
Hepatitis Victoria Inc.

Hepatitis Victoria

The Constitution of Hepatitis Victoria Inc.

Trading as

Hepatitis Victoria

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Part I: Preliminary

1 Name

The name of the incorporated association shall be Hepatitis Victoria Inc.

2 Purposes

The purpose of Hepatitis Victoria is:

- (a) to lead the Victorian community response to viral hepatitis;
- (b) to provide support and referral to people affected by viral hepatitis ;
- (c) to provide current and high quality information on viral hepatitis to the Victorian community;
- (d) to provide informed opinions and advocate for systems and policies at a state and national level that work towards the prevention of viral hepatitis and build the health and well being of people affected by viral hepatitis;
- (e) to provide viral hepatitis education, training and support to health and community based workers in order to promote the growth and development of a well informed, trained and knowledgeable workforce able to meet the needs of people with viral hepatitis;
- (f) to implement harm reduction strategies that focus on people who inject drugs or those who may do so in the future;
- (g) to encourage, assist and promote research into the prevention, treatment, care and support of people with viral hepatitis;
- (h) to identify and monitor the needs of people affected by viral hepatitis, and in partnership to work towards effective prevention and support strategies;
- (i) to provide, promote and/or facilitate the development of strategies and services aimed at building a community where people with viral hepatitis are assured of the same rights and privileges as other people, and that they are upheld. This includes working towards policies and laws that effectively combat and resolve stigma, discrimination and social exclusion of people with viral hepatitis ;
- (j) to enhance the strength, capacity and involvement of people with viral hepatitis in our work through a range of flexible and sensitive strategies; and
- (k) to receive donations, grants and bequests from persons and institutions, including government, and to raise money to achieve the purposes of Hepatitis Victoria Inc.

3 Definitions and Interpretation

3.1 In these Rules, except in so far as the context or subject matter indicates or requires to the contrary:

- (a) **Viral hepatitis** means hepatitis B and hepatitis C;
- (b) **Board** means the Board of Directors of Hepatitis Victoria;
- (c) **Executive Committee** has the meaning in **Rule 20.1**;
- (d) **Chief Executive Officer** means the person appointed to that position by the Board from time to time;
- (e) **financial year** means the year ending June 30;
- (f) **General Meeting** means the Annual General Meeting or a special General Meeting convened in accordance with Part IV;
- (g) **Hepatitis Victoria** means Hepatitis Victoria Inc.;
- (h) **member** means a member of Hepatitis Victoria;
- (i) **Office Co-ordinator** means the person appointed as the administrative manager of the Association;
- (j) **Organisation** means a body corporate that is eligible to be, or that is, a member of Hepatitis Victoria;
- (k) **the Act** means the Associations Incorporation Act 1981;
- (l) **the Regulations** means the regulations under the Act;
- (m) **the Rules** means the rules of Hepatitis Victoria contained in this document and
- (n) **Secretary** means:
 - (i) the person holding office under these Rules as secretary of Hepatitis Victoria; or
 - (ii) where no such person holds that office, the Public Officer of Hepatitis Victoria.

3.2 In the Rules a reference to a function includes a reference to a power, authority and duty; and a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.

Part II: Membership

4 Membership Qualifications

4.1 Membership of Hepatitis Victoria shall be open to:

- (a) natural persons who accept and subscribe to the purposes and Rules of Hepatitis Victoria on membership application and renewal; and
- (b) Organisations which subscribe to the purposes and Rules of Hepatitis Victoria and whose activities, whether in whole or in part, are not inconsistent with those purposes on membership application or renewal under these Rules.

- 4.2 A member which is a body corporate must appoint in writing a natural person as its nominee to exercise all its rights as a member under these Rules for so long as he or she remains the nominee, including the right to be elected to any body or position within Hepatitis Victoria and its Board. A member may change a nominee by notice in writing to the Secretary.
- 4.3 A right, privilege, or obligation of a person by reason of membership of Hepatitis Victoria:
- (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of membership.

5 Nomination for Membership

- 5.1 An application for membership of Hepatitis Victoria shall be:
- (a) made in writing using the designated form;
 - (b) accompanied by the relevant membership fees; and
 - (c) lodged with the Officer Co-ordinator.
- 5.2 If an application for membership is approved by the Office Co-ordinator, then the applicant becomes a member from the time that their name is entered in the register of members.
- 5.3 The Office Co-ordinator must, within 30 days following the approval of an application for membership, enter the applicant's name in the register of members and notify the applicant in writing of the approval for membership.
- 5.4 If the Office Co-ordinator rejects an application for membership, the applicant must be informed in writing of the reason why the application has been rejected and any subscription fee returned to the applicant. Applications may only be rejected if the Office Co-ordinator considers that the applicant does not accept and subscribe to the purposes and Rules of Hepatitis Victoria.

