



Consumer Affairs Victoria: Associations Incorporations Reform ACT 2012

RULES

For

**The Australian Council for Health, Physical Education
and Recreation (Victorian Branch) Incorporated**

ABN: 23 911 016 643

Incorporated under Incorporated Associations Reform Act 2012 (Vic)

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For the
Australian Council for Health, Physical Education and
Recreation (Victorian Branch) Incorporated

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Rules for the:

Australian Council for Health, Physical Education and Recreation (Victorian Branch) Incorporated

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

PART 1—PRELIMINARY

1 Name

The name of the incorporated association is the “Australian Council for Health, Physical Education and Recreation (Victorian Branch) Incorporated” (hereafter referred to as the ACHPER Victorian Branch)

2 Purposes

The purpose of the ACHPER Victorian Branch is to:

- 2.1 Promote active and healthy living for all Victorians through education and professional practice; and
- 2.2 Provide programs and services that support continuing development of knowledge, skills and professional practice, focusing primarily on health education, physical education and recreation. Through this the ACHPER Victorian Branch will serve the broader community in the pursuit of lifelong physical activity and health.

3 Financial year

- 3.1 The financial year of the ACHPER Victorian Branch is each period of 12 months ending on 31st December.

4 Definitions

In these Rules—

absolute majority, of the Board means a majority of the Directors currently holding office and entitled to vote at the time (as distinct from a majority of Directors present at a Board meeting);

associate member means a member referred to in rule (12 Associate members)

Chairperson, of a general meeting or Board meeting, means the person chairing the meeting as required under rule 46; (president and vice president)

Board means the ACHPER Victorian Branch Board of Directors consisting of Directors is required under rule 47 of this constitution and having management of the business of the ACHPER Victorian Branch;

Board meeting means a meeting of the Directors held in accordance with these Rules;

Director members means a member of Directors of ACHPER Victorian Branch elected or appointed under Part 5, Division 3

Direct vote a vote delivered to the company by post, fax or other electronic means approved by the Board

disciplinary appeal meeting means a meeting of the members of the ACHPER Victorian Branch convened under rule 21.3

disciplinary meeting means a meeting of the Board convened for the purposes of rule 22;

disciplinary subcommittee means the subcommittee appointed under rule 18;

financial year means the 12 month period specified in rule 3;

general meeting means a general meeting of the members of the ACHPER Victorian Branch convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

majority means 50% plus 1

member means a member of the ACHPER Victorian Branch;

member entitled to vote means a member who under rule 11.2 (general rights of members) 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.

writing or in writing means any mode of representing or reproducing words, figures, drawing or symbols in a visible form including electronic.

PART 2—POWERS OF ASSOCIATION

5 Powers of Association

5.1 Subject to the Act, the ACHPER Victorian Branch has power to do all things incidental or conducive to achieve its purposes.

5.2 Without limiting Subrule (1), the ACHPER Victorian Branch may—

5.2.1 acquire, hold and dispose of real or personal property;

5.2.2 open and operate accounts with financial institutions;

5.2.3 invest its money in any security in which trust monies may lawfully be invested;

5.2.4 raise and borrow money on any terms and in any manner as it thinks fit;

5.2.5 secure the repayment of money raised or borrowed, or the payment of a debt or liability;

5.2.6 appoint agents to transact business on its behalf;

5.2.7 enter into any other contract it considers necessary or desirable.

5.3 The ACHPER Victorian Branch may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not for profit organisation

6.1 The ACHPER Victorian Branch must not distribute any surplus, income or assets directly or indirectly to its members.

6.2 Subrule (6.1) does not prevent the ACHPER Victorian Branch from paying a member—

6.2.1 reimbursement for expenses properly incurred by the member; or

6.2.2 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.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7 Who is eligible to be a member

- 7.1 The member criteria for the ACHPER Victorian Branch are as stated in appendix 1.
- 7.2 The Board may:
- 7.2.1 create a new category of membership with any rights, privileges and obligations as are deemed applicable; or
 - 7.2.2 create a new category of membership which effectively alters the rights, privileges or obligations of an existing category of membership;
and such changes made shall be deemed to rectify criteria referred to in section 7.1 of this constitution, as appropriate and will override the provisions of rule 62.
- 7.3 The period of membership will be twelve months from the date on which that membership falls due.
- 7.4 Lapsed members may be readmitted to The ACHPER Victorian Branch in accordance with prevailing policy.
- 7.5 A member may request suspension of membership at any time subject to prevailing policy.
- 7.6 A full member is entitled to use the post-nominal 'MACHPER'

8 Application for membership

- 8.1 Application for membership of the ACHPER Victorian Branch is to be made in a form prescribed by the Board

9 Consideration of application

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

10 Membership Fees

- 10.1 Membership fees are to be determined by special resolution of the ACHPER Victorian Branch Board.

