

**PEOPLE LIVING**

**WITH**

**HIV/AIDS**

**(VICTORIA)**

**INCORPORATED**

**(A0039027B)**

**RULES**

16<sup>th</sup> October 2012

Approved by Consumer Affairs Victoria  
11 February 2013

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## 1. Name

- 1.1. The name of the Incorporated Association is **People Living With HIV/AIDS Victoria Incorporated** A0039027B (in these rules called “**PLWHA Victoria**”).

## 2. Interpretation

In these Rules, unless the contrary intention appears:

- 2.1. “**Full Member**” means a member of PLWHA Victoria by virtue of clauses 3.1 and 3.9.
- 2.2. “**Associate Membership**” and “**Associate Member**” means a member of PLWHA Victoria by virtue of clauses 3.2 and 3.9.
- 2.3. “**Affiliate Membership**” and “**Affiliate Member**” means a member of PLWHA Victoria by virtue of clauses 4.1.
- 2.4. “**Members**” and “**All Members**” means a **Full Member, Associate Member** and **Affiliate Member**.
- 2.5. “**Board**” means the **Board** of PLWHA Victoria as constituted by clause 26.
- 2.6. “**Executive Officer**” is the person appointed to the position by the **Board** pursuant to clause 35.
- 2.7. “**Financial Year**” means the year ending 30 June.
- 2.8. “**General Meeting**” means a general meeting of **All Members** convened in accordance with clause 12.
- 2.9. “**Ordinary Director of the Board**” and “**Director**” means a **Director** of the **Board** of PLWHA Victoria who is not an **Executive Director** of PLWHA Victoria under sub-clause 25.1.
- 2.10. “**Executive Committee**” means the **Executive Directors** of PLWHA Victoria pursuant to clauses 25 and 30.
- 2.11. “**The Act**” means the *Associations Incorporation Act 1981* and pursuant to the *Associations Incorporation Reform Bill 2011* and any subsequent amendments.
- 2.12. “**The Regulations**” means Regulations under the Act.

- 2.13. **“Working Group”** means a group of people appointed to perform specific tasks delegated to it by the **Board** under clause 31.

Words or expressions contained in these Rules shall be interpreted in accordance with the *Interpretation of Legislation Act 1984* and the Act in force from time to time.

### 3. Application for all Memberships

- 3.1. A natural person who lives in Victoria or Tasmania and identifies as being infected with the Human Immunodeficiency Virus (HIV) and who applies for membership as provided by these Rules is eligible to be a **Full Member** of PLWHA Victoria.
- 3.2. A natural person, who applies for **Associate Membership** as provided by these Rules and is not otherwise eligible under sub-clause 3.1, is eligible to be an **Associate Member** of PLWHA Victoria.
- (a) If a natural person fails to disclose their HIV status they will be known as an **Associate Member**.
- 3.3. An application of a person for membership of PLWHA Victoria:
- (a) shall be made in writing in the form set out in the policy called “*Membership Application*”; and
- (b) shall be lodged with the **Secretary** of PLWHA Victoria.
- 3.4. As soon as practicable after the receipt of an application, the **Secretary** shall refer the application to the **Board**.
- 3.5. The **Board** shall keep the names of applicants for **All Members** strictly confidential except for disclosures that are required by law.
- 3.6. Upon the application being referred to the **Board**, the **Board** shall determine whether to approve or to reject the application.
- 3.7. Upon an application being approved by the **Board**, the **Secretary** shall, with as little delay as possible, oversee the notification to the applicant in writing of the approval for membership of PLWHA Victoria.
- 3.8. The **Secretary** shall designate the entry of the approved applicant’s name in the register of **All Members** and, upon the name being so entered, the applicant becomes a **Member** (as the case may be) of PLWHA Victoria.
- 3.9. A right, privilege or obligation of **All Members** of PLWHA Victoria:

- (a) is not capable of being transferred or transmitted to another person and/or organisation; and
- (b) terminates upon the cessation of membership (as the case may be) whether by death or resignation or ceasing to reside in Victoria, Tasmania or otherwise.