6 Rejection of nomination

An applicant who has had their application for membership rejected by the Office Co-ordinator has 14 days in which to appeal that decision through the following process:

- (a) the applicant must lodge a written appeal with the Secretary;
- (b) on receipt of a written appeal from an applicant the Secretary must notify the Board which will review the decision at the next meeting of the Board; and
- (c) at that meeting, the Board will make a final decision on the issue under dispute. The Board's decision will be binding on all parties concerned.

7 Life membership

- 7.1 A member of Hepatitis Victoria may be nominated by another member, the Board, or a staff member, to become a life member, entitling that person to ongoing honorary membership and full voting rights until notice of resignation or expulsion from Hepatitis Victoria.

- 7.2 A member may be eligible for life membership if:
- (1) they have demonstrated leadership in the area of viral hepatitis within the community;
 - (2) they have been a member of Hepatitis Victoria for at least 10 years; or
 - (3) they have been nominated by the Board, or a member of staff or a member due to an exceptional contribution.
- 7.3 Nominations for life membership:
- (a) must be tabled at a Board meeting no less than 30 days prior to the Annual General Meeting;
 - (b) must be endorsed by a majority of those Board members present at that meeting; and
 - (c) if endorsed by the Board, must be approved by a resolution of members at the Annual General Meeting.

8 Cessation of membership

- 8.1 A member who is a natural person ceases to be a member of Hepatitis Victoria if that person:
- (a) dies;
 - (b) resigns their membership;
 - (c) is expelled from membership by the Board in accordance with **Rule 13** or by a confirmation of the Board's resolution to expel the member at a special General Meeting under **Rule 14**; or
 - (d) fails to renew their membership by paying the required fee.
- 8.2 A member that is an Organisation ceases to be a member of Hepatitis Victoria if that member:
- (a) ceases to exist as an Organisation;
 - (b) resigns its membership;
 - (c) is expelled from membership by the Board in accordance with **Rule 13** or by a confirmation of the Board's resolution to expel the member at a special General Meeting under **Rule 14**; or
 - (d) fails to renew its membership by paying the required fee.

9 Resignation of membership

Where a natural person, or an Organisation, ceases to be a member of Hepatitis Victoria for any of the reasons outlined at **Rule 8**, the register of members will be updated to record the date on which the natural person or Organisation ceased to be a member.

10 Register of members

- 10.1 Hepatitis Victoria will maintain a complete and current register of membership.
- 10.2 The register of members shall be kept at the principal place of administration of Hepatitis Victoria.

11 Fees, subscriptions etc

- 11.1 A member of Hepatitis Victoria shall complete a membership application or renewal form and pay where applicable their annual membership fee, as set for the year by the Board, on or before 1 March each calendar year.
- 11.2 The Board will determine the annual membership fee for the following year at the December Board meeting each year. The Board has the right in its absolute discretion to waive a membership fee.
- 11.3 Membership shall cease if the completed annual renewal form and any fees due are not received within 90 days of the renewal notice being sent.

12 Members' liabilities

The liability of a member of Hepatitis Victoria to contribute to the payment of debts and liabilities of Hepatitis Victoria, or the costs, charges and expenses of the winding up of Hepatitis Victoria is limited to the amount, if any, unpaid by the member in respect of membership of Hepatitis Victoria as required by **Rule 11**.

13 Disciplining of members

- 13.1 Where the Board is of the opinion that a member of Hepatitis Victoria:
 - (a) has refused or neglected to comply with a provision of these Rules; or
 - (b) has wilfully acted in a manner deemed prejudicial to the interests of Hepatitis Victoria, the Board may, subject to this **Rule**, by notice to the relevant member:
 - (i) expel the member from Hepatitis Victoria; or
 - (ii) suspend the member for a specified period of time.
- 13.2 A notice of the Board under **Rule 13.1** is of no effect unless the Board, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of the notice under **Rule 13.1** confirms the relevant action by resolution of the Board.
- 13.3 Where the Board gives notice to a member under **Rule 13.1**, the notice must be sent by certified mail to the member and must:
 - (a) set out the grounds on which the Board's notice is based;
 - (b) state that the member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after the notice is served;
 - (c) state the date, time and place of the meeting; and
 - (d) inform the member that he/she may do either or both of the following:
 - (i) attend and speak at the meeting; or

- (ii) submit to the Board at or prior to the date of that meeting written representations relating to the notice.
- 13.4 At a meeting held in accordance with **Rule 13.2**, the Board shall:
 - (a) give the member an opportunity to make oral presentations and/or to have a representative of their choice make a presentation on their behalf. The member may also elect to have a support person present;
 - (b) give due consideration to any written representations submitted to the Board by the member at or prior to the meeting; and
 - (c) by resolution determine whether to confirm or to revoke the notice.
- 13.5 When the Board confirms a notice under **Rule 13.4**, the Secretary shall, within 7 days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal of that decision under **Rule 14**.
- 13.6 Subject to **Rule 14**, a resolution of the Board under **Rule 13.4** will take effect on the date which is 7 days after the notice of the resolution is served on the member under **Rule 13.5**.

