

Victorian Aboriginal Community Controlled Health Organisation Inc.

**RULES**  
OF  
**Victorian Aboriginal Community Controlled  
Health Organisation Inc.**

(as adopted at AGM 20 October 2020)

**REGISTERED AS AN INCORPORATED ASSOCIATION UNDER THE  
ASSOCIATIONS INCORPORATION REFORM ACT 2012 (VIC)**

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## ***1 Name***

The name of the incorporated association is the Victorian Aboriginal Community Controlled Health Organisation Inc. (in these Rules called "**the Association**").

## ***2 Definitions***

(1) In these Rules, unless the contrary intention appears -

**"Aboriginal"** means a person of Aboriginal descent who identifies as an Aboriginal and is accepted as such by the community in which he (she) lives.

*[Definition taken from the Constitutional Section of the Department of Aboriginal Affairs' Report on a review of the administration of the working definition of Aboriginal and Torres Strait Islanders (Canberra, 1981). See Research Note 18 2000-01: The Definition of Aboriginality, John Gardiner-Garden, Social Policy Group, 5 December 2000; Parliament of Australia, Parliamentary Library.]*

**"Aboriginal Community Controlled Health Service"** means:

- \* an incorporated Aboriginal organisation;
- \* initiated by a local Aboriginal community;
- \* based in a local Aboriginal community;
- \* governed by an Aboriginal body which is elected by the local Aboriginal community; and
- \* delivering a holistic and culturally appropriate health service to the community which controls it.

**"Aboriginal Health Related Services"** means those services covered by the Aboriginal holistic definition of health including, but not restricted to, such services as health promotions and disease prevention services, substance misuse, men's and women's health, specialised services to children and the aged, services for people with disabilities, mental health services, dental care, clinical and hospital services and those services addressing, as well as seeking the amelioration of, poverty within Aboriginal communities.

**"Act"** means the *Associations Incorporation Reform Act 2012* (VIC) (No 20 of 2012).

**"Annual General Meeting"** means an Annual General Meeting convened in accordance with rule 10.

**"Associate Member"** means an Aboriginal Community Controlled Health Service delivering services in Victoria that has been accepted by the Association and has been entered on to the register of Members as an Associate Member in accordance with these Rules.

**"Association"** means the Victorian Aboriginal Community Controlled Health Organisation Inc. (VACCHO).

**"Board"** means the governing body of the Association;

**"Board Member"** means a member of the Board elected or appointed under rule 22.

**"Chairperson"** refers to the person presiding at General Meetings of the Association and at meetings of the Board and undertaking any other duties of the chairperson as determined by the Board or as described in these Rules.

**"Chief Executive Officer"** means the person who is appointed in accordance with rule 37 as the Chief Executive Officer.

**"Delegate"** means a person or persons appointed by a Member to represent the Member at General Meetings of the Association.

**"Financial Member"** means an organisation that pays fees or subscriptions and supports the aims and objectives of the Association that has been accepted by the Association and

entered on to the register of Members as a Financial Member in accordance with these rules.

**"Financial Year"** means the year ending on 30 June.

**"General Meeting"** means an Annual General Meeting or a Special General Meeting.

**"Member"** means:

- (a) a Voting Member;
- (b) an Associate Member; or
- (c) a Financial Member.

**"Members Forum"** means a meeting of all Members and convened in accordance with rule 12.

**"NACCHO"** means the National Aboriginal Community Controlled Health Organisation.

**"Registrar"** means the Registrar of Incorporated Associations at Consumer Affairs Victoria.

**"Regulations"** means regulations under the Act.

**"Rules"** mean, for the internal purposes of this Association, the rules outlined in this document entitled Rules of the Victorian Aboriginal Community Controlled Health Organisation Inc. as amended from time to time, and reference to particular rules has a corresponding meaning. It also includes any appendices and registered schedules to this document.

**"Secretary"** means the person who holds office under these Rules as Secretary of the Association, appointed in accordance with rule 38.

**"Special Business"** means:

- (1) in relation to an Annual General Meeting, any business that is not ordinary business referred to in rule 10(3); and
- (2) in relation to a Special General Meeting, any business to be conducted at that General Meeting.

**"Special General Meeting"** means a Special General Meeting convened in accordance with rule 11.

**"VACCHO"** means Victorian Aboriginal Community Controlled Health Organisation Inc.

**"Voting Member"** means an incorporated Aboriginal Community Controlled Health Service delivering services in Victoria that has been accepted by the Association and entered on to the register of Members as a Voting Member in accordance with these Rules.

### ***3 Objects – Statement of Purpose***

- (1) The purposes of the Association are:
  - a. To be the peak representative body on behalf of Members.
  - b. To advocate, educate and promote the philosophy of community control, as defined by the NACCHO/VACCHO definitions.
  - c. To develop establish, and strengthen collaborative relationships or partnerships for the benefit of the Members with:
    - i. other Aboriginal organisations;
    - ii. local, state and Commonwealth governments;

- iii. specialist health providers;
  - iv. education providers; and
  - v. NACCHO.
- d. To develop policy and strategies which promote Aboriginal health rights, community control, and physical, spiritual and emotional wellbeing.
  - e. To advocate on behalf of Members and assist communities in establishing sustainable Aboriginal Community Controlled Health Services.
  - f. To implement policy for planning and program development for Members.