#### 4. Affiliate Membership

- 4.1. The **Board** may grant membership to be known as **Affiliate Membership** to any organisation or duly authorised officer of that organisation as it deems appropriate.
- 4.2. The **Board** may revoke the **Affiliate Membership** at any time and such membership shall be revoked without any right of appeal upon the resolution being passed by the **Board**, or by ceasing to have legal existence.

#### 5. Register of All Members

- 5.1. The **Secretary** shall oversee the maintenance of a register of **All Members** in which shall be entered the full name, address and date of entry of the name of each **Full Member**, **Associate Member** and **Affiliate Member**.
- 5.2. The **Board** shall keep the names on the register of **All Members** strictly confidential except for disclosures required by law.
- 5.3. Any person who is eligible to be a **Member** but who does not wish to be identified by their own name on any register of **All Members** may apply under their name but request to be registered under an alias.
- 5.4. Membership fees:
  - (a) The Incorporated Association of PLWHA Victoria does not charge a joining fee or a membership fee to join the organisation.

#### 6. Death or Resignation of Members

- 6.1. **All Members** of PLWHA Victoria may resign from PLWHA Victoria by first giving one (1) months' notice to the **Secretary** of his or her intention to resign and upon the expiration of that period of notice the person shall cease to be a member.
- 6.2. Upon the expiration of a notice given under clause 7.1. or upon notification that any **Full Member** or **Associate Member** has died or

ceased to reside in Victoria or Tasmania, the **Secretary** shall oversee an entry being made in the register of **All Members** recording the date on which the **Full Member** or **Associate Member** upon whose behalf the notice was given, ceased to be a **Full Member** or **Associate Member**.

- 6.3. The **Board** may at any time require a **Member** to provide satisfactory proof to the **Board** of their eligibility for membership. Failing to provide such proof within twenty-one (21) days, or such time as the **Board** may permit, the person shall cease to be a **Member**.

## 7. Discipline, Grievance and Mediation Procedures

- 7.1. Subject to these Rules, the **Board** may, by resolution:

- (a) expel a **Member** from PLWHA Victoria; or
- (b) suspend a **Member** from membership of PLWHA Victoria for a specified period if the **Board** determines the **Member**:
  - (i) has refused or neglected to comply with these Rules; or
  - (ii) has been guilty of conduct unbecoming a **Member** or prejudicial to the interests of PLWHA Victoria.

- 7.2. Resolution of the **Board** under sub-clause 7.1:

- (a) does not take effect unless the **Board**, at a meeting held not earlier than fourteen (14) and not later than twenty-eight (28) days after the service on the **Member** of a notice under sub-clause 7.3, confirms the resolution in accordance with this clause; and
- (b) where the **Member** exercises a right of appeal to PLWHA Victoria under this clause does not take effect unless PLWHA Victoria confirms the resolution in accordance with this clause.

- 7.3. If the **Board** passes a resolution under sub-clause 7.1 the **Secretary** shall, as soon as practicable, cause to be served on the **Member** a notice in writing:

- (a) setting out the resolution of the **Board** and the grounds on which it is based;
- (b) stating that the **Member** may address the **Board** at a meeting to be held no earlier than fourteen (14) and no later than twenty-eight (28) days after service of the notice;
- (c) stating the date, place and time of that meeting;

- (d) informing the **Member** that he or she may do one or more of the following:
  - (i) attend that meeting;
  - (ii) give to the **Board** before the date of that meeting a written statement seeking the revocation of the resolution; and/or
  - (iii) no later than twenty-four (24) hours before the date of the meeting lodge with the **Secretary** a notice to the effect that he or she wishes to appeal against the resolution to PLWHA Victoria at a **Special General Meeting**.