14 Right of appeal of disciplined members

- 14.1 A member may appeal a notice which has been confirmed by the Board under **Rule 13.4** at a special General Meeting , by lodging with the Secretary a notice to that effect within 7 days after notice of the resolution is served on the member.
- 14.2 Upon receipt of a notice from a member under **Rule 14.1**, the Secretary shall notify the Board, which shall convene a special General Meeting of Hepatitis Victoria to be held within 21 days after the date on which the Secretary received the notice from the member.
- 14.3 At a special General Meeting convened under **Rule 14.2**:
 - (a) no business other than the question of the appeal shall be transacted;
 - (b) the Board and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked. The member the subject of the disciplinary procedures may not vote at a special General Meeting convened under **Rule 14.2**.
- 14.4 If the majority of the members present at the special General Meeting, and who participate in the secret ballot, vote in favour of the confirmation of the resolution, the resolution is confirmed with immediate effect. If the majority of members present at the special General Meeting, and who participate in the secret ballot, vote against the confirmation of the resolution, the resolution is revoked with immediate effect.

15 Resolving disputes between members

- 15.1 In the event of a dispute arising between members in their capacity as members, or between a member and Hepatitis Victoria or between a member and the Board or sub-committee, the following procedure shall apply:
 - (a) the member can first raise the matter with the Chief Executive Officer in order to resolve the grievance informally;

- (b) if step 1 does not resolve the issue, a formal complaint can be made. Any formal complaint must be in writing and should be addressed to the Secretary;
- (c) the Secretary shall, on receiving a written complaint notify the Chief Executive Officer and write to the person making the complaint (the **complainant**) acknowledging receipt and setting out the course of action which will be taken, such course of action to be consistent with the dispute resolution policy of Hepatitis Victoria. A copy of that policy will also be provided to the complainant;
- (d) if the Secretary or Chief Executive Officer has a conflict of interest which would (or could reasonably be expected to) prevent the Secretary or Chief Executive Officer from dealing with the complaint then the complaint may be lodged with the President who will perform the functions of the Secretary or the Chief Executive Officer under this Rule as if the President were the Secretary or the Chief Executive Officer (as the case may be);
- (e) the Chief Executive Officer will then liaise with the relevant parties named in the complaint within five (5) working days of receiving the complaint. The aim of this initial contact is to attempt to resolve the matter to the satisfaction of the complainant;
- (f) if the complaint is not resolved within five (5) working days of the receipt of the complaint the matter shall be considered at a joint meeting of the parties involved and senior representatives of Hepatitis Victoria, including at least one member of the Board, which is to be convened as soon as possible;
- (g) if the matter is not resolved at the joint meeting, it will be considered at the following meeting of the Board or dealt with by a specially convened sub-committee within a further 10 working days of the joint meeting. The decision taken by the Board or sub-committee at this stage will be the final decision of Hepatitis Victoria; and
- (h) If the above process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise by law.

Part III: The Board

16 Powers etc of the Board

- 16.1 The affairs of Hepatitis Victoria shall be managed by the Board and, subject to the Act, the Regulations and the Rules and to any resolution passed by the majority of members at a General Meeting, the Board:
- (a) shall control the affairs of Hepatitis Victoria;
 - (b) may exercise all such functions as may be exercised by Hepatitis Victoria other than those functions that are required by the Rules to be exercised by a General Meeting of the members of Hepatitis Victoria; and
 - (c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper governance of Hepatitis Victoria.

17 Board

- 17.1 The Board shall consist of:
- (a) seven 'elected' members;
 - (b) one person from a community organisation representing the interests of people who inject drugs;
 - (c) one person representing the interests of culturally diverse people;
 - (d) one person representing the interests of Aboriginal people;
 - (e) one person representing the interests of people from rural Victoria;
 - (f) one person with special skills or expertise required by Hepatitis Victoria as determined by the Board; and
 - (g) the Chief Executive Officer of Hepatitis Victoria (non-voting position)
- 17.2 Election of Board members referred to in **Rule 17.1(a)** will take place at the Annual General Meeting. Subject to these Rules four elected members will retire in one year and three in the following year.
- 17.3 Persons referred to in **Rules 17.1(b), (c), (d) (e) and (f)** who are not elected shall be co-opted by the Board at its first meeting after the Annual General Meeting and thereafter from time to time.
- 17.4 All members of the Board (except the Chief Executive Officer) shall have full voting rights except where a conflict of interest exists in regard to any issue under consideration.
- 17.5 Members of the Board must be members of Hepatitis Victoria (except the Chief Executive Officer).

18 Terms of office of the Board

- 18.1 Each elected member of the Board shall be elected at an Annual General Meeting and shall, subject to the Rules, hold office until the conclusion of the Annual General Meeting in the second year of election.
- 18.2 A retiring member of the Board is eligible to re-nominate for election on a maximum of two further consecutive occasions. If a Board member serves this six-year period a further two-year period must elapse before they are eligible to re-nominate.
- 18.3 Each of the persons referred to in **Rules 17.1(b), (c), (d), (e) and (f)** appointed by the Board under **Rule 17.3**, shall, subject to these Rules, hold office from the date the nomination is received by the Chief Executive Officer until the conclusion of the Annual General Meeting in the year after their year of appointment. An appointed person is, subject to these Rules, eligible for reappointment for a maximum total of six one-year terms.