#### **4A Voting Membership**

- (1) An incorporated Aboriginal Community Controlled Health Service delivering services in Victoria may apply to become a Voting Member.
- (2) The Board may, from time to time, determine criteria that an applicant for Voting Membership must meet to become a Voting Member.
- (3) An application for Voting Membership must:
  - (a) be made in writing and the form approved by the Board;
  - (b) contain such information required to assess the application against the criteria referred to in rule 4A(2); and
  - (c) be lodged with the Secretary.
- (4) As soon as practicable after the receipt of an application, the Secretary must refer the application to the Board.
- (5) The Board shall determine whether to approve or reject the application.
- (6) The Board, in deciding to approve or reject the application:
  - (a) must consider the application against the criteria referred to in rule 4A(2);
  - (b) is not obliged to accept any application; and
  - (c) may reject the application in its absolute discretion.
- (7) If the Board approves an application for Voting Membership, the Secretary must, as soon as practicable, notify the applicant in writing of the approval.
- (8) The Secretary must enter the applicant's name in the register of Members as a Voting Member within 28 business days after Board approves their application for Voting Membership.
- (9) An applicant for membership becomes a Voting Member and is entitled to exercise the rights of a Voting Member when its full corporate name is entered in the register of Members. The approval will be formally announced, and the new Voting Member, welcomed at the next General Meeting or Members Forum whichever is first.
- (10) If the Board rejects an application:
  - (a) the Secretary must, as soon as practicable, notify the applicant in writing that the application has been rejected;
  - (b) the applicant:
    - i. may apply to be an Associate Member under rule 4C; or
    - ii. in accordance with these Rules, may apply to have its application put to the Association in General Meeting.
- (11) An applicant who has been rejected, may, subject to rule 4A(12), re-apply for Voting Membership after a period of one year from the date of the Board's rejection of their application.

(12) An applicant who has had their application rejected by the Board may request within 28 calendar days of notice of the Board's decision to reject the application, to have their application put to the Voting Members at the next General Meeting, at which Members by a majority of those Delegates entitled to vote and who are present at a General Meeting must determine whether to approve or reject the application.

(a) If the meeting approves an application for membership, rules 4A(6), (7) & (8) will apply.

(b) If the meeting rejects an application:

i. the Secretary must, as soon as practicable, notify the applicant in writing that the application has been rejected;

ii. the applicant:

1. may apply to be an Associate Member under rule 4C; and

2. may re-apply for membership after a period of one year from the date of the General Meeting application rejection.

#### ***4AA Rights, obligations and Liabilities of Voting Members***

(1) A Voting Member 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;

(c) to attend and be heard at General Meetings;

(d) to vote at a General Meeting;

(e) to have access to the minutes of General Meetings and other documents of the Association as provided under rule 41; and

(f) to inspect the register of Members.

(2) A Voting Member is entitled to vote if its membership rights are not suspended for any reason.

(3) A right, privilege, or obligation of a Voting Member:

(a) is not capable of being transferred or transmitted to another person or organisation; and

(b) terminates upon the cessation of membership whether by dissolution, resignation or otherwise.

(4) No entrance fee or annual subscription is payable by Voting Members.

(5) A Voting Member may also be a Financial Member.

#### ***4B Associate Membership***

(1) An incorporated Aboriginal Community Controlled Health Service delivering services in Victoria may apply to become an Associate Member.

(2) The Board may, from time to time, determine criteria that an applicant for Associate Membership must meet to become an Associate Member.

(3) An application for Associate Membership must:

(a) be made in writing and be in a form approved by the Board; and

(b) contain such information required to assess the application against the criteria referred to in rule 4C(2); and

(c) be lodged with the Secretary.

(4) As soon as practicable after the receipt of an application, the Secretary must refer the application to the Board.

- (5) The Board shall determine whether to approve or reject the application. The Board's decision in this matter is final.
- (6) The Board, in deciding to approve or reject the application:
  - (a) must consider the application against the criteria referred to in rule 4C(2); and
  - (b) is not obliged to accept any application; and
  - (c) may reject the application in its absolute discretion.
- (7) If the Board approves an application for Associate Membership, the Secretary must:
  - (a) notify the applicant in writing of the approval as soon as practicable; and
  - (b) enter the applicant's name in the register of Members as an Associate Member within 28 calendar days after the Board approves their application for Associate Membership.
- (8) An applicant for Associate Membership becomes an Associate Member and is entitled to the rights and benefits of an Associate Member when its full corporate name is entered in the register of Members.

