Information pack for Ringwood Area Lions Aged Care Inc (RALAC) members on the proposed new Constitution for Ringwood Area Lions Aged Care Inc (RALAC)

This consultation information pack includes:

1. a covering letter to Association members from our CEO explaining the consultation process
2. a table explaining the key differences between the current RALAC Rules and the proposed RALAC Constitution
3. a copy of the proposed RALAC Constitution
4. a copy of the current RALAC Rules.

Association Members are invited to contact our CEO Chris Reside with any questions or concerns. Please call Chris on 03 9955 6607 or email ceo@ralac.org.au

26 June 2026

Ringwood Area Lions Aged Care Inc.
29 Everard Road, Ringwood East, Vic. 3135 Tel: (03) 9870 7523
admin@ralac.org.au
www.ralac.org.au
ABN 82 007 762 018

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Ringwood Area Lions Aged Care Inc.

Caring for community

Friday 26 June 2026

RALAC member
As addressed

Dear RALAC member,

Proposed changes to the RALAC Rules (Constitution)
I am writing to you as a member of Ringwood Area Lions Aged Care Inc (RALAC) to tell you about proposed changes to the Rules (Constitution) of the Association; invite you to an informal member briefing on the proposed changes to be held on Monday 6 July 2026; and also explain our member consultation process.

Background
In August 2025, RALAC engaged Moores, a law firm that specialises in not-for-profit governance to undertake a review and recommend changes to RALAC's current Rules. The proposed Constitution improves clarity and supports modern best practice governance practices.

Key differences between the current Rules and proposed Constitution
The key differences between the current Rules and proposed new Constitution are outlined in the attached Memorandum prepared by Moores. (Members are encouraged to read the proposed Constitution in full, as the Memorandum does not cover every difference between the current Rules and the proposed Constitution.)

Copies of the current Rules and proposed Constitution are freely available from the News page of the RALAC website (https://www.ralac.org.au/news/). Please contact me if you would like me to express post you a printed copy of these documents.

Consultation period and member briefing
From today (26 June 2026) until 11.59pm on Sunday 12 July 2026 members are invited to give feedback or raise any queries they may have about the proposed Constitution. Please do that by calling me on 03 9955 6607 or sending an email to ceo@ralac.org.au

You are also invited to an informal member briefing on the proposed Constitution. The informal briefing will be held in The Old House, 360 Maroondah Highway, Ringwood at **10.00am on Monday 6 July 2026**, and you can also attend via Teams using the link at the foot of this letter. I estimate the informal briefing will last about 30 – 45 minutes with plenty of time to talk through the proposed changes and answer any questions.

Please ensure that all queries relating to the proposed Constitution are raised during this period, as no further amendments to the proposed Constitution can be made once notice of the meeting is sent to members.

General meeting
The RALAC Board intends to hold a general meeting in late July / August 2026. At this meeting, members will be asked to consider a special resolution (i.e. a resolution passed by more than 75% of members present at the meeting who are entitled to vote) to replace the current Rules with the proposed Constitution.

Notice of the meeting will be sent to members no less than 21 days from the date of the meeting.

No longer want to be a RALAC member?
We value all our RALAC members but we also appreciate that life can be very busy and sometimes people need to resign from clubs and Associations. So, if you think you'd like to resign your RALAC membership now, please just send me an email saying you would like to resign as a RALAC member.

Please feel free to call me on (b) 03 9955 6607, (m) 0403 952 387 or (e) ceo@ralac.org.au

Yours sincerely,

Chris

Chris Reside
Chief Executive Officer
ralac inc.

Enclosure: Memorandum outlining the key differences between the current Rules and the proposed Constitution

This is the TEAMs link to attend the informal briefing at 10.00am on Monday 6 July 2026
Microsoft Teams meeting

Join: https://teams.microsoft.com/meet/41834083459241?p=kWnlgQlxNTKgPHem6K

Meeting ID: 418 340 834 592 41

Passcode: xs33JJ6L

Appendix A

The following terms are defined and used throughout this memorandum.

The **ACNC** means the Australian Charities and Not-for-profits Commission and is the national regulator of charities.

The **AIR Act** is the *Associations Incorporation Reform Act 2012* (Vic). This is the legislation under which RALAC is incorporated and sets out how Victorian incorporated associations must be governed (among other matters).

The **Constitution** is RALAC's governing document. All references to Constitution are a reference to the proposed Constitution (unless otherwise indicated).

All other terms (such as "Board" and "special resolution') have the definition given in the proposed Constitution.

Proposed	Subject	Current	Key differences
-	**Name of governing document**	First page	The Board's preference is to refer to RALAC's governing document as its "Constitution" rather than its "Rules".
-	**Tracking table**	First page	There is now a tracking table on the first page to maintain an accurate history of any amendments made to the Constitution.
-	**Table of contents**	-	The table of contents has been updated to reflect the changes to clause references and page numbers.
1	**Name**	-	The name of the incorporated association in the Constitution is Ringwood Area Lions Aged Care Inc. This is defined as "the Association" in the Constitution.
2	**Purpose and powers**	1, 2	This new clause reflects RALAC's registration as a charity with a "public benevolent institution" charity subtype and incorporates wording from RALAC's current Statement of Purposes. The separate Statement of Purpose has been removed from the proposed Constitution because it is no longer necessary under the AIR Act.
3	**Not-for-profit**	-	This new clause clearly defines RALAC as a not-for-profit entity and permits RALAC to pay "fair and reasonable directors' fees" to directors.

Proposed	Subject	Current	Key differences
	Membership		
4.1	**General**	-	No change to RALAC's minimum number of members.
4.2	**Eligibility**	3.2	This new clause has been included to clarify that to be eligible to apply for membership, a person must be committed to the Purpose and meet the eligibility criteria of the relevant membership class set out in Schedule A.
4.3	**Membership classes**	3.1	No change to RALAC's membership classes.
4.4	**Application**	3.2(b)	No change to RALAC's membership application process.
4.5	**Admission**	3.2(c)	No change to RALAC's membership admission process.
4.6	**Joining fee and annual membership fee**	4	This new clause reflects RALAC's current practices and establishes that the Board may charge: • annual membership fees; and • joining fees for new Ordinary and Life Members who are not admitted at the start of a financial year.
4.7	**Register of members**	3.3	This new clause provides that the Secretary must maintain a Register of members which aligns with relevant requirements under section 56 of the AIR Act.
4.8	**Ceasing to be a member**	3.4, 3.5	This new clause lists additional grounds upon which a person will cease to be a member including if the Board deems, in its sole discretion that the member is an untraceable member because the person has not responded to correspondence within 30 days.
	General meetings		
5.1	**Convening general meetings**	8.2	No change to RALAC's current arrangements.
5.4	**Notice of general meetings**	9(a)(1)	No change to RALAC's current arrangements.

Proposed	Subject	Current	Key differences
5.5	**Timing of notice**	9(a)	This new clause meets the requirements of the AIR Act and provides that: • notice of a special resolution must be provided at least 21 days prior to a general meeting; and • notice of a general meeting which does not include a special resolution must be provided at least 14 days prior to a general meeting.
5.6	**Annual general meeting**	7.1	No change to RALAC's current arrangements.
5.7	**Chairperson of general meetings**	10.2	No change to RALAC's current arrangements.
5.8	**Quorum for general meetings**	10.1	No change to RALAC's current arrangements. The quorum for general meetings is 5 Voting Members present for the whole meeting. This is the minimum number of members that must be present at a general meeting for the meeting to validly proceed.
6.1	**Voting rights**	10.5	This new clause establishes that "Voting Members" (as distinct from "members") are entitled to one vote each at general meetings.
6.3	**Decisions of the members**	12.7(c)	The new clause clarifies that the chairperson has a deliberative vote only, which is consistent with RALAC's current Constitution. If the votes cast on a motion are equal, the chairperson will not have a casting vote and the motion will be lost.
6.5	**Proxies**	10.6	This clause permits proxy voting which is consistent with RALAC's current practice.
6.6	**Use of virtual meeting technology in general meetings**	10.4(b)	This new clause establishes that RALAC may hold general meetings using any virtual meeting technology that allows members to clearly and simultaneously communicate with one another (such as Microsoft Teams or Zoom), which meets the requirements of s 62 of the AIR Act.
	Discipline and grievances		
7.1	**Disciplinary procedure**	3.5	This new clause establishes how the Board may take disciplinary action against a member who has:

Proposed	Subject	Current	Key differences
			• not complied with the Constitution; • breached the member Code of Conduct (if any); or • otherwise engaged in conduct prejudicial to RALAC. The procedure in this clause is intended to provide procedural fairness throughout the disciplinary process.
7.2	**Dispute resolution procedure**	3.6	This new clause provides that the Board is responsible for determining how to approach disputes arising between and among members, directors and the organisation.
	Appointment and removal of directors		
8.1	**Number of directors**	11.2(a)	No change to RALAC's current arrangements of a minimum of 6 and a maximum of 12 directors.
8.2	**Eligibility**	-	This new clause sets out a list of eligibility criteria for directors which meets the requirements of the Corporations Act, the ACNC Legislation, the *National Disability Insurance Scheme Act 2013* (Cth) and the *Aged Care Act 2024* (Cth).
8.3	**Directors elected by the Voting Members**	11.3	This new clause mirrors RALAC's current election process.
8.4	**Directors appointed by the Board**	11.2(b)	No change to RALAC's current arrangements of filling casual vacancy.
8.5	**Term of office**	11.2(e)	Under this new clause, directors elected by members will serve for three year terms, while directors appointed by the Board will only serve until the annual general meeting following their appointment. Additionally, prior to electing or appointing an individual as a director who has served at least three terms, the Board must consider the desirability of renewal on the Board, including introducing new perspectives and giving different individuals an opportunity to serve.
8.6	**Ceasing to be a director**	11.5	This new clause lists the circumstances in which a person will cease to be a director and largely mirrors RALAC's current Constitution. This clause also lists expanded grounds for a director to be deemed as vacating their position to include if they become ineligible to be a director under the ACNC Legislation, Corporations Act, the *National Disability Insurance Scheme Act 2013* (Cth) or the *Aged Care Act 2024* (Cth).