19 Election of the Board

- 19.1 A notice shall be sent out to all members of Hepatitis Victoria no later than 42 days prior to the date of the Annual General Meeting calling for nominations for election of the elected vacancy members of the Board pursuant to **Rule 17.1(a)**.
- 19.2 Nominations shall be in writing addressed to the Secretary and shall be signed by the candidate, the nominator and the seconder all of whom must be approved members of Hepatitis Victoria.
- 19.3 Nominations must be lodged with the Secretary no later than 28 days prior to the date appointed for the Annual General Meeting.
- 19.4 If an insufficient number of candidates is nominated, those nominated shall be declared elected, effective from the conclusion of the Annual General Meeting. If insufficient nominations are received, the remaining nominations shall be deemed casual vacancies and dealt with in accordance with **Rule 25**.
- 19.5 If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held as follows:
- (a) a Returning Officer shall be appointed by the Board to oversee a postal ballot, and an in-person ballot at the Annual General Meeting. The Returning Officer will conduct the count of votes in the ballot;
 - (b) ballot papers and any information about candidates shall be posted to all approved members of Hepatitis Victoria no later than 14 days prior to the close of the ballot (being the date which is two (2) working days prior to the date the Annual General Meeting will be held).
 - (c) ballot papers shall list the candidates' names in an order determined by the Returning Officer and shall:
 - (i) clearly state the time and date on which the ballot closes;
 - (ii) state the different candidates; and
 - (iii) contain requisite information and directions as to the methods of recording votes.

- 19.6 Each member shall be sent two envelopes with a ballot paper and a voter identification slip. The larger envelope will be addressed to the Returning Officer;
- 19.7 Members shall be instructed to:
- (a) ;
 - (b) fill out the voting slip as indicated on the form and seal the same in the smaller envelope marked "Vote"; and
 - (c) seal the smaller envelope and the voter identification slip inside the larger envelope and return it via post.
- 19.8 No vote shall be valid unless the voter identification slip is included.
- 19.9 The vote of an Organisation shall be exercised by a person authorised to do so by that Organisation, association or other body pursuant to **Rule 4.2**.
- 19.10 Ballot forms must be returned to the Returning Officer by close of ballot which shall be 5.00 pm, two (2) business days preceding the Annual General Meeting.
- 19.11 When envelopes containing votes are received, the Returning Officer shall open the outer envelope and use the voter identification slip to confirm that the vote is by a current member. If the vote is allowable the Returning Officer shall then place the smaller unopened envelope (marked "Vote") in a locked ballot box.
- 19.12 The envelope marked "Vote" shall be opened after the close of the ballot and the number of votes cast for each candidate shall be counted and the results recorded by the Returning Officer.
- 19.13 An election will also be held at the Annual General Meeting in order to enable the maximum number of members to participate in electing a Board. Only approved members who have neither participated in the postal voting nor nominated a proxy are able to participate. The Returning Officer shall count these votes at the meeting and add the tally to the postal vote totals.
- 19.14 The following voting system shall be used to elect Board members:
- (a) the candidate with the highest totals shall be declared elected; and
 - (b) if it is necessary to decide between two or more candidates receiving the same number of votes the matter shall be determined by the candidate receiving the most secondary preferences.
- 19.15 The Returning Officer shall certify the results of the ballot and this shall be conveyed to the person chairing the Annual General Meeting.

20 Office bearers

- 20.1 The office-bearers of Hepatitis Victoria are:
- (a) the President;
 - (b) the Vice-President;
 - (c) the Secretary;
 - (d) the Treasurer; and
 - (e) the Chief Executive Officer,
- (together the **Executive Committee**).

- 20.2 With the exception of the Chief Executive Officer, the Executive Committee members shall be elected by the voting members of the Board at the first meeting of the Board after the Annual General Meeting and thereafter from time to time by the Board.
- 20.3 The Executive Committee is delegated with authority to make urgent decisions between Board meetings on behalf of the Board if required. Any decision made by the Executive Committee in these circumstances must be unanimous, properly documented and be ratified by the full Board at the next Board meeting.

21 President

The duties of the President involve:

- (a) assisting the members of the Executive Committee in their duties where appropriate;
- (b) chairing and facilitating Board meetings and General Meetings of Hepatitis Victoria;
- (c) monitoring decisions and actions made by the Board and helping ensure such decisions and actions are accomplished; and
- (d) assisting Board members in the development of the skills, knowledge and attitudes that lead to more effective governance of Hepatitis Victoria.

22 Vice president

The duties of the Vice President are:

- (a) to act as President during the absence or incapacity of the President; and
- (b) to carry out such functions as the President shall delegate from time to time.