***4BA Rights, Obligations and Liabilities of Associate Member***

- (1) An Associate Member has the rights and benefits determined by the Board from time to time.
- (2) Any benefit accruing to, or obligation of, an Associate Member -
  - (a) is not capable of being transferred or transmitted to another person or organisation; and
  - (b) terminates immediately upon the cessation of membership of the Associate Member whether by dissolution or resignation or otherwise.
- (3) No entrance fee or annual subscription is payable by an Associate Member.
- (4) An Associate Member may also be a Financial Member.

***4C Financial Membership***

- (1) An organisation that supports the aims and objectives of the Association may apply to become a Financial Member.
- (2) The Board may, from time to time, determine entrance fees and annual subscriptions, and determine criteria, that an applicant for Financial Membership must meet to become a Financial Member.
- (3) An application for Financial Membership must:
  - (a) be made in writing and be in a form approved by the Board; and
  - (b) contain such information required to assess the application against the criteria referred to in rule 4CB(2); and
  - (c) be lodged with the Secretary.
- (4) As soon as practicable after the receipt of an application the Secretary must refer the application to the Board.
- (5) The Board shall determine whether to approve or reject the application. The Board's decision in this is final.
- (6) The Board, in deciding to approve or reject the application:
  - (a) must consider the application against the criteria referred to in rule 4CB(2); and
  - (b) is not obliged to accept any application; and
  - (c) may reject the application in its absolute discretion.
- (7) If the Board approves an application for Financial Membership, the Secretary must:
  - (a) notify the applicant in writing of the approval as soon as practicable; and



- (b) enter the applicant's name in the register of Members as a Financial Member within 28 calendar days after the Board approves their application for Financial Membership.
- (8) An applicant for Financial Membership becomes a Financial Member and is entitled to the rights and benefits of a Financial Member when its full corporate name is entered in the register of Members as a Financial Member.

#### ***4CA Rights, Obligations, Obligations and Liabilities of Financial Member***

- (1) A Financial Member has the rights and benefits determined by the Board from time to time.
- (2) Any benefit accruing to, or obligation of, a Financial Member –
  - (a) is not capable of being transferred to transmitted to another person organisation; and
  - (b) terminates immediately upon the cessation of membership of the Financial Member whether by dissolution or resignation or otherwise.
- (3) Financial Membership will automatically cease on non-payment of fees.
- (4) A Financial Member may also be eligible for Voting or Associate Membership if they meet the relevant criteria.

#### ***4D 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.*

#### ***5 Representation of Members at General Meetings***

- (1) Subject to rule 5(2), a Member may appoint 2 individuals as Delegates who represent, and exercise the rights of, their Membership class at General Meetings.
- (2) A Member must appoint Aboriginal people as its Delegates. However, if an Aboriginal person is not available to fill the position, the Member may appoint a non-Aboriginal person with the consent of the Board.
- (3) Only Aboriginal Delegates of a Voting Member can vote at a General Meeting or be a Board Member.
- (4) If a Voting Member's Delegate is a Board Member, the Voting Member's other Delegate cannot vote at General Meetings.
- (5) An appointment of an individual as a Delegate must be:
  - a. in writing; and
  - b. signed by the Member's chairperson; and
  - c. provided to the Secretary as soon as practicable after the appointment is made.
- (6) An appointment of a Delegate is not invalid merely because the Member fails to comply with rule 5(4)(c).
- (7) A Member may revoke a Delegate's appointment by giving notice in writing to the Secretary.
- (8) A person ceases to be a Delegate if:
  - a. they die; or
  - b. another person is appointed as a Delegate in their place.

## **6 Register of Members**

- (1) The Secretary must keep and maintain a register of Members containing:
  - (a) Member details include name and address of each Member; and
  - (b) the date on which each Member's name was entered in the register; and
  - (c) that Member's membership class (or classes).
- (2) A member may, after giving reasonable notice, at a reasonable time and free of charge, inspect the register of Members.
- (3) A Member may make a copy of entries in 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.*

## **7 Ceasing Membership**

- (1) A Member who has paid all moneys due and payable by a Member to the Association may resign from the Association by giving one month's notice in writing to the Secretary of its intention to resign.
- (2) A Member ceases to be a Member if:
  - (a) it is expelled in accordance with these Rules; or
  - (b) it is being or has been dissolved and/or wound up or ceases to function as a going concern; or
  - (c) 1 month has elapsed since it gave notice of its intention to resign.
- (3) The Secretary must record the date on which a former Member ceased to be a Member in the register of Members.
- (4) Where a Member ceases to be a Member by reason of ineligibility under sub-rules 4A(2), 4C(2), 4CB(2) or 4CC(4) they cease to hold the class of membership for which they are no longer eligible. The Member may continue to hold their membership in the class for which they remain eligible.
- (5) Where a Member ceases to be a Member by reason of sub-rule (2)(b), that Member will cease to hold all classes of membership.
- (6) Where a Member holds more than one membership class, they may resign from one or both membership classes.

