

# MiLife-Victoria Rules



Incorporated under the Associations Incorporation Reform Act 2012 (Vic) (the Act) Leaders in Disability Support

## Table of Contents

<b>Part 1 - Preliminary</b> .....	<b>2</b>
The association's name .....	2
The association's purposes .....	2
Financial year .....	2
Definitions .....	2
<b>Part 2 – Powers of Association</b> .....	<b>3</b>
The association's powers .....	3
Use of the association's income and assets .....	3
<b>Part 3 – Members</b> .....	<b>4</b>
Members .....	4
Membership applications .....	4
Membership Fees .....	4
Members' rights, obligations and liabilities .....	5
Ending membership .....	5
<b>Part 4 – Board</b> .....	<b>6</b>
The Board .....	6
The Board's responsibilities and functions .....	6
The board members .....	7
Election of the Board .....	7
General duties of board members .....	9
Conflict of interest .....	10
Term of office .....	10
The Company Secretary .....	11
Board member resignations, removal and casual vacancies .....	11
Calling board meetings .....	12
Board meetings procedure .....	12
<b>Part 5 – General Meetings of the Association</b> .....	<b>13</b>
General meeting .....	13
Calling a Special General Meeting .....	13
Notice of general meetings (including special resolutions) .....	14

General meetings procedure .....	14
Custody of documents and members’ access to documents .....	16
<b>Part 6 – Disciplinary Procedures and Grievances .....</b>	<b>17</b>
Disciplining members.....	17
Resolving disputes.....	17
<b>Part 7 – Financial Matters .....</b>	<b>18</b>
Funds.....	18
<b>Part 8 – General Matters.....</b>	<b>18</b>
Common seal .....	18
Changing the rules .....	19
Winding up the association.....	19
Revoking gift recipient status.....	20
Notices .....	20

## **Part 1 - Preliminary**

### **1. The association’s name**

The name of the association is MiLife-Victoria Incorporated.

### **2. The association’s purposes**

The purposes of the association are:

- to ensure that people of all abilities have their needs met and can live their best life, for their whole life by partnering with community.

### **3. Financial year**

The financial year of the association starts on 1 July of each year and runs for a period of 12 months (Financial Year).

### **4. Definitions**

In these Rules—

***associate member*** means a member of the organisation who is appointed to advise the organisation’s Board and its leadership and support them to achieve the organisation’s purpose. An associate member is not a non-executive director and does not have fiduciary responsibilities for governing the organisation

**chair** of a general meeting or board meeting, means the person chairing the meeting as required under rules 22 and 26;

**Board** means the Board having management of the business of the Association;

**board meeting** means a meeting of the Board held in accordance with these Rules;

**board member** means a member of the Board elected or appointed under Part 5;

**disciplinary meeting** means a meeting of the board convened for the purposes of rule 22;

**financial year** means the 12-month period specified in rule 3;

**general meeting** means a general meeting of the members of the Association convened in accordance with Part 5 and includes an annual general meeting and a special general meeting;

**member** means a member of the Association;

**non-executive director** means a member of the board of governance who does not hold an executive office but has legal responsibilities and liabilities for governing the organisation

**special resolution** means a resolution that requires not less than three-quarters of the members voting at a general meeting to vote in favour of the resolution;

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

## **Part 2 – Powers of Association**

### **5. The association's powers**

The association has the legal capacity of an incorporated body.

The association has power to do anything incidental or conducive to achieve its purposes.

The association may only:

- exercise its powers; and
- use its income and assets (including any surplus),

for its purposes.

### **6. Use of the association's income and assets**

The association must not distribute any surplus, income or assets directly or indirectly to its members.

This rule does not prevent the association from paying its members:

- reimbursement for expenses properly incurred by them, and
- for goods supplied and services provided by them,

if this is done in good faith on terms no more favourable than if the member were not a member.

## **Part 3 – Members**

### **7. Members**

The association must have at least five members.

Anyone who supports the purposes of the association can apply to join the association as a member.

### **8. Membership applications**

A person may apply to join the association as a member by writing to the Company Secretary and paying the first year's annual subscription fee.