7.4. At a meeting of the **Board** held in accordance with sub-clause 7.2. the Board:

- (a) shall give to the **Member** an opportunity to be heard;
- (b) shall give due consideration to any written statement submitted by the **Member**; and
- (c) shall by resolution determine whether to confirm or to revoke the resolution.

7.5. If the **Secretary** receives a notice under sub-clause 7.3(d)(iii), he or she shall notify the **Board** and the **Board** shall convene a Special General Meeting of PLWHA Victoria to be held within twenty-one (21) days after the date upon which the Secretary received the notice.

7.6. At a **Special General Meeting** of PLWHA Victoria convened under clause 9.

- (a) no business other than the question of the appeal shall be transacted;
- (b) the **Board** may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
- (c) the **Member** shall be given an opportunity to be heard; and
- (d) the **Full Members** present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

7.7. If at the **Special General Meeting**:

- (a) two-thirds of the **Full Members** present vote in person in favour of the confirmation of the resolution, the resolution is confirmed; and
  - (b) in any other case, the resolution is revoked.
- 7.8. The grievance procedure set out in this Rule applies to disputes under these Rules between:
  - (a) all **Members**; or
  - (b) all **Members** and the Association.
- 7.9. The parties to the dispute must meet and discuss the matter in dispute, and if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.
- 7.10. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten (10) days, hold a meeting in the presence of a mediator.
- 7.11. 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 **Full Member**, **Associate Member** or **Affiliate Member**, and another Member appointed by the **Board** of the Association; or
    - (ii) in the case of a dispute between a **Full Member**, **Associate Member** or **Affiliate Member**, and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 7.12. Any **Member** of the association can be a mediator.
- 7.13. The mediator cannot be a person who is a party to the dispute.
- 7.14. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 7.15. 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.
- 7.16. The mediator must not determine the dispute.
- 7.17. 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.

## 8. Annual General Meeting

- 8.1. PLWHA Victoria shall in each calendar year convene an **Annual General Meeting** of all **Members**.
- 8.2. The **Annual General Meeting** shall be held on such day as the **Board** determines.
- 8.3. The **Annual General Meeting** shall be specified as such in the notice convening it.
- 8.4. The ordinary business of the **Annual General Meeting** shall be:
- (a) to confirm the minutes of the last preceding **Annual General Meeting** and of any **Special General Meeting** held since that meeting;
  - (b) to receive from the **Board** reports upon the transactions of PLWHA Victoria during the last preceding financial year;
  - (c) to confirm and/or elect the **Ordinary Directors** of the **Board**; and
  - (d) to receive and consider the statement submitted by PLWHA Victoria in accordance with section 30(3) of the Act.
- 8.5. The **Annual General Meeting** may transact special business of which notice is given in accordance with these Rules.
- 8.6. The **Annual General Meeting** shall be in addition to any other **Special General Meetings** that may be held in the same year.
- 8.7. In the event that a tied vote occurs, the casual vacancy procedure is automatically enacted.

## 9. Special General Meetings

- 9.1. All **General Meetings** other than the **Annual General Meeting** shall be called **Special General Meetings**.

## 10. Convening a Special General Meeting

- 10.1. The **Board** may, whenever it thinks fit, convene a **Special General Meeting** of PLWHA Victoria.
- 10.2. The **Board** shall, on the requisition in writing of **Members** not representing less than five (5) percent of the total number of **All Members**, convene a **Special General Meeting** of the PLWHA Victoria.
- 10.3. The requisition for a **Special General Meeting** shall state the objectives of the meeting and shall be signed by the **Members** making the requisition and be sent to the address of the Association and may consist of several documents in a like form, each signed by one or more **Members** making the requisition.
- 10.4. If the **Board** does not cause a **Special General Meeting** to be held within one (1) month after the date on which the requisition is sent to the address of the **Secretary**, the **Members** making the requisition, or any of them, may convene a **Special General Meeting** to be held not later than three (3) months after that date.
- 10.5. A **Special General Meeting** convened by **Members** in pursuance of these Rules shall be convened in the same manner as nearly as possible as that in which **Special General Meetings** are convened by the Board.