11 General rights of members

- 11.1 A member of the ACHPER Victorian Branch who is entitled to vote has the right—
- 11.1.1 to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - 11.1.2 to submit items of business for consideration at a general meeting; and
 - 11.1.3 to attend and be heard at general meetings; and
 - 11.1.4 to vote at a general meeting; and
 - 11.1.5 to have access to the minutes of general meetings and other documents of the ACHPER Victorian Branch as provided under rule 66; and

11.1.6 to inspect the register of members.

11.2 A member is entitled to vote if—

11.2.1 the member is a current financial member

11.2.2 more than 10 business days have passed since he or she became a member of the ACHPER Victorian Branch; and

11.2.3 the member's membership rights are not suspended for any reason.

11.2.4 if the category of membership is **NOT** student (student members are not eligible to vote or hold office)

11.2.5 they have been nominated by their organisation as the representative to vote on behalf of the corporate member (a corporate member's vote is valued at one)

12 Associate members

12.1 Associate members of ACHPER Victorian Branch include –

12.1.1 any members under the age of 15 years; and

12.1.2 any other category of member as determined by special resolution at a general meeting.

13 Rights not transferable

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

14 Ceasing membership

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

14.2 If a person ceases to be a member of the ACHPER Victorian Branch, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

15 Resigning as a member

15.1 A member may resign by notice in writing given to the ACHPER Victorian Branch.

16 Register of members

16.1 The Secretary must keep and maintain a register of members that includes—

16.1.1 for each current member—

16.1.1.1 the member's name;

16.1.1.2 the address for notice last given by the member;

16.1.1.3 the date of becoming a member;

16.1.1.4 if the member is an associate member, a note to that effect;

16.1.1.5 any other information determined by the Board; and

16.1.1.6 for each former member, the date of ceasing to be a member.

16.2 Any member may, at a reasonable time and free of charge, inspect the register of members.

Division 2—Disciplinary action

17 Grounds for taking disciplinary action

17.1 The ACHPER Victorian Branch may take disciplinary action against a member in accordance with this Division if it is determined that the member—

- 17.1.1 has failed to comply with these Rules; or
- 17.1.2 refuses to support the purposes of the ACHPER Victorian Branch; or
- 17.1.3 has engaged in conduct prejudicial to the ACHPER Victorian Branch.

18 Disciplinary subcommittee

18.1 If the Board of Directors is satisfied that there are sufficient grounds for taking disciplinary action against a member, Directors must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.

18.2 The members of the disciplinary subcommittee—

- 18.2.1 may be Directors, members of the ACHPER Victorian Branch or anyone else; but
- 18.2.2 must not be biased against, or in favour of, the member concerned.

19 Notice to member

19.1 Before disciplinary action is taken against a member, the Secretary must give written notice to the member—

- 19.1.1 stating that the ACHPER Victorian Branch proposes to take disciplinary action against the member; and
- 19.1.2 stating the grounds for the proposed disciplinary action; and
- 19.1.3 specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the **disciplinary meeting**); and
- 19.1.4 advising the member that they may do one or both of the following—
 - 19.1.4.1 attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - 19.1.4.2 give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
- 19.1.5 setting out the member's appeal rights under rule 22.

19.2 The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

20 Decision of subcommittee

20.1 At the disciplinary meeting, the disciplinary subcommittee must—

- 20.1.1 give the member an opportunity to be heard; and
- 20.1.2 consider any written statement submitted by the member.

20.2 After complying with Subrule 20.1, the disciplinary subcommittee may—

- 20.2.1 take no further action against the member; or
- 20.2.2 subject to Subrule 20.3—
 - 20.2.2.1 reprimand the member; or
 - 20.2.2.2 suspend the membership rights of the member for a specified period; or

20.2.2.3 expel the member from the ACHPER Victorian Branch.

20.3 The disciplinary subcommittee may not fine the member.

20.4 The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

21 Appeal rights

21.1 An individual or organization whose membership rights have been suspended or who has been expelled from the ACHPER Victorian Branch under rule 14 may give notice to the effect that they wish to appeal against the suspension or expulsion.

21.2 The notice must be in writing and given—

21.2.1 to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or

21.2.2 to the Secretary not later than 48 hours after the vote.

21.3 If an association has given notice under Subrule (21.2), 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.

21.4 Notice of the disciplinary appeal meeting must be given to each member of the ACHPER Victorian Branch who is entitled to vote as soon as practicable and must—

21.4.1 specify the date, time and place of the meeting; and

21.4.2 state—

21.4.2.1 the name of the individual or organisation against whom the disciplinary action has been taken; and

21.4.2.2 the grounds for taking that action; and

21.4.2.3 that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the individual or organization should be upheld or revoked.