Proposed	Subject	Current	Key differences
	Board decision making		
9.2	**Notice of Board meetings**	-	No change to RALAC's current arrangements where directors must be given at least seven days' notice of Board meetings. However, the Board may unanimously waive this requirement in order to meet in emergency circumstances.
9.3	**Quorum for Board meetings**	12.5	No change to RALAC's current quorum requirements. The quorum for Board meetings is four directors present for the whole meeting. This is the minimum number of directors that must be present at a Board meeting for the meeting to validly proceed.
9.4	**Use of virtual meeting technology in Board meetings**	12.9	This new clause establishes that RALAC may hold Board meetings using virtual meeting technology, which meets the requirements of s 62 of the AIR Act.
9.7	**Resolutions without meetings**	12.10	This new clause provides that the Board may pass a resolution without holding a meeting (by circulated email, for example), provided that a majority of directors entitled to vote on the resolution approve the resolution in writing within ten business days of the resolution being circulated.
	Directors' powers and duties		
10.1	**Powers of the Board**	11.1, 12.7, 13.1	This new clause establishes the powers of the Board, including the power to delegate.
10.2	**Duties of directors**	-	This new clause provides that directors must comply with their duties under the Corporations Act and ACNC Governance Standard 5.
	Other provisions		

Proposed	Subject	Current	Key differences
11	**Directors' interests**	11.7, 11.8	This new clause reflects the requirements to disclose and manage conflicts of interest under the AIR Act and ACNC Legislation. This clause is divided into three main parts. In summary, if a director has a perceived or actual material conflict of interest, the director: • must disclose the conflict of interest (clause 11(a)); • must not be present during any discussions relating to the conflict of interest or vote on any matter relating to the conflict of interest (clause 11(b)); and • may be present during discussions relating to the conflict of interest or vote on a matter relating to the conflict of interest if an exception under clause 11(c) applies.
12.1	**Appointment of Office Bearers**	12.1	This new clause provides that the office Bearers of RALAC include a Chair and a Deputy Chair.
12.2-12.3	**Secretary and Chief Executive Officer**	12.1	This new clause establishes how the Secretary is to be appointed and the terms upon which the Board may appoint a Chief Executive Officer.
13	**Indemnities and insurance**	23.1, 23.2	Under this new clause, RALAC indemnifies past and present directors and officers against losses and liabilities incurred by virtue of their position.
14.2	**Inspection of books and records**	17.2	This new clause reflects the ability of members to request access to documents (including the register of members) under the AIR Act.
14.3-14.4	**Execution of documents**	18	This new clause establishes that RALAC does not have a common seal. The requirement to keep a common seal in safe custody creates unnecessary administrative burden and risk.
15.1	**Accounts and other records of the Association**	17.1	Under this new clause, RALAC must retain its records for at least seven years (in line with ACNC record-keeping obligations).

Proposed	Subject	Current	Key differences
15.2	**Audit**	15	This new clause is deliberately flexible to account for changes to RALAC's revenue. As RALAC's current revenue is greater than $3 million, it is a large charity under the ACNC Legislation and must submit an annual financial report to the ACNC that has been audited.
15.3	**Financial year**	-	This new clause establishes that RALAC's financial year will begin on 1 July and end on 30 June.
15.4-15.5	**Source of funds and management of funds**	23	This new clause has been included to comply with the AIR Act and provides: • the sources from which the funds of RALAC are to be or may be derived; and • the manner in which the funds of RALAC must be managed.
16	**Amending the Constitution**	22	This new clause reflects the AIR Act requirement that the Constitution may only be amended by special resolution of the members.
18	**Winding up or revocation of endorsement**	18	This new clause meets the requirements of the ACNC Legislation and the *Income Tax Assessment Act 1997* (Cth). Under this clause: (a) any surplus tax-deductible gifts and donations upon winding up may only be distributed to another deductible gift recipient; and (b) any remaining surplus assets (after distributions in (a) above have been made) may only be distributed to registered charities approved by the members (or, in the absence of member approval, the Supreme Court of Victoria).
19.1	**Definitions**	2	This new clause defines key terms used throughout the Constitution. New definitions have been included for the following terms: ACNC, ACNC Legislation, Aged Care Act, Aged Care Code of Conduct and ITAA 1997.
20	**Transitional provisions**	-	This new clause will ensure that all members and directors prior to the proposed Constitution being adopted will continue to be members and directors once the proposed Constitution is adopted. Additionally, clause 20.2 will ensure that time served by directors prior to the adoption of the proposed Constitution will be taken into account for the purposes of calculating their time in office.
Schedule A	**Membership classes**	3.1	Schedule A lists all membership classes and the eligibility criteria and voting rights for each membership class as at the date of adoption of the proposed Constitution.

Proposed	Subject	Current	Key differences
Schedule B	**Proxy form**		Schedule B includes a proxy form which members can use to appoint proxies to vote on their behalf at general meetings.

Constitution

Ringwood Area Lions Aged Care Inc

Registration number: A0044419Y

ABN: 82 007 762 018

Incorporated	30 June 2003
Replaced	With assistance from Moores on [insert date lodged with CAV]]
Review date	To be determined by the Board

T 03 9843 2100
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PO Box 6137 Hawthorn West Victoria 3122 Australia
Moores MDP Pty Ltd ACN 625 708 689

Table of contents

1 Name

The name of the Association is Ringwood Area Lions Aged Care Inc (the **Association**).

2 Purpose and powers

(a) The Association is a not-for-profit incorporated association which is established to be, and to continue as, a Charity.

(b) The Purpose for which the Association is established is to provide benevolent relief to aged and disabled persons by providing accommodation, nursing and health care to those with the greatest need for those services.

(c) Solely to carry out the Purpose, the Association may exercise all of the powers of an individual and an association under the AIR Act.

3 Not-for-profit

(a) The income and property of the Association must be applied solely towards the Purpose.

(b) No part of the income or property of the Association may be paid or transferred directly or indirectly to members by way of dividend, bonus or other profit distribution in their capacity as members.

(c) Directors may be paid a fee for work they do in their capacity as a director.

(d) Clause 3(b) does not stop the Association from making a payment:

(i) to a member for goods or services provided or expenses properly incurred at fair and reasonable rates or rates more favourable to the Association;

(ii) to a member in carrying out the Association's Purpose;

(iii) of premiums for insurance indemnifying directors to the extent allowed for by law and this Constitution; or

(iv) of fair and reasonable directors' fees; or

(v) with the prior approval of the Board, to a director:

(A) for work they do for the Association, other than as a director, if the amount is no more than a reasonable fee for the work done; or

(B) as reimbursement for reasonable out-of-pocket expenses properly incurred in performing a duty as director.

4 Membership

4.1 General

The Association must have at least six members.

4.2 Eligibility

To be eligible to apply for membership, a person must be committed to the Purpose and meet the eligibility criteria of the relevant membership class set out in Schedule A.

4.3 Membership classes

(a) The Association will have the membership classes set out in Schedule A.

(b) The rights and obligations of members in each membership class are as set out in Schedule A.

(c) Life membership may be granted by a majority of votes cast at a general meeting on the recommendation of the Board.

4.4 Application

(a) An application for membership must be made in writing in the form and manner (if any) approved by the Board.

(b) An applicant must pay the annual membership fee determined by the Board (if any).

4.5 Admission

(a) The Board must consider and resolve whether to accept or reject each application for membership within a reasonable time.

(b) The Board does not have to give reasons for accepting or rejecting any application.

(c) If the Board accepts an application, the Secretary must, as soon as possible:

   (i) enter the applicant's details into the Register, subject to the payment of the joining fee (if any); and

   (ii) notify the applicant in writing of the date their membership commenced.

(d) If the Board rejects an application, the Secretary must notify the applicant in writing of the rejection as soon as possible.

(e) A person becomes a member when their name is entered into the Register.

4.6 Joining fee and annual membership fee

(a) Life Members do not pay annual membership fees or joining fees.

(b) The Board may determine the amount of the annual membership fee that applies to Ordinary Members from time to time.

(c) The Board may determine that any new Ordinary Member who joins after the start of a financial year must, for that financial year, pay a joining fee equal to:

(i) the full annual membership fee;

(ii) a pro rata annual membership fee based on the remaining part of the financial year; or

(iii) a fixed amount determined from time to time by the Board.

(d) The annual membership fee is due and payable on 1 July each year.

(e) The rights of an Ordinary Member (including the right to vote) who has not paid the annual membership fee by the due date are suspended until it is paid.

(f) If an Ordinary Member does not pay their annual membership fee within three months of receiving a notice of payment from the Association, they are deemed to have resigned their membership.

4.7 Register of members

(a) The Secretary must maintain the Register.

(b) The Register must contain:

(i) for each current member – the member's name, address, email address (if available), membership class and date of admission to membership; and

(ii) for each person who ceased to be a member – the person's name and the date on which the person ceased to be a member.

(c) The Secretary must remove all information about a person who is a former member within 14 days of the person ceasing to be a member (other than the information specified in clause 4.7(b)(ii)).

(d) Notices may be served on a member at their address or email address in the Register.

(e) The Association must give members access to the Register in accordance with the AIR Act.

(f) Information that is accessed from the Register must only be used in accordance with the AIR Act.

4.8 Ceasing to be a member

(a) A person ceases to be a member on:

(i) death;

(ii) resignation;

(iii) expulsion in accordance with clause 7.1;

(iv) in the case of an Ordinary Member or Life Member - deemed resignation in accordance with clause 4.6(f);

(v) the Board deeming, in its sole discretion, the member to be an untraceable member because the person has not responded to correspondence within 30 days;

(vi) failing to satisfy the relevant eligibility requirements for the member's membership class and the membership not being transferred to another membership class;

(vii) becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally; or

(viii) becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law related to mental health.

(b) There will be no liability for any loss or injury suffered by a member as a result of any decision made in good faith to remove a member from the Register under this clause.

(c) Any person who for any reason ceases to be a member must not represent themselves in any manner as being a member.

4.9 Liability of members

The liability of members to contribute to the:

(a) debts and liabilities of the Association; and

(b) costs, charges and expenses of the winding up of the Association;

is limited to any unpaid joining fee or annual membership fee.

5 General meetings

5.1 Convening general meetings

(a) The Board may call a general meeting.

(b) Members with at least 15% of the votes that may be cast at a general meeting may request that the Board convenes a general meeting (referred to as a "**Request**" for the purpose of this clause 5)

(c) The Request must:

(i) be in writing;

(ii) be delivered to the Association; and

(iii) include any resolution to be proposed at the meeting.

(d) Unless the Request includes a proposed resolution that:

(i) would be in conflict with this Constitution, the AIR Act or any applicable law;

(ii) is beyond the legal powers of the Association or of the members; or

(iii) is inconsistent with the Purpose;

the Board must give all members notice of a general meeting within 21 days of the Request and hold the general meeting within two months of the Request.

(e) If the Board is required by clause 5.1(d) to call a meeting and does not do so within 21 days of a Request:

(i) 50% or more of the members who made the Request may call a general meeting; and

(ii) the Association must pay the members who made the Request any reasonable expenses they incur because the Board did not call and hold the meeting.

(f) To call and hold a meeting under clause 5.1(d), the members must:

(i) as far as possible, follow the general meeting procedures in this Constitution; and

(ii) hold the general meeting within three months after making the Request.

(g) Any meeting that is held following a Request:

(i) must only consider the resolution proposed within the Request; and

(ii) may not consider any other business.

5.2 Changes to general meeting arrangements

(a) The Board may change the venue for, postpone or cancel a general meeting called under clause 5.1(a).

(b) If a change is made under clause 5.2(a):

(i) notice of the change must be given to all persons entitled to receive notices of a general meeting under this Constitution;

(ii) a notice of postponement must specify the date, time and place to which the general meeting has been postponed; and

(iii) clause 5.5 does not apply to the notice.

(c) The only business that may be transacted at a general meeting which is postponed is the business specified in the original notice convening the meeting.

5.3 Entitlement to receive notice

Notice of a general meeting:

(a) must be given to every member and director; and

(b) may be given to any auditor appointed for the Association and in office at the time.

5.4 Notice of general meetings

A notice of general meeting must:

(a) be in writing;

(b) state the place, day and time of the meeting;

(c) provide details of any technology that will be used to facilitate the meeting;

(d) state the general nature of the business to be transacted at the meeting;

(e) state the wording of any special resolution to be considered (and state that it is proposed as a special resolution); and

(f) state that proxy voting is permitted;

(g) include the information under clause 6.5;

(h) include any proxy form approved by the Board; and

(i) state that any proxy form must be given to the Association at least 48 hours before the meeting, by delivery to the Association at its registered address or at another address (including an electronic address) specified in the notice of the meeting.