In these rules, writing includes email and other correspondence in electronic form.

Applications for membership of the association must be in the form approved by the Board (if any).

The Board can approve or reject a membership application. If the Board rejects a membership application, it is not required to give reasons for that decision, but it must return the annual subscription fee paid by the applicant (if there is an annual subscription fee) and write to the person to tell them their membership application has been rejected. The Board must consider applications for membership of the association and notify the applicant of its decision as soon as practicable.

A person becomes a member when the Company Secretary adds the person's name and address to the members' register.

The association must inform the person when their membership has started, and whether they have to pay any annual subscription fee (which will be calculated in proportion to the remaining Financial Year at the time they become a member). That fee (if any) must be paid within the time specified by the Board.

### **9. Membership Fees**

The Board can set or change joining fees and annual subscription fees for members.

Members must pay the annual subscription fee (if any) within the time specified by the Board. If a member does not pay in time, their membership is suspended until the annual subscription fee is paid. When membership is suspended, a member cannot exercise their members' rights such as voting at the Annual General Meeting.

## **10. Members' rights, obligations and liabilities**

Members have rights, obligations and liabilities as set out in the Act and in these rules.

A member of the association who is entitled to vote has the right to:

- receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these rules;
- submit items of business for consideration at a general meeting;
- attend and be heard at general meetings;
- vote at general meetings;
- have access to the minutes of general meetings and other documents of the association in accordance with these rules; and
- inspect the register of members.

The rights of a member are not transferable and end when membership stops.

Each member's liability is limited to payment of that member's joining and annual subscription fees (if any).

## **11. Ending membership**

Members can stop being a member of the association at any time by notice in writing to the Company Secretary.

A member stops being a member if:

- the member resigns in accordance with these rules;
- the member is expelled in accordance with the disciplinary procedures set out in these rules (if any);
- the member dies;
- the member's annual subscription is more than 12 months in arrears; or
- where no annual subscription is payable:

- the Company Secretary has made a written request to the member to confirm they wish to remain a member; and
- the member has not, within three months after receiving that request, confirmed in writing that they wish to remain a member.

When a membership ends, the association will not refund any subscription fees already paid. Once a member stops being a member, the Company Secretary must remove information from the register of members within 14 days in accordance with the Act.

Writing includes email and other correspondence in electronic form.

## **Part 4 - Board**

### **12. The Board**

The association is governed by a board of governance (Board) that is made up of non-executive directors elected in accordance with these rules.

### **13. The Board's responsibilities and functions**

The Board is responsible for management of the association and can exercise all powers and functions of the association (consistently with these rules and the Act), except for powers and functions that the members are required to exercise at a general meeting (under these rules or the Act).

The Board can delegate any of its powers and functions to a board member, a sub-board committee, a staff member or a member, other than the power of delegation or a duty imposed on the Board by the Act or under any other law.

The delegation must be in writing, may be subject to any conditions or limitations that the Board considers appropriate and can be revoked in whole or in part by the Board in writing.

Among its other responsibilities, the Board is responsible for making sure:

- accurate minutes of general meetings and Board meetings of the association are made and kept;
- any material personal interest disclosed at a Board meeting is recorded in the minutes of that board meeting; and

- all records, securities and relevant documents (as defined in the Act) of the association are kept properly and in accordance with these rules.

## 14. The board members

The Board is made up of the following board members:

- the Chairperson, the Deputy Chairperson and the Treasurer (**the Office Bearers**); and
- up to nine ordinary board members. The Board will actively seek and prioritise appointing a MiLife-Victoria Inc parent, guardian or sibling. In the absence of an appropriately qualified and willing family member, the Board will seek formal parent, guardian or sibling consultation.

Board members are elected by members of the association at each Annual General Meeting (**AGM**) and may be elected at a Special General Meeting (**SGM**) in accordance with these rules.

A member is eligible to be elected or appointed as a board member if the member:

- is at least 18 years of age; and
- is entitled to vote at a general meeting of the association.

The Board is also able to include associate members. These associates are not elected, nor do they have non-executive director fiduciary responsibilities. However, they are appointed to assist the organisation's Board and its leadership to achieve the organisation's purpose.