22 Conduct of disciplinary appeal meeting

22.1 At a disciplinary appeal meeting—

22.1.1 no business other than the question of the appeal may be conducted; and

22.1.2 the Board must state the grounds for suspending or expelling the member and the reasons for taking that action; and

22.1.3 the individual or organisation whose membership has been suspended or who has been expelled must be given an opportunity to be heard.

22.2 After complying with Subrule (22.1), 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 individual or organisation should be upheld or revoked.

22.3 A member may not vote by proxy at the meeting.

22.4 The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

Division 3—Grievance procedure

23 Application

23.1 The grievance procedure set out in this Division applies to disputes under these Rules between—

- 23.1.1 a member and another member;
- 23.1.2 a member and the Board
- 23.1.3 a member and the ACHPER Victorian Branch.

23.2 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.

24 Parties must attempt to resolve the dispute

24.1 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.

25 Appointment of mediator

25.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 24, the parties must within 10 days—

- 25.1.1 notify the Committee of the dispute; and
- 25.1.2 agree to or request the appointment of a mediator; and
- 25.1.3 attempt in good faith to settle the dispute by mediation.

25.2 The mediator must be—

- 25.2.1 a person chosen by agreement between the parties; or
- 25.2.2 in the absence of agreement—
 - 25.2.2.1 if the dispute is between a member and another member—a person appointed by the Board; or
 - 25.2.2.2 if the dispute is between a member and the Board or the ACHPER Victorian Branch — a person appointed or employed by the Dispute Settlement Centre of Victoria.

25.3 A mediator appointed by the Board may be a member or former member of the ACHPER Victorian Branch but in any case, must not be a person who—

- 25.3.1 has a personal interest in the dispute; or
- 25.3.2 is biased in favour of or against any party.

26 Mediation process

26.1 The mediator to the dispute, in conducting the mediation, must—

- 26.1.1 give each party every opportunity to be heard; and
- 26.1.2 allow due consideration by all parties of any written statement submitted by any party; and
- 26.1.3 ensure that natural justice is accorded to the parties throughout the mediation process.

26.2 The mediator must not determine the dispute.

27 Failure to resolve dispute by mediation

27.1 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 ACHPER VICTORIAN BRANCH

28 Annual general meetings

- 28.1 The Board must convene an annual general meeting of the ACHPER Victorian Branch to be held within 5 months after the end of each financial year.
- 28.2 The Board may determine the date, time and place of the annual general meeting.
- 28.3 The ordinary business of the annual general meeting is as follows—
- 28.3.1 to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - 28.3.2 to receive and consider—
 - 28.3.2.1 the annual report of the Board on the activities of the ACHPER Victorian Branch during the preceding financial year; and
 - 28.3.2.2 the financial statements of the ACHPER Victorian Branch for the preceding financial year submitted by the Board in accordance with Part 7 of the Act;
 - 28.3.3.3 to elect the Directors;
 - 28.3.3.4 to confirm or vary the amounts (if any) of the annual subscription and joining fee
- 28.4 The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

29 Special general meetings

- 29.1 Any general meeting of the ACHPER Victorian Branch, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- 29.2 The Board may convene a special general meeting whenever it thinks fit.
- 29.3 No business other than that set out in the notice under rule 31 may be conducted at the meeting.

30 Special general meeting held at request of members

- 30.1 The Board must convene a special general meeting if a request to do so is made in accordance with Subrule (30.2) by at least 30 members.
- 30.2 A request for a special general meeting must—
- 30.2.1 be in writing; and
 - 30.2.2 state the business to be considered at the meeting and any resolutions to be proposed; and
 - 30.2.3 include the names and signatures of the members requesting the meeting; and
 - 30.2.4 be given to the Secretary.
- 30.3 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.
- 30.4 A special general meeting convened by members under Subrule (30.3)—
- 30.4.1 must be held within 3 months after the date on which the original request was made; and
 - 30.4.2 may only consider the business stated in that request.

30.5 The ACHPER Victorian Branch must reimburse all reasonable expenses incurred by the members convening a special general meeting under Subrule (30.3).

31 Notice of general meetings

31.1 The Secretary (or, in the case of a special general meeting convened under rule 30.3, the members convening the meeting) must give to each member of the ACHPER Victorian Branch —

31.1.1 at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or

31.1.2 at least 14 days' notice of a general meeting in any other case.

31.2 The notice must—

31.2.1 specify the date, time and place of the meeting; and

31.2.2 indicate the general nature of each item of business to be considered at the meeting; and

31.2.3 if a special resolution is to be proposed—

31.2.3.1 state in full the proposed resolution; and

31.2.3.2 state the intention to propose the resolution as a special resolution; and

31.2.4 comply with rule 32.5.