## **8 Discipline, suspension and expulsion of Members**

- (1) Subject to these Rules, if the Board is of the opinion that a Member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Association, the Board may by resolution:
  - (a) reprimand the Member; or
  - (b) suspend that Member's membership for a specified period; or
  - (c) expel that Member from the Association.
- (2) A resolution of the Board under sub-rule (1) does not take effect unless:
  - (a) at a meeting held in accordance with sub-rule (3), the Board confirms the resolution; and
  - (b) if the Member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- (3) A meeting of the Board to confirm or revoke a resolution passed under sub-rule (1) must be held not earlier than 14 calendar days, and not later than 28 calendar days, after notice has been given to the Member in accordance with sub-rule (4).

- (4) For the purposes of giving notice in accordance with sub-rule (3), the Secretary must, as soon as practicable, cause to be given to the Member a written notice -
  - (a) setting out the resolution of the Board and the grounds on which it is based; and
  - (b) stating that the Delegate(s) of the Member, may address the Board at a meeting to be held not earlier than 14 calendar days and not later than 28 calendar days after the notice has been given to that Member; and
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the Member that it may do one or all of the following –
    - (i) send its Delegate(s) to attend that meeting; or
    - (ii) give to the Board before the date of that meeting a written statement seeking the revocation of the resolution.
  - (e) the Secretary must further inform the Member that, if at that meeting, the Board confirms the resolution, the Member may not later than 48 hours after that meeting, give the Secretary a notice to the effect that the Member wishes to appeal to the Association in General Meeting against the resolution.
- (5) At a meeting of the Board to confirm or revoke a resolution passed under sub-rule (1), the Board must -
  - (a) give the Member's representative(s), an opportunity to be heard; and
  - (b) give due consideration to any written statement submitted by the Member; and
  - (c) ensure that the Board Members considering the resolution are not biased against, or in favour of, the Member concerned; and
  - (d) determine by resolution whether to confirm or to revoke the resolution.
- (6) If at the meeting of the Board, the Board confirms the resolution, the Member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that the Member wishes to appeal to the Association in General Meeting against the resolution.
- (7) If the Secretary receives a notice under sub-rule (6), he or she must notify the Board and the Board must convene a General Meeting to be held within 21 calendar days after the date on which the Secretary received the notice.
- (8) At a General Meeting convened under sub-rule (7), no business other than the question of the appeal may be conducted; and
  - (a) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
  - (b) the Member's Delegates must be given an opportunity to be heard; and
  - (c) the Members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (9) A resolution is confirmed if, at the General Meeting held in accordance with sub-rule (8), not less than two-thirds of the Members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

### ***9 Disputes and mediation***

- (1) This rule 9 applies to disputes between a Member and another Member or a Member and the Association relating to these Rules.
- (2) The parties to the dispute must meet to discuss the matter in dispute, and, if possible, resolve the dispute within 14 calendar days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute, or if a party fails to attend, the meeting referred to in sub-rule (2), then the parties must, within 10 calendar days, hold a meeting in the presence of a mediator.

- (4) The mediator must be;
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement;
    - (i) in the case of a dispute between a Member and another Member, a person appointed by the Board; or
    - (ii) in the case of a dispute between a Member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A Delegate can be a mediator for the purposes of this rule 9.
- (6) A mediator for the purposes of this rule 9 cannot:
  - (a) be a Member, or Delegate of a Member, who is a party to the dispute;
  - (b) have a personal interest in the dispute; or
  - (c) be biased in favour of or against any party.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation conducted under sub-rule (3).
- (8) The mediator, in conducting the mediation, must;
  - (a) give the parties to the mediation process 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 to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

#### **10 Annual General Meetings**

- (1) The Board may determine the date, time and place of the Association's Annual General Meeting.
- (2) The Board must convene an Annual General Meeting at least once in each calendar year.
- (3) The ordinary business of the Annual General Meeting shall be:
  - (a) to confirm the minutes of the previous Annual General Meeting and of any General Meeting held since that meeting; and
  - (b) to receive from the Board reports upon the transactions of the Association during the preceding Financial Year; and
  - (c) to elect Members of the Board pursuant to rule 22; and
  - (d) to receive and consider the statement submitted by the Association in accordance with Part 7 of the Act.
- (4) The Annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules and the Act. All business that is conducted at the Annual General Meeting, except for business conducted under the rules as ordinary business of the Annual General Meeting, is deemed to be special business.

#### **11 Special General Meetings**

- (1) In addition to the Annual General Meeting, any other General Meeting may be held in the same year.
- (2) All General Meetings other than the Annual General Meeting are Special General Meetings.

- (3) The Board may, whenever it thinks fit, convene a Special General Meeting of the Association.
- (4) The Board must, on the request in writing of Voting Members representing not less than one third of the total number of Voting Members, convene a Special General Meeting of the Association.
- (5) The request for a Special General Meeting under sub-rule (4) must-
  - (a) state the objects of the meeting; and
  - (b) be signed by the Voting Members requesting the meeting; and
  - (c) be sent to the address of the Secretary.
- (6) If the Board does not cause a Special General Meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the Voting Members making the request, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.
- (7) If Voting Members convene a Special General Meeting in accordance with this rule:
  - a. the Board must attend it; and
  - b. the Association must refund all reasonable expenses incurred in convening the Special General Meeting to the persons incurring the expenses.

