of, members under rule 32—the meeting must be dissolved;

Note

If a meeting convened by, or at the request of, members is dissolved under this sub rule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 32.

- (b) In any other case:
 - (i) The meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) Notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under sub rule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

37. Adjournment of General Meeting

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting sub rule (1), a meeting may be adjourned:
 - (a) If there is insufficient time to deal with the business at hand; or
 - (b) To give the members more time to consider an item of business.

Example

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

- (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.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 33.

38. Voting at General Meeting

- (1) On any question arising at a general meeting:
 - (a) Subject to sub rule (3), each member who is entitled to vote has one vote; and
 - (b) Members may vote personally or by proxy; and
 - (c) Except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

39. Special Resolutions

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

Note

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

- (a) To remove a Board member from office
- (b) To alter these Rules, including changing the name or any of the purposes of the Association.

40. Determining whether resolution carried

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been:
 - (a) Carried; or
 - (b) Carried unanimously; or
 - (c) Carried by a particular majority; or
 - (d) LostAnd an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question:
 - (a) The poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and

- (b) The Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

41. Minutes of General Meeting

- (1) The Board must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include:
 - (a) The names of the members attending the meeting; and
 - (b) Proxy forms given to the Chairperson of the meeting under rule 34(6); and
 - (c) The financial statements submitted to the members in accordance with rule 30(4) (b) (ii); and
 - (d) The certificate signed by two Board members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (e) Any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

Part 5 – Board

Division 1 – Powers of the Board

42. Role and powers

- (1) The business of the Association must be managed by or under the direction of a Board.
- (2) The Board may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (3) The Board may:
 - (a) Appoint and remove staff;
 - (b) Establish Board sub-committees consisting of members with terms of reference it considers appropriate.
- (4) Board members must not receive fees for their services, but all necessary expenses incurred by them in the business of the Association may be refunded to them with the approval of the Board.

43. Delegation

- (1) The Board may delegate to a member of the Board, a sub-committee or staff, any of its powers and functions other than:
 - (a) This power of delegation; or
 - (b) A duty imposed on the Board by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- (3) The Board may, in writing, revoke a delegation wholly or in part.

Division 2 – Composition of Board and duties of members

44. Composition of Board

- (1) The Board consists of:
 - (a) Chair
 - (b) Deputy Chair
 - (c) Secretary
 - (d) Treasurer and;
 - (e) Up to five (5) ordinary members elected under rule 53.
- (2) Where possible, the Board should include members from different Local Government areas of Gippsland.
- (3) Only one member of a family or household may hold a position on the Board at any one time.

Note

For the purpose of sub rule (3), "family member" is defined in accordance with the section 3A (1) Magistrates' Court Act 1989 (Vic), which states a "family member" of a person means:

- The spouse or domestic partner of the person; or
- A person who has or has had an intimate personal relationship with the person; or
- A person who is or has been a relative of the person; or
- A child who normally or regularly resides with the person; or
- A child of whom the person is a guardian; or
- Another person who is or has been ordinarily a member of the household of the person.

45. General Duties

- (1) As soon as practicable after being elected or appointed to the Board, each Board member must become familiar with these Rules and the Act.
- (2) The Board is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Board comply with these Rules.
- (3) Board members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Board members must exercise their powers and discharge their duties:
 - (a) In good faith in the best interests of the Association; and
 - (b) For a proper purpose.
- (5) Board members and former Board members must not make improper use of their position or information acquired by virtue of holding their position so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

Note

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

- (6) In addition to any duties imposed by these Rules, a Board member must perform any other duties imposed from time to time by resolution at a general meeting.

46. Chair and Deputy Chair

- (1) Subject to sub rule (2), the Chair or, in the Chair's absence, the Deputy Chair is the Chairperson for any general meetings and for any Board meetings.
- (2) If the Chair and the Deputy Chair are both absent, or are unable to preside, the Chairperson of the meeting must be:
 - (a) In the case of a general meeting—a member elected by the other members present; or
 - (b) In the case of a Board meeting—a Board member elected by the other Board members present.

47. Secretary

- (1) The Secretary (or delegate such as the Chief Executive Officer) must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

Example

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

- (2) The Secretary must:
 - (a) Maintain the register of members in accordance with rule 18; and
 - (b) Keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 71(3), all books, documents and securities of the Association in accordance with rules 71, 72, 75 and 76; and
 - (c) Subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (d) Perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of their appointment within 14 days after the appointment.