## 15. Election of the Board

The AGM or SGM must by resolution decide how many ordinary board members (if any) it wishes to elect.

Each of the office bearer positions must be elected separately.

If the AGM or SGM decides to elect any ordinary board members, those positions must be elected together.

Nominations for each position can be made by notifying the Company Secretary up to 48 hours before the meeting.

The chair of the meeting can accept additional nominations at the meeting.

Candidates may nominate themselves. Candidates may be nominated by another member, if they consent.

If the number of candidates for a position is fewer than the number to be elected:

- the chair of the meeting must declare elected those candidates who have been nominated; and
- the Board may fill the remaining vacancies in accordance with the rule about 'board member resignations, removal and casual vacancies'.

If the number of candidates for a position is equal to the number to be elected, the chair of the meeting must declare those candidates elected.

If there are more candidates for a position than the number to be elected, a ballot must be held as set out below.

The chair of the meeting must appoint a returning officer to conduct the ballot (who may be the chair of the meeting).

The candidates may each make a short speech in support of their election.

An election is usually conducted by show of hands, but can be held by secret ballot if requested by a member or the chair.

The returning officer must give:

- each member present in person or by representative, and
- each proxy appointed by a member (if members may vote by proxy under the general meeting procedure rule),

a blank piece of paper for each ballot (or, for those present through the use of technology, an equivalent means of registering their vote).

For each ballot, voters must:

- indicate the candidate or candidates they wish to vote for, including (if not already listed) writing the names of those candidates; and
- not write down the names of more candidates than the number to be elected in that ballot.



Ballot papers that do not comply with these requirements are informal (not valid).

Each formal ballot paper where the name of a candidate has been written down counts as one vote for that candidate.

The returning officer must declare elected the number of candidates to be elected who receive the most votes, subject to the requirement below.

If two or more candidates receive the same number of votes, and not all of those candidates are to be elected, the returning officer must decide by lot which is to be elected.

Writing includes email and other correspondence in electronic form.

## **16. General duties of board members**

As soon as practicable after being elected or appointed to the Board, each board member must become familiar with these rules and the Act.

The Board is collectively responsible for ensuring that the association complies with the Act.

Board members must exercise their powers and discharge their duties:

- with reasonable care and diligence;
- in good faith in the best interests of the association; and
- for a proper purpose.

Board members and former board members must not make improper use of:

- their position; or
- information acquired by virtue of holding their position,

so as to gain an advantage for themselves or any other person or to cause detriment to the association.

In addition to any duties imposed by these rules, a board member must perform any other duties imposed from time to time by resolution at a general meeting.

## **17. Conflict of interest**

A board member who has a material personal interest in a matter being considered at a board meeting must disclose the nature and extent of that interest to the Board and at the next general meeting of members of the association.

The board member:

- must not be present while the matter is being considered at the meeting; and
- must not vote on the matter.

This rule does not apply to a material personal interest:

- that exists only because the board member belongs to a class of persons for whose benefit the association is established; or
- that the board member has in common with all, or a substantial proportion of, the members of the association.

## **18. Term of office**

Subject to these rules:

- at each AGM, at least half of the board members must retire from their role
- the board members who must retire will be the board members who have been longest in office since last being elected
- where board members were elected on the same day, the board members to retire will be decided by lot unless they agree otherwise
- a board member who retires under this rule may nominate for re-election
- other than a board member appointed to fill a vacancy, a board member's term of office starts at the end of the AGM at which they are elected, and ends at the end of the AGM at which they retire
- each board member must retire at least once every three years; and
- board members can be re-elected for a maximum overall term of nine years.

## **19. The Company Secretary**

The Company Secretary is a function delegated to MiLife-Victoria Inc Management. The Company Secretary must be appointed by the Board, must be at least 18 years of age, be resident in Australia and consent to being appointed as the Company Secretary.

The Company Secretary must perform any duty or function required under the Act or these rules to be performed by the Company Secretary.