## 11. Notice of General Meeting

- 11.1. The **Secretary** of PLWHA Victoria shall, at least fourteen (14) days (or if a special resolution is proposed, at least twenty-one (21) days) before the date fixed for holding an **Annual General Meeting** or a **Special General Meeting** of PLWHA Victoria, cause to be sent to **All Members** of PLWHA Victoria at the address appearing in the register of **All Members**, a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 11.2. No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- 11.3. **All Members** desiring to bring any business before a **General Meeting** may give notice of that business in writing to the **Secretary**, who shall include that business in the notice calling the next **General Meeting** after the receipt of the notice.

## 12. Proceedings at General Meetings

- 12.1. All business that is transacted at a **Special General Meeting** and all business that is transacted at the **Annual General Meeting**, with the exception of that specially referred to in these Rules as being the ordinary business of the **Annual General Meeting** shall be deemed to be special business.
- 12.2. No item of business shall be transacted at a general meeting unless a quorum of **Full Members** entitled under these Rules to vote is present at the time when the meeting is considering that item.
- 12.3. Ten (10) **Full Members** personally present or five (5) percent of the total number of **Full Members** (being **Members** entitled under these Rules to vote at a **General Meeting**) whichever is the greater constitute a quorum for the transaction of the business of a **General Meeting**.
- 12.4. If within half an hour after the appointed time for the commencement of a **General Meeting**, a quorum is not present, the meeting if convened upon the requisition of **Members** shall be dissolved. In any other case it 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 All **Members** given before the day to which the meeting is adjourned) at the same place. If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the **Full Members** present (being not less than 3) shall be a quorum.

## 13. Chairperson of a General Meeting

- 13.1. The **President**, or in the **President's** absence, the **Vice-President**, shall preside as Chairperson at each **General Meeting** of PLWHA Victoria.
- 13.2. If the **President** and the **Vice-President** are absent from a **General Meeting**, the **Members** present shall elect one of their number to preside as Chairperson at the meeting.

## 14. Adjournment of a General Meeting

- 14.1. The Chairperson of a **General Meeting** at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

- 14.2. Where a meeting is adjourned for fourteen (14) days or more, a notice of the adjourned meeting shall be given as in the case of the **General Meeting**.
- 14.3. Except as provided in sub-clause 15.1 it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting and a **Full Member** may vote at the adjourned meeting even if not present at the earlier meeting, but may not vote if the **Full Member** has given his or her proxy at the earlier meeting.

## 15. Voting at a General Meeting

- 15.1. A question arising at a **General Meeting** of PLWHA Victoria shall be determined on a show of hands and unless, before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the permanent record of PLWHA Victoria is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

## 16. One vote per Member

- 16.1. Upon any question arising at a **General Meeting** of PLWHA Victoria, a **Full Member** has one vote only.
- 16.2. All votes shall be given personally or by proxy.
- 16.3. 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.

## 17. Voting on a Poll

- 17.1. If at a meeting a poll on any question is demanded by not less than three (3) **Full Members**, a poll shall be taken at that meeting in such a 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.
- 17.2. A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any question shall be taken at such time before the close of the meeting as the Chairperson may direct.

## 18. Members only vote at a General Meeting

- 18.1. Only **Full Members** may vote at a **General Meeting**.
- 18.2. A **Full Member** is not entitled to vote or attend at any **General Meeting** unless membership has been confirmed.
- 18.3. An **Associate Member** has no right to vote at a **General Meeting**, but may with the leave of the Chairperson, have speaking rights on a particular matter, subject to that **Associate Membership** having been confirmed.
- 18.4. An **Affiliate Member** has no right to speak at a **General Meeting** unless membership is confirmed and in the case of an **Affiliate Member** which is an organisation the representative must produce a letter from the organisation confirming that person's appointment as its representative at that meeting.