5.5 Timing of notice

All members must be provided with:

(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.

5.6 Annual general meeting

(a) The Board must hold an annual general meeting at least once in every calendar year, within 5 months of the end of the financial year.

(b) The business of an annual general meeting may include any of the following (even if not stated in the notice of meeting):

   (i) the annual financial statements and any auditor's report;

   (ii) the appointment of directors; and

   (iii) the appointment and remuneration of any auditor.

5.7 Chairperson of general meetings

(a) The Chair will preside as chairperson at every general meeting.

(b) If there is no Chair, the Chair is not present within 15 minutes of the commencement time or the Chair is unable to act as chairperson for all or part of the meeting, the following may preside as chairperson (in order of precedence):

   (i) the Deputy Chair (if any);

   (ii) a director chosen by a majority of the directors present;

   (iii) the only director present; or

(iv) a member chosen by a majority of the members present.

5.8 Quorum for general meetings

(a) No business may be transacted at a general meeting (other than electing a chairperson or adjourning the meeting) unless a quorum is present at the time the business is dealt with.

(b) A quorum for a general meeting is five members present for the whole meeting.

(c) If a quorum is not present within 30 minutes of the commencement time, then:

(i) if the meeting was called by or at the request of members, the meeting will dissolve;

(ii) otherwise:

(A) the meeting stands adjourned to the day, time and place determined by the Board (or if no determination is made by the Board, to the same day, time and place in the following week); and

(B) if at the resumption of the meeting a quorum is not present within 30 minutes of the commencement time, the meeting will dissolve.

(d) When determining a quorum:

(i) only one proxy may be counted for each member;

(ii) no individual may be counted more than once (for example, an individual who is present as both a member in their own right and as a proxy can only be counted once); and

(iii) a suspended member must not be counted.

5.9 Adjournment of general meetings

(a) The chairperson may (and must if directed by a majority of the members present and entitled to vote) adjourn the meeting or any business, motion or discussion being considered or remaining to be considered.

(b) A meeting adjourned under this clause 5.9 is adjourned to the day, time and place determined by the Board (or if no determination is made by the Board, to the same day, time and place in the following week).

(c) It is not necessary to give any notice of an adjournment, or of the business to be transacted at any adjourned meeting, unless a meeting is adjourned for one month or more.

(d) Only unfinished business may be transacted at a general meeting resumed after an adjournment.

6 Voting at general meetings

6.1 Voting rights

(a) Each member has one vote (provided they are not suspended).

(b) On a vote conducted at a general meeting:

(i) on a show of hands or voices, each person present who is a:

(A) member; or

(B) proxy for a member

has one vote; and

(ii) by poll:

(A) each person present who is a member has one vote; and

(B) each person present as a proxy for a member has one vote for each member they represent.

6.2 Method of voting

(a) Voting will occur by show of hands or voices or such other method as the chairperson determines, unless a poll is demanded and not withdrawn.

(b) A poll can be demanded by two members (or their proxies) at any time prior to a vote, or immediately after the declaration of a result of a vote conducted by means other than a poll.

(c) A poll must be taken in the manner directed by the chairperson.

(d) A poll demanded on the election of the chairperson or on a question of adjournment must be taken immediately.

(e) A member or a proxy for a member may vote in person or by technology.

6.3 Decisions of the members

(a) Questions arising for determination (other than a special resolution) will be decided by a majority of votes cast (unless otherwise provided in this Constitution).

(b) The chairperson has a deliberative vote only. If the votes cast on a motion are equal, the chairperson will not have a casting vote and the motion will be lost.

(c) A declaration by the chairperson that a resolution has been carried or lost on a show of hands or voices is conclusive evidence of the fact (unless a poll is demanded).

(d) An objection to the right of a person to vote may only be raised at the meeting at which the vote objected to is given or tendered. Any objection must be referred to the chairperson, whose decision is final. A vote not disallowed pursuant to such an objection is valid for all purposes.

6.4 Seconding

It is not necessary for a motion to be seconded in order to be put to a vote.

6.5 Proxies

(a) A member may appoint a proxy to act on their behalf at one or more general meetings.

(b) A proxy may exercise any and all of the rights of the member who appointed them, subject to clause 6.5(c) and any directions or limitations specified in the proxy appointment.

(c) A proxy cannot speak and vote for a member while the member is present at a meeting.

(d) A proxy must be a member of the Association.

(e) Subject to clause 6.5(f), a person must not hold more than two proxy votes.

(f) The chairperson of a general meeting may hold unlimited directed proxy votes.

(g) A proxy appointment made under this clause 6.5 must be written and signed by the appointing member in a form substantially similar to that in Schedule B.

(h) A proxy vote is valid even if the appointing member revokes the appointment, or ceases to be a member, provided that the chairperson was not aware of the revocation or cessation of membership at the time of the meeting.

6.6 Use of technology in general meetings

(a) The Association may hold a general meeting at any two or more locations using any technology which allows members to clearly and simultaneously communicate with each other participating member.

(b) A person participating through the use of technology will be deemed to be present at the meeting in person.

7 Discipline and dispute resolution

7.1 Disciplinary procedure

(a) The Board may take disciplinary action against a member in accordance with this clause 7.1 if it considers there are sufficient grounds to do so.

(b) The grounds upon which the Board may take disciplinary action against a member include, without limitation:

(i) non-compliance with this Constitution;

(ii) breach of the member Code of Conduct (if any); and

(iii) engagement in conduct prejudicial to the Association.

(c) Subject to clauses 7.1(d)-(f), the Board has discretion to adopt a disciplinary procedure to determine:

(i) whether to take disciplinary action against a member; and

(ii) what disciplinary action (if any) to take against a member.

(d) A member who is the subject of a disciplinary procedure under this clause 7.1 must be:

(i) informed of the grounds upon which the disciplinary action against the member is proposed to be taken; and

(ii) given an opportunity to be heard in relation to the matter by either or both of the following:

(A) appearing in person; and/or

(B) providing a written statement;

whichever the member prefers.

(e) The outcome of any disciplinary procedure under this clause 7.1 must be determined by an unbiased decision-maker.

(f) To the extent that doing so is compatible with clause 7.1(d), any disciplinary procedure under this clause 7.1 must be completed as soon as is reasonably practicable.

(g) Disciplinary action under this clause 7.1 includes, but is not limited to, suspension or expulsion.

7.2 Dispute resolution procedure

(a) The Board will determine the procedure to be followed to determine any dispute arising between:

(i) a member and another member;

(ii) a member and the Board; and

(iii) a member and the Association.

(b) The Board must ensure that:

(i) a member may appoint any person to act on behalf of the member in the dispute resolution procedure;

(ii) each party to the dispute is given an opportunity to be heard on the matter which is the subject of the dispute; and

(iii) the outcome of the dispute must not be determined by a biased decision-maker.

8 Appointment and removal of directors

8.1 Number of directors

At all times, the Association must have at least six and no more than 12 directors.

8.2 Eligibility

(a) Any natural person committed to the Purpose is eligible to be a director (and referred to as an "**Eligible Person**" throughout this Constitution) provided:

(i) the person is a member;

(ii) the person has consented in writing to be a director;

(iii) the person has suitable qualifications, skills and experience to discharge the functions of a director, as determined by the Board or any nominations Board appointed by the Board from time to time;

(iv) the person is not an employee of the Association;

(v) the person is not ineligible to be a director under:

(A) the *Corporations Act 2001* (Cth); or

(B) the ACNC Legislation;

Aged Care Act matters

(vi) the person has agreed to comply with the Aged Care Code of Conduct and the worker screening requirements under the Aged Care Act;

(vii) the person is suitable to deliver funded aged care services having regard to the suitability matters;

(viii) the Aged Care Commissioner has not determined that the person is unsuitable to be involved in the delivery of funded aged care services or issued a banning order in respect of the person;

NDIS Act matters

(ix) the person has agreed to comply with the NDIS Code of Conduct and the NDIS worker screening law respectively; and

(x) the NDIS Commissioner has not issued a banning order in respect of the person.

(b) Clause 8.2(a)(v)(B) will not apply to disqualify a person if an exemption is obtained from the ACNC Commissioner.

8.3 Directors elected by the members

(a) Elections for vacant director positions must be held at an annual general meeting in accordance with clauses 8.3(b) to 8.3(j) below.

(b) Nominations for vacant director positions must:

(i) be called at least six weeks before the date of the relevant annual general meeting;

(ii) be made in writing;

(iii) be signed by the nominee and one member; and

(iv) contain any information prescribed by the Board.

(c) Nominations must be submitted to the Secretary at least 30 days before the date of the relevant annual general meeting.

(d) If the Secretary determines (in their sole discretion) that a nominee meets the eligibility criteria in clause 8.2 and the nomination requirements in clause 8.3(b) to 8.3(c), the nominee will become an approved candidate.

(e) Information about each approved candidate will be sent to all members no later than seven days before the annual general meeting.

(f) If the number of approved candidates is less than the number of vacant director positions:

   (i) the approved candidates will be elected if a simple majority of votes cast by members present at the relevant annual general meeting are in favour of their appointment; and

   (ii) the Board may fill the remaining positions in accordance with clause 8.4;

(g) the number of approved candidates is equal to the number of vacant director positions – the candidates will be elected if a simple majority of votes cast by members present at the relevant annual general meeting are in favour of their appointment; and

(h) the number of approved candidates is greater than the number of vacant director positions – a ballot must be held for those positions in accordance with clause 8.3(i)

(i) Ballots for elections held under this clause 8.3 will be conducted at the relevant annual general meeting in such usual and proper manner as the Board may direct.

(j) The results of an election held at an annual general meeting under this clause 8.3 must be announced at the annual general meeting.

8.4 Directors appointed by the Board

The Board may:

(a) appoint an Eligible Person to be a director to fill a casual vacancy; and

(b) appoint an Eligible Person as an additional director (subject to the maximum specified in clause 8.1).

8.5 Term of office

(a) The term of office of a director elected by the members under clause 8.3:

   (i) is three years;

   (ii) commences at the end of the annual general meeting at which they are elected; and

   (iii) expires at the end of the third annual general meeting following the election.

(b) The term of office of a director appointed by the Board under clause 8.4:

   (i) commences on the date of appointment; and

(ii) expires at the conclusion of the first annual general meeting following the appointment.

(c) Subject to clause 8.5(d), a person may be elected or appointed as a director for more than one term of office.

(d) Prior to electing or appointing an individual as a director who has served at least three terms for any further term, the Board must consider the desirability of renewal on the Board, including introducing new perspectives and giving different individuals an opportunity to serve.

