

Positive Women (Victoria) Inc.

CONSTITUTION

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21 September 2011

DF Mortimer & Associates

PO Box 983

MOONEE PONDS VIC 3039

Tel: (03) 9370 9333

Ref: DFM 11/0007

Positive Women (Victoria) Inc.

CONSTITUTION

POSITIVE WOMEN (VICTORIA) INC.

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STATEMENT OF PURPOSE

- 1. The name of the Incorporated Association is**

Positive Women (Victoria) Inc.

- 2. The purpose for which the incorporated association is established is**

To provide support and advocacy for women with HIV/AIDS.

Positive Women (Victoria) Inc.

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RULES

1. NAME

- 1.1. The name of the Incorporated Association is Positive Women (Victoria) Inc. (in these Rules called "the Association").

2. INTERPRETATION

- 2.1. In these Rules unless the contrary intention appears:

- "Board" means the Board of Management of the Association.
- "Constitution" means collectively, the Association's Statement of Purposes and Rules
- "Financial Year" means the year ending on the 30th June
- "General Meeting" means a general meeting of members convened in accordance with Rule 9.
- "Member" means a Member of the Association as further described at section 3.1.
- "Ordinary Board member" means a Board member who is not an Officer of the Association.
- "The Act" means the Associations Incorporation Act 1981.
- "The Regulations" means regulations under the Act.
- "The Secretary" means the person who holds office under these Rules as Secretary of the Association.

- 2.2. Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Act Interpretation Act 1958 and the Act as in force from time to time.

3. MEMBERSHIP, APPLICATION AND REGISTER

- 3.1. Membership of the Association comprises individual women infected with HIV who accepts the Statement of Purposes of the Association.
- 3.2. All Members have equal and full voting and contribution rights and access to Member benefits.
- 3.3. An Associate for the purposes of these Rules is not a Member but is an individual woman who is not infected with HIV and who accepts the Statement of Purpose of the Association and wishes to support the Association.
- 3.4. An Associate is entitled to:
- (a) receive notices of and attend and speak at general meetings of the Association;
 - (b) receive newsletters of the Association; and
 - (c) be nominated and be elected to the Board in accord with these Rules.

- 3.5. Application for Membership must be accompanied by proof of HIV status of potential member.
- 3.6. An application of a person for Membership or Associate must:
 - (a) be made in writing in the form set out in Appendix 1; and
 - (b) be lodged with the Director of the Association.
- 3.7. The Board must determine whether to approve or reject the application, and determine whether the application should be for Member or Associate.
- 3.8. If the Board approves an application, the Secretary must, as soon as practicable:
 - (a) notify the applicant in writing of the approval for Membership or Associate; and
 - (b) (where the applicant is approved as a Member) enter the applicant's name in the register of Members.
- 3.9. The register is not available for inspection by any Member. Records will show first names only. All other membership information shall remain confidential.
- 3.10. No Members may make copies of entries in the register.
- 3.11. A Member may resign from the Association by requesting verbally or in writing that their name be deleted from the membership register and the Secretary must record in the register of Members the date on which the member ceased to be a member.
- 3.12. An Associate may resign from the Association verbally or in writing to an officer of the Association.

4. FINANCES

- 4.1. The finances of the Association shall be derived from grants, donations, fundraising efforts and such other sources as the Board determines.

5. GENERAL MEETINGS

- 5.1. All general meetings other than the Annual General Meeting shall be called Special General Meetings.

6. ANNUAL GENERAL MEETING

- 6.1. The Association shall in each calendar year convene an Annual General Meeting for its members.
- 6.2. The Annual General Meeting shall be held on such day as the Board determines.
- 6.3. The Annual General Meeting shall be specified as such in the notice convening it.
- 6.4. The ordinary business of the Annual General Meeting shall be:
 - (a) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
 - (b) to receive from the Board written reports upon the activities and operations of the Association during the last preceding financial year;
 - (c) to elect Officers of the Board in place of those retiring and the ordinary members of the Board; and
 - (d) to receive and consider the statement submitted by the Association including:
 - (i). Income and Expenditure;
 - (ii). Assets and Liabilities; and
 - (e) any other aspects in accordance with Section 30 (3) of the Act.
- 6.5. The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.
- 6.6. The Annual General Meeting shall be in addition to any other special general meetings that may be held in the same year.