48. Treasurer

- (1) The Treasurer (or delegate such as Chief Executive Officer or Chief Financial Officer) must:
 - (a) Receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
 - (b) Ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
 - (c) Make any payments authorised by the Board or by a general meeting of the Association from the Association's funds; and
 - (d) Ensure cheques are signed by at least 2 Board members.
- (2) The Treasurer must:
 - (a) Ensure that the financial records of the Association are kept in accordance with the Act; and
 - (b) Coordinate the preparation of the financial statements of the Association and their certification by the Board prior to their submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that at least one other Board member has access to the accounts and financial records of the Association.

Division 3 – Election of Board members and tenure of office

49. Who is eligible to be a Board member

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

- (a) Is 18 years or over; and
- (b) Is entitled to vote at a general meeting
- (c) Is an Individual Association member subject to Part 1 Clause 8 who lives in Gippsland and who is not employed by the Association
- (d) Has been an individual Association member for at least six months unless otherwise approved by the full Board under exceptional circumstances
- (e) Members may be elected as Board members for a maximum period of six (6) years, being two consecutive three (3) year terms. Board members elected under the previous Constitution are entitled to remain in their two-year terms until they have served their maximum 6 years
- (f) The election of Board members must follow the procedure in Schedule 1.

50. Positions to be declared vacant

- (1) This rule applies to:
 - (a) The first annual general meeting of the Association after its incorporation; or
 - (b) Any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
- (2) The Chairperson of the meeting must declare vacant any positions on the Board that:
 - (a) Are currently occupied by a Board member whose current term is due to expire in accordance with Clause 49 (e); or
 - (b) Are currently or have been vacant at any time since the last annual general meeting in accordance with rules 53, 54 and 55 and hold elections for those positions in accordance with Schedule 1

51. Nominations

- (1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- (2) An eligible member of the Association may:

- (a) Nominate them self; or
 - (b) With the member's consent, be nominated by another member.
- (3) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

52. Election of Office Bearers

- (1) At the first Board meeting following the annual general meeting, separate elections must be held for each of the following positions:
 - (a) Chair;
 - (b) Deputy Chair
 - (c) Secretary;
 - (d) Treasurer.
- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with rule 53.
- (4) On their election, the new Chair may take over as Chairperson of the meeting.
- (5) Office bearers shall hold their positions for a maximum of four (4) years

53. Election of ordinary members

- (1) The annual general meeting must by resolution decide the number of ordinary members of the Board (if any) it wishes to hold office for the next year.
- (2) A single election may be held to fill all of those positions.
- (3) If the number of members nominated for the position of ordinary Board member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with Schedule 1 sub rule 11.

54. Term of office

- (1) Subject to sub rule (3) and rule 56, a Board member holds office until the positions of the Board are declared vacant at the next annual general meeting.
- (2) A Board member may be re-elected.

- (3) A general meeting of the Association may:
 - (a) By special resolution remove a Board member from office; and
 - (b) Elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (4) A member who is the subject of a proposed special resolution under sub rule (3) (a) may make representations in writing to the Chair of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (5) The Chair may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

55. Vacation of office

- (1) A Board member may resign from the Board by written notice addressed to the Board.
- (2) A person ceases to be a Board member if they:
 - (a) Ceases to be a member of the Association; or
 - (b) Fails to attend 3 consecutive Board meetings (other than special or urgent Board meetings) without leave of absence under rule 66; or
 - (c) Otherwise ceases to be a Board member by operation of section 78 of the Act.

Note

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

56. Filling casual vacancies

- (1) The Board may appoint an eligible member of the Association to fill a position on the Board that:
 - (a) Has become vacant under rule 55; or
 - (b) Was not filled by election at the last annual general meeting.
 - (c) Any member appointed under this rule may continue in that office until and including the day of the next annual general meeting.
- (2) If the position of Secretary becomes vacant, the Board must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 56 applies to any Board member appointed by the Board under sub rule (1) or (2).
- (4) The Board may continue to act despite any vacancy in its membership.

Division 4 – Meetings of Board

57. Meetings of Board

- (1) The Board must meet at least 6 times in each year at the dates, times and places determined by the Board.
- (2) The date, time and place of the first Board meeting must be determined by the members of the Board as soon as practicable after the annual general meeting of the Association at which the members of the Board were elected.
- (3) Special Board meetings may be convened by the Chair or by any 4 members of the Board.
- (4) The Board should act fairly and ensure that each Board member has the opportunity to speak and be heard during the decision-making process.

58. Notice of meetings

- (1) Notice of each Board meeting must be given to each Board member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one Board meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special Board meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

59. Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 provided that as much notice as practicable is given to each Board member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Board.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

60. Procedure and order of business

- (1) The procedure to be followed at a meeting of a Board must be determined from time to time by the Board.
- (2) The order of business may be determined by the members present at the meeting.