## 19. Voting by Proxy

- 19.1. Each **Full Member** with a right to vote is entitled to appoint another **Full Member** as a proxy by notice given to the **Secretary** no later than 48 hours before the time of the meeting in respect of which the proxy is appointed.
- 19.2. The notice appointing the proxy shall be in the form set out in the policy called "*Form of Appointment by Proxy*" and must be given to another **Full Member**.
- 19.3. Proxy votes are limited to no more than five (5) per voting **Full Member**.

## 20. Information Forums

- 20.1. The **Board** may, whenever it thinks fit, convene an **Information Forum** of PLWHA Victoria.
- 20.2. An **Information Forum** may be held on the same date and place as a **General Meeting** but must be held either before or after such **General Meeting**.

## 21. Notice of Information Forums

- 21.1. The **Secretary** of PLWHA Victoria shall, at least fourteen (14) days before the date fixed for holding an **Information Forum** of PLWHA Victoria, cause to be sent to **All Members** of PLWHA Victoria at the

address appearing on the register of **All Members** stating the place, date and time of the **Information Forum**.

## 22. Purpose of Information Forums

- 22.1. The purpose of an **Information Forum** will be to disseminate information and seek the opinion of **All Members** of PLWHA Victoria, which relates to the operation of PLWHA Victoria or any other matter that the **Board** believes is relevant to **All Members** of PLWHA Victoria.

## 23. Chairman of Information Forums

- 23.1. The **President**, or in the **President's** absence, the **Vice-President**, shall preside as Chairperson at each **Information Forum** of PLWHA Victoria.
- 23.2. If the **President** and the **Vice-President** are absent from an **Information Forum**, **All Members** present shall elect one of their number to preside as Chairperson at the **Information Forum**.
- 23.3. The procedure at an **Information Forum** will be informal.
- 23.4. No binding decisions will be made at an **Information Forum**.

## 24. Board of PLWHA Victoria

- 24.1. The affairs of PLWHA Victoria shall be managed by the **Board** constituted as provided in clause 26 (subject to clause 31).
- 24.2. The **Board**:
- (a) shall control, manage and govern the affairs of PLWHA Victoria;
  - (b) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by PLWHA Victoria other than those powers and functions that are required by these Rules to be exercised by **General Meetings** of **All Members** of PLWHA Victoria; and
  - (c) subject to these Rules, the Regulations and the Act, has power to perform all such acts and things as appear to the **Board** to be essential for the proper control of the business and affairs of PLWHA Victoria.

## 25. Executive Directors of the Board

- 25.1. The **Executive Directors** of PLWHA Victoria shall be:
- (a) a **President**;
  - (b) a **Vice-President**;
  - (c) a **Treasurer**; and
  - (d) a **Secretary**.
- 25.2. Duty statements for **Executive Directors** can be found in the policy "*Executive Directors Duty Descriptions*".
- 25.3. A person is not eligible to simultaneously hold more than one position on the **Board**.
- 25.4. In the event of a casual vacancy in any office referred to in sub-clause (26.1), the **Board** of PLWHA Victoria may appoint one of its **Full Members** to the vacant office and the **Full Member** so appointed may continue in office up to and including the conclusion of the **Annual General Meeting** next following the date of the appointment.
- 25.5. The **President, Vice-President, Secretary, Treasurer** shall be elected at the first **Board** meeting following the **Annual General Meeting** by the **Ordinary Directors** of the **Board** from among the **Ordinary Directors** of the **Board**.

## 26. Membership of the Board

- 26.1. Subject to section 23 of the Act, the **Board** shall consist of:
- (a) eight (8) **Ordinary Directors** of the **Board**, four (4) of whom shall be elected at the **Annual General Meeting** of PLWHA Victoria in each year,
- 26.2. Each **Ordinary Director** of the **Board** shall, subject to these Rules, hold office for a two (2) year term on a rotating basis in the following order:
- (a) at the first anniversary of appointment of the **Board**, four (4) **Ordinary Directors** of the **Board** must stand down and be replaced by four (4) new **Ordinary Directors**; and
  - (b) on the second anniversary of the first appointment of the **Board**, the remaining four (4) **Ordinary Directors** of the **Board** must stand down and be replaced by four (4) new **Ordinary Directors**.