31.3 This rule does not apply to a disciplinary appeal meeting.

32 Proxies

32.1 A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.

32.2 The appointment of a proxy must be in writing and signed by the member making the appointment.

32.3 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 in any matter as he or she sees fit.

32.4 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.

32.5 Notice of a general meeting given to a member under rule 31 must—

32.5.1 state that the member may appoint another member as a proxy for the meeting; and

32.5.2 include a copy of any form that the Board have approved for the appointment of a proxy.

32.6 A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.

32.7 A form appointing a proxy sent by post or electronically is of no effect unless it is received by the ACHPER Victorian Branch no later than 24 hours before the commencement of the meeting.

33 Use of technology

33.1 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.

33.2 For the purposes of this Part, a member participating in a general meeting as permitted under Subrule (33.1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

34 Quorum at general meetings

34.1 No business may be conducted at a general meeting unless a quorum of members is present.

34.2 The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 35) of 30 of the members entitled to vote.

34.2.1 Where two or more persons from a corporation, organization or association that holds corporate membership are present at a general meeting the member corporation, association or organization will nominate one representative who is entitled to vote.

34.3 If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—

34.3.1 in the case of a meeting convened by, or at the request of, members under rule 30— the meeting must be dissolved;

34.3.2 in any other case—

34.3.2.1 The meeting must be adjourned to a date not more than 21 days after the adjournment; and

34.3.2.2 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.

34.4 If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under Subrule 34.3.2 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.

35 Adjournment of general meeting

35.1 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.

35.2 Without limiting Subrule 35.1 a meeting may be adjourned—

35.2.1 if there is insufficient time to deal with the business at hand; or

35.2.2 to give the members more time to consider an item of business.

35.3 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

35.4 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 31.

36 Voting at general meeting

36.1 On any question arising at a general meeting—

36.1.1 subject to Subrule 36.3 each member who is entitled to vote has one vote; and

36.1.2 votes by members at a meeting may be given:

36.1.2.1 personally at the meeting

36.1.2.2 by proxy or,

36.1.2.3 by a valid notice of their voting intention (Direct Vote)

- 36.1.3 except in the case of a special resolution, the question must be decided on a majority of votes.
- 36.2 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- 36.3 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.
- 36.4 This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 22.

37 Direct Votes

- 37.1 The Board may determine that at any general meeting, a member who is entitled to attend that meeting and is entitled to vote is entitled to a Direct Vote
- 37.2 If sent by post or fax, the Direct Vote must be signed by the member or, if the member is a corporate member by a representative nominated by the corporate member organization.
- 37.3 If sent by electronic transmission the Direct Vote is taken to have been signed if it has been signed or authorised by the member in the manner approved by the Board or specified in the notice of meeting
- 37.4 A Direct Vote includes any form of vote that the Board may prescribe or accept including by any electronic means.
- 37.5 A Chairperson's decision as to whether a Direct Vote is valid is conclusive
 - 37.5.1 a notice of voting intention is valid if it contains the member's name and address or any applicable identifying notations and the member's voting intention on any or all of the resolutions to be put before the meeting.
- 37.6 a person who has cast a Direct Vote is entitled to attend the meeting. The member's attendance cancels the direct vote, unless the member instructs the association otherwise.
- 37.7 Notice of voting intention (ie direct vote) must be received by the Chief Executive Officer at least 48 hours before the time for holding the relevant general meeting, adjourned meeting or a poll at which a person proposes to cast a notice of their voting intention.

38 Counting of Direct Votes

- 38.1 If a vote is taken at a meeting on a resolution on which a Direct Vote was cast, the Chairman of the meeting must:
 - 38.1.1 announce the direct votes and proxy results to the meeting immediately before a vote is taken either by a show or hand or a poll;
 - 38.1.2 on a vote by show of hands, exclude each member who has submitted a Direct Vote for or against the resolution, and;
 - 38.1.3 on a poll, count the votes cast by each member who has submitted a Direct Vote directly for or against the resolution.
- 38.2 The Chairman of a meeting should call for a poll on a resolution where he or she believes that, having regard to the Direct Votes cast or direct proxies received, the result may differ from that obtained on a show of hands
- 38.3 The Chairman of the meeting must ensure that a certificate signed by the Chief Executive Officer of Direct Votes received is available at the meeting ahead of any vote being taken.

39 Special resolutions

- 39.1 A special resolution is passed if not less than three quarters of the members voting at a general meeting (by means set out in Subrule 36.1.2) vote in favour of the resolution.