8.6 Ceasing to be a director

(a) A person stops being a director, and a casual vacancy is created, if:

(i) they resign by written notice to the Association;

(ii) they cease to be a member;

(iii) they are removed by members under the AIR Act;

(iv) they are absent without leave of the Board from three consecutive Board meetings and removed by resolution of the Board;

(v) they die, or become subject to a Court order to receive treatment or have their finances managed by another person due to being of unsound mind or having a mental illness;

(vi) they are directly or indirectly interested in any contract or proposed contract with the Association and fail to declare the nature of the interest as required by the AIR Act;

(vii) the Board determines, in its sole discretion, that:

(A) the person has breached the Aged Care Code of Conduct or the NDIS Code of Conduct and that as a result ceasing to be a director is appropriate;

(B) the person is no longer complying with the NDIS worker screening law;

(viii) the Aged Care Commissioner has determined that the person is unsuitable to be involved in the delivery of funded aged care services or has issued a banning order in respect of the person;

(ix) the NDIS Commissioner has issued a banning order in respect of the person; or

(x) they become ineligible to be a director under:

(A) the *Corporations Act 2001* (Cth); or

(B) the ACNC Legislation.

(b) A person who has ceased to be a director must return original copies of any relevant document to the Board or destroy those copies when requested to do so.

8.7 Insufficient directors

If the number of directors is less than six, the remaining directors may, except in an emergency, act only to:

(a) increase the number of directors to be at least six; or

(b) convene a general meeting of the Association.

8.8 Defects in appointment of directors

An act done by, or with the participation of, a person acting as a director or member of a committee is valid even if it is later discovered that:

(a) there was a defect in the appointment of the person; or

(b) the person was disqualified from continuing in office, voting or taking the relevant step.

9 Board decision making

9.1 Board meetings

(a) A director may convene or ask the Secretary to convene a Board meeting by giving reasonable notice to all of the other directors.

(b) The Board must meet as often as the directors deem it necessary to carry out their role and in any event at least six times a year.

(c) The Board may hold any meeting, or part of a meeting, in camera.

9.2 Notice of Board meetings

(a) Written notice of Board meetings must be given to every director at least seven days prior to the meeting (unless the Board unanimously waives this requirement).

(b) A notice of a Board meeting:

  (i) must specify the place, day and time of the meeting;

  (ii) must provide details of any technology that will be used to facilitate the meeting; and

  (iii) does not need to specify the nature of the business to be transacted at the meeting.

9.3 Quorum for Board meetings

(a) No business may be transacted at any Board meeting unless a quorum is present.

(b) A quorum for Board meetings is four directors.

(c) A director on a leave of absence approved by the Board should not be included when calculating the total number of directors for the purposes of this clause 9.3.

9.4 Use of technology in Board meetings

(a) The Board may hold its meetings using any technology that is agreed to by the Board.

(b) The Board's agreement may be a standing one.

(c) A director who attends by technology is deemed to be present in person at the meeting.

9.5 Chairperson of Board meetings

(a) The Chair will preside as chairperson at Board meetings.

(b) If there is no Chair, the Chair is not present within 15 minutes after the commencement time or the Chair is unwilling to act as chairperson for all or part of the meeting then:

(i) if there is a Deputy Chair, the Deputy Chair will be the chairperson; and

(ii) if the Deputy Chair is not present or is not willing and able to be the chairperson during all or part of the meeting, the directors present may elect a director to be chairperson of the meeting or part of it.

9.6 Decisions of the Board

(a) A question arising at a Board meeting is to be decided by a majority of votes of directors present and entitled to vote.

(b) The chairperson has a deliberative vote. If the votes cast on a motion are equal, the chairperson will also have a casting vote.

9.7 Resolutions without meetings

(a) A Board resolution may be passed without a meeting if a majority of the directors entitled to vote on the motion vote in favour.

(b) For the purpose of this clause:

(i) a director may vote by sending an email or signed document to the Secretary that contains the text of the proposed resolution and states whether they are in favour of the motion;

(ii) the motion fails if it has not achieved majority consent within ten business days after the notice was given; and

(iii) the resolution is passed only if and when a vote in favour is received from a majority of directors.

(c) Resolutions without meetings must be recorded in the minutes of the next Board meeting.

10 Directors' powers and duties

10.1 Powers of the Board

(a) The directors are responsible for the governance of the Association and furthering the Purpose.

(b) The directors may exercise all the powers of the Association that are not, by the AIR Act or by this Constitution, required to be exercised by the members.

(c) The Board cannot remove an auditor.

(d) The Board may delegate any of its powers to one or more directors, the Chief Executive Officer, a committee, an employee or any other person.

(e) The Board may specify terms of the delegation (including the power to further delegate) and revoke a delegation.

10.2 Duties of directors

Directors must comply with any duties imposed on them by the AIR Act and with the duties described in governance standard 5 of the ACNC Legislation.

10.3 Establishment of committees

(a) The Board may establish committees.

(b) A committee may include, or be comprised of, non-directors.

(c) The meetings and proceedings of committees are:

   (i) subject to any terms of reference and/or delegation; and

   (ii) otherwise governed as far as possible by the provisions of this Constitution which regulate the proceedings of the Board.

10.4 By-laws

(a) The Board may make regulations or by-laws not inconsistent with this Constitution for the general conduct and management of the Association and the business of the Board.

(b) The Board may revoke and alter by-laws or regulations as it sees fit.

11 Directors' interests

(a) A director who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest and the relation of the interest to the activities of the Association:

   (i) to the Board – as soon as the director becomes aware of the interest; and

   (ii) to the members – at the next general meeting.

(b) The director:

   (i) must not be present while the matter is being considered at the Board meeting; and

   (ii) must not vote on the matter.

(c) Clauses 11(a)-(b) do not apply to a material personal interest:

(i) that exists only because the director is an employee of the Association or belongs to a class of persons for whose benefit the Association is established; or

(ii) that the director has in common with all, or a substantial proportion of, the members.

12 Office Bearers and Chief Executive Officer

12.1 Appointment of Office Bearers

(a) From time to time as required, the Board must appoint a Chair, a Deputy Chair and any other Office Bearers it deems fit from among the Board.

(b) Office Bearers of the Association hold office until the end of the first annual general meeting following their appointment.

(c) An Office Bearer may be elected for more than one successive term.

(d) The Board may remove or suspend a person from holding any Office Bearer position by resolution passed at a Board meeting provided:

(i) the resolution is passed by not less than two-thirds of the directors present; and

(ii) at least 21 days' notice in writing of the resolution has been given to the Secretary and to the person who is the subject of the resolution.

12.2 Secretary

(a) The Board must appoint at least one Secretary, who may also be a director.

(b) A person may not be appointed as Secretary unless the person:

(i) consents in writing to being appointed as Secretary;

(ii) is at least 18 years of age; and

(iii) is resident in Australia.

(c) The Board may suspend or remove a Secretary.

(d) The Secretary must give the Registrar notice of their appointment within 14 days of their appointment.

(e) The Board must fill any vacancy in the office of Secretary within 14 days of the vacancy arising.

12.3 Chief Executive Officer

(a) The Board may appoint a Chief Executive Officer for a term, at the remuneration and on the conditions that it deems fit.

(b) The Chief Executive Officer must not be a director.

(c) Subject to any contract between the Association and the Chief Executive Officer, the Board may remove the Chief Executive Officer at any time, with or without cause.

(d) The Chief Executive Officer may attend and speak at all Board meetings (except in camera meetings) and general meetings, but may not vote.

(e) The Board may:

(i) confer powers, discretions and duties on the Chief Executive Officer as they see fit;

(ii) withdraw, suspend or vary any powers, discretions and duties conferred; and

(iii) authorise the Chief Executive Officer to delegate all or any of the powers, discretions and duties conferred.

(f) An act done by a person acting as Chief Executive Officer is not invalidated merely because of:

(i) a defect in their appointment as Chief Executive Officer; or

(ii) the person being disqualified from being Chief Executive Officer;

if that circumstance was not known by the person when the act was done.

13 Indemnities and insurance

(a) The Association indemnifies every present and past director and officer of the Association, to the full extent permitted by law against all losses and liabilities incurred as a result of their position as a director or an officer of the Association.

(b) This indemnity:

(i) is a continuing obligation and is enforceable even if the person has ceased to be a director or an officer;

(ii) is not subject to any requirement to first incur an expense or make a payment.

(c) The Association may, to the extent permitted by law, pay or agree to pay, a premium in respect of a contract insuring its directors or officers.

(d) Where the Board considers it appropriate, the Association may execute a documentary indemnity in any form in favour of any director or officer, provided that such terms are not inconsistent with this clause 13.

(e) Nothing in this clause 13 limits the Association's ability to indemnify or pay for insurance for any person not expressly covered by this clause nor affects any other right or remedy that a director or an officer may have in respect of any loss or liability (including costs and expenses).

(f) Where the Board considers it appropriate, the Association may:

(i) give a former director or officer of the Association access to certain papers, including documents provided or available to such person and other papers referred to in those documents; and

(ii) bind itself in any contract with any such person or any former director or officer.

14 Administration

14.1 Minutes

(a) The Board must ensure that:

(i) minutes of all general meetings, Board meetings and committee meetings; and

(ii) records of resolutions passed by members, directors and committees without a meeting;

are recorded and kept with the Association's records as soon as practicable (being no later than one month after the meeting or passing of the resolution).

(b) The Association must ensure that minutes of a Board or general meeting are signed within a reasonable time by the chairperson of the meeting or of the next meeting.

14.2 Inspection of books and records

(a) Members may not have access to the financial records, books, securities and any other document of the Association, including minutes of Board meetings, unless otherwise permitted by this Constitution, law, or the Board.

(b) Members may on request inspect:

(i) the Register;

(ii) the minutes of general meetings;

(iii) this Constitution.

(c) The Board may refuse any request to inspect books and records of the Association where:

(i) the records relate to confidential, personal, employment, commercial or legal matters; and/or

(ii) allowing the request would be prejudicial to the interests of the Association.

(d) The Secretary may refuse to allow a member to inspect any part of the Register in accordance with the AIR Act.

(e) Members must not:

(i) use information obtained about another person from the Register to contact or send materials to the other person; or

(ii) disclose information obtained about a person from the Register knowing that the information is likely to be used to contact or send materials to the other person;

unless the purpose for which the information is used or disclosed is otherwise expressly permitted by this Constitution or by law.

(f) If the Association provides access to this Constitution on the Association's website or the ACNC website, the Board will be deemed to have allowed a member to inspect and copy this Constitution, unless the member informs the Association that they are unable to access this Constitution on either website.

(g) A member must be given a copy of this Constitution and minutes of general meetings within one month of the Association receiving a request by the member and the member paying any fee prescribed by the Board.

14.3 Common seal

The Association does not have a common seal.

14.4 Execution of documents

The Association may execute documents by the signature of:

(a) two directors; or

(b) one director and the Secretary.

15 Audit and finance

15.1 Accounts and other records of the Association

(a) The Board must:

   (i) ensure that proper financial records are kept in accordance with all legal and regulatory requirements;

   (ii) ensure that records of its operations are kept; and

   (iii) take reasonable steps to ensure that the Association's records are kept safe.

(b) The Association must retain its records for at least seven years.

15.2 Audit

(a) If required by law, the Association must appoint and remunerate an auditor.

(b) Any auditor is entitled to attend any general meeting and to be heard by the members on any business of the meeting that concerns the auditor in their capacity as auditor.

(c) The Association may give any auditor all communications relating to the general meeting that the members of the Association are entitled to receive.

(d) The members may remove an auditor by resolution at a general meeting provided:

(i) the notice of general meeting is provided at least two months before the general meeting;

(ii) the notice is provided to the auditor; and

(iii) a copy of the notice is lodged with the Registrar.