### ***12 Members Forum***

- (1) The Board shall, at least once a year and where practicable in conjunction with an Annual General Meeting, convene a Members Forum.
- (2) Procedures convening, giving notice of, and conducting the Members Forum shall be determined by the Board.
- (3) The policy which the Board shall follow in seeking to attain the objects as set out in rule 3 of these Rules shall be discussed and recommendations may be made to the Board from the Members Forum.
- (4) The Board shall consider reports from Members and recommendations of the Members Forum and shall incorporate the recommendations into the strategic direction of the Association as far as practicable, feasible and desirable.

### ***13 Notice of General Meetings***

- (1) The Secretary of the Association, at least 14 calendar days, or if a special resolution has been proposed at least 21 calendar days, before the date fixed for holding a General Meeting of the Association, must send each Member a notice stating:
  - a. the place, date and time of the General Meeting;
  - b. the nature of the business to be conducted at the General Meeting;
  - c. if the meeting is an Annual General Meeting, that the General Meeting is an Annual General Meeting; and
  - d. attaching the proxy form that is required to vote by proxy in accordance with these Rules.
- (2) A notice of General Meeting may be sent -
  - (a) by prepaid post to the address appearing in the register of Members; or
  - (b) if the Member requests, by facsimile transmission or electronic transmission.
- (3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- (4) A Voting Member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next General Meeting.

- (5) The accidental omission to give notice of a meeting, or the non-receipt of notice of a meeting by any Member entitled to such notice, shall not invalidate the meeting or the proceedings at the meeting.

#### ***13A Use of technology at General Meetings***

- (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 a General Meeting, 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.

#### ***14 Quorum at General Meetings***

- (1) No item of business may be conducted at a General Meeting unless a quorum of at least half the total number of Voting Members who are entitled to vote are present by their Delegates (or their Delegates' proxies) to consider that item.
- (2) Only one Delegate of each Voting Member may be counted for the purposes of constituting a quorum.
- (3) If a quorum is not present within half an hour after the time appointed for the commencement of a General Meeting:
  - (a) in the case of a meeting convened upon the request of Members- the meeting must be dissolved; and
  - (b) in any other case, the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- (4) If:
  - a. a meeting is adjourned under sub-rule 3(b); and
  - b. a quorum within the meaning of sub-rule (1) is not present within half an hour after the time appointed for the commencement of the meeting; and
  - c. there are at least 3 Voting Members present by their Delegates (or their Delegates' proxies)

the Delegates present shall be taken to be a quorum.

#### ***15 Presiding at General Meetings***

- (1) The Chairperson shall preside as Chairperson at each General Meeting of the Association.
- (2) If the Chairperson is absent from a General Meeting, or is unable to preside, the Voting Members present must select a Board Member to preside as Chairperson.

#### ***16 Adjournment of meetings***

- (1) The person presiding may, with the consent of a majority of Voting Members present at the meeting, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 13.
- (4) Except as provided in sub-rule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

### ***17 Voting at General Meetings***

- (1) Upon any question arising at a General Meeting, a Voting Member has one vote only.
- (2) All votes must be given by Delegate or by proxy.
- (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A Voting Member is not entitled to vote at a General Meeting unless all moneys due and payable by the Member to the Association have been paid.

### ***18 Poll at General Meetings***

- (1) If at a meeting, a poll on any question is demanded by not less than 3 Voting Members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

### ***19 Manner of determining whether resolution carried***

If a question arising at a General Meeting is determined on a show of hands:

- (a) a declaration by the Chairperson that a resolution has been:
  - (i) carried; or
  - (ii) carried unanimously; or
  - (iii) carried by a particular majority; or
  - (iv) lost; and
- (b) an entry to that effect in the minute book of the Association, is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

### ***20 Proxies***

- (1) In the event that a Member's Delegates are unable to attend a General Meeting that Member is entitled to appoint another Member's Delegate as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy must be in the form set out in Appendix 1.

### ***21 Board***

- (1) The Board shall be the governing body of the Association and -
  - (a) shall direct, control and be responsible for the management of the business and affairs of the Association; and
  - (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members of the Association; and
  - (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association;
  - (d) shall have power to appoint and, at its discretion, remove or suspend the CEO, and to determine their powers, duties and remuneration; and
  - (e) shall appoint the Chairperson, one other Board Member and the Chief Executive Officer to represent the Association on NACCHO.