- (c) Any **Ordinary Director** of the **Board** standing down is eligible for re-election.
- 26.3. The **Board** may co-opt two (2) additional **Ordinary Directors** of the **Board** to ensure diversity of representation and any skill sets required on the **Board**. Appointments will occur as per the casual vacancy process described below.
- 26.4. In the event of a casual vacancy occurring in the office of an **Ordinary Director** of the **Board**, the **Board** may decide by resolution to appoint a **Full Member** of PLWHA Victoria to fill the vacancy and the **Full Member** so appointed shall hold office, subject to these Rules, until the conclusion of the **Annual General Meeting** next following the date of the appointment.
- 26.5. If the **Board** resolves to fill a casual vacancy, the **Board** shall call for nominations from the membership and inform the membership (no less than fourteen days (14) before the **Board** meeting) of the date of the **Board** meeting at which the vacancy will be filled.
- 26.6. Nominations of candidates for casual vacancies of PLWHA Victoria Board:
- (a) shall be submitted in writing, signed by one **Full Member** of PLWHA Victoria and accompanied by the written consent of the candidate (which must be endorsed on the "*Form of Nomination*"); and
- (b) shall be delivered to the **Secretary** of PLWHA Victoria not less than seven (7) days before the date of the **Board** meeting at which the vacancy is to be filled.
- 26.7. If the number of nominations exceeds casual vacancies to be filled, a ballot among the **Board** shall be held, but 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 in accordance with the **Board** election criteria (see policy "*PLWHA Victoria Board Recruitment Policy*").

## 27. Election of the Board and Vacancy

- 27.1. Nominations of candidates for election as **Ordinary Directors** of the **Board**:
- (a) shall be in writing, signed by one **Full Member** of PLWHA Victoria and accompanied by the written consent of the candidate (which must be endorsed on the "*Form of Nomination*"); and



- (b) shall be delivered to the **Secretary** of PLWHA Victoria within the time frame prescribed by the ballot procedure nominated by the **Board** in the policy "*Board Election Policy and Procedure*".
- 27.2. If insufficient nominations are received to fill all the vacancies on the **Board**, the candidates nominated shall be deemed to be elected and further nominations shall be received at the **Annual General Meeting**.
- 27.3. If the number of nominations exceeds the vacancies to be filled, a ballot shall be held, but 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.
- 27.4. Should the number of nominations exceed the vacancies to be filled, the **Board** shall decide how the ballot is to be conducted as either by postal ballot and/or in person at the **Annual General Meeting** and/or via Internet-based voting as prescribed in the "*Board Election Policy and Procedure*."
- 27.5. The **President, Vice-President, Secretary** and **Treasurer** shall be elected at the first **Board** meeting following the **Annual General Meeting** by the elected **Ordinary Directors** of the **Board**.
- 27.6. If an **Ordinary Director** of the **Board** becomes temporarily incapable of performing the duties of his or her position, the **Board** may appoint a **Full Member** of PLWHA Victoria to act in his or her position during the period of incapacity and the **Full Member** so appointed shall be deemed to be the occupant of the position during that period.
- 27.7. The oversight of any election ballot will be overseen by a returning officer nominated by the **Board** who does not have any conflict of interest in the election.

## 28. Vacancy on the Board

- 28.1. For the purposes of these Rules, the office of an **Ordinary Director** of the **Board** becomes vacant if the **Ordinary Director** of the **Board**:
- (a) ceases to be a **Full Member** of PLWHA Victoria;
  - (b) without leave of the **Board**, fails to attend three consecutive **Board** meetings;
  - (c) becomes insolvent under administration within the meaning of the Corporations Law; or
  - (d) resigns by notice in writing given to the **Secretary**.