15.3 Financial year

The financial year will begin on 1 July and end on 30 June, unless the Board passes a resolution to change the financial year.

15.4 Source of funds

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

15.5 Management of funds

(a) The Board may approve expenditure on behalf of the Association.

(b) The Board may authorise the expenditure of funds on behalf of the Association without requiring approval from the Board for each item on which the funds are expended.

(c) All cheques must be signed by two directors or otherwise authorised in accordance with any process determined by the Board.

(d) The Board must ensure that systems and procedures for the management of the Association's funds are appropriate for its size and circumstances and the complexity of its financial affairs.

(e) All payments must be authorised in accordance with any process determined by the Board.

16 Amending this Constitution

(a) The Association may only alter this Constitution by special resolution in accordance with the AIR Act.

(b) The members must not pass a special resolution that amends this Constitution if passing it causes the Association to no longer be a Charity.

17 Notices

(a) Notices can be served on members or directors personally or by post, email or other electronic means.

(b) Notices are taken to be served:

(i) in the case of a properly addressed and posted notice – five business days after the date of posting; and

(ii) in the case of a notice sent by email or other electronic means – at the time of sending.

(c) The non-receipt of notice or a failure to give notice does not invalidate any thing done or resolution passed at the meeting if:

(i) the non-receipt or failure occurred by accident or error;

(ii) the individual waives notice before or after the meeting (including by attending the meeting); or

(iii) the individual notifies the Association of their agreement to that thing or resolution before or after the meeting.

(d) In calculating a period of notice, both the days on which the notice is given or taken to be given and the day of the meeting must be disregarded.

18 Winding up or revocation of endorsement

18.1 General

The Association may only be wound up in accordance with the AIR Act.

18.2 Distribution of assets on winding up or revocation of endorsement

(a) If the Association is a Deductible Gift Recipient, any DGR gifts must be deposited in a separate bank account or otherwise identified so that they can be distinguished from other assets of the Association.

(b) If the Association is a Deductible Gift Recipient and:

(i) is wound up; or

(ii) ceases to be endorsed as a Deductible Gift Recipient;

any DGR gifts remaining after satisfying the Association's liabilities and expenses must be transferred to a Charity or Charities endorsed as a Deductible Gift Recipient.

(c) If on the winding up or dissolution of the Association there is a surplus of assets after satisfying all the Association's liabilities and expenses and complying with clause 18.2(b), the surplus:

(i) must not be paid or distributed to a member in their capacity as a member, and

(ii) must be given or transferred to a Charity (or Charities) which:

(A) has a similar purpose to the Purpose, and

(B) prohibits the distribution of income, profit and assets to its members in their capacity as members.

(d) The members must decide before any winding up, dissolution or revocation which Charity (or Charities) will receive a distribution under clause 18.2(c). If the members fail to decide, the matter must be determined by application to the Supreme Court in the State of Victoria.

19 Interpretation

19.1 Definitions

In this Constitution:

ACNC means the Australian Charities and Not-for-profits Commission.

ACNC Legislation means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) and the *Australian Charities and Not-for-profits Commission (Consequential and Transitional) Act 2012* (Cth).

Aged Care Commissioner means the Commissioner of the Aged Care Quality and Safety Commission established under s 344 of the Aged Care Act.

AIR Act means the *Associations Incorporation Reform Act 2012* (Vic).

Aged Care Act means the *Aged Care Act 2024* (Cth).

Aged Care Code of Conduct means the rules made from time to time for the purposes of s 14 of the Aged Care Act.

auditor may mean a reviewer, if permitted by the AIR Act or ACNC Legislation.

banning order means a banning order made under:

(a) s 497 or s 498 of the Aged Care Act; or

(b) s73ZN of the NDIS Act.

Board means the group of individuals that are responsible for the governance, strategy and management of the Association. The directors are the Committee members of the Association for the purposes of the AIR Act.

business day means a day that is not a Saturday, Sunday or public holiday in the State of Victoria.

Chair means the person appointed to the position of Chair under clause 12.1(a).

chairperson means the person chairing a meeting.

Charity means a charity registered under the ACNC Legislation.

Deductible Gift Recipient means an entity to which tax deductible gifts may be made pursuant to Division 30 of the ITAA 1997.

DGR Gifts means:

(c) gifts of money or property for the Purpose received during any time that the Association is endorsed as a Deductible Gift Recipient;

(d) contributions described in item 7 or 8 of the table in section 30-15 of the ITAA 1997 in relation to a fundraising event (as defined by section 995-1 of the ITAA 1997) held for that purpose during any time that the Association is endorsed as a Deductible Gift Recipient; and

(e) money received by the Association because of such gifts or contributions during any time that the Association is endorsed as a Deductible Gift Recipient.

funded aged care services means the services defined under s 9 of the Aged Care Act.

general meeting means a meeting of members (including an annual general meeting).

ITAA 1997 means the *Income Tax Assessment Act 1997* (Cth).

member means a person whose name is entered in the Register as a member of the Association in accordance with clause 4.7.

membership class" means a class of membership prescribed in Schedule A (as amended by the Board from time to time).

NDIS Act means the *National Disability Insurance Scheme Act 2013* (Cth).

NDIS Code of Conduct means the National Disability Insurance Scheme rules made for the purposes of section 73V of the NDIS Act.

NDIS Commissioner means the Commissioner of the NDIS Quality and Safeguards Commission referred to in section 181C of the NDIS Act.

NDIS worker screening law means a law of a State or Territory determined in an instrument under subsection 10B(1) of the NDIS Act.

Office Bearer means Chair, Deputy Chair (if any), Secretary and any other person appointed under clause 12.1(a).

person includes a natural person and a corporation within the meaning of section 57A of the *Corporations Act 2001* (Cth).

Purpose means the purpose set out in clause 2(b).

Register means the register of members under the AIR Act.

Registrar means the Registrar of Incorporated Associations in Victoria.

special resolution means a resolution passed at a general meeting:

(a) of which 21 days' notice specifying the intention to propose the resolution as a special resolution has been given pursuant to this Constitution and the AIR Act; and

(b) by not less than 75% of the votes cast by members.

suitability matters means the suitability matters in relation to an individual defined in s 13 of the Aged Care Act.

worker screening requirements means the requirements made pursuant to the rules of the Aged Care Act.

19.2 Interpretation

In this Constitution:

(a) if an expression in this Constitution has a meaning in the AIR Act, the meaning from the AIR Act will apply to the expression (except where a contrary intention appears in this Constitution); and

(b) a reference to any legislation or to any provision of any legislation includes:

(i) any modification or re-enactment of it;

(ii) any legislative provision substituted for it; and

(iii) all regulations and statutory instruments issued under it.

20 Transitional provisions

The following clauses apply notwithstanding anything to the contrary in this Constitution.

20.1 Members

The members immediately following the adoption of this Constitution will be those members listed on the Register at the time of adoption.

20.2 Directors

(a) The directors immediately following the adoption of this Constitution will be those in office at the time of adoption.

(b) Directors appointed prior to the adoption of this Constitution may complete their term of office under the previous Constitution. Time served prior to the adoption of this Constitution will be taken into account for the purposes of clause 8.5(d)8.5(c).

Schedule A: Membership classes

Membership class	Eligibility criteria
Ordinary Member	Any member who is committed to the Purpose of the Association, except an employee or resident of the Association.
Life Member	Any person who in the opinion of the Board has given meritorious service to the Association over a period of at least 10 years or who has made an extraordinary contribution to the Association whether in time, money or in any other way may be recommended by the Board to a general meeting for appointment as a Life Member.

Schedule B: Proxy form

Appointment of Proxy – Ringwood Area Lions Aged Care Inc

I, ...

(Member)

of ....

(Address)

appoint ....

(Proxy)

as my proxy for the general meeting of Ringwood Area Lions Aged Care Inc to be held on

....

(Date)

and at any adjournment.

Choose

☐ My proxy can vote on my behalf for all resolutions at the above general meeting.

OR

☐ My proxy can vote for the resolutions listed below as indicated:

in favour of / against	**detail of proposed resolution**

Signed: ....

(Member)

Date: ....

Constitution

Statement of Purposes and Rules

(As updated at the AGM held 18 November 2015)

Ringwood Area Lions Aged Care Inc.
29 Everard Road, Ringwood East, Vic. 3135 Tel: (03) 9870 7523
admin@ralac.org.au
www.ralac.org.au
ABN 82 007 762 018
Reg No. A0044419Y

Table of contents

Ringwood Area Lions Aged Care Inc

***Associations Incorporation Act* 1981**

Statement of Purposes

1 Purposes

The purposes of the association are to provide relief to aged and disabled persons by providing accommodation, nursing and health care to those with the greatest need for those services.

2 Powers

In order to carry out the association's purposes, the association may:

(a) raise funds and invite and receive contributions, grants, distributions of income or capital, gifts (by will or otherwise), subscriptions, fees, loans and deposits from any person;

(b) provide funds or other material benefits by way of grant or otherwise;

(c) accept and hold funds or property of any kind on or for any charitable objects or purposes specified or to be specified by any person or to be selected by the board of management members from a class of trusts, objects or purposes specified by any person;

(d) accept and undertake trusteeship, administration and management of trusts and funds, whether as trustee or as agent for the trustee or otherwise, and charge and accept fees, commission or other remuneration for doing so;

(e) purchase, take on lease or in exchange, hire or otherwise acquire real or personal property, and any rights or privileges;

(f) control, manage, lease, exchange, mortgage, charge, sell, transfer, surrender, dispose of, develop, carry on business or otherwise deal with any real or personal property of any kind or any estate or interest in that property;

(g) invest, deal with and lend money and otherwise provide financial accommodation to, and guarantee or otherwise secure loans to, charitable objects or purposes;

(h) construct, improve, maintain, develop, work, manage and control real or personal property;

(i) enter into contracts and deeds;

(j) appoint a person as the association's attorney or agent with the powers (including the power to sub-delegate) and on the terms the association thinks fit, and procure registration or recognition of the association in any other country or place;

(k) enter into arrangements with any government or authority and obtain from any government or authority any right, privilege or concession;

(l) engage, dismiss or suspend any employee, agent, contractor or professional person;

(m) borrow, raise or secure the payment of money and secure the repayment or performance of any debt, liability, contract, guarantee or other engagement in any way and, in particular, by mortgage, charge or overdraft or by the issue of debentures or debenture stock (perpetual or otherwise) charged on all or any of the association's property (both present and future) and purchase, redeem or pay off those securities;

(n) make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, and other negotiable or transferable instruments;

(o) print and publish newspapers, periodicals, books or leaflets or otherwise publish information in hard copy or by electronic means;

(p) accept any gift of property, whether subject to any special trust or not;

(q) appoint patrons of the association;

(r) make donations for charitable purposes;

(s) decline or otherwise refuse to accept any gift (by will or otherwise), donation, settlement or other disposition of money or property;

(t) co-ordinate and arrange conferences, meetings, standing committees and commissions and other forums; and

(u) do all other things that are incidental or conducive to carrying out the association's purposes.

Ringwood Area Lions Aged Care Inc

***Associations Incorporation Act* 1981**

Rules

1 Name

The name of the incorporated association is Ringwood Area Lions Aged Care Inc (**the association**).