40 Determining whether a resolution carried

- 40.1 Subject to subsection 40.2, the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
- 40.1.1 carried; or
 - 40.1.2 carried unanimously; or
 - 40.1.3 carried by a particular majority; or
 - 40.1.4 lost— and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- 40.2 If a poll (where votes are cast in writing) is demanded by three or more members on any question—
- 40.2.1 the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - 40.2.2 the Chairperson must declare the result of the resolution on the basis of the poll.
- 40.3 A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- 40.4 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

- 41.1 The Board must ensure that minutes are taken and kept of each general meeting.
- 41.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 41.3 In addition, the minutes of each annual general meeting must include—
- 41.3.1 the names of the members attending the meeting; and
 - 41.3.2 proxy forms given to the Chairperson of the meeting under rule 32.6; and
 - 43.3.2.1 the financial statements submitted to the members in accordance with rule 28.4.2.2 and
 - 41.3.3 the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the ACHPER Victorian Branch; and
 - 41.3.4 any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5— THE BOARD

Division 1—Powers of THE BOARD

42 Role and powers

- 42.1 The business of the ACHPER Victorian Branch must be managed by or under the direction of a Board.
- 42.2 The Board may exercise all the powers of the ACHPER Victorian Branch except those powers that these Rules or the Act require to be exercised by general meetings of the members of the ACHPER Victorian Branch.
- 42.3 The Board may—
- 42.3.1 appoint and remove staff;
 - 42.3.2 establish subcommittees with terms of reference it considers appropriate.

- 42.4 Directors are not entitled to remuneration
- 42.5 The ACHPER Victorian Branch may reimburse Directors for reasonable travelling and other expenses incurred on ACHPER Victorian Branch business.

43 Delegation

- 43.1 Directors may delegate to a member of the Board of Directors, a subcommittee or staff, any of its powers and functions other than—
 - 43.1.1 this power of delegation; or
 - 43.1.2 a duty imposed on Directors by the Act or any other law.
- 43.2 The delegation must be in writing and may be subject to the conditions and limitations Directors considers appropriate.
- 43.3 Directors may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of the Board and duties of Directors

44 Composition of the Board

- 44.1 The Board of Directors consists of—
 - 44.1.1 six (6) ordinary member positions under rule 50;
 - 44.1.1.1 of which the President and Vice President will elected under rule 51; and
 - 44.1.2 up to three (3) co-opted positions

45 General Duties

- 45.1 As soon as practicable after being elected or appointed to the Board of Directors, each Director must become familiar with these Rules and the Act.
- 45.2 The Board of Directors is collectively responsible for ensuring that the ACHPER Victorian Branch complies with the Act and that individual members of the Board of Directors comply with these Rules.
- 45.3 Directors must exercise their powers and discharge their duties with reasonable care and diligence.
- 45.4 Directors must exercise their powers and discharge their duties—
 - 45.4.1 in good faith in the best interests of the ACHPER Victorian Branch; and
 - 45.4.2 for a proper purpose.
- 45.5 Directors and former Directors must not make improper use of—
 - 45.5.1 their position; or
 - 45.5.2 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 ACHPER Victorian Branch.
- 45.6 In addition to any duties imposed by these Rules, a Director must perform any other duties imposed from time to time by resolution at a general meeting.

46 President and Vice-President

- 46.1 Subject to Subrule 46.2 the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any Board meetings.

- 46.2 If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
- 46.2.1 in the case of a general meeting—a member elected by the other members present; or
 - 46.2.2 in the case of a Board meeting—a Director elected by the other Directors present.

Division 3—Election of Directors and tenure of office

47 Who is eligible to be a Director

- 47.1 A member is eligible to be elected or appointed as a Director if the member—
- 47.1.1 is 18 years or over; and
 - 47.1.2 is entitled to vote at a general meeting.

48 Positions to be declared vacant

- 48.1 This rule applies to—
- 48.1.1 the first annual general meeting of the ACHPER Victorian Branch after its incorporation; or
 - 48.1.2 any subsequent annual general meeting of the ACHPER Victorian Branch, after the annual report and financial statements of the ACHPER Victorian Branch have been received.
- 48.2 The Chairperson of the meeting must declare the vacant positions on the Board and hold elections for those positions in accordance with rules 49 to 52.

49 Nominations

- 49.1 Nominations for candidates for election as a Director shall –
- 49.1.1 be made in writing, and submitted on the prescribed form as determined by the Board; and
 - 49.1.2 be delivered to the Chief Executive Officer of ACHPER Victorian Branch not less than 10 days prior to the sending of the official notice of the AGM to members

50 Election of Directors

- 50.1 The annual general meeting must by resolution decide the number of members of the Committee it wishes to hold office for the next year.
- 50.2 A single election may be held to fill all of those positions.
- 50.3 If the number of members nominated for the position of Director is less than or equal to the number to be elected, the nominees are deemed elected subject to confirmation at the AGM.
- 50.4 If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 52.
- 50.5 The Board may co-opt up to three (3) Directors
- 50.5.1 co-opted Directors can be appointed for any period as determined by the Board with a maximum term limit of 8 years.
 - 50.5.2 co-opted Directors do not need to be members of The ACHPER Victorian Branch