## 29. Proceedings of the Board

- 29.1. The **Board** shall meet at intervals of no longer than sixty (60) days at such place and such times as the **Board** may determine.
- 29.2. Out of session meetings of the **Board** may be convened by the **President** or by any three (3) of the **Directors** of the **Board**.
- 29.3. Notice shall be given to **Directors** of the **Board** of any out of session meetings specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- 29.4. Any four (4) **Directors** of the **Board** shall constitute a quorum for the transaction of the business of any meeting of the **Board**.
- 29.5. No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to a time nominated by the **President**.
- 29.6. At meetings of the **Board**:
- (a) the **President** or in the **President's** absence the **Vice-President** shall preside; or
  - (b) if the **President** and the **Vice-President** are absent, such one of the remaining **Directors** of the **Board** as may be chosen by the **Directors** present shall preside.
- 29.7. Questions arising at a meeting of the **Board** shall be determined on a show of hands or, if demanded by a **Director**, a poll taken in such manner as the person presiding at the meeting may determine.
- 29.8. Each **Director** of the **Board** 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.
- 29.9. Written notice of any extraordinary **Board** meeting shall be served on each **Director** of the **Board** by delivering it to the **Director** at a reasonable time before the meeting or by sending it addressed to him or her at his or her usual or last known place of abode and/or at their last known email address at least two (2) business days before the date of the meeting. However, the regular meetings of the **Board** do not require notice.
- 29.10. Subject to clause 29.5 the **Board** may act notwithstanding any vacancy on the **Board**.

## 30. Executive Committee

- 30.1. Between meetings of the **Board** the affairs of PLWHA Victoria may be conducted by an **Executive Committee** subject to sub-clause 31.2 and clause 26.
- 30.2. The **Executive Committee** may exercise such of the powers and functions of the **Board** that the **Board** may from time to time determine.
- 30.3. The members of the **Executive Committee** shall be:
- (a) the **President**;
  - (b) the **Vice-President**;
  - (c) the **Treasurer**; and
  - (d) the **Secretary**.

## 31. Board Working Groups

- 31.1. The **Board** may, by instrument of delegation in writing, constitute one or more working groups to report on such matters as are specified in the instrument of appointment.
- 31.2. A working group shall consist of such **Members** of PLWHA Victoria as the **Board** thinks fit and:
- (a) At least one (1) **Director** of the **Board**;
  - (b) The **President** of the PLWHA Victoria as an *ex-officio* Director with full voting and speaking rights;
  - (c) Co-opted persons who may or may not be **Members** of PLWHA Victoria as are named in the instrument of delegation.

## 32. Secretary

- 32.1. The **Secretary** of PLWHA Victoria shall ensure minutes are kept of the resolutions and proceedings of each **General Meeting** and each **Board** meeting in books provided for that purpose together with a record of the names of persons present at **Board** meetings.
- 32.2. A Duty Statement for this **Executive Director** can be found in the policy "*Executive Directors Duty Descriptions*".

### 33. Treasurer

- 33.1. The **Treasurer** of PLWHA Victoria shall ensure correct accounts and books are kept showing the financial affairs of PLWHA Victoria with full details of all receipts and expenditure connected with the activities of the PLWHA Victoria.
- 33.2. A Duty Statement for this **Executive Director** can be found in the policy "*Executive Directors Duty Descriptions*".

### 34. Removal of a Director of the Board

- 34.1. PLWHA Victoria in a **General Meeting** may by special resolution remove any **Director** of the **Board** before the expiration of the **Director's** term of office and appoint another **Director** in his or her stead to hold office until the expiration of the term of the first-mentioned **Director**.
- 34.2. Where the **Director** to whom a proposed special resolution referred to in clause 35.1 makes representations in writing to the **Secretary** or **President** of PLWHA Victoria and requests that they be notified to the **Members** of PLWHA Victoria, the **Secretary** or the **President** shall send a copy of the representations to each **All Members** of PLWHA Victoria or, if they are not so sent, the **Director** may require that they be read out at the meeting.