2 Definitions and interpretation

2.1 Definitions

In these rules:

Act means the *Associations Incorporation Act* 1981 (Vic);

Associate Member means a person who holds membership under rule 3.1(b);

ITAA 97 means *Income Tax Assessment Act* 1997;

Life Member means a person who holds membership under rule 3.1(c);

member means a member of the association, whether an Ordinary Member, Associate Member or Life Member, but subject to the rights of the applicable category of membership;

Officer has the meaning given in rule 12.1 but for the purpose of rule 23 only, means:

(a) any member of the board of management; and

(b) any other person the board of management determines from time to time;

Ordinary Member means a person who holds membership under rule 3.1(a);

Public Officer means the person occupying the office of public officer of the association under the Act.

2.2 Interpretation

(a) a word or expression in the singular includes the plural, and the plural includes the singular, and 'person' includes an incorporated body;

(b) headings are for convenience only and do not affect the interpretation of these rules;

(c) a reference to one gender includes all genders;

(d) a reference to legislation, a regulation or a standard includes:

(1) any subordinate legislation made under legislation; and

(2) any modification or replacement of the legislation, regulation or standard or of any subordinate legislation made under legislation;

(e) a reference to these rules or the Statement of Purposes, or to a provision of these rules or the Statement of Purposes, includes any modification or replacement of them;

(f) a member is to be taken to be present in person at a general meeting if the member is present in person or by proxy.

3 Membership

3.1 Membership categories

(a) Any person other than an employee of the association or resident is eligible to apply for admission as an Ordinary Member.

(b) Any employee of the association or resident is eligible to apply for admission as an Associate Member. Associate Members have the rights and responsibilities of Ordinary Members other than voting rights and they do not have the right to be nominated for or hold office.

(c) Any person who in the opinion of the board of management has given meritorious service to the association over a period of at least 10 years or who has made an extraordinary contribution to the association whether in time, money or in any other way may be recommended by the board of management to a general meeting for appointment as a Life Member. Life Members have the rights and responsibilities of Ordinary Members including but not limited to the right to be nominated for and hold office however Life Members are not required to pay any entrance fees or subscriptions.

3.2 Application for membership

(a) Any person may apply for membership of the association.

(b) An application for membership:

(1) must be made in writing in the form set out in Appendix 1 or any other form approved by the board of management; and

(2) must be lodged with the board of management or its delegate.

(c) As soon as is practicable after the receipt of an application, the board of management or any delegate must consider the application and notify the applicant of the decision. The board of management or delegate need not give any reason for rejecting an application.

(d) The board of management or its delegate must, upon payment of any applicable entrance fee or subscription, enter the member's name in the register of members.

(e) A right, privilege, or obligation of a person by reason of that person's membership:

(1) is not capable of being transferred or transmitted to another person;

(2) terminates upon the cessation of that person's membership whether by death or resignation or otherwise.

3.3 Register of members

(a) The board of management must keep a register of members. The full name, address and date of entry of the name of each member must be entered.

(b) The register of members must be available for inspection by members at the association's office on giving reasonable notice to the board of management.

(c) The register of members may be kept in any manner or form the board of management thinks fit, so long as it is readily convertible to written or printed form.

(d) All persons may treat the register of members as complete and accurate. Nothing done in good faith based on the completeness and accuracy of the register of members will be rendered ineffective, void or voidable by any subsequently discovered omission from, or inaccuracy in, the register of members.

3.4 Termination of membership

A person immediately ceases to be a member if the person:

(a) dies;

(b) resigns as a member by giving written notice to the board of management;

(c) becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under a law relating to mental health;

(d) becomes bankrupt or insolvent or makes any arrangement or composition with his or her creditors;

(e) is expelled under rule 3.5;

(f) becomes, if the board of management so decides in their absolute discretion, an untraceable member because the person has ceased to reside at, attend or otherwise communicate with his or her address on the register of members; or

(g) fails to pay any fees or subscriptions due and payable within 3 months of when it falls due, or such other time as the board of management decides.

3.5 Expulsion

(a) The board of management may by resolution expel a member from the association if, in their absolute discretion, they decide it is not in the interests of the association for the person to remain a member.

(b) If the board of management intends to propose a resolution under rule 3.5(a), at least 2 weeks before the meeting at which the resolution is to be proposed, they must give the member written notice:

(1) stating the date, place and time of the meeting;

(2) setting out the intended resolution and the grounds on which it is based; and

(3) informing the member that it, he or she or a representative may attend the meeting and may give an oral or written explanation or submission before the resolution is put to the vote.

3.6 Grievance procedure

(a) Any dispute under these rules between a member and another member or between a member and the association must, unless the parties otherwise agree, be dealt with by the procedure in this rule 3.6.

(b) Any party to a dispute between members, may refer the dispute to the board of management for determination or mediation.

(c) The board of management may, subject to rule 3.6(e) below, act as a mediator or may appoint a third party as a mediator.

(d) If there is a dispute between the association and a member, either party may require the dispute be referred to mediation.

(e) The mediator must be:

(1) a person chosen by agreement between the parties to the dispute; or

(2) in the absence of agreement within 14 days of a party requiring mediation;

(A) in the case of a dispute between a member and another member, a person appointed by the board of management; or

(B) in the case of a dispute between a member and the association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice) or its successor in law.

(f) A member can be a mediator.

(g) The mediator cannot be a party to the dispute.

(h) Any party to a dispute may appoint any person to act on behalf of that party in the process of determination by the board of management or mediation.

(i) The board of management, in determining the dispute (if requested under rule 3.6(b)) or a mediator, in conducting the mediation, must:

(1) give the parties to the dispute every reasonable opportunity to be heard;

(2) allow due consideration by all parties of any written statement submitted by a party; and

(3) ensure that natural justice is accorded to the parties to the dispute throughout the process.

(j) If the mediation process does not result in the dispute being resolved, within a reasonable time as decided by the mediator, or failing this decision, within 2 months of the party requiring mediation, any party to the dispute may seek to resolve the dispute in accordance with the Act or otherwise at law.

(k) A determination made by the board of management under this rule is final and binding on all parties to the dispute.

4 Entrance fee, annual subscription and financial members

4.1 Entrance fee

The entrance fee is the amount, if any, set by the board of management and at the date of adoption of these rules it is $nil.

4.2 Annual Subscription

The annual subscription is the amount, if any, set by the board of management and at the date of adoption of these rules it is $5 for individual members and $50 for incorporated bodies.

4.3 Members

The board of management may determine different fees or subscriptions for individual members and members who are incorporated bodies or for any different classes of membership.

4.4 Financial member

(a) A member is a financial member of the association if:

(1) all money due to the association at the relevant time is paid; or

(2) the board of management has determined in a specific case exceptional circumstances or hardship exists so that a member who owes money to the association is to be regarded as a financial member.

(b) A member who is not a financial member of the association may not vote at a general meeting.

5 Income and property

The association's income and property must be applied solely towards promoting the association's purpose and exercising its powers as set out in these rules. No part of the income or property may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, fee or otherwise, to any of the members. However, this rule does not prohibit making a payment in good faith for:

(a) out-of-pocket expenses incurred by a member; or

(b) a service rendered to the association by a member in a professional or technical capacity where:

(1) the provision of the service has the prior approval of the board of management; and

(2) the amount payable is not more than an amount which commercially would be reasonable payment for the service,

or prohibit payment:

(c) in good faith to any member for goods supplied in the ordinary and usual course of business;

(d) of reasonable and proper interest on money borrowed from a member; or

(e) of reasonable and proper rent for premises let by any member to the association.

6 Establishment and operation of gift fund

(a) The association must maintain for its principal purpose a gift fund (**Gift Fund**):

(1) to which gifts of money or property for the purpose are to be made; and

(2) to which any money received by the association because of such gifts is to be credited;

(3) that does not receive any other money or property; and

(4) for which a separate bank account is maintained.

(b) The association must use the following only for its principal purposes:

(1) gifts made to the Gift Fund; and

(2) any money received because of such gifts.

(c) At the first occurrence of:

(1) the winding up of the Gift Fund; or

(2) the association ceasing to be endorsed as a deductible gift recipient under Subdivision 30-BA of the ITAA 97;

any surplus assets of the Gift Fund must be transferred to an institution:

(3) which is charitable at law;

(4) whose constitution prohibits distributions or payments to its members and board of management members to an extent at least as great as is outlined in rule 5; and

(5) gifts to which can be deducted under Division 30 of ITAA 97 due to it being characterised as a public benevolent institution under item 4.1.1 of section 30-45.

(d) The identity of the institution must be decided by the board of management .

(e) Where gifts to an institution are deductible only if, among other things, the conditions set out in the relevant table item in Subdivision 30-B are satisfied, a transfer under this rule to that institution must be made in accordance with or subject to those conditions.

7 Annual general meeting

7.1 Generally

(a) The association must in each calendar year convene an annual general meeting of the members within 5 months of the end of the financial year.

(b) The annual general meeting must be specified as such in the notice convening it.

7.2 Business of an annual general meeting

(a) The ordinary business of the annual general meeting is:

(1) to approve the minutes of the previous annual general meeting;

(2) to receive from the board of management any reports on the transactions of the association during the preceding financial year, prepared for this purpose;

(3) to receive and consider the statement submitted by the association in accordance with section 30(3) of the Act; and

(4) to appoint members to the board of management, if applicable under rule 11.2(c).

(b) The annual general meeting may transact special business of which notice is given in accordance with these rules.

8 General meetings

8.1 Board of management convening a general meeting

The board of management may, whenever it thinks fit, convene a general meeting.

8.2 Members convening a general meeting

(a) The board of management must, on the written requisition of members representing at least 15 percent of the total number of members entitled to vote, convene a general meeting.

(b) The requisition for a general meeting must:

(1) state the objects of the meeting;

(2) be signed by the members making the requisition; and

(3) be sent to the board of management at the registered address of the association.

(c) If the board of management does not cause a general meeting to be held within one month after the date on which the requisition is received, the members making the requisition, or any of them, may convene a general meeting to be held no later than 3 months after that date.

(d) A general meeting convened by members under this rule 8.2 must be convened in the same manner, as nearly as possible, as that in which general meetings are ordinarily convened by the board of management.

(e) The association must reimburse all reasonable expenses incurred by members in convening the general meeting.

9 Notice of general meetings

(a) The board of management must, at least 7 days (or, if a special resolution has been proposed, at least 21 days) before the date fixed for holding a general meeting, cause to be sent to:

(1) each member; and

(2) the auditor of the association (if any),

at his, her or its address appearing in the register of members, a notice stating the place, date and time of the general meeting and the general nature of the business to be transacted at the general meeting.

(b) No business except that set out in the notice convening the general meeting may be transacted at the general meeting.

10 Proceedings at general meetings

10.1 Quorum

(a) No item of business may be transacted at a general meeting (except the election of a chairperson of the meeting and the adjournment of the meeting) unless a quorum is present during the time when the meeting is considering that item.

(b) A quorum consists of 5 members entitled to vote in person or by proxy.

(c) If, within 30 minutes after the appointed time for a general meeting to commence, a quorum is not present, the meeting:

(1) if convened on the requisition of members under rule 8.2, is dissolved; and

(2) in any other case, will 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 given to members before the day to which the meeting is adjourned) at the same place. If at the adjourned meeting the quorum is not present within 30 minutes after the time appointed for the meeting to commence, the adjourned general meeting, is dissolved.