61. Use of technology

- (1) A Board member who is not physically present at a Board meeting may participate in the meeting by the use of technology that allows that Board member and the Board members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a Board member participating in a Board meeting as permitted under sub rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

62. Quorum

- (1) No business may be conducted at a Board meeting unless a quorum is present.
- (2) The quorum for a Board meeting is the presence (in person or as allowed under rule 62) of a majority of the Board members holding office (a minimum of five Board members).
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting:
 - (a) In the case of a special meeting—the meeting lapses;
 - (b) In any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 59.

63. Voting

- (1) On any question arising at a Board meeting, each Board member present at the meeting has one vote.
- (2) A motion is carried if a majority of Board members present at the meeting vote in favour of the motion.
- (3) Sub rule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Board.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has the casting vote.
- (5) Voting by proxy is not permitted.

64. Conflict of Interest

- (1) A Board member who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- (2) The member:
 - (a) Must not be present while the matter is being considered at the meeting; and
 - (b) Must not vote on the matter.

Note

Under section 81(3) of the Act, if there are insufficient Board members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (3) This rule does not apply to a material personal interest:
 - (a) That exists only because the member belongs to a class of persons for whose benefit the Association is established; or
 - (b) That the member has in common with all, or a substantial proportion of, the members of the Association.

65. Minutes of meeting

- (1) The Board must ensure that minutes are taken and kept of each Board meeting.
- (2) The minutes must record the following:
 - (a) The names of the members in attendance at the meeting;
 - (b) The business considered at the meeting;
 - (c) Any resolution on which a vote is taken and the result of the vote;
 - (d) Any material personal interest disclosed under rule 64.

66. Leave of absence

- (1) The Board may grant a Board member leave of absence from Board meetings for a period not exceeding 3 months.
- (2) The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Board member to seek the leave in advance.

67. Appointment of Board sub-committees

- (1) The Board may at any time appoint any Board sub-committee for specific purposes.
- (2) The Board will confirm in writing the functions, terms of reference and reporting dates of any such sub-committee
- (3) Persons so appointed must be Board members of the Association or approved independent co-opted members including employees
- (4) The Chair of a Board sub-committees shall be a current Board member.

Part 6 – Financial Matters

68. Source of Funds

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

69. Management of Funds

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Board may approve expenditure on behalf of the Association.
- (3) The Board may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Board members or delegates as per the Association's Delegation of Authority.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- (6) With the approval of the Board, the Treasurer (or delegate) may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

70. Auditor

The Association is required to ensure a full external audit of the accounts at the end of each financial year.

71. Financial Records

- (1) The Association must keep financial records that:
 - (a) Correctly record and explain its transactions, financial position and performance; and
 - (b) Enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in their custody, or under their control:

- (a) The financial records for the current financial year; and
- (b) Any other financial records as authorised by the Board.

72. Financial Statements

- (1) For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting sub rule (1), those requirements include:
 - (a) The preparation of the financial statements;
 - (b) The auditing of the financial statements;
 - (c) The certification of the financial statements by the Board;
 - (d) The submission of the financial statements to the annual general meeting of the Association;
 - (e) The lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

Part 7 – General Matters

73. Common Seal

- (1) The Association may have a common seal.
- (2) If the Association has a common seal:
 - (a) The name of the Association must appear in legible characters on the common seal;
 - (b) A document may only be sealed with the common seal by the authority of the Board and the sealing must be witnessed by the signatures of two Board members;
 - (c) The common seal must be kept in the custody of the Secretary (or delegate).

74. Registered Address

The registered address of the Association is:

- (a) The address determined from time to time by resolution of the Board; or
- (b) If the Board has not determined an address to be the registered address—the postal address of the Secretary (or delegate).

75. Notice requirements

- (1) Any notice required to be given to a member or a Board member under these Rules may be given:
 - (a) By handing the notice to the member personally; or
 - (b) By sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) By email
- (2) Sub rule (1) does not apply to notice given under rule 59.
- (3) Any notice required to be given to the Association or the Board may be given:
 - (a) By handing the notice to a member of the Board; or
 - (b) By sending the notice by post to the registered address; or
 - (c) By leaving the notice at the registered address; or
 - (d) If the Board determines that it is appropriate in the circumstances by email to the email address of the Association or the Secretary.

76. Custody and inspection of books and records

- (1) Members may on request inspect free of charge:
 - (a) The register of members – noting rule 18 for details of access to the register of members where confidential details will not be provided
 - (b) The minutes of annual general meetings;
 - (c) Subject to sub rule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Board meetings.
- (2) Minutes of Board meetings are not permitted to be inspected by members.
- (3) The Board may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (4) The Board must on request make copies of these rules available to members and applicants for membership free of charge.
- (5) Subject to sub rule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (6) For purposes of this rule **relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:
 - (a) Membership records;
 - (b) Financial statements;
 - (c) Financial records;
 - (d) Records and documents relating to transactions, dealings, business or property of the Association.