- (2) The Board shall consist of seven Board Members elected by the Association in General Meeting in accordance with these Rules.
- (3) A person is not qualified to be a Board Member unless he or she is an Aboriginal Delegate of a Voting Member appointed in accordance with the Rules. Employees of the Association are not eligible to be Board Members of the Association.
- (4) The Board may, by resolution and by instrument in writing, delegate any of its powers (pursuant to rule 21(1)) to any person or persons, or any committee (consisting of such person/s that the Board considers appropriate) as are specified in the instrument, other than this power of delegation and a function that is a function imposed on the Board by the Act, any other law, or by resolution of the Association in General Meeting. This power of delegation is subject to the following rules:
  - (a) A function, the exercise of which has been delegated to any person or persons, or any committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the person or persons, or committee in accordance with the terms of the delegation.
  - (b) A delegation under this rule may be made subject to any conditions or limitations about the exercise of any function, or about time or circumstances that may be specified in the instrument of delegation.
  - (c) Despite any delegation under this section, the Board may continue to exercise any function delegated.
  - (d) Any act or thing done or suffered by a person or persons, or committee acting in the exercise of a delegation under this section has the same force and effect as it would have if it had been done or suffered by the Board.
  - (e) The Board may, in writing, revoke wholly or in part any delegation under this section.
  - (f) Any person, persons or committee appointed under this Rule shall report in writing to the Board on the exercise of the delegated functions or powers as and when and by a method and at a frequency the Board shall determine.

## ***22 Election of Board Members***

- (1) Subject to sub-rule (2), Nominations of candidates for election of Board Members must be:
  - (a) made in writing, signed by the chairperson of a Voting Member and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (b) delivered to the Secretary not less than 7 days before the date fixed for the holding of the Annual General Meeting.
- (2) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations may be received at the Annual General Meeting.
- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (5) The ballot for the election of Board Members must be conducted at the Annual General Meeting in such manner as the Board may direct.

## ***23 Chairperson***

- (1) The Chairperson is an office bearer of the Association.
- (2) The members at the Annual General Meeting shall elect the Chairperson from among the Board Members for a term of two years. The Chairperson will be elected for a term of two years every second Annual General Meeting. The Chairperson will be exempt from rotation according to Section 24 (1) until the expiration of the two-year term.



- (3) In the event of a casual vacancy in a position of Chairperson, the Board shall elect a person from among the Board Members to fill the vacancy.
- (4) A person shall cease to be Chairperson if:
  - (a) that person ceases to be a Board Member in accordance with Rule 26; or
  - (b) the Board so determines.

#### **24 Retirement of Board Members**

- (1) At the Annual General Meeting in April 1996, three of the Board Members shall retire and at the Annual General Meeting in each subsequent year the number of Board Members retiring shall be, in rotation, two Members then, two Members then, three Members.
- (2) A retiring Board Member retains office until his or her successor is elected.
- (3) The Board Members to retire in any one year are, subject to the provisions as to the filling of casual vacancies, those that have been longest in office since their last election. If there are 2 or more Board Members who became Board Members on the same day and both of them are not required to retire to satisfy the requirements of sub-rule (1), those who retire must be determined by lot unless they otherwise agree among themselves.
- (4) A retiring Board Member is eligible for re-election.

#### **25 Casual vacancies**

- (1) In the event of a vacancy occurring in the office of a Board Member, the Board may appoint a Delegate of a Voting Member to fill the vacancy.
- (2) The Board Member appointed in accordance with sub-rule (1) shall hold office, subject to these Rules, until the conclusion of the next Annual General Meeting following the date of the appointment.

#### **26 Vacancies on Board**

The office of a Board Member becomes vacant if they:

- (a) die; or
- (b) cease to be a Delegate of a Voting Member; or
- (c) become an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth); or
- (d) resign from office by notice in writing given to the Secretary; or
- (e) are removed from office under rule 32; or
- (f) become a mentally incapacitated person; or
- (g) are absent without the consent of the Board from all its Board meetings held during a period of 6 months; or
- (h) become prohibited from acting as a Board Member of an association or company by reason of any order made under the law; or
- (i) receive any payment from the Association in the course of employment, other than in accordance with the Rules; or
- (j) becomes directly or indirectly materially interested in any contract or proposed contract with the Association, provided however that a Board Member shall not vacate his office by reason of his being a Member of any organisation, corporation, society or association which has entered or proposes to enter into a contract with the Association where he/she shall have declared the nature of his interest in the manner required under the Act; or
- (k) their nominating Member ceases to be a Voting Member pursuant to rule 7.

#### **27 Meetings of the Board**

- (1) The Board shall meet a minimum of 4 times in each year on a schedule and at such place and such times as the Board may determine necessary for the proper conduct of their duties and functions.
- (2) Special meetings of the Board may be convened by the Chairperson or by any 4 Board Members.
- (3) The Board shall hold all Board meetings as *in camera* sessions, but may invite, at their own discretion, any person or persons to attend any part of the Board meeting and those persons may be invited to speak on agenda items with the permission of the Chairperson and may provide reports, advice, counsel and information on matters as requested by Board Members.
- (4) In cases of urgency, a meeting can be held without notice being given in accordance with rule 28 provided that as much notice as practicable is given to each Board Member by the quickest means practicable and any resolution made at that meeting must be passed by an absolute majority of the Board.
- (5) The only business that may be conducted at an urgent meeting under sub-rule (4) is the business for which the meeting is convened.

### **28 Notice of Board meetings**

- (1) Written notice of each Board meeting must be given to each Board Member at least 2 business days before the date of the meeting.
- (2) Written notice must be given to Board Members of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

### **28A Use of technology at Board meetings**

- (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 a Board meeting, 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.