10.2 Chairperson of general meetings

(a) The chairperson of the board of management must (if present within 15 minutes after the time appointed for the meeting and willing to act) preside as chairperson at each general meeting.

(b) If at a general meeting:

(1) there is no chairperson of the board of management present within 15 minutes; or

(2) the chairperson of the board of management is present but is not willing to act as chairperson of the meeting,

the members present must elect as chairperson of the meeting:

(3) another board of management member who is present and willing to act; or

(4) if no other board of management member present at the meeting is willing to act, a member who is present and willing to act.

10.3 Adjournment

(a) The chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the general meeting from time to time and place to place.

(b) No business may be transacted at an adjourned general meeting except the business left unfinished at the general meeting at which the adjournment took place.

(c) Where a general meeting is adjourned for 14 days or more, a notice of the adjourned meeting must be given as for the general meeting.

(d) Except as provided in rule 10.3(c), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

10.4 Conducting general meetings

(a) A question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chairperson of the meeting, whose decision is final.

(b) The contemporaneous linking together by telephone or other electronic means of a sufficient number of the members in person, to constitute a quorum constitutes a meeting of the members, provided each member has a reasonable opportunity to participate at the meeting.

(c) All the provisions in this constitution relating to meetings of the members apply, so far as they can and with any necessary changes, to meetings of the members by telephone or other electronic means.

(d) A member who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.

(e) A meeting by telephone or other electronic means is taken as held at the place decided by the chairperson of the meeting, as long as at least one of the members involved was at that place for the duration of the meeting.

10.5 Voting

(a) A resolution put to the vote of a general meeting must be decided on a show of hands, unless before the vote is taken or before or immediately after the declaration of the result of the show of hands, a poll is demanded by:

   (1) the chairperson; or

   (2) at least 2 members present and entitled to vote on the resolution.

(b) Unless a poll is demanded:

   (1) a declaration by the chairperson that a resolution has, on a show of hands or other method of voting, been carried or carried unanimously or carried by a particular majority or lost; and

   (2) an entry to that effect in the minute book of the association,

is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

(c) Upon any question arising at a general meeting, each member entitled to vote has one vote.

(d) All votes must be given:

(1) personally; or

(2) by proxy.

(e) Where the votes on a question are equal, the chairperson of the meeting may:

(1) re-open the debate, impose a time limit within the meeting and request a further vote; or

(2) refer the question to the board of management for resolution.

10.6 Proxies

(a) Each member entitled to vote may appoint any individual as a proxy by notice given to the board of management no later than 24 hours before the time of the general meeting for which the proxy is appointed.

(b) The notice appointing the proxy must be in the form in Appendix 2 or any other form approved by the board of management.

11 The board of management

11.1 Power to manage the association

(a) The affairs of the association will be managed by a board of governance known as the board of management.

(b) The board of management:

(1) has responsibility for the oversight of the financial, administrative and management functions of the association and setting strategic directions for the association;

(2) may exercise, to the exclusion of the members at general meeting, all the powers of the association which are not required by these rules or the Act, to be exercised by the members at general meetings.

11.2 Composition of board of management

(a) The board of management must consist of at least 6 members. The maximum number of members on the board of management is 12 but may be varied by resolution of the members.

(b) The board of management may appoint a person as a member of the board of management either to fill a vacancy or as an addition to the board of management.

(c) At each annual general meeting:

(1) each board of management member appointed under rule 11.2 since the last annual general meeting; and

(2) excluding any board of management member referred to in rule 11.2(c)(1), the longest serving one third of the remaining board of management members, or if the number of remaining board of management members is not a multiple of 3, rounded down to the nearest whole number,

must retire as board of management members. The longest serving board of management members are those who have been longest in office since their last election to the board of management. If there are more than one third, those to retire must be determined by agreement among themselves or, in the absence of agreement, determined by lot.

(d) Each member of the board of management retiring under rule 11.2(c)(2) is eligible for re-election as an ordinary member of the board of management.

(e) "Officers of the association may serve no more than three (3) consecutive terms after which they may continue to be ordinary members of the board of management but are excluded from holding any further position as an Officer of the association for a period of three (3) years."

11.3 Nomination of board of management

(a) Nominations of candidates for election as members of the board of management will be called for at least 6 weeks prior to the annual general meeting of the association at which elections will be held. The notice calling for nominations must list those board of management members ceasing to be board of management members.

(b) The nominations must be:

(1) made in writing, signed by one member other than the candidate;

(2) accompanied by a short biographical statement and the written consent of the candidate (which may be endorsed on the form of nomination);

(3) delivered to the board of management not less than 30 days before the date fixed for the holding of the annual general meeting.

(c) Information about each nominated candidate will be sent to all members no later than 21 days prior to the annual general meeting.

(d) If insufficient nominations are received to fill all vacancies on the board of management, further nominations, if any, will be received and voted on at the annual general meeting.

11.4 Removal of board of management member

(a) Subject to rule 11.4(b) the members may, by resolution passed at a general meeting, remove any board of management member and appoint another member in his or her place to hold office until the next annual general meeting.

(b) The board of management member who is the subject of a proposed resolution under rule 11.4(a) must be given at least 8 weeks notice of the general meeting and may make a representation in writing to the chairperson (not exceeding a reasonable length) and request that the representation be notified to the members and the chairperson must send a copy of the representation to each member if received at least 30 days before the general meeting and, if it is not so sent, the board of management member may require that it be read out at the general meeting.

11.5 Vacancy of office on board of management

The position of a member of the board of management becomes vacant if the person:

(a) becomes an insolvent under administration within the meaning of the *Corporations Act;*

(b) becomes of unsound mind, or a person whose person or estate is liable to be dealt with under the law relating to mental health;

(c) is found guilty of or convicted of an indictable offence punishable by imprisonment, whether or not a term of imprisonment is imposed;

(d) resigns as a member of the board of management by written notice to the board of management; or

(e) fails to attend 3 consecutive meetings of the board of management without approval of the remaining members of the board of management (whether given before or after that absence) and is removed from office by resolution of the board of management.

11.6 Use of information or position

(a) A member of the board of management must not:

(1) while a member of the board of management; and

(2) after ceasing to be a member of the board of management,

knowingly or recklessly make improper use of information acquired by virtue of his or her position in the association so as to:

(3) gain, directly or indirectly, any pecuniary benefit or material advantage for himself or herself or any other person; or

(4) cause a detriment to the association.

(b) A member of the board of management must not knowingly or recklessly make improper use of his or her position in the incorporated association so as to:

(1) gain, directly or indirectly, any pecuniary benefit or material advantage for himself or herself or any other person; or

(2) cause detriment to the association.

11.7 Disclosure of interests

(a) A member of the board of management who has any direct or indirect interest in a contract, or proposed contract, with the association must:

(1) as soon as he or she becomes aware of his or her interest, disclose the nature and extent of his or her interest to the board of management; and

(2) disclose the nature and extent of his or her interest in the contract, or proposed contract, in the statement submitted under section 30(3) of the Act by the association to the members at the next annual general meeting.

(b) Rule 11.7(a) does not apply in respect of an interest that exists only by virtue of the fact that the member of the board of management:

(1) is an employee of the association;

(2) is a member of a class of persons for whose benefit the association is established; or

(3) has the interest in common with all or a substantial proportion of the members.

(c) Subject to rule 11.7(d), if a member of the board of management discloses an interest in a contract, or proposed contract, in accordance with rule 11.7(a), or his or her interest is not such as need be disclosed under rule 11.7(a):

(1) the contract is not liable to be avoided by the association on any ground arising from the fiduciary relationship between the member of the board of management and the association; and

(2) the member of the board of management is not liable to account for profits derived from the contract.

(d) Despite anything to the contrary in these rules, a member of the board of management may not act as auditor of the association.

11.8 Voting on contract in which member of the board of management has interest

(a) A member of the board of management who has any direct or indirect interest in a contract, or proposed contract, with the association must not take part in any decision of the board of management with respect to that contract but may, subject to a decision of the remaining board of management members, take part in any deliberations with respect to that contract or proposed contract.

(b) Rule 11.8(a) does not apply in respect of an interest:

(1) that exists only by virtue of the fact that the member of the board of management is a member of a class of persons for whose benefit the association is established; or

(2) that the member of the board of management has in common with all or a substantial proportion of the members.

11.9 Implied validity

Despite any other provision in these rules, all decisions and actions at a meeting of the board of management, and all actions taken by the board of management or a person acting as a board of management member, are as valid as if every person acting as a board of management member had:

(a) been duly appointed;

(b) duly continued in office; and

(c) at all material times been fully entitled to do all things which he or she did or purported to do as a board of management member,

even though it is later discovered that there was a defect in the person's appointment or continuance in office, or that the person had vacated office or was not entitled to do a particular thing.

12 Proceedings of the board of management

12.1 Officers

(a) The Officers of the association are, unless otherwise decided by the board of management:

(1) a chairperson;

(2) a deputy chairperson;

(3) a treasurer; and

(4) a secretary.

(b) The Officers of the association are elected by the board of management at the first meeting of the board of management after the annual general meeting.

12.2 Responsibility for administration

(a) The board of management must ensure minutes of the resolutions and proceedings of each general meeting and each board of management meeting are kept in books provided for that purpose together with a record of the names of persons present at board of management meetings.

(b) The board of management must ensure a person is appointed to:

(1) collect and receive all monies due to the association and make all payments authorised by the association; and

(2) keep correct accounts and books showing financial affairs of the association with full details of all receipts and expenditures connected with the activities of the association.

12.3 Board of management meetings

(a) The board of management must meet at least 6 times in each financial year.

(b) Subject to rule 12.3(a), the board of management may meet together and adjourn and otherwise regulate their meetings as they think fit.

12.4 Convening meetings

(a) The chairperson or any member of the board of management may convene a meeting of the board of management whenever they think fit.

(b) The board of management or its delegate must, on requisition of the chairperson or any member of the board of management under rule 12.4(a), convene a meeting of the board of management.

12.5 Quorum

(a) Any 4 members of the board of management constitute a quorum for transacting the business of a meeting of the board of management.

(b) No business may be transacted at a meeting of the board of management unless a quorum is present. If within 15 minutes of the time appointed for the meeting a quorum is not present, the chairperson may adjourn the meeting to the same place and at the same hour of the same day in the following week.

(c) If the number of members of the board of management at any time is not sufficient to constitute a quorum of a board of management meeting or is less than the minimum number of members of the board of management fixed under these rules, the remaining members of the board of management must act as soon as possible to:

(1) increase the number of members of the board of management to a number sufficient to constitute a quorum and to satisfy the minimum number required under these rules; or

(2) convene a general meeting of the association for that purpose,

and, until that has happened, may only act if and to the extent that there is an emergency requiring them to act.

12.6 Chairperson

(a) Subject to rule 12.6(b), the chairperson, or in his or her absence, the deputy chairperson, must act as chairperson at each meeting of the board of management.

(b) If both the chairperson and deputy chairperson are absent or unwilling to act at any particular meeting of the board of management, then the members of the board of management present must elect one of their number to act as chairperson for that meeting.

12.7 Decisions of the board of management

(a) A meeting of board of management members at which a quorum is present may exercise all the powers and discretions vested in or exercisable by the board of management members under these rules.

(b) Questions arising at a meeting of the board of management must be decided by a majority of votes cast by the board of management members present. Such a decision is for all purposes a decision of the board of management.