23 Secretary

- 23.1 The Secretary shall, as soon as practicable after being appointed, notify the Board of his/her address.
- 23.2 It is the duty of the Secretary to ensure that the following records are kept:
- (a) details of all appointments of members of the Executive Committee and members of the Board;
 - (b) the names of the Board members present at Board meetings; and
 - (c) minutes of all proceedings at Board meetings and General Meetings.
- 23.3 Minutes of proceedings at a meeting shall be signed and dated by the chair of the meeting or by the chair of the next meeting.

24 Treasurer

It is the duty of the Treasurer of Hepatitis Victoria to ensure that:

- (a) all money due to Hepatitis Victoria is collected and received and that all payments authorised by the Board or by resolution of the members at a General Meeting are made; and
- (b) correct books and accounts are kept showing the financial affairs of Hepatitis Victoria including full details of all receipts and expenditure connected with the activities of Hepatitis Victoria.

25 Casual Vacancies

For the purpose of these Rules, a casual vacancy in the office of a member of the Board occurs if the member:

- (a) dies;
- (b) ceases to be a member of Hepatitis Victoria;
- (c) resigns office by notice in writing given to the Secretary;
- (d) without the leave of the Board, is absent at or within 30 minutes of the advertised starting time of three consecutive meetings of the Board;
- (e) being a member nominated to represent those interest groups described in **Rules 17.1(b), (c), (d), (e) and (f)**, is replaced by the relevant interest group as its representative and the Secretary receives a subsequent different nomination from the relevant interest group; or
- (f) is removed from office under **Rule 27**.

26 Filling Casual Vacancies

26.1 In the event of a casual vacancy in a Board position, the Board may co-opt a member of Hepatitis Victoria to fill the vacancy until the end of the next Annual General Meeting. If the term of office of the person who created the vacancy would not then have expired, an election shall be held at the Annual General Meeting to fill the vacant position for a one-year term.

26.2 In the event of a casual vacancy in a co-opted member position, the vacancy shall be filled by a further co-option.

27 Removal of Board Member

27.1 The members of Hepatitis Victoria, may, by resolution at a special General Meeting, remove any member of the Board from office before the expiration of the relevant Board member's term of office, provided that the resolution to remove a member of the Board is included in the notice convening the meeting. The members of Hepatitis Victoria, may by resolution at a special General Meeting, appoint another person to hold office until the expiration of the term of office of the Board member so removed.

- 27.2 At a General Meeting of Hepatitis Victoria convened under **Rule 27.1**:
- (a) the Board and the Board member shall be given the opportunity to state their respective cases orally or in writing, or both; and
 - (b) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked. The Board member who is the subject of the disciplinary procedures may not vote at a General Meeting convened under **Rule 27.1**.

28 Pecuniary Interest

- 28.1 With the exception of the Chief Executive Officer, no person who is in receipt of any fee or honorarium from Hepatitis Victoria, or who has any other direct pecuniary interest for services rendered to Hepatitis Victoria, shall be eligible to be a member of the Board.
- 28.2 Where any member, after becoming a member of the Board, seeks any fee, honorarium or any other direct pecuniary interest for services rendered to Hepatitis Victoria, they shall immediately have their membership of the Board withdrawn. If such a member does not receive such a pecuniary interest they will be eligible to be re-appointed to the Board.
- 28.3 **Rules 28.1 and 28.2** do not apply to the reimbursement of reasonable travel and out of pocket expenses to registered volunteers.

29 Board Meetings and Quorum

- 29.1 The Board shall meet at least eight (8) times in each financial year at such place and time as the Board may determine.
- 29.2 A meeting may be held by teleconference, videoconference or other means of communication technology as appropriate.
- 29.3 Any member of the Executive Committee or any three members of the Board may convene additional meetings of the Board.
- 29.4 Written notice (hard copy or electronic) of ordinary meetings of the Board shall be given by the Secretary to each member of the Board at least seven (7) days before the time appointed for the holding of the meeting and shall include the date, time and place of the meeting.
- 29.5 Notice of special meetings of the Board shall be given orally or in writing (hard copy or electronic) to each member of the Board at least 48 hours (or such lesser period as may be unanimously agreed upon by the members of the Board) before the time appointed for the holding of the meeting.
- 29.6 Notice of a special Board meeting given under **Rule 29.5** shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which $\frac{3}{4}$ of those Board members present at the meeting agree to treat as urgent business.
- 29.7 Any six members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- 29.8 No business shall be transacted by the Board 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 stands adjourned to the same place and at the same hour of the same day in the following week.

- 29.9 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- 29.10 The President shall preside at meetings of the Board, or, if the President is absent or unwilling to preside, the Vice-President shall preside.
- 29.11 If neither the President nor the Vice-President is able or willing to preside at a meeting of the Board, the Board shall elect from amongst its members who are elected members of the Board a person to chair the meeting of the Board.

30 Delegation by Board to Sub Committee

- 30.1 The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of such members of Hepatitis Victoria and other people as the Board deems fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:
 - (a) this power of delegation; and
 - (b) a function that is a duty imposed on the Board by the Act or by any other law.
- 30.2 The role of a sub-committee is to make recommendations to the Board for ratification. The sub-committee must not act as a decision-making body on behalf of the Board.
- 30.3 A function of the exercise which has been delegated to a sub-committee under this Rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 30.4 A delegation under this Rule may be made subject to such conditions or limitations as may be specified in the instrument of delegation.
- 30.5 Notwithstanding any delegation under this Rule, the Board may continue to exercise any function delegated.
- 30.6 The Board may, by instrument in writing, revoke wholly or in part any delegation under this Rule.
- 30.7 A sub-committee may meet and adjourn as it thinks proper.

31 Voting and Decisions

- 31.1 All elected or co-opted members of the Board (except the Chief Executive Officer) shall have full voting rights except where a conflict of interest exists in regard to any issue under consideration
- 31.2 Subject to **Rule 29.6**, questions arising at a meeting of the Board or of any sub-committee appointed by the Board shall be determined by a majority of the votes of members of the Board or sub-committee present at the meeting.
- 31.3 Except as provided in **Rule 31.1** each member present at a meeting of the Board or of any sub-committee appointed by 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.
- 31.4 Provided a quorum is present the Board may act notwithstanding any vacancy on the Board.
- 31.5 Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by that Board, is valid and effectual

notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.

Part IV: General Meetings

32 Annual General Meetings – Holding of

32.1 Hepatitis Victoria shall, at least once in each calendar year and within the period of five months after the expiration of each financial year of Hepatitis Victoria, convene an Annual General Meeting of its members.

33 Annual General Meetings – Calling of and Business at

33.1 The Annual General Meeting of Hepatitis Victoria shall, subject to the Act, be convened on such date and at such place and time as the Board thinks fit.

33.2 In addition to any other business which may be transacted at an Annual General Meeting the business of an Annual General Meeting shall be:

- (a) to confirm the minutes of the last preceding Annual General Meeting, and the business of any special General Meeting held since that meeting;
- (b) to receive from the Board reports upon the activities of Hepatitis Victoria during the preceding financial year;
- (c) to receive the declaration of the election of the members of the Board; and
- (d) to receive and consider the statement which is required to be submitted to members pursuant to section 30(3) of the Act.

33.3 An Annual General Meeting shall be specified as such in the notice convening it.

34 Special General Meetings – Calling Of

34.1 The Board shall convene a special General Meeting of Hepatitis Victoria:

- (a) where it receives notice from the Secretary under **Rule 14.2**;
- (b) where it receives notice from the Secretary under **Rule 27.3**;

- (c) on the requisition in writing of not less than 50 members or 10% of the total number of members, whichever is the lesser;
 - (d) in any other circumstances it thinks fit.
- 34.2 A requisition of members for a special General Meeting:
- (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the members making the requisition;
 - (c) shall be lodged at the office of Hepatitis Victoria; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 34.3 If the Board fails to convene a special General Meeting to be held within six (6) weeks after the date on which a requisition of members for the meeting is lodged at the office of Hepatitis Victoria, any one or more of the members who made the requisition may convene a General Meeting to be held not later than three (3) months after that date.
- 34.4 A special General Meeting convened by a member or members as referred to in the previous sub Rule shall be convened as nearly as is practicable in the same manner as General Meetings are convened by the Board and any member who thereby incurs expense is entitled to be reimbursed by Hepatitis Victoria for any expense so incurred.

35 Notice

- 35.1 Except where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of Hepatitis Victoria, the Secretary shall, at least 14 days before the date fixed for the holding of the General Meeting, cause to be sent by pre-paid post to each member at the member's address appearing in the Register of Members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 35.2 Where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of Hepatitis Victoria, the Secretary shall, at least 21 days before the date fixed for the holding of the General Meeting, cause notice to be sent to each member in the manner provided in sub-**Rule 35.1** specifying, in addition to the matter required under that sub Rule, the intention to propose the resolution as a special resolution.
- 35.3 No business other than that specified in the notice convening a General Meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business that may be transacted pursuant to **Rule 33.2**.
- 35.4 A member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a General Meeting given after receipt of the notice from the member.

36 Procedure

- 36.1 No item of business shall be transacted at a General Meeting unless a quorum of members entitled under the Rules to vote is present during the time the meeting is considering that item.
- 36.2 A minimum of 20 members of Hepatitis Victoria or 5% of the total number of members (whichever is the lesser), such members being entitled under these Rules to vote at a General Meeting, constitutes a quorum for the transaction of the business of a General Meeting.
- 36.3 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 and in any other case shall stand adjourned to the same day in the following week at the same time and, unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the date to which the meeting is adjourned, at the same place.
- 36.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 12) shall constitute a quorum.

37 Presiding Member at General Meeting

- 37.1 The President shall preside as chairperson at each General Meeting of Hepatitis Victoria.
- 37.2 If the President is absent from a General Meeting or unwilling to act, the Vice-President shall preside, or, if the Vice-president is absent, or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

38 Adjournment

- 38.1 The chair of a General Meeting at which a quorum is present may, with the consent of the majority of members present at 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.
- 38.2 Where a General Meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each member of Hepatitis Victoria stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 38.3 Except as provided in the previous sub Rule, notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

39 Making Decisions

- 39.1 A question arising at a General Meeting of Hepatitis Victoria shall be determined on a show of hands unless before or on the declaration of the result of the show of hands a poll is demanded by the chairperson or at least three (3) members present in person or by proxy.
- 39.2 At a General Meeting of Hepatitis Victoria, a poll may be demanded by the chair or by not less than three (3) members present in person at the meeting.
- 39.3 Where the poll is demanded at a General Meeting, the poll shall be taken:
- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the chair directs.

The resolution of the poll on the matter shall be determined to be the resolution of the meeting.

40 Special resolution

- 40.1 A special resolution is required in order to:
- (a) change Hepatitis Victoria's name;
 - (b) change the Rules;
 - (c) change Hepatitis Victoria's statement of purposes;
 - (d) amalgamate Hepatitis Victoria with another incorporated association;
 - (e) voluntarily wind up Hepatitis Victoria; and
 - (f) in any other circumstance in which the Board determines that a matter is to be determined by special resolution.
- 40.2 A special resolution is passed at a meeting if:
- (a) at least 21 days notice has been given to all Hepatitis Victoria members, entitled to vote, stating in full the proposed resolution and specifying the intention to propose a resolution as a special resolution at a General Meeting, and the date scheduled for the General Meeting;
 - (b) at least three quarters of the members who are entitled to vote, vote in favour of the resolution either in person or by proxy at the meeting; and
 - (c) the Chairperson declares the resolution has been carried unless a poll is demanded in accordance with **Rule 39**
- 40.3 Upon any question scheduled for or arising at a General Meeting of Hepatitis Victoria, a member has one vote only.
- 40.4 A member may vote in person or by proxy and if by proxy:
- (a) a proxy shall be in writing and shall bear the signature of the person giving the proxy;

- (b) a member wishing to vote by proxy shall appoint the Secretary or any member entitled to vote as their proxy provided that the person appointed has not already been appointed as proxy for more than one other member;
 - (c) proxies may be lodged at the office of Hepatitis Victoria not later than the day before any meeting or given in person to the Returning Officer at the meeting at which it is proposed to exercise such proxies and the Returning Officer shall keep a register of such proxies;
 - (d) a proxy may specify the circumstances under which it shall be exercised and the vote that shall be cast;
 - (e) a person issuing a proxy may cancel it or from time to time vary the proxy by notice in writing lodged with the Secretary; and
 - (f) notwithstanding that a proxy has been issued, a person may attend a meeting and exercise a personal vote provided that the person presiding at the meeting is notified prior to the casting of any such vote in which case the proxy shall not be exercised.
- 40.5 Except as provided in this section, no natural person being a member of Hepatitis Victoria shall exercise more than one vote at any General Meeting or other meeting of Hepatitis Victoria or its Board.
- 40.6 In the case of an equality of votes on a question at a General Meeting, the question shall be resolved in the negative.
- 40.7 A member is not entitled to vote at any General Meeting of Hepatitis Victoria unless they are an approved member under the Rules.

Part V – Miscellaneous

41 Insurance

- 41.1 Hepatitis Victoria shall effect and maintain a public liability insurance policy for not less than \$20 million.
- 41.2 In addition to the insurance required under **sub-Rule 42.1**, Hepatitis Victoria may effect and maintain other insurance.

42 Funds source

- 42.1 The funds of Hepatitis Victoria shall be derived from annual subscriptions of members, grants and donations, and subject to any resolution passed by the members in a General Meeting, such other sources as the Board determines.
- 42.2 All money received by Hepatitis Victoria shall be deposited as soon as practicable and without deduction to the credit of Hepatitis Victoria's bank account.
- 42.3 The Secretary shall, as soon as practicable after receiving any money, issue an appropriate receipt.

43 Funds Management

- 43.1 Subject to **Rule 52** and any resolution passed by the members in a General Meeting, the funds of Hepatitis Victoria shall be used in pursuance of the purposes of Hepatitis Victoria in such a manner as the Board determines.
- 43.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two persons being authorised to do so as stated in the financial management policy of Hepatitis Victoria.

44 Alteration of Purposes and Rules

The statement of purposes and these Rules may be altered, rescinded or added to only by a special resolution of Hepatitis Victoria.

45 Common Seal

- 45.1 The common seal of Hepatitis Victoria shall be kept by the Secretary in a secure place as determined by the Board.
- 45.2 The common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures either of two (2) members of the Board, or of one (1) member of the Board and that of the Public Officer.

46 Custody of Books, etc

Except as otherwise provided by these Rules, books and other documents relating to Hepatitis Victoria shall be kept under the care and control of the Secretary in a place determined by the Board.

47 Inspection of Books, etc

The records, books and other documents of Hepatitis Victoria shall be open to inspection by members of Hepatitis Victoria except where it can be shown such inspection breaches confidentiality and legitimate needs for privacy as determined by the Board.

48 Service of Notices

- 48.1 Any notice to a member required by these Rules is sufficient if posted, faxed, sent by email or delivered to the last address of that member notified in writing to the Secretary.
- 48.2 Notice to a member is deemed to have been received:
- (a) if delivered by post on the second working day after it was posted; and
 - (b) if delivered by facsimile or sent by email on a business day, at the notified time of transmission, and if not a business day, on the first business day after transmission, unless receipt is earlier acknowledged.

49 Public Officer

The Board shall, from time to time, appoint a person resident in Victoria to act as the Public Officer of Hepatitis Victoria who shall hold that position until the end of the financial year following their appointment unless sooner replaced by the Board.

50 Patrons

The Board shall have the power to appoint a person or persons to be patrons of Hepatitis Victoria. Patrons, unless they are approved members of Hepatitis Victoria, shall have no voting or other rights in Hepatitis Victoria.

51 Auditor

The Board shall appoint a registered Auditor of Hepatitis Victoria who shall hold that position until the end of the financial year following appointment unless sooner replaced by the Board.

52 Prohibition of Distribution to Members

52.1 The income and property of Hepatitis Victoria must be used and applied solely to the promotion of its purposes and the exercise of its powers as set out in the Rules.

52.2 No portion of the income or property of Hepatitis Victoria may be distributed directly or indirectly to or amongst the members of Hepatitis Victoria.

52.3 Nothing in this Rule prevents the payment in good faith to a member or other person:

- (a) of interest on money lent to Hepatitis Victoria, or owing to that person;
- (b) of remuneration for work done by any officer or employee of Hepatitis Victoria;
- (c) for services or goods actually supplied to Hepatitis Victoria in the ordinary course of business; or
- (d) of out of pocket expenses, reimbursement of money lent, reasonable and proper charges for the hire of goods by Hepatitis Victoria, reasonable and proper rent for premises let to Hepatitis Victoria or the provision of services to the person, to which that person would be entitled in accordance with the purposes if that person were not a member.

53 Winding Up

If Hepatitis Victoria is wound up, its Incorporation cancelled or its endorsement as a deductible gift recipient under Division 30 of the Income Tax Assessment Act 1997 is revoked, any assets of Hepatitis Victoria remaining after the satisfaction of all of its debts and liabilities must not be paid or distributed amongst the members, but must be transferred to one or more funds, authorities or institutions in Australia:

- (a) to which income tax deductible gifts can be made;
- (b) having similar charitable purposes to those of Hepatitis Victoria;

- (c) which prohibits or prohibit the distribution of its or their income amongst members to an extent at least as great as is imposed on Hepatitis Victoria under or by virtue of this Rule and **Rule 52**; and
- (d) which is determined in accordance with a special resolution at a General Meeting of Hepatitis Victoria, or, in the absence of such a resolution, by the Registrar of Incorporated Associations.

54 Validation of Acts of Board or sub-committee

If it is afterwards discovered:

- (a) that there was some defect in the appointment or selection of a person as a member of the Board or a sub-committee; or
- (b) that a person so appointed or elected was ineligible,

it shall be deemed that all acts done at any meeting of the Board or of a sub-committee or by any person acting as a member of the Board or sub-committee are as valid as if that person had been duly appointed or elected and was eligible to be a member of that Board or the sub-committee.

55 Indemnity

Every member of the Board, member of Hepatitis Victoria, employee or agent of Hepatitis Victoria must be indemnified out of the property of Hepatitis Victoria against any liability incurred by that person in that capacity in defending any proceedings:

- (a) in which judgment is given in favour of that person; or
- (b) in which the person is acquitted; or
- (c) in connection with any application in relation to any such proceedings, in which relief is granted to that person.

56 Liability of Members and Officers

In accordance with section 15 of the Act, a member or officer of Hepatitis Victoria is not liable, merely because that person was a member or officer, to contribute towards:

- (a) the payment of the debts and liabilities of Hepatitis Victoria; or
- (b) the costs, charges and expenses of the winding up of Hepatitis Victoria.

57 Gift Fund

57.1 Hepatitis Victoria shall maintain for its principal purpose a fund, called the Gift Fund:

- (a) to which gifts of money or property for that purpose are to be made;
- (b) to which any money received by Hepatitis Victoria because of those gifts is to be credited;
- (c) that does not receive any other money or property.

- 57.2 Hepatitis Victoria must use the following only for its principal purpose:
- (a) gifts made to the Gift Fund; and
 - (b) any money received because of those gifts.
- 57.3 Any surplus assets of the Gift Fund must be transferred to one or more funds authorities or institutions, charitable at law, to which income tax deductible gifts can be made at the first occurrence of:
- (a) the winding up of the Gift Fund; and
 - (b) Hepatitis Victoria ceasing to be endorsed as a deductible gift recipient under one or more of the items in Division 30 of the Income Tax Assessment Act 1997.