77. Winding up and cancellation

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

78. Alteration of Rules

- (1) These Rules may only be altered by special resolution of a general meeting of the Association.
- (2) The Secretary (or delegate) must apply to the Registrar for approval of the amendment within 28 days of a special resolution to alter the Rules being passed.

Note

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

Schedule 1 – Election of Board members

In accordance with the Rules, the election of the members of the Board must be conducted in accordance with this Schedule 1.

1. Appointment of a Returning Officer

- (a) The Board Chairperson of the annual general meeting must appoint a member to act as returning officer for the purpose of receiving nominations and conducting a ballot in the event of a contested election.
- (b) The returning officer:
 - (i) Must be a person or of a class of persons who is experienced or is able to undertake the conduct of elections; and
 - (ii) Must not be a member of the Board; and
 - (iii) Must not be a member nominated for the position.

2. Function of a Returning Officer

The function of the returning officer is to receive Board nominations and conduct elections of members to the Board in the event of a contested election.

3. Notice of Election

The Board must give notice of an election at least 14 days before the annual general meeting. Notice of election must be given by:

- (a) Including the notice in the advertisement calling the annual general meeting;
- (b) Sending a copy of the notice to the postal address or email of each member.

4. Information in Notice

The notice of an election may specify:

- (a) A nomination day; and
- (b) The place where nominations must be lodged; and
- (c) A polling day; and
- (d) The name and address of the Returning Officer

5. Nomination and Polling Days

- (a) Nominations will close each year 30 days before the annual general meeting.
- (b) The polling day will be the day of the annual general meeting.

6. Method of Nominating

- (a) Only women who have been members of the Association for 6 months prior to the Annual General meeting are eligible to stand for election.
- (b) Only current members of the Association can nominate another Member and vote in the event of a contested nomination.
- (c) All women seeking election to the Association Board at the AGM, in accordance with the requirements of the Association Constitution, must provide application to the organisation on the Nomination Form which must be lodged with the Association by the advertised date. This includes Board members seeking re-election and women who have held a casual vacancy during the year. No late nominations will be accepted. If more nominations than vacancies are received, an election will be held.
- (d) All women who wish to be elected onto the Association Board will need to submit a profile piece of up to 250 words along with their application form to the organisation. Current Board members who are renominating are not required to resubmit their CV however they are required to provide a profile piece of up to 250 words.
- (e) A women who intends to be a candidate at an election must lodge, or cause to be lodged, a nomination paper and associated documents with the returning officer not later than 4pm on nomination day.
- (f) The returning officer must give a receipt for a nomination to any person who lodges a nomination paper within time and requests a receipt.

7. Form of Nomination Paper

A nomination paper must:

- (a) Be in the form prescribed by the Board (if any), as varied from time to time; and

- (b) Include a current CV and 250 word statement in support of application
- (c) Be signed by an Association member; and
- (d) Bear the written consent of the candidate.

8. Withdrawal of Nomination

A person nominated for an election may withdraw from the election by giving notice of withdrawal in writing to the returning officer not later than 4pm on nomination day.

9. Uncontested Election

If the number of nominations received does not exceed the number of vacancies to be filled, the returning officer must declare the person, or persons, nominated to be elected to the Board.

10. Unfilled Vacancies

If there are:

- (1) No nominations received for a vacancy; or
- (2) The number of nominations received is less than the number of vacancies filled:

The Board may fill the vacancy by appointing to the Board any person who is eligible to be elected under Section 56.

Nominations from the floor will not be accepted at an AGM.

11. Contested Election Ballot

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of their election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a blank piece of paper or digital voting option to:
 - (a) Each member present in person or on line; and
 - (b) Each proxy appointed by a member.

Example

If a member has been appointed the proxy of 5 other members, the member must be given 6 ballot papers—one for the member and one each for the other members.

- (6) If the ballot is for a single position, the voter must write/type on the ballot paper the name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than one position:
 - (a) The voter must write/type on the ballot paper the name of each candidate for whom they wish to vote;
 - (b) The voter must not write/type the names of more candidates than the number to be elected.
- (8) Ballot results that do not comply with sub rule 7 (a) are not to be counted.
- (9) Each ballot on which the name of a candidate has been written/typed counts as one vote for that candidate.
- (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (11) If the returning officer is unable to declare the result of an election under sub rule (9) because 2 or more candidates received the same number of votes, the returning officer must:
 - (a) Conduct a further election for the position in accordance with sub rules (4) to (9) to decide which of those candidates is to be elected;
or
 - (b) With the agreement of those candidates, decide by lot which of them is to be elected.