(c) Where the votes on a proposed resolution are equal, the chairperson of the meeting has a casting vote in addition to his or her deliberative vote.

12.8 Observers at meetings of board of management

Members and other persons, when invited by the board of management, may attend meetings or such part of the meeting as determined appropriate by the board of management of the board of management, but do not have voting rights and may not speak at the meeting unless permitted by the chairperson.

12.9 Meetings convened by telephone or other electronic means

(a) The contemporaneous linking together by telephone or other electronic means of a number of the members of the board of management sufficient to constitute a quorum, constitutes a meeting of the board of management and all the provisions in these rules relating to meetings of the members of the board of management apply, so far as they can and with such changes as are necessary, to meetings of the members of the board of management by telephone or other electronic means.

(b) A meeting by telephone or other electronic means is to be taken to be held at the place determined by the chairperson of the meeting of the board of management provided that at least one of the members of the board of management involved was at that place for the duration of the meeting.

(c) A board of management member who is unable to be present at a board of management meeting may request the provision of a telephone or other electronic means and the member participating by telephone or other electronic means is deemed to be present for all voting purpose.

(d) Where more than one member of the board of management requests access to a telephone or other electronic means, the resources will be provided if reasonably available.

12.10 Written resolutions of the board of management

(a) If:

(1) a majority of the members of the board of management (other than any board of management member who disqualifies himself or herself from considering the act, matter, thing or resolution in question on the grounds that he or she is not entitled at law to do so or has a conflict of interest), assent to a document containing a statement to the effect that an act, matter or thing has been done or resolution has been passed; and

(2) the members of the board of management who assent would have constituted a quorum at a meeting of the board of management held to consider that act, matter, thing or resolution,

that act, matter, thing or resolution is to be taken as having been done at or passed by a meeting of the board of management.

(b) For the purpose of rule 12.10(a):

(1) the meeting is to be taken to have been held on the day on which, and at the time at which, the document was last assented to by a member of the board of management;

(2) 2 or more separate documents in identical terms each of which is assented to by one or more members of the board of management are to be taken as constituting one document; and

(3) a member of the board of management may signify assent to a document by signing the document or by notifying the association of the member's assent in person or by post, facsimile transmission, telephone or other method of written, audio or audio visual communication.

(c) Where a board of management member signifies assent to a document otherwise than by signing the document, the board of management member must by way of confirmation sign the document at the next meeting of the board of management attended by that board of management member, but failure to do so does not invalidate the act, matter, thing or resolution to which the document relates.

(d) Where a document is assented to in accordance with rule 12.10(a), the document is to be taken as a minute of a meeting of the board of management.

13 Subcommittees

13.1 Delegation to subcommittees

The board of management may delegate any of the board of management powers to a subcommittee or subcommittees established by the board of management, comprising the board of management members and any other people (whether members or not) that the board of management decides.

13.2 Control of subcommittees

(a) The board of management may name, dissolve and vary the powers and composition of a subcommittee as the board of management thinks fit.

(b) Each member of a subcommittee holds office on terms decided by the board of management.

(c) A subcommittee must exercise its powers, and generally conduct itself, in accordance with any directions given by the board of management including, but not limited to, any directions concerning keeping minutes and reporting to the board of management.

13.3 Rules apply to subcommittee

Subject to any directions by the board of management, the provisions of these rules applying to meetings and resolutions of the board of management apply, so far as they reasonably can and with any modifications reasonably necessary, to meetings of a subcommittee.

14 Delegates and the Public Officer

14.1 Delegates

(a) The board of management may from time to time appoint delegates of the association, who may or may not be members of the board of management.

(b) The board of management may delegate any of its powers or responsibilities to a delegate appointed under rule 14.1(a).

(c) Despite rule 14.1(b), the board of management remains responsible for the:

(1) exercise of board of management powers; and

(2) discharge of board of management responsibilities,

by a delegate appointed under rule 14.1(a).

(d) A delegate to whom any powers have been so delegated must exercise the powers delegated in accordance with any directions of the board of management.

14.2 The Public Officer

The board of management must appoint at least one Public Officer who will hold the position subject to, and have the powers provided for under, the Act and who must carry out any additional duties decided by the board of management from time to time.

15 Audit

15.1 Appointment of auditor

If the association is or becomes a prescribed association under the Act, the board of management must appoint a qualified auditor.

15.2 Remuneration of auditor

The board of management may fix the remuneration of the auditor from time to time.

15.3 Qualifications of auditor

The auditor must be:

(a) a registered company auditor registered under section 1280 of the *Corporations Act*;

(b) a firm of registered company auditors registered under section 1280 of the *Corporations Act*;

(c) a member of the Australian Society of Certified Practising Accountants or the Institute of Chartered Accountants in Australia; or

(d) any other person approved by the Registrar of Incorporated Associations for this purpose.

15.4 Role of auditor

(a) The auditor must:

(1) examine the accounting records of the association at least once in each financial year; and

(2) meet with relevant board of management members for this purpose at times arranged with the board of management and relevant board of management members.

(b) The auditor must draw up the audit program. In preparing the program the auditor must have regard to:

(1) current practice;

(2) the auditing standards issued from time to time by recognised Australian accounting bodies; and

(3) any advisory notes for auditors which the board of management issues from time to time.

15.5 Access by auditor

The auditor:

(a) must be given access to the accounting records of the association at all times; and

(b) may make reports to the board of management as the auditor considers necessary.

15.6 Report by auditor

The auditor must:

(a) make a report to the members at each annual general meeting on every statement of income and expenditure and balance sheet tabled before each annual general meeting during the auditor's term of office; and

(b) state in the report whether in his or her opinion:

(1) the statement of income and expenditure and balance sheet together with any statements, reports and notes that are attached to and intended to be read with the statement or balance sheet are properly drawn up so as to give a true and fair view of the financial position of the association during and at the end of its last financial year (or other date appropriate to the period covered by that balance sheet and statement);

(2) the accounting and other records examined by the auditor have been properly maintained; and

(3) the financial statements are in accordance with the Australian Accounting Standards specified in Schedule 1 of the *Associations Incorporations Regulations* 1998.

15.7 Attendance at general meetings

The auditor may attend a general meeting and make a report direct to the members of any matter within the scope of the auditor's duties.

16 Cheques

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed:

(a) as the board of management decides; or

(b) failing a decision under rule 16(a), by any 2 board of management members.

17 Custody and inspection of records

17.1 Custody of records

The board of management or its delegate for this purpose must keep in its custody or under its, his or her control, all books, documents and securities of the association.

17.2 Inspection of records

The documents associated with incorporation, the register of members and the minutes of general meetings must be made available for inspection by any member who gives the board of management or its delegate for this purpose reasonable notice that he, she or it wishes to inspect them. Other relevant documents (as defined by the Act) are not available for inspection unless the board of management is satisfied the privacy of any person will not be affected.

18 Common seal

(a) The common seal of the association must be kept in the custody of the board of management or its delegate for this purpose.

(b) The common seal may only be affixed to a document if:

(1) the board of management authorises it, which it may do before or after the common seal is used; and

(2) the document to which the common seal is affixed is signed by any 2 members of the board of management.

19 Notices

(a) A notice may be given by the association to a member or by a member to the association by:

(1) delivering it personally;

(2) posting it by prepaid post to the member's registered address.

(3) sending it to the nominated facsimile number or electronic address, for receipt of notices (if any).

(b) A notice is taken as received :

(1) if delivered, at the time of delivery;

(2) if faxed, when a confirmation report that all pages of the facsimile have been transmitted to the facsimile number, is received but if transmission or receipt is after 5.00 pm, it is taken as received on the next business day;

(3) if sent electronically, on the next business day; and

(4) if posted, on the second business day after it was posted.

(c) No:

(1) general meeting, annual general meeting or meeting of the board of management; or

(2) act, proceeding or business of any such meeting,

is or will be rendered voidable or invalid merely because of:

(3) the failure of any person to receive notice of the meeting; or

(4) any other procedural irregularity.

20 Trading

The association is authorised to trade in accordance with section 51 of the Act.

21 Source of funds

The funds of the association are to be derived from fees, subscriptions, gifts, sponsorships, donations, government grants, fundraising activities and such other sources as the board of management determines.

22 Alteration of Statement of Purposes and rules

(a) These rules and the Statement of Purposes of the association may only be altered in accordance with the Act.

(b) A special resolution making a material alteration to, or materially affecting, the Statement of Purposes or rules 5, 6, 22 or 24 must be notified in writing to a Deputy Commissioner of Taxation.

(c) A special resolution making a material alteration to, or materially affecting rules 20 or 24 has no effect until the Minister responsible for the Act consents to the alteration.

23 Indemnity and insurance

23.1 Indemnity

To the extent permitted by law, the association may indemnify a person who is or has been an Officer of the association against a liability incurred by that person in his or her capacity as an Officer of the association:

(a) to any other person; and

(b) for costs and expenses in defending proceedings, whether civil or criminal, in which judgment is given in favour of that person or in which that person is acquitted or in connection with an application, in relation to those proceedings, in which the court grants relief to that person,

so far as the liability is not covered by a contract of insurance taken out by any person for the benefit of that Officer.

23.2 Insurance

The association may pay, agree to pay, or reimburse another person who has paid, a premium in respect of a contract insuring a person who is or has been an Officer of the association against a liability incurred by that person as an Officer of the association, except in circumstances prohibited by law.

24 Winding up

(a) If, on the winding up or dissolution of the association, any property remains after satisfaction of all its debts and liabilities, this property must only be given or transferred to an institution:

(1) which is charitable at law; and

(2) whose constitution prohibits distributions or payments to its members and board of management members to an extent at least as great as is outlined in rule 5; and

(3) gifts which can be deducted under Division 30 of the ITAA 97 due to it being characterised as a public benevolent institution under item 4.1.1 of section 30-45 of the ITAA 97.

(b) The identity of the institution referred to in rule 24(a) must be decided by the board of management at or before the time of winding up or dissolution of the association and, if the board of management cannot decide, by the Supreme Court of Victoria.

(c) Where gifts to an institution are deductible only if, among other things, the conditions set out in the relevant table item in Subdivision 30-B are satisfied, a gift or transfer under rule 24(a) to that institution must be made in accordance with or subject to those conditions.

Appendix 1 - Application for membership

Ringwood Area Lions Aged Care Inc (the association)

I,

____

(Full name of applicant)

of

____

(Address)

Phone: (BH) ____________________ (AH) ____________________

(Mobile) ________________________________

(Email) _________________________________

wish to become a member of the association. 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 and I agree to receive notices from the association by email.

______________________________ ________________

Signature of applicant Date

I, ____

(Name)

a member of the association nominate the applicant, who is personally known to me, for membership of the association.

______________________________ ________________

Signature of proposer Date

Appendix 2 - Form of appointment of proxy

Ringwood Area Lions Aged Care Inc (the association)

I,

____

of

____

being a member of the association, hereby appoint the *Chairperson* of the Annual General Meeting; or the following nominee:

____

of ____

as my proxy to vote for me on my behalf at the Annual General Meeting to be held on ____________________________________ and at any adjournment of that meeting.

My proxy is authorised to vote for me on my behalf in accordance with the directions on this form or, if no directions have been are given, as he or she sees fit.

Details of the resolution:

☐ for

☐ against

____

____

Signature Date