51 Election of President and Vice President

- 51.1 As soon as practicable following the annual general meeting, the Board must meet and appoint from amongst its number the following positions:
- 51.1.1 President;
 - 51.1.2 Vice-President;
- 51.2 Directors holding the positions of President and Vice President must hold a member elected position on the board.
- 51.3 A ballot must be held for the positions of President and Vice President in accordance with rule 52 regardless of the number of nominees.
- 51.3.1 each Director has one vote
- 51.4 The term of office for the President and Vice President will be determined by the Board annually with the maximum term of office being 8 years. The term served as President or Vice president is counted towards the total term limits for that Director.
- 51.5 All members of the ACHPER Victorian Branch must be notified as soon as practicable of the results of the elections for President and Vice President.
- 51.6 The Board of the ACHPER Victorian Branch has the right to remove a President or Vice President from their position during their term

52 Ballot

- 52.1 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.
- 52.2 The returning officer must not be a member nominated for the position.

53 Term of office

- 53.1 Subject to Subrule 53.3 and rule 54, a Director holds office until the end of the Annual General Meeting:
- 53.1.1 **two** years after the date of their election and –
 - 53.1.1.1 is eligible for re-election for a further two years in office with a maximum term limit of 8 years successive service on the Board, after which they may re-nominate for a position on the Board once they have been off the Board for a full 2 years.
 - 53.1.1.2 Where the Board decides exceptional circumstance exist, the Board may decide to extend the maximum term limit of a director by one year in which case the term limit specified in 51.3 and 53.1.1.1 shall not apply.
- 53.2 Half of the ordinary Director positions shall be elected in alternate years.
- 53.3 A general meeting of the ACHPER Victorian Branch may—
- 53.3.1 by special resolution remove a Director from office; and
- 53.4 A member who is the subject of a proposed special resolution under Subrule 53.3.1 may make representations in writing to the Secretary or President of the ACHPER Victorian Branch (not exceeding a reasonable length) and may request the representations be provided to the members of the ACHPER Victorian Branch.
- 53.5 The Secretary or the President may give a copy of the representations to each member of the ACHPER Victorian Branch 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.

54 Vacation of office

54.1 A Director may resign from the Board by written notice addressed to the Board.

54.2 A person ceases to be a Director if he or she—

54.2.1 ceases to be a member of the ACHPER Victorian Branch; or

54.2.2 fails to attend 2 consecutive Board meetings (other than special or urgent committee meetings) without leave of absence under rule 65; or

54.2.3 otherwise ceases to be a Director by operation of section 78 of the Act.

55 Filling casual vacancies

55.1 The Board of Directors may appoint an eligible member of the ACHPER Victorian Branch to fill a position on the Board that—

55.1.1 has become vacant under rule 54; or

55.1.2 was not filled by election at the last annual general meeting.

55.2 If the position of Secretary becomes vacant, the Board must appoint a member to the position within 14 days after the vacancy arises.

55.3 Rule 53 applies to any committee member appointed by the Board under Subrule 55.1.1 or 55.1.2

55.4 The Board may continue to act despite any vacancy in its membership

55.4.1. If the members of the Board fall to below 3 then the Board may only act:

55.4.1.1 to appoint Directors

55.4.1.2 to hold an AGM

55.4.1.3 in a situation of emergency as deemed by the Board.

Division 4—Meetings of the Board

56 Meetings of the Board

56.1 The Board must meet at least 4 times in each year at the dates, times and places determined by the Board.

56.2 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 ACHPER Victorian Branch at which the Directors were elected.

57 Notice of meetings

57.1 Notice of each Board meeting must be given to each Director no later than 7 days before the date of the meeting.

57.2 Notice may be given of more than one Board meeting at the same time.

57.3 The notice must state the date, time and place of the meeting.

58 Urgent meetings

- 58.1 In cases of urgency, a meeting can be held without notice being given in accordance with rule 57 provided as much notice as practicable is given to each Director by the quickest means practicable.
- 58.2 Any resolution made at the meeting must be passed by an absolute majority of the Board.
- 58.3 The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

59 Procedure and order of business

- 59.1 The procedure to be followed at a meeting of the Board must be determined from time to time by the Board.
- 59.2 The order of business may be determined by the members present at the meeting.

60 Use of technology

- 60.1 A Director who is not physically present at a Board meeting may participate in the meeting by the use of technology which allows that Director and the Directors present at the meeting to clearly and simultaneously communicate with each other.
- 60.2 For the purposes of this Part, a Director participating in a Board meeting as permitted under Subrule 60.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

61 Quorum

- 61.1 No business may be conducted at a Board meeting unless a quorum is present.
- 61.2 The quorum for a Board meeting is the presence (in person or as allowed under rule 54) of a majority of the Directors holding office.
- 61.3 If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting—
 - 61.3.1 in the case of a special meeting—the meeting lapses;
 - 61.3.2 in any other case—the meeting may be adjourned to the next planned meeting date or any other date if notice is given in accordance with rule 57 and the number of meetings held is in accordance to rule 56.