## **20. Board member resignations, removal and casual vacancies**

A board member stops being on the Board if they:

- stop being a member of the association;
- fail to attend three consecutive board meetings (other than special or urgent board meetings) without leave of absence granted by the Board;
- resign by writing to the Board or the Company Secretary;
- are removed by a special resolution of members of the association;
- become insolvent under administration (as the term is defined in section 38 of the *Interpretation of Legislation Act 1984*);
- become a represented person (under the *Guardianship and Administration Act 2019*);
- die;
- otherwise stop being a board member by operation of section 78 of the Act; or
- in the case of the Company Secretary, if the Company Secretary stops residing in Australia.

If a board member stops being on the Board before the end of their term in accordance with these rules, the Board can appoint a member of the association to fill the vacancy on the Board until the next AGM.

If the position of Company Secretary is vacant for any reason, the Board must appoint a new Company Secretary within 14 days.

The Board may act despite any vacancy in its membership.

Writing includes email and other correspondence in electronic form.

## **21. Calling board meetings**

The Company Secretary must give seven days' written notice of a board meeting to board members unless the meeting is an urgent meeting.

At an urgent meeting, only the business for which the meeting was called may be conducted.

The Board can decide how often it meets.

A special board meeting may be convened by the Chairperson or by a majority of board members.

Writing includes email and other correspondence in electronic form.

## **22. Board meetings procedure**

As long as everyone can hear and communicate clearly at the same time, board meetings may be held at more than one place using technology (such as telephone or video conferencing).

The Chairperson is entitled to chair board meetings.

If the Chairperson is not present, or does not wish to chair the meeting, the Deputy Chairperson is entitled to chair.

If neither the Chairperson nor the Deputy Chairperson is present, or if neither wishes to chair the meeting, the Board must elect another board member to chair.

Each board member has one vote.

There is no voting by proxy.

The chair of the meeting does not have a casting vote.

If an equal number of votes are cast for and against a motion or amendment, the chair of the meeting must declare the motion or amendment lost.

Subject to these rules, the procedure to be followed at a board meeting must be determined from time to time by the Board.

No business may be conducted at a board meeting unless a quorum is present.

The majority (more than half) of board members must be present (either in person or through the use of technology) for the meeting to be validly held (the quorum).

If a quorum is not present within 30 minutes after the notified commencement time of a board meeting:

- in the case of a special meeting, the meeting lapses;
- in any other case, the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with these rules.

Decisions of the board are ordinarily made through motions moved at board meetings. Occasionally, however, it may be necessary for the board to make decisions when it is not feasible for the board to come together either in person or using technology. On these occasions the use of circular resolutions may be appropriate.

## **Part 5 – General Meetings of the Association**

### **23. General meetings**

The association must hold an AGM within five months of the end of the association's Financial Year or such other time as permitted by law.

The Board determines the date, time and place of the AGM.

The ordinary business of the AGM is to:

- confirm the minutes of the previous AGM
- receive and consider reports and statements on the previous Financial Year, and
- elect board members.

The AGM may also conduct any other business of which notice has been given in accordance with these rules.

### **24. Calling a Special General Meeting**

The Board must convene a Special General Meeting (SGM) if a request to do so is made in accordance with this rule by at least 10% of the total number of members.

This request for a SGM must:

- be in writing;
- state the business to be considered at the meeting and any resolutions to be proposed;
- include the names and signatures of the members requesting the meeting; and
- be given to the Company Secretary.

If the Board does not convene a SGM within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.

A SGM convened by members must:

- be held within three months after the date on which the original request was made; and
- only consider the business stated in that request.

The association must reimburse all reasonable expenses incurred by the members convening a SGM.

Writing includes email and other correspondence in electronic form.

## **25. Notice of general meetings (including special resolutions)**

Notice of the date, time and place of a general meeting must be provided to members at least 14 days (or 21 days if a special resolution is proposed) before the meeting in writing to each member's postal or email address listed on the members register.

Notices of general meetings must include all proposed matters to be dealt with at that meeting.

If a special resolution is proposed, the notice must also include:

- the full proposed resolution; and
- a statement of the intention to propose the resolution as a special resolution.

Writing includes email and other correspondence in electronic form.

## **26. General meetings procedure**

As long as everyone can hear and communicate clearly at the same time, general meetings may be held at more than one