### 35. Executive Officer

- 35.1. The **Board** appoints an **Executive Officer** who shall undertake such duties as may be determined from time to time by the **Board** and shall, subject to the decisions of the **Board**, supervise the work of persons who are volunteers, employed or otherwise engaged by PLWHA Victoria and is responsible for the day to day management of the organisation.
- 35.2. The **Executive Officer** shall attend such **Board** and **Executive Committee** meetings as the **Board** or the **Executive Committee** (as the case may be) may require from time to time.
- 35.3. The **Executive Officer** shall be appointed as the Public Officer pursuant to ATO guidelines.

### 36. Cheques

- 36.1. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by either two (2) **Directors** of

the **Board** of PLWHA Victoria or one Director of PLWHA Victoria and the **Executive Officer**.

### 37. Seal

- 37.1. The Common Seal of the PLWHA Victoria shall be kept in the custody of the **Secretary**.
- 37.2. The Common Seal shall not be affixed to any instrument except by authority of the **Board** and the affixing of the Common Seal shall be attested by the signatures either of two (2) **Directors** of the **Board** or of one (1) **Director** of the **Board** and the Public Officer of PLWHA Victoria.

### 38. Alteration of Rules and Statement of Purposes

- 38.1. These Rules and the Statement of Purposes of PLWHA Victoria shall not be altered except in accordance with the Act and as are approved by the Commissioner of Taxation for the purpose of Section 78(1)(a)(i) or (ii) of the Income Tax Assessment Act (or any amendment thereof).

### 39. Notices

- 39.1. A notice may be served by or on behalf of PLWHA Victoria upon **All Members** either personally or by sending it via post and/or email to the **Member** at the address shown in the register of **All Members**.
- 39.2. Where a document is properly addressed to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of email or post (as the case may be).

### 40. Winding Up Or Cancellation

- 40.1. In the event of the winding up or cancellation of the incorporation of PLWHA Victoria, after debts are paid, any assets of the PLWHA Victoria remaining are to be transferred to another organisation or organisations that have similar objects to this association.
- 40.2. Such transfers of assets must be made to organisations approved by the Commissioner of Taxation under sub-sections (i) or (ii) of section 78 (1)(a) of the Income Tax Assessment Act (or any amendment or re-enactment thereof).

- 40.3. Such organisation or organisations are to be determined in accordance with a special general resolution of the **Full Members** of PLWHA Victoria, or in the absence of a special resolution, by the Registrar of Incorporated Associations.

## 41. Custody and inspection of Books and Records

- 41.1. Except as otherwise provided in these rules, the **Secretary** shall oversee the safe keeping in his or her custody or under his or her control all books, documents and securities of PLWHA Victoria.
- 41.2. All accounts, books, securities, and any other relevant documents of PLWHA Victoria are available for inspection free of charge by any **Member** upon request to the **Board**.
- 41.3. A **Member** may make a request for a copy of any accounts, books, securities and any other relevant documents of PLWHA Victoria to the **Board**.

## 42. Funds

- 42.1. The funds of PLWHA Victoria shall be derived from donations and such other sources as the **Board** determines.
- 42.2. Assets and income of PLWHA Victoria shall be applied solely to the furtherance of its objectives and no portion thereof shall be distributed either directly or indirectly to its **Members** except as bona fide compensation for expenses incurred on behalf of PLWHA Victoria or as bona fide remuneration for services rendered.
- 42.3. Exceptions to Rule 42.2 are the disbursements of funds under the Finance, Learning and Independence Program (FLIP) Fund (see the policy and procedural guidelines "*PLWHA Victoria Finance, Learning and Independence Program (FLIP) Fund*" for terms of Reference).