62 Voting

- 62.1 On any question arising at a Board meeting, each Director present (physically or as permitted under rule 54) at the meeting has one vote.
- 62.2 A motion is carried if a majority of Directors present at the meeting vote in favour of the motion.
- 62.3 A motion not made in a Board meeting has the same effect as that made at a Board meeting, provided the following requirements are met:
 - 62.3.1 all Directors must receive notice of the proposed resolution
 - 62.3.2 a motion will have been carried if the majority of the Directors signs or agrees to the resolution in writing, or by facsimile, electronic mail or other communication
 - 62.3.3 any such resolution may consist of several documents in like form each signed by one or more of the Directors
- 62.4 Subrule (62.2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Board.

- 62.5 If votes are divided equally on a motion or question, the motion shall be lost because it has not achieved a majority vote
- 62.6 Voting by proxy is not permitted.
- 62.7 Voting will occur by show of hands or voices

63 Conflict of interest

- 63.1 A Director 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.
- 63.2 The member—
 - 63.2.1 must not be present while the matter is being considered at the meeting; and
 - 63.2.2 must not vote on the matter.
- 63.3 This rule does not apply to a material personal interest—
 - 63.3.1 that exists only because the member belongs to a class of persons for whose benefit the ACHPER Victorian Branch is established; or
 - 63.3.2 that the member has in common with all, or a substantial proportion of, the members of the ACHPER Victorian Branch.

64 Minutes of meeting

- 64.1 The Board must ensure minutes are taken and kept of each Board meeting.
- 64.2 The minutes must record the following—
 - 64.2.1 the names of those in attendance at the meeting;
 - 64.2.2 the business considered at the meeting;
 - 64.2.3 any resolution on which a vote is taken and the result of the vote;
 - 64.2.4 any material personal interest disclosed under rule 63.

65 Leave of absence

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

PART 6—FINANCIAL MATTERS

66 Source of funds

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

67 Management of funds

- 67.1 The ACHPER Victorian Branch must open an account with a financial institution from which all expenditure of the ACHPER Victorian Branch is made and into which all of the ACHPER Victorian Branch's revenue is deposited.

- 67.2 Subject to any restrictions imposed by a general meeting of the ACHPER Victorian Branch, the Board may approve expenditure on behalf of the ACHPER Victorian Branch.
- 67.3 The Board may authorise the Chief Executive Officer to expend funds on behalf of the ACHPER Victorian Branch (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.
- 67.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 signatories on the ACHPER Victorian Branch bank account.
- 67.5 All funds of the ACHPER Victorian Branch must be deposited into the financial account of the ACHPER Victorian Branch no later than 5 working days after receipt.
- 67.6 With the approval of the Board, the Chief Executive Officer may maintain a cash float provided all money paid from or paid into the float is accurately recorded at the time of the transaction.

68 Financial records

- 68.1 The ACHPER Victorian Branch must keep financial records that—
 - 68.1.1 correctly record and explain its transactions, financial position and performance; and
 - 68.1.2 enable financial statements to be prepared as required by the Act.
- 68.2 The ACHPER Victorian Branch must retain the financial records for 7 years after the transactions covered by the records are completed.
- 68.3 The Treasurer or (with approval by the Board) the Chief Executive Officer must keep in his or her custody, or under his or her control—
 - 68.3.1 the financial records for the current financial year; and
 - 68.3.2 any other financial records as authorised by the Board.

69 Financial statements

- 69.1 For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the ACHPER Victorian Branch are met.
- 69.2 Without limiting Subrule (69.1), those requirements include—
 - 69.2.1 the preparation of the financial statements;
 - 69.2.2 if required, the review or auditing of the financial statements;
 - 69.2.3 the certification of the financial statements by the Board;
 - 69.2.4 the submission of the financial statements to the annual general meeting of the ACHPER Victorian Branch;
 - 69.2.5 the lodgment with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

70 Secretary

- 70.1 The ACHPER Victorian Branch must appoint a Secretary
 - 70.1.1 The ACHPER Victorian Branch Board of Directors has the power to appoint and remove the secretary.
- 70.2 The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- 70.3 The Secretary must—
 - 70.3.1 maintain the register of members in accordance with rule 16; and

- 70.3.2 keep custody of the common seal (if any) of the ACHPER Victorian Branch and, except for the financial records referred to in rule 68.3), all books, documents and securities of the ACHPER Victorian Branch in accordance with rules 71 and 72; and
 - 70.3.3 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
 - 70.3.4 perform any other duty or function imposed on the Secretary by these Rules.
- 70.4 The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

71 Common seal

- 71.1 The ACHPER Victorian Branch may have a common seal.
- 71.2 If the ACHPER Victorian Branch has a common seal—
- 71.2.1 the name of the ACHPER Victorian Branch must appear in legible characters on the common seal;
 - 71.2.2 a document may only be sealed with the common seal by the authority of the Board of Directors and the sealing must be witnessed by the signatures of two Directors;
 - 71.2.3 the common seal must be kept in the custody of the Secretary or the Chief Executive Officer as directed by the Board of Directors.

