



Constitution
for
Victorian Women in ICT Network Incorporated

Updated 16 November 2016

Associations Incorporation Reform Regulation 2012 Part 3

Table of Provisions

	Page
PART 1—PRELIMINARY	4
1. Name	4
2. Purposes	4
3. Financial year	4
PART 2—POWERS OF ASSOCIATION	4
4. Powers of Association	4
5. Not-for-profit organisation	4
PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES	5
Division 1—Membership	5
6. Minimum number of members	5
7. Membership Types	5
8. Application for membership	6
9. Consideration of application	7
10. New membership	7
11. Annual subscription and fee on joining	7
12. General rights of members	7
13. Rights Not Transferable	8
14. Termination of Membership	8
15. Resigning as a member	8
16. Register of members	8
17. Inspection of register of members	9
18. Improper Use of Information Recorded on Register of members	9
19. Restriction of access to Personal Information	9
Division 2—Disciplinary action	10
20. Grounds for taking disciplinary action	10
21. Disciplinary subcommittee	10
22. Notice to member	10
23. Decision of subcommittee	10
24. Appeal rights	11
25. Conduct of disciplinary appeal meeting	11
Division 3 - Grievance procedure	12
26. Application	12
27. Parties must attempt to resolve the dispute	12
28. Appointment of mediator	12
29. Mediation process	12
30. Failure to resolve dispute by mediation	13
PART 4 - GENERAL MEETINGS OF THE ASSOCIATION	13
31. Annual general meetings	13
32. Special general meetings	13
33. Special general meeting held at request of members	13
34. Notice of general meetings	14
35. Proxies for Annual General Meetings and Special General Meetings	14
36. Use of technology	15
37. Quorum at General Meetings (Annual, Special and Disciplinary Appeal)	15
38. Adjournment of General Meetings (Annual, Special and Disciplinary Appeal)	15
39. Voting at General Meetings (Annual, Special and Disciplinary Appeal)	16
40. Special resolutions	16
41. Determining whether resolution carried	16
42. Minutes of General Meetings (Annual, Special and Disciplinary Appeal)	17

PART 5 – VICTORIAN WOMEN IN ICT NETWORK BOARD	17
Division 1 – Powers of Board	17
43. Role and powers	17
44. Delegation	17
Division 2 – Composition of Board and duties of members	18
45. Composition of Board	18
46. General Duties of Board Members	18
47. Chairperson and Deputy-Chairperson	18
48. Secretary	19
49. Treasurer	19
Division 3 – Election of Board members and tenure of office	20
50. Who is eligible to be a Board Member	20
51. Board Positions to be declared vacant	20
52. Applications and Election for Board Members	20
53. Ballot	21
54. Term of office and Removal from Office	22
55. Vacation of office	22
56. Filling casual vacancies on Board	22
57. Functions of the Board	23
Division 4 – Board Meetings	23
58. Board Meetings	23
59. Notice of Board Meetings	23
60. Urgent meetings	23
61. Procedure and order of business	24
62. Use of technology at Board Meetings	24
63. Quorum at Board Meetings	24
64. Voting at Board Meetings	24
65. Conflict of interest	24
66. Minutes of meeting	25
67. Leave of absence	25
PART 6 – FINANCIAL MATTERS	25
68. Source of funds	25
69. Management of funds	25
70. Financial records	26
71. Financial statements	26
PART 7 – GENERAL MATTERS	26
72. Registered address	26
73. Notice requirements	26
74. Custody and inspection of books and records	27
75. Winding up and cancellation	27
76. Alteration of Rules	27
77. Definitions of Terms	28

Note

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

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

PART 1—PRELIMINARY

1. Name

The name of the incorporated Association is "Victorian Women in ICT Network Incorporated".

2. Purposes

The purposes of the Association are as follows:

- To facilitate entry, retention and progression for women working in, but not limited to the Information, Communications and Technology (ICT) industries.
- To 'invest in action' to address female skills gaps and lack of interest in pursuing ICT careers by increasing awareness of the diversity of ICT roles.
- To be a critical link between government, business, the education sector and other industry Associations to collaborate, and influence the direction of ICT in Victoria.

3. Financial year

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

PART 2—POWERS OF ASSOCIATION

4. Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) The Association may, for example —
 - (a) enter into contract it considers necessary or desirable;
 - (b) make charges for services and facilities it supplies;
 - (c) acquire, hold and dispose of property;
 - (d) open and operate accounts with financial institutions;
 - (e) invest its money in any security in which trust monies may lawfully be invested;
 - (f) raise and borrow money on any terms and in any manner as it thinks fit;
 - (g) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (h) appoint agents to transact business on its behalf.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

5. Not-for-profit organisation

- (1) The income (including any surplus) of the Association must be applied solely towards the Purposes of the Association.

- (2) No portion of the surplus, income or assets of the Association may be paid or transferred directly or indirectly to members by way of dividend, bonus or otherwise in their capacity as members.
- (3) Despite subrule (2), payment may be made in good faith to any member of the Association:
 - (i) in return for any services actually rendered to the Association;
 - (ii) for goods supplied in the ordinary and usual way of business;
 - (iii) by way of interest on money borrowed from any member of the Association at a rate not exceeding the rate for the time being fixed by the Board; and/or
 - (iv) of reasonable and proper rent and outgoings for premises occupied by the Association and in relation to which that member is entitled to charge and receive rent.Provided that any such payment is made on terms no more favourable than if the member was not a member.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

6. Minimum number of members

The Association must have at least five (5) members. These five (5) members may be of any membership type or combination of the membership types set out below.

7. Membership Types

- (1) The number of each of type of member shall be unlimited.
- (2) The requirements for membership type shall be as determined by the Board from time to time.
- (3) The membership of the Association shall be offered in four categories:

(a) Individual Member

Any interested person may apply to become an Individual Member of the Association. An Individual Member has one vote.

(b) Associate Member

An Associate Member can be one of the following:

- A student - A person who is enrolled as a student at a Victorian or Australian tertiary institution. Student members must be over 17 years old, and be students at the time of taking out annual membership.
- Not Working – A person who has previous employment in an ICT related role, who has retired, or is currently not working temporarily due to personal or family priorities, but wishes to remain connected to the Victorian ICT industry.

Upon renewal, there needs to be a re-assessment or confirmation of their status. E.g. Student or Not Working. An Associate Member has one vote.

(c) Corporate Member (Gold, Silver, Bronze)

Any organisation operating in or interested in an Information, Communications and Technology related field may apply to become a Corporate Member of the Association.

A Corporate Member will provide on the application form the name and contact details of one primary employee and one secondary employee who will act as the representative of the Corporate Member ("the Representative"). The Representative, or a nominated proxy, is empowered to act for the Corporate Member and to exercise the Corporate Member's vote at meetings of the Association.

The Corporate Member may at any time change the name of the Representative by informing the Association in writing of the name and contact details of the new Representative.

There are three levels of corporate membership available (Gold, Silver and Bronze). The variations between the tiers are differentiated by the number of attendees per event and the annual fee.

A Corporate Member has one vote.

(d) Educational Institution Member

Any educational institution may apply to become an Educational Institution Member of the Association.

An Educational Institution Member will provide on the application form the name and contact details of one primary employee and one secondary employee who will act as the representative of the Corporate Member ("the Representative"). The Representative, or a nominated proxy, is empowered to act for the Educational Institution Member and to exercise the Educational Institution Member's vote at meetings of the Association.

The Educational Institution Member may at any time change the name of the Representative by informing the Association in writing of the name and contact details of the new Representative.

An Educational Institution Member has one vote.

8. Application for membership

- (1) To apply to become a member of the Association, a person must submit a written or electronic application to a Board member stating that the person –
 - (a) wishes to become a member of the Association; and
 - (b) supports the purposes of the Association; and
 - (c) agrees to comply with these Rules.

- (2) The application –
 - (a) must be signed by the applicant if a written application is submitted, or provide a valid and current email address if an electronic application is submitted; and
 - (b) may be accompanied by the joining fee.

9. Consideration of application

- (1) A confirmation of membership will need to be provided to new members as soon as practicable. This could be via a written or electronic confirmation.

10. New membership

- (1) Upon receiving new membership applications:
 - (a) the Secretary or the Manager must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (2) A person becomes a member of the Association and is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—
 - (a) the Board approves the person's membership; or
 - (b) the person pays the joining fee.

11. Annual subscription and fee on joining

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

12. General rights of members

- (1) A member of the Association who is entitled to vote has the right—
 - (a) to receive notice of annual general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at an annual general meeting; and
 - (c) to attend and be heard at annual general meetings; and
 - (d) to vote at an annual general meeting; and
 - (e) to have access to the minutes of annual general meetings and other documents of the Association as provided under rule 74 (Custody and Inspection of Books and Records).
 - (f) to inspect the register of members, subject to Rules 17 and 18 below.
- (2) A member is entitled to vote if—
 - (a) more than 10 business days have passed since he or she became a member of the Association; and
 - (b) the member's membership rights are not suspended for any reason.

13. Rights Not Transferable

The right of an Individual and Associate Member are not transferable and ends when membership ceases.

14. Termination of Membership

- (1) In the case of an Individual or Associate Member, membership ceases on resignation, expulsion or death.
- (2) In the case of a Corporate Member, membership ceases on resignation, expulsion or dissolution of the organisation.
- (3) If a person or organisation ceases to be a member of the Association, the Secretary or the Manager must, as soon as practicable, enter the date the person or organisation ceased to be a member in the register of members.

15. Resigning as a member

- (1) A member may resign by notice in writing given to the Association.
- (2) A member is taken to have resigned if—
 - (a) the member's annual subscription is more than 12 months in arrears; or
 - (b) where no annual subscription is payable—
 - (i) the Secretary or the Manager has made a written request to the member to confirm that he or she wishes to remain a member; and
 - (ii) the member has not, within three (3) months after receiving that request, confirmed in writing that he or she wishes to remain a member.

16. Register of members

- (1) The Manager, or delegate must keep and maintain a register of members that includes—
 - (a) for each current member—
 - (i) the member's name;
 - (ii) the type of membership;
 - (iii) the date of when they became a member;
 - (iv) the current address for notice of the member (email or physical);
 - (v) any other information determined by the Board; and
 - (b) for each former member, the date of ceasing to be a member.
- (2) The date on which a person ceases to be a member of the Association must be entered in the register of members within fourteen (14) days after that date.
- (3) If a person ceases to be a member, the Secretary or the Manager must, within fourteen (14) days, remove from the register all information relating to that member, other than their name and the date they ceased to be a member.

17. Inspection of register of members

- (1) A member may apply to the Chairperson or the Secretary for the inspection of the register of members. Any such request will require approval from either the Chairperson or the Secretary.
- (2) The register shall be made available for inspection at a reasonable time by any member whose application to the Secretary for such inspection is approved in accordance with Rule 17(1).
- (3) Despite the foregoing, under no circumstances will inspection be permitted of distribution lists, contact numbers, financial status, date of renewal or any other information relating to members which may be maintained in the records of the Association that is not required by law to be disclosed, unless the member to whom such information relates has consented in writing or electronically.
- (4) Members will not be permitted to obtain a copy of the register of members.
- (5) Rule 17 will be reviewed periodically in consideration of Reform Act and Privacy Laws.

18. Improper Use of Information Recorded on Register of members

- (1) A person must not use information about another person obtained from the register of members to contact or send materials to the other person without their prior consent. Severe penalties can apply for improper use of information recorded on the register of members.
- (2) A person must not disclose information about another person obtained from the register of members knowing that the information is likely to be used to contact or send materials to the other person. Penalties can apply for improper use of information recorded on the register of members.
- (3) Rule 18(1) and 18(2) do not apply if the use of the information –
 - a. is used by the Association and directly related to the purposes and operation of Vic ICT for Women. For example, information from the register of members may be used to give notice to members of general meetings or to distribute newsletters of the Association; or
 - b. has been approved by the Chairperson or the Secretary in writing after receiving consent from the members to whom such information relates.
- (4) Rule 18 will be reviewed periodically in consideration of Reform Act and Privacy Laws.

19. Restriction of access to Personal Information

- (1) Members can make a request in writing to the Secretary or the Manager to restrict access to their own personal information recorded in the register of members, such that their personal information is available only to the Chairperson, the Secretary, the Manager and all members of the Board.
- (2) If the Secretary or Manager is satisfied that there are special circumstances which justify doing so, the Secretary or Manager must agree to the request.
- (3) If the Secretary or Manager refuses the request, they must notify the person who made the request of the decision. The notice must be in writing and include the reasons for the decision.

Division 2—Disciplinary action

20. Grounds for taking disciplinary action

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

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

21. Disciplinary subcommittee

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

22. Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
 - (a) stating that the Association proposes to take disciplinary action against the member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*); and
 - (d) advising the member that he or she may do one or both of the following—
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (e) setting out the member's appeal rights under rule 24 (Appeal Rights).
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

23. Decision of subcommittee

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
 - (a) give the member an opportunity to be heard; and
 - (b) consider any written statement submitted by the member.
- (2) After complying with subrule (1), the disciplinary subcommittee may—
 - (a) take no further action against the member; or
 - (b) subject to subrule (3)—

- (i) reprimand the member; or
 - (ii) suspend the membership rights of the member for a specified period; or
 - (iii) expel the member from the Association.
- (3) The disciplinary subcommittee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.
- (5) Upon suspension or expulsion, the member is not entitled to a reimbursement of:
 - (a) the full annual subscription paid; or
 - (b) a pro rata annual subscription fee paid on the remaining part of the financial year.

24. Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 23 (Decision of Subcommittee) may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
 - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—
 - (a) specify the date, time and place of the meeting; and
 - (b) state—
 - (i) the name of the person against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and
 - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

25. Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting—
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the Board must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.

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

Division 3 - Grievance procedure

26. Application

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

27. Parties must attempt to resolve the dispute

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

28. Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within 14 days (as per Rule 27), the parties must within 10 days—
 - (a) notify the Board of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - (i) if the dispute is between a member and another member—a person appointed by the Board; or
 - (ii) if the dispute is between a member and the Board or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Board may be a member or former member of the Association but in any case must not be a person who—
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.

29. Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must—
 - (a) give each party every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and

- (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

30. Failure to resolve dispute by mediation

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

PART 4 - GENERAL MEETINGS OF THE ASSOCIATION

31. Annual general meetings

- (1) The Board must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) Despite subrule (1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The Board may determine the date, time and place of the annual general meeting.
- (4) The ordinary business of the annual general meeting is as follows—
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (b) to receive and consider—
 - (i) the annual report of the Board on the activities of the Association during the preceding financial year (starting as of AGM in 2016); and
 - (ii) the financial statements of the Association for the preceding financial year submitted by the Board in accordance with Part 7 of the Act;
 - (c) to elect the members of the Board;
 - (d) to confirm or vary the amounts (if any) of the annual subscription and joining fee;
 - (e) where necessary, the appointment of an auditor.
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

32. Special general meetings

- (1) Special General Meeting are general meetings we hold which includes a minimum of 10 of our voting members, usually to address an issue. This is not events we hold for our members or Board Meetings.
- (2) The Board may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 34 (Notice of General Meetings) may be conducted at the meeting.

33. Special general meeting held at request of members

- (1) The Board must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10 members.
- (2) A request for a special general meeting must—

- (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the members requesting the meeting; and
 - (d) be given to the Secretary.
- (3) If the Board does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under subrule (3)–
- (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

34. Notice of general meetings

- (1) The Manager (or, in the case of a special general meeting convened under rule 33(3), the members convening the meeting) must give to each member of the Association–
- (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must–
- (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is to be proposed–
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and
 - (d) comply with rule 35 (Proxies for Annual General Meeting and Special General meetings), point (5).
- (3) This rule does not apply to a disciplinary appeal meeting.

35. Proxies for Annual General Meetings and Special General Meetings

- (1) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) For nomination of a proxy member for voting purposes, the member may use the form approved by the Board or any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.

- (5) Notice of a general meeting given to a member under rule 34 (Notice of General Meetings) must—
 - (a) state that the member may appoint another member as a proxy for the meeting; and
 - (b) include a copy of any form that the Board has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

36. Use of technology

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

37. Quorum at General Meetings (Annual, Special and Disciplinary Appeal)

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is 10 members, present in person, by proxy or as allowed under rule 36 (Use of Technology).
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
 - (a) in the case of a meeting convened by, or at the request of, members under rule 33 (Special General Meeting held at request of members) – the meeting must be dissolved;

Note

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 33 (Special General Meeting held at request of members).

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

38. Adjournment of General Meetings (Annual, Special and Disciplinary Appeal)

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.

- (2) Without limiting subrule (1), a meeting may be adjourned—
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with Rule 34 (Notice of General Meetings).

39. Voting at General Meetings (Annual, Special and Disciplinary Appeal)

- (1) On any question arising at a general meeting—
 - (a) subject to subrule (3), each member who is entitled to vote has one vote; and
 - (b) members may vote personally or by proxy; and
 - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 25 (Conduct of disciplinary appeal meeting).

40. Special resolutions

- (1) A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.
- (2) In addition to certain matters specified in the Act, a special resolution is required—
 - (a) to remove a Board member from office;
 - (b) to alter these Rules, including changing the name or any of the purposes of the Association.

41. Determining whether resolution carried

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

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

42. Minutes of General Meetings (Annual, Special and Disciplinary Appeal)

- (1) The Board must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
 - (a) the names of the members attending the meeting; and
 - (b) proxy forms given to the Chairperson of the meeting under rule 35(6); and
 - (c) the financial statements submitted to the members in accordance with rule 31(4)(b)(ii); and
 - (d) the certificate signed by two Board members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5 – VICTORIAN WOMEN IN ICT NETWORK BOARD

Division 1 – Powers of Board

43. Role and powers

- (1) The business of the Association must be managed by or under the direction of a Board.
- (2) The Board may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (3) The Board may—
 - (a) appoint and remove staff;
 - (b) establish subcommittees consisting of members with terms of reference it considers appropriate.

44. Delegation

- (1) The Board may delegate to a member of the Board, a subcommittee or staff, any of its powers and functions other than—
 - (a) this power of delegation; or
 - (b) a duty imposed on the Board by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.

- (3) The Board may, in writing, revoke a delegation wholly or in part.

Division 2 – Composition of Board and duties of members

45. Composition of Board

The number of Board members will be no less than 4 members and will comprise of:

- (a) a Chairperson; and
- (b) a Deputy-Chairperson; and
- (c) a Secretary; and
- (d) a Treasurer; and
- (e) a number of General Board Members elected under rule 52 (Applications and Election for Board Members), some of which are elected especially to run specific programs; and
- (f) a number of Regional Board Members (optional) elected under rule 52 (Applications and Election for Board Members); and
- (g) a number of Advisory Board Members (optional); and
- (h) a number of Associate Board Members (optional); and
- (i) a number of Advisory Consultancy Members (optional).

46. General Duties of Board Members

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

47. Chairperson and Deputy-Chairperson

- (1) Subject to subrule (2), the Chairperson or, in the Chairperson's absence, the Deputy Chairperson is the Chairperson for any general meetings and for any Board meetings.

- (2) If the Chairperson and the Deputy-Chairperson are both absent, or are unable to preside, the Chairperson of the meeting must be –
 - (a) in the case of a general meeting – a member elected by the other members present; or
 - (b) in the case of a Board meeting – a Board member elected by the other Board members present.

48. Secretary

- (1) If a vacancy happens in the office of Secretary, the members of the Board must appoint or elect a Secretary within 14 days after the vacancy happens.
- (2) The Secretary must be an individual residing in Australia in accordance to Section 78 of the Act. A Board member may not hold the office of secretary if they no longer reside in Australia.
- (3) The secretary is:
 - (a) A member of the Association elected by the Association as secretary; or
 - (b) A member of the Association's Board appointed by the Board as secretary; or
 - (c) Appointed by the Board as secretary (whether or not the individual is a member of the Association).
- (4) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated Association.
- (5) The Secretary, or delegate must—
 - (a) maintain the register of members in accordance with rule 16 (Register of Members); and
 - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 70(3) (Financial Records), all books, documents and securities of the Association in accordance with rules 74 (Custody and Inspection of Books and Records); and
 - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (6) The Board may appoint and remove the secretary at any time.

49. Treasurer

- (1) The Treasurer, or delegate must—
 - (a) receive all money paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
 - (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
 - (c) make any payments authorised by the Board or by a general meeting of the Association from the Association's funds; and
 - (d) ensure cheques are signed by at least 2 Board members.
- (2) The Treasurer must—
 - (a) ensure that the financial records of the Association are kept in accordance with the Act¹; and

¹ Associations Incorporation Reform Act 2012, Part 7 – Financial Reporting

- (b) coordinate the preparation of the financial statements of the Association and their certification by the Board prior to their submission to the annual general meeting of the Association.
 - (c) Must provide summary financial statement to the Board at every Board meeting.
- (3) The Treasurer must ensure that at least one other Board member (i.e. the Secretary) has access to the accounts and financial records of the Association.

Division 3 – Election of Board members and tenure of office

50. Who is eligible to be a Board Member

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

- (a) is 18 years or over; and
- (b) is entitled to vote at a general meeting; and
- (c) has completed the appropriate application form in accordance with Rule 52 (Applications and Election for Board Members) and been shortlisted by the Board.

51. Board Positions to be declared vacant

- (1) This rule applies to—
- (a) the first annual general meeting of the Association after its incorporation; or
 - (b) any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received (2016 onwards).
- (2) After the Association is in operation, in order to provide stability and continuity in the management of the Association, no more than half of the Board positions will be available for election at any one AGM.

52. Applications and Election for Board Members

- (1) The Board will determine the method of conducting the election of the Chairperson, Deputy Chairperson, Secretary and Treasurer.
- (2) For other vacant Board Member positions, the Chairperson must:
- (a) declare vacant Board positions,
 - (b) make available a role description and application form;
 - (c) call for submissions of application for appointment;
 - (d) convene a Board meeting to determine a shortlist of applicants for each position not less than two weeks prior to the AGM; and
 - (e) hold elections for those positions in accordance with rules 52 to 53.
- (3) Interested members must complete the relevant application form published by the Board in relation to the vacant position and return it to the Board for consideration no later than the date specified in the application form.
- (4) The Chairperson will announce the shortlist of applicants at the AGM and, if more than one, a ballot must be held in accordance with rule 53 (Ballot) after each member on the shortlist has an opportunity to speak in support of their application.

- (5) The Board may, in its absolute discretion, refuse to add any member to the shortlist if the application form submitted by the member does not satisfy the Board that the member holds the relevant expertise, experience or skills required for the vacant position.
- (6) In the event that no shortlist is announced by the Board in respect of any vacant position, the Board may, at its discretion:
 - (a) call for further applications in accordance with Rule 56 (Filling casual vacancies on Board); or
 - (b) outsource or delegate the responsibilities attaching to the position (e.g., legal) to a suitably qualified individual or firm until such time as the role can be filled by an eligible member.
- (7) A member who applies for a position and fails to be short-listed, elected or appointed to that position may apply for any other position which is or may become vacant.
- (8) A single election may be held to fill all vacant positions.

53. Ballot

- (1) If a ballot is required for the appointment or election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member shortlisted for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a blank piece of paper to—
 - (a) each member present in person; and
 - (b) each proxy appointed by a member. For example, if a member has been appointed the proxy of 5 other members, the member must be given 6 ballot papers—one for the member and one each for the other members.
- (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than one position—
 - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - (b) the voter must not write the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with subrule (7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (11) If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must—
 - (a) conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected; or
 - (b) with the agreement of those candidates, decide by lot which of them is to be elected. E.g. The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

54. Term of office and Removal from Office

- (1) Subject to subrule (2) and rule 55 (Vacation of Office), a Board member holds office until the conclusion of their 2-year term.
- (2) A Board member may be re-elected.
- (3) A general meeting of the Association may—
 - (a) by special resolution remove a Board member from office; and
 - (b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (4) There is no right of appeal against a Board member's removal from office under this section.

55. Vacation of office

- (1) A Board member may resign from the Board by written notice addressed to the Board.
- (2) A person ceases to be a Board member if he or she—
 - (a) ceases to be a member of the Association; or
 - (b) fails to attend 3 consecutive Board meetings (other than special or urgent Board meetings) without leave of absence under rule 67 (Leave of absence); or
 - (c) otherwise ceases to be a Board member by operation of section 78 of the Act which includes the following reasons:
 - (i) resignation by written notice addressed to the Board giving three-months' notice;
 - (ii) removed from office by special resolution;
 - (iii) dies;
 - (iv) becomes insolvent under administration (bankruptcy);
 - (v) becomes a represented person under the Guardianship and Administration Act 1986 (for example, they suffered an accident that caused a brain injury, or loss of mental capacity);
 - (vi) in the case of the secretary of the Association—the secretary ceases to reside in Australia.

56. Filling casual vacancies on Board

- (1) The Board may call for applications for appointment from eligible members of the Association to fill a casual vacancy on the Board. This position —
 - (a) has become vacant under rule 55 (Vacation of Office); or
 - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary or Treasurer becomes vacant, the Board must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 54 (Term of Office) applies to any Board member appointed by the Board under subrule (1) or (2).
- (4) The Board may continue to act despite any vacancy in its membership.

57. Functions of the Board

- (1) The Board shall have the general control and management of the administration of the affairs, property and funds of the Association; and
- (2) The Board shall have authority to interpret the meaning of these rules and any matter relating to the Association on which these rules are silent.
- (3) The Board may exercise all the powers of the Association –
 - (a) to raise or secure the payment of money in such manner as the members of the Association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities;
 - (b) to invest in such manner as the members of the Association may from time to time determine.

Division 4 – Board Meetings

58. Board Meetings

- (1) The Board must meet at least 4 times in each year at the dates, times and places determined by the Board.

59. Notice of Board Meetings

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

60. Urgent meetings

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

61. Procedure and order of business

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

62. 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 this Part, a Board member participating in a Board meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

63. Quorum at Board Meetings

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

64. Voting at Board Meetings

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

65. Conflict of interest

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

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

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

66. Minutes of meeting

- (1) The Board must ensure that minutes are taken and kept of each Board meeting.
- (2) The minutes must record the following—
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under rule 65 (Conflict of Interest).

67. Leave of absence

- (1) The Board may grant a Board member leave of absence from Board meetings for a period not exceeding 12 months.
- (2) The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Board member to seek the leave in advance.

PART 6 – FINANCIAL MATTERS

68. Source of funds

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

69. Management of funds

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

70. Financial records

- (1) The Association must keep financial records that—
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control—
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Board.

71. Financial statements

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

PART 7—GENERAL MATTERS

72. Registered address

The registered address of the Association is—

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

73. Notice requirements

- (1) Any notice required to be given to a member or a Board member under these Rules may be given—
 - (a) by handing the notice to the member personally; or
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) by email or facsimile transmission.
- (2) Subrule (1) does not apply to notice given under rule 60 (Urgent Meetings).
- (3) Any notice required to be given to the Association or the Board may be given—
 - (a) by handing the notice to a member of the Board; or

- (b) by sending the notice by post to the registered address; or
- (c) by leaving the notice at the registered address; or
- (d) if the Board determines that it is appropriate in the circumstances—
 - (i) by email to the email address of the Association or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of the Association.

74. Custody and inspection of books and records

- (1) Subject to subrule (2), all financial records, books, securities and any other relevant document of the Association will be available for inspection by any member during usual business hours free-of-charge.
- (2) The Board may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association or any current or former member.
- (3) The Board must on request make copies of these rules available to members and applicants for membership free of charge.

75. Winding up and cancellation

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

76. Alteration of Rules

These Rules may only be altered by special resolution of a general meeting of the Association.

77. Definitions of Terms

In this Constitution –

the Act means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act.

Board means the ‘Victorian Women in ICT Network Board’ having management of the business of the Association.

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

Board member means a member of the Board elected or appointed under Division 3 of Part 5.

Chairperson, of a general meeting or committee meeting, means the person chairing the meeting as required in accordance to Part 4.

Code of Conduct means the document kept by the Board, and amended from time to time, which sets out a minimum set of standards with which Board Members shall adhere to.

Financial year means the 12 month period specified in rule 3.

General meeting means a general meeting of the members of the Association convened in accordance with Part 4, and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting.

Manager means the person appointed by the Chairperson to assist with the management of the Association and perform any other function which a Board member may lawfully delegate.

Member means a member of the Association.

Member entitled to vote means a member who under rule 11(2) is entitled to vote at a general meeting.

Roles and Responsibilities means the document kept by the Board, and amended from time to time, which sets out further detail of the office bearers and other Members responsibilities and accountabilities.

Special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution.

Version history & document approval

Version	Date	Details	Author	Approved by
1.4	10 November 2015	Amendments & updates	Ayten Ozenc, Stephanie Chan, Judy Horman	Board resolution
1.5	17 November 2016	Review and amendments	Rebecca Grant	Board resolution
1.6	18 November 2016	Remove draft watermark	Rebecca Grant	