### **29 Quorum for Board meetings**

- (1) Any 4 Board Members constitute a quorum for the conduct of the business of a meeting of the Board.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half of hour of the time appointed for the meeting a quorum is not present -
  - (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 calendar days after the adjournment, with notice of the time, date and place to be given in accordance with the Rules.
- (4) The Board may act notwithstanding any vacancy on the Board.

### **30 Presiding at Board meetings**

- (1) At meetings of the Board the Chairperson presides.
- (2) If the Chairperson is absent, or is unable to preside, the Board Members present must choose one of the Board Members to preside.

### **31 Voting at Board meetings**

- (1) Questions arising at a meeting of the Board shall be determined on a show of hands or, if a Board Member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- (2) Each Board Member present at a meeting of the Board (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

- (3) A resolution in writing consented to and signed by a majority of the Board Members for the time being entitled to receive notice of a meeting of the Board in accordance rule 28(2) shall be valid and effectual as if it had been passed at a meeting of the Board duly called, convened and held. Such resolution shall be added to the minutes to be confirmed at the next subsequent Board Meeting.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Board Member.

### **31A 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) A Board Member with a material personal interest:
  - (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 Board Member belongs to a class of persons for whose benefit the Association is established; or
  - (b) that the Board Member has in common with all, or a substantial proportion of, the Members of the Association.

### **32 Removal or leave of absence of Board Member**

- (1) The Association in General Meeting may, by resolution, remove any Board Member before the expiration of the Board Member's term of office and appoint another person in his or her place to hold office until the expiration of the term of the first-mentioned Board Member.
- (2) A Board Member who is the subject of a proposed resolution referred to in sub-rule (1) may make representations in writing to the Secretary or Chairperson of the Association (not exceeding a reasonable length) and may request that the representations be provided to the Members of the Association.
- (3) The Secretary or the Chairperson may give a copy of the representations referred to in sub-rule (2) to each Member of the Association or, if they are not so given, the Board Member making the representations may require that they be read out at the next General Meeting after the one referred to in sub-rule (1).
- (4) The Board may grant a Board Member leave of absence from Board meetings for a period not exceeding 3 months.
- (5) 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.

### **33 Minutes of meetings**

The Secretary of the Association must keep accurate minutes of the resolutions and proceedings of each General Meeting, and each Board meeting, together with a record of the names of persons present at Board meetings.

### **34 Funds**

- (1) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by:
  - a. two Board Members; or

- b. a delegate of the Board as appointed under rule 21(4) (if any) in accordance with the terms of the delegation.
- (2) The funds of the Association shall be derived from such sources as the Board determines and may include donations, fund raising activities, grants and interest, as well as Members' entrance fees and annual subscriptions.
- (3) In respect of the management of the Association's funds:
- (a) the Association will open an account (or multiple accounts) with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited;
  - (b) the Board may approve expenditure on behalf of the Association;
  - (c) the Board may authorise the Chief Executive Officer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit, or in excess of the specified limit provided the expenditure is in the normal course of business of the Association, without requiring approval from the Board for each item on which the funds are expended;
  - (d) all funds of the Association must be deposited into the relevant financial account of the Association no later than five working days after receipt; and
  - (e) with the approval of the Board, the Chief Executive Officer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of transaction.

### ***35 Alteration of the rules***

These Rules including the statement of purposes of the Association must not be altered except in accordance with the Act.

### ***36 Execution of Documents***

- (1) The common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures either of two Members of the Board or, of one Board Member and of the Secretary.
- (2) A document or proceeding requiring authentication by the Association may be authenticated by the signature of the Secretary of the Association and need not be authenticated under the common seal of the Association
- (3) The Association may execute a contract or other document without using a common seal provided the contract or document is signed by:
  - (a) 2 Board Members; or
  - (b) a Board Member and the Secretary.
- (4) The common seal must be kept in the custody of the Secretary.

### ***37 Chief Executive Officer***

- (1) The Board shall appoint a Chief Executive Officer who shall at all times be responsible to the Board.
- (2) The Board may give a Chief Executive Officer any of the powers conferred on it by these Rules, subject to the Board's discretion, for any time period, specific purposes and any other terms and restrictions. This power of delegation is subject to the following terms:
  - (a) The terms and conditions of the employment, delegated authorities, responsibilities, specific duties and restrictions of the Chief Executive Officer shall be determined, outlined, and when required, reviewed by its resolution and by instrument in writing by the Board

- (b) All or any of the powers conferred on the Chief Executive Officer may be given collaterally with, or to the exclusion of the powers of Board and may be revoked or varied by the Board at any time.
- (3) The Chief Executive Officer shall:
  - (a) be entitled to attend all meetings of the Association and to attend all Board meetings (pursuant to rule 27(3)), excluding *in camera* sessions unless requested to be present, and to participate in any discussions relating to any question or motion before such meetings, but shall not be entitled to vote on any Board motion;
  - (b) have access to all Board documents and minutes, excluding minutes of *in camera* sessions unless provided by the Board, and shall receive notices of all Board meetings; and
  - (c) not be a Board Member, nor count towards a quorum of the Board for the purposes of rule 29, but shall be deemed an office holder of the Association under the definition of the Act as an employee of the Association who makes, or participates in making, decisions that affect the whole, or a substantial part, of the operations of the Association.

### **38. Secretary**

- (1) The Board shall appoint the Secretary and may remove the Secretary and may appoint a person as an acting secretary or assistant secretary (by instrument in writing, in accordance with rule 21(4)) and remove a person so appointed.
- (2) If the office of the Secretary of the Association becomes vacant, the Association must, within 14 calendar days after the vacancy arises, fill the vacancy in accordance with the procedure provided in these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 calendar days after appointment.
- (4) The Secretary shall be the Secretary for the purposes of the Act and these Rules.
- (5) The Secretary shall at all times be responsible:
  - (a) to the Board;
  - (b) for the duties provided for in these Rules;
  - (c) for establishing and maintaining a register of Members of the Association specifying the name and (postal and electronic) address of each Member of the Association; and
  - (d) keeping the Registrar informed of all notifiable information and to provide the Registrar, within the specified time, required copies of any special resolution subject to the provisions of the Act.
- (6) The Secretary shall cause to be kept the minutes and records of:
  - (a) all elections and appointments of Board Members and all appointments of office bearers; and
  - (b) the names of Board Members present at a Board meeting or a General Meeting; and
  - (c) all proceedings at Board meetings and General Meetings.
- (7) The Secretary shall ensure that minutes of proceedings at a meeting are signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting at which the minutes are accepted as a true and accurate record of that meeting.

### **39 Notice to Members**

- (1) Except for the requirement in rule 13, any notice that is required to be given to a Member, by or on behalf of the Association, under these Rules may be given by -
  - (a) delivering the notice to the Member personally at that Member's address shown in the register of Members; or

- (b) sending it by prepaid post addressed to the Member at that Member's address shown in the register of Members; or
- (c) facsimile transmission, if the Member has requested that the notice be given to them in this manner; or
- (d) electronic transmission, if the Member has requested that the notice be given to them in this manner.

#### **40 Winding up**

- (1) The winding up of the Association shall be in accordance with Part 10 of the *Associations Incorporation Reform Act 2012* (Vic).
- (2) On the winding up of the Association, no Member shall not receive any surplus assets, remaining after the payment of the organisation's liabilities.
- (3) On the winding up of the Association, any surplus assets remaining after the payment of the Association's liabilities shall be transferred to:
  - (a) another organisation in Australia which is a public benevolent institution for the purposes of any Commonwealth taxation legislation; and
  - (b) where possible, to incorporated Members that are Aboriginal Community Controlled Medical or Health Services within the State of Victoria provided that such organisations shall have rules preventing the distribution of property to its individual Members and shall qualify under Item 4.1.1 of the table in subsection 30-45(1) of the *Income Tax Assessment Act 1997*.
- (4) In the event of any voluntary winding up of the Association, upon the cancellation of the incorporation any surplus property, subject to any trust affecting that property or any part of it, is to be distributed in accordance with a special resolution of the Association and any such distribution:
  - (a) shall be distributed in accordance with the *Associations Incorporation Reform Act 2012* and the *Income Tax Assessment Act 1997*; and
  - (b) shall not be paid to or distributed amongst, individual Members or former individual Members; and
  - (c) shall be to an organisation in Australia which is a public benevolent institution for the purposes of any Commonwealth taxation Act; and
  - (d) shall be distributed, where possible, to incorporated Member organisations of the VACCHO, being Aboriginal Community Controlled Medical or Health Services within the State of Victoria, but such organisations shall have rules preventing the distribution of property to its individual Members and shall fall under Item 4.1.1 of the table in subsection 30-45(1) of the *Income Tax Assessment Act 1997*.

#### **41 Custody and inspection of books and records**

- (1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all records, books, documents and securities of the Association.
- (2) Members may on request inspect free of charge –
  - (a) the register of Members;
  - (b) the minutes of General Meetings
  - (c) subject to sub-rule (3) the financial records, books, securities and any other relevant document of the Association.
- (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, minutes of Board meetings 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 sub-rule (3), 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 the 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) its membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of the Association.

**Victorian Aboriginal Community Controlled Health Organisation Inc.**

**APPENDIX 1**

**FORM OF APPOINTMENT OF PROXY**

I, .....

*(name of Delegate of Voting Member)* of

.....

*(registered office of Voting Member)* being a representative of

.....

*(name of Voting Member of Association)* appoint

.....

*(name of proxy holder)* of

.....

*(address of proxy holder)* being a Delegate of a Voting Member of the Association, as my proxy to vote for me on my behalf at the

Annual/Special\* General Meeting of the Association to be held on-

.....

*(date of meeting)* and at any adjournment of that meeting.

My proxy is authorised to vote in favour or/against\* following resolution (insert details of resolution).

.....

Signed

.....

Date

\*Delete if not applicable