72 Registered address

- 72.1 The registered address of the ACHPER Victorian Branch is—
- 72.1.1 the address determined from time to time by resolution of the Board of Directors; or
 - 72.1.2 if the Board of Directors has not determined an address to be the registered address—the postal address of the Secretary.

73 Notice requirements

- 73.1 Any notice required to be given to a member or a Director under these Rules may be given—
- 73.1.1 by handing the notice to the member personally; or
 - 73.1.2 by sending it by post to the member at the address recorded for the member on the register of members; or
 - 73.1.3 by email or facsimile transmission.
- 73.2 Subrule (73.1) does not apply to notice given under rule 58.
- 73.3 Any notice required to be given to the ACHPER Victorian Branch or the Board of Directors may be given—
- 73.3.1 by handing the notice to a Director; or
 - 73.3.2 by sending the notice by post to the registered address; or
 - 73.3.3 by leaving the notice at the registered address; or
 - 73.3.4 if the Board determines that it is appropriate in the circumstances—
 - 73.3.4.1 by email to the email address of the ACHPER Victorian Branch or the Secretary; or
 - 73.3.4.2 by facsimile transmission to the facsimile number of the ACHPER Victorian Branch.

74 Custody and inspection of books and records

74.1 Members may on request inspect free of charge—

74.1.1 the register of members;

74.1.2 the minutes of general meetings;

74.1.3 subject to Subrule (74.2), the financial records, books, securities and any other relevant document of the ACHPER Victorian Branch, including minutes of Board meetings.

74.2 The Board may refuse to permit a member to inspect records of the ACHPER Victorian Branch that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the ACHPER Victorian Branch.

74.3 The Board must on request make copies of these rules available to members and applicants for membership free of charge.

74.4 Subject to Subrule (74.2), a member may make a copy of any of the other records of the ACHPER Victorian Branch referred to in this rule and the ACHPER Victorian Branch may charge a reasonable fee for provision of a copy of such a record.

74.5 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 ACHPER Victorian Branch and includes the following—

74.5.1 its membership records;

74.5.2 its financial statements;

74.5.3 its financial records;

74.5.4 records and documents relating to transactions, dealings, business or property of the ACHPER Victorian Branch.

75 Winding up and cancellation

75.1 The ACHPER Victorian Branch may be wound up voluntarily by special resolution.

75.2 *In the event of the winding up or the cancellation of the incorporation of the ACHPER Victorian Branch, the surplus assets of the ACHPER Victorian Branch must not be distributed to any members or former members of the ACHPER Victorian Branch.*

75.3 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 ACHPER Victorian Branch and which is not carried on for the profit or gain of its individual members.

75.4 The body to which the surplus assets are to be given must be decided by special resolution.

76 Alteration of Rules

76.1 These Rules may only be altered by special resolution of a general meeting of the ACHPER Victorian Branch.

Appendix 1. MEMBERSHIP

Members of The ACHPER Victorian Branch will consist of:

- **Individual members** who, subject to this constitution, have the right to attend, debate and vote at general meetings;
- **life members** who, subject to this constitution, may attend and debate, but not vote at general meetings; and
- any new categories of members, created in accordance with clause 7.2.

Individual membership

The categories of individual membership are:

- full member,
- graduate member,
- student member,
- non-working/retired member, and
- corporate member.

Eligibility for individual membership categories:

Full members:

The following people are eligible to be **full members** of ACHPER Victorian Branch:

- Graduates from tertiary institutions.
- Holders of relevant qualifications that are acceptable to the Board.
- People who are acceptable to the Board on a case-by-case basis.
- People holding membership of ACHPER at the date of approval of this constitution.

Student members:

The following people are eligible to be **student members**:

- Currently enrolled students in post-secondary institutions in any area that is acceptable to the Board.
- Student members are not eligible to vote or hold office.

Corporate members:

Corporations, organisations and associations which support the purpose of ACHPER and whose employees are generally not eligible for individual membership of ACHPER may apply to be affiliated as **corporate members**.

Non-working/retired members:

People who are remunerated for less than 2.5 days per week will be eligible to be **non-working/retired members**.

Graduate members:

People in their first two years after graduation will be eligible to be **graduate members**.