7. SPECIAL GENERAL MEETING

- 7.1. The Board may, whenever it thinks fit, convene a Special General Meeting of the Association.
- 7.2. A Special General Meeting may be called by written request of at least three Members.
- 7.3. The requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the Members making the requisition and be sent to the address of the Chair and may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- 7.4. The meeting shall be convened by the Board no more than three months after the request of resolution is received by the Board.

- 7.5. The Members themselves may convene a Special General Meeting if a meeting has not been convened within the required time by the Board.
- 7.6. The Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three months after that date.
- 7.7. A Special General Meeting convened by Members in pursuance of these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Board and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

8. NOTICE OF GENERAL MEETINGS

All Annual and Special General Meetings shall be advertised by the Secretary at least twenty one days before the date fixed for holding such a meeting. This should state the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

- 8.1. No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- 8.2. A Member desiring to bring any business before a meeting may give notice of that business in writing to the Chair c/- the office address, who shall include that business in the notice calling the next Special General Meeting after the receipt of the notice.

9. PROCEEDINGS AT GENERAL MEETINGS

- 9.1. All business that is transacted at either a general meeting with the exception of business specially referred to in these Rules as being the ordinary business of the Annual General Meeting, shall be deemed to be special business. This business shall be made known to Members as such, in accordance with rule 8.
- 9.2. No item of business shall be transacted at a general meeting unless a quorum of Members entitled under these Rules to vote is present during the time when the meeting is considering that item.
- 9.3. Five Members personally present (being Members entitled under these Rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 9.4. If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting will not commence at that date, time and place.
- 9.5. If the meeting was convened upon the requisition of Members, it must be dissolved.

- 9.6. In any other case the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- 9.7. If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being not less than three) shall constitute a quorum.
- 9.8. The Chairperson, or in her absence, the Vice-Chairperson/Secretary shall preside as Chairperson at each Special General Meeting of the Association.
- 9.9. If the Chairperson and the Vice-Chairperson/Secretary are absent from a Special General Meeting, the Members present shall elect one of their number to preside as Chairperson at the meeting.
- 9.10. The Chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 9.11. In the case of Rules 9.6 it is not necessary to give notice of the adjournment or of the business to be transacted at an adjourned meeting. However if a meeting is adjourned for fourteen days or more, a like notice of the adjourned meeting shall be given as in the case of the Special General Meeting.

10. VOTING at GENERAL MEETINGS

- 10.1. A question arising at a general meeting of the Association shall be determined on a show of hands unless a poll is demanded. A poll may be demanded either before or on the declaration of a show of hands.
- 10.2. If at a meeting a poll on any question is demanded by not less than three Members, it shall be taken at that meeting in such a manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 10.3. A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such a time before the close of the meeting as the Chairperson may direct.
- 10.4. Upon any question arising at a general meeting of the Association a Member has one vote only.
- 10.5. All votes shall be given personally, by email or by proxy.
- 10.6. Each Member shall be entitled to submit a postal vote, email or proxy no later than twenty-four hours before the time of the meeting.
- 10.7. The postal vote shall be in the form set out in Appendix 2.

10.8. In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.

10.9. A declaration by the Chairperson that a resolution has, on a show of hands or by poll, been:

(a) carried by a particular majority

(b) carried unanimously: or

(c) lost,

and an entry to that effect in the Minute Book of the Association is evidence of the resolution. Proof of the number or proportion of the votes recorded in favour or against the resolution is not needed.

11. BOARD OF MANAGEMENT

11.1. The affairs of the Association shall be managed by a Board elected in accordance with these Rules.

11.2. The Board:

(a) shall control and manage the business and affairs of the Association;

(b) may, subject to these Rules, the Regulations and the Act, exercise all the powers and functions available to the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the Members;

(c) has power, subject to these Rules, the Regulations and the Act, to perform all acts that appear to the Board to be essential for the proper management of the business and affairs of the Association; and

(d) shall prepare an annual report containing an account of activities and operations of the Association during the financial year. This report shall be submitted to the Annual General Meeting.

- 11.3. The officers of the Association shall be:
- (a) a Chairperson;
 - (b) a Vice-Chairperson (if possible); and
 - (c) a Treasurer.
- 11.4. The Board consists of seven members in total, inclusive of the Officers of the Association as follows:
- (a) four places on the Board are for Members; and
 - (b) three places for Associates.
- 11.5. The Board must appoint not less than two Officers of the Association within seven days of the Annual General Meeting of the Association in each year. A maximum of one Associate may be an Officer of the Association.
- 11.6. The position of Chairperson and Vice-Chairperson must always be held by a Member.
- 11.7. A Board member whether a Member or an Associate, is entitled to one vote on decisions of the Board.
- 11.8. No Board member shall be appointed to or retain any paid office of the Association while the person is a Board member.

- 11.9. No Board member shall directly or indirectly supply goods or services to the Association in the case of the goods or services being satisfactorily obtained elsewhere locally.
- 11.10. Any Board member who has a financial interest or contract or arrangement made or proposed with the Association shall disclose their interest to the Board. This shall be done at the first meeting of the Board at which the contract or arrangement is first taken into consideration.
- 11.11. No Board member shall vote on any contract or arrangement in which they are interested.

12. ELECTION OF OFFICERS AND CASUAL VACANCIES

- 12.1. Board membership whether as a Member or an Associate will be for two year terms on a rotating basis in the following order:
- (a) at the first anniversary of appointment of the Board, two Members and two Associates must stand down and be replaced by two new Members and two new Associates; and
 - (b) on the second anniversary of the first appointment of the Board, two Members and one Associate must stand down and be replaced by two Members and one Associate; and
 - (c) subsequent elections for Board members will proceed on the same rotation so that at all times a majority of the Board comprise Members.
- 12.2. All Board members shall be elected at the Annual General Meeting.
- 12.3. Nominations of candidates for election as Board members:
- (a) shall be made in writing, signed by two Members and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) delivered to the Secretary not less than seven days before the date fixed for the holding of the Annual General Meeting.
- 12.4. If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- 12.5. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 12.6. If the number of nominations exceeds the number of vacancies to be filled, a ballot should be held.
- 12.7. The ballot for the election of officers and ordinary Board members shall be conducted at the Annual General Meeting in a systematic and proper manner as directed by the Board.

- 12.8. A nomination of a candidate for election under this clause is still valid if that candidate has been nominated for another office for election at the same election. A candidate is only eligible to hold one office, and must choose to be assigned to one or another of the offices, as directed by the Board.
- 12.9. For the purposes of these Rules, the office of a Board member becomes vacant if that Board member:
- (a) ceases to be Member or an Associate;
 - (b) becomes an insolvent under administration within the meaning of the Corporations Act (Cth);
 - (c) resigns her office by notice in writing given to the secretary; or
 - (d) is absent for three (3) consecutive meetings without leave of absence.
- 12.10. In the event of a casual vacancy occurring on the Board, the Board may appoint a Member or an Associate to fill the vacancy in their stead and the person so appointed shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of her appointment.
- 12.11. Any Board member may resign from their position by advising the Board in writing.

13. PROCEEDINGS OF BOARD MEETINGS

- 13.1. The Board shall meet at least three times in each year at such place and such times as the Board may determine.
- 13.2. Special meetings of the Board may be convened by the Chairperson or by any four Board members.
- 13.3. Notice shall be given to Board members of any special meeting specifying the general nature of the business to be transacted. No other business shall be transacted at such meetings.
- 13.4. With any decision there must always be a majority of Members present.
- 13.5. No business shall be transacted unless a quorum is present. If within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
- 13.6. At meetings of the Board:
- (a) the Chairperson or in her absence the Vice-Chairperson /Secretary shall preside; or
 - (b) in the event of the Chairperson and the Vice-Chairperson/Secretary are absent, one of the remaining members of the Board shall preside. The presiding member shall be chosen by the members present at the meeting.

- 13.7. Questions arising at a meeting of the Board or of any Sub-Committee appointed by the Board shall be determined on a show of hands unless a poll is demanded by a member. If a poll is demanded, it shall be taken in such a manner determined by the person presiding at the meeting.
- 13.8. 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. In the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 13.9. Notice of each Board meeting shall be given to each Board member, either verbally or in written form, at least two business days before the date of the meeting.

14. SUB-COMMITTEES

- 14.1. The Board may appoint Sub-Committees, whose membership shall be drawn from Board members, Members, Associates or other persons the Board deems as having skills or experience relevant to the purposes of the Sub-Committee.
- 14.2. Sub-Committees may be appointed for any purpose the Board deems necessary including specific projects, development of human resources policy, fundraising events.
- 14.3. Members of such Sub-Committees shall have voting rights only within the Sub-Committees to which they have been appointed or elected.
- 14.4. The quorum for meetings of a Sub-Committee shall be one third of its members. At the first meeting of a Sub-Committee, the members shall appoint a Chairperson from amongst themselves.
- 14.5. A Sub-Committee is empowered to make recommendations to the Board but remains subject to direction from the Board.

15. DISCIPLINE OF A MEMBER

- 15.1. The Board may by resolution:
 - (a) warn a Member; or
 - (b) suspend a Member from membership of the Association for a specified period,if the Board is of the opinion that the Member has:
 - (a) broken the rules of confidentiality; or
 - (b) acted against the interests of women with HIV/AIDS; or
 - (c) acted against the interests of the Association; or
 - (d) refused or neglected to comply with these Rules; or
 - (e) been guilty of conduct unbecoming a member or prejudicial to the interest of the Association.
- 15.2. Any Member shall be informed of the Board's intentions to consider suspension of them not less than seven days before the meeting at which it will be considered.

- 15.3. Before any decision in relation to discipline is made by the Board, the Member concerned shall have the right after reasonable notice to appear before the Board to show cause why the Member should not be disciplined. The notice to the Member must specify the allegation against the Member and must include a warning that the Board has the power to suspend a Member.
- 15.4. Any Member may appeal against the decisions of the Board under section 15.1 at the next general meeting or by following the procedure in section 15.5.
- 15.5. Notice shall be given in writing of an appeal to the Board three weeks before the general meeting, which is to hear the appeal. The notice shall give reasons for the appeal. At the general meeting the person who is appealing shall be given a fair and full opportunity to be heard. Until the hearing of any appeal, the decision of the Board shall apply.

16. SECRETARY

- 16.1. The Secretary shall ensure that
 - (a) minutes of the resolutions and proceedings of each general meeting and each Board meeting are kept in books provided for that purpose the names of persons present at Board meetings are recorded;
 - (b) motions are dealt with as directed; and
 - (c) Meeting notices are issued in accord with section 8.
- 16.2. The minutes of General Meetings must be available for inspection by Board members and Members

17. TREASURER

- 17.1. The Treasurer of the Association shall be responsible for:
- (a) the collection and receipt of all monies due to the Association and the issue of official receipts;
 - (b) the deposit without delay of all monies collected and received, to the credit of the Association, in a financial institution determined by the Board;
 - (c) the payment of all accounts authorised by the Association;
 - (d) a proper record of all accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association; and
 - (e) submission of a financial report to each Board meeting.
- 17.2. The accounts and books referred to in 17.1(d) shall be available for inspection by Board members and Members.

18. CHEQUES

- 18.1. All accounts (where possible) must be paid by cheque.
- 18.2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be authorised by one of the Office Bearers.
- 18.3. Cheques must be signed by two of four signatories.

19. DISTRIBUTION OF ASSETS

- 19.1. The assets and income of the Association shall be used solely for the objectives and purposes of the Association. No portion shall be distributed directly or indirectly to the Members except as bone fide compensation for services rendered or expenses incurred on behalf of the Association.
- 19.2. The Association shall charge in favour of the secretary to the Department of Health and Community services of the State of Victoria all assets it acquires using funds provided by the Department of Health and Community services of the State of Victoria, and, where there is provision, shall register that charge as provided by law.

20. SEAL

- 20.1. The Common Seal of the Association shall be kept in safe custody by a Board member.
- 20.2. The Common Seal shall not be put affixed to any document or instrument except by authority of the Board. The affixing of the Common Seal shall be witnessed by the signatures of two elected Board Members.

21. ALTERATION OF RULES AND STATEMENT OF PURPOSE

- 21.1. Any alteration shall be in accordance with the Act.
- 21.2. Any proposed alteration to these Rules and Statement of Purposes of the Association shall be considered by the Board. Following this, the proposed alterations shall be ratified by the Association in a general meeting and shall be submitted to the Registrar of Incorporated Associations for approval and processing.
- 21.3. At least twenty-one days notice of such a meeting and of the proposed changes must be given in writing to all Members. (For Members who have not provided personal address details, notice should be given by telephone or in person, where possible.)
- 21.4. Such changes will be decided by vote and must be agreed to by at least three quarters of the Members present, or by proxy vote.
- 21.5. A copy of the approved amended Rules and/or Statement of Purpose of the Association shall be sent to the regional office of the Department of Consumer and Business Affairs for inclusion in centre record.

22. WINDING UP

- 22.1. The Association may be wound up voluntarily in accordance with then Act, with the consent of three fourths of those present at a Special General Meeting of Members called specifically for that purpose.
- 22.2. In the event of the winding up or the cancellation of the incorporation of the Association, after debts are paid, any assets of the Association remaining are to be transferred to another Organisation or Organisations that have similar objects. Such transfers of assets must be made to Organisations approved by the Commissioner of Taxation under item 4.4.1 of Section 30-45 of *The Income Tax Assessment Act 1997*.

23. FUNDS

- 23.1. Assets and income of the Association shall be applied solely to the furtherance of its objectives and no portion thereof shall be distributed either directly or indirectly to its Members except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

24. CUSTODY OF RECORDS

- 24.1. Except as otherwise provided in these Rules, the Secretary shall keep in her custody or under her control all books, documents and securities of the Association.

25. GRIEVANCE PROCEDURE

- 25.1. The objective of the Grievance Procedure is to resolve any disputes under the Rules between:
 - (a) a Member and another Member, or
 - (b) a Member and the Association.
- 25.2. A standing Grievance Sub-Committee will be established pursuant to rule 14, to investigate and facilitate the resolution of any disputes of the nature described above.
- 25.3. The Grievance Sub-Committee shall comprise three persons appointed by the Board, one of which will be the Chairperson.
- 25.4. The Board can change the composition of the Sub-Committee at any time.
- 25.5. The Chairperson will be the Grievance Officer.
- 25.6. In the event that the Chairperson is personally involved in the subject of the grievance they will stand aside from participation in the grievance process and their role as Grievance Officer will be taken by the Vice Chairperson or Secretary.
- 25.7. The role of the Grievance Officer is to receive any grievances submitted to the Board and to ensure the Procedure described below is carried out.
- 25.8. A Member may initiate a grievance in respect of a dispute of a type described above by reducing the grievance to writing and lodging it with the Grievance Officer.
- 25.9. Upon receipt of the grievance, the Grievance Officer must call a meeting of the Grievance Sub-Committee within 14 days.
- 25.10. Prior to the meeting the Grievance Officer must investigate the grievance including interviewing any relevant persons who may be the subject of the grievance or have some knowledge relevant to it.
- 25.11. The Grievance Sub-Committee must offer the Member who lodged the grievance and any Member who may be the subject of the grievance, an opportunity to be heard and to submit any other matters relevant to it.
- 25.12. The Grievance Sub-Committee must decide whether any action under the rules or otherwise should be taken arising from the grievance and recommend the Board of such.

- 25.13. The Board at the next scheduled meeting, may confirm, modify, or reject the decision of the Grievance Sub-Committee.
- 25.14. The decision of the Board will be final.
- 25.15. All parties to the dispute including the member who lodged the grievance must be advised in writing of the Board's decision.
- 25.16. This Grievance Procedure is not intended to alter a Member's rights arising out of any other Rules under the Constitution.
- 25.17. If the Chairperson or other Board members are personally involved in the subject of the grievance they will stand aside from participation in the grievance process.
- 25.18. The Grievance Officer must ensure that natural justice is accorded to the parties to the dispute throughout the Grievance Procedure.

APPENDIX 1

APPLICATION FOR MEMBERSHIP/ASSOCIATE * OF POSITIVE WOMEN (VIC) INC

I, _____ of _____ desire to become a
(name and occupation) (address)

Member / Associate* of Positive Women (Vic) Inc.

In the event of my admission as a Member, I agree to be bound by the rules of the Association for the time being in force.

Signature of Applicant

Date

I, _____, a member of the Association,
(name)

nominate the applicant, who is personally known to me, for Membership/ Associate* of the Association.

Signature of Proposer

Date

I, _____, a member of the Association, second
(name)

the nomination of the applicant, who is personally known to me, for Membership/Associate* of the Association.

Signature of Seconder

Date

* Delete as appropriate

Appendix 2
Example of Postal Voting Form

Postal Vote NO: _____

I, _____

Of (address or phone number) _____

Being a member of Positive Women (Victoria) Inc.

Agree to (insert motion)

or

Disagree to (insert motion)

Please tick one box only.

Signed: _____

Date: _____

Please return by the date given or the vote will be invalid

Positive Women (Victoria) Inc

P.O Box 222

Prahran, 3181.

By: _____ (24 hours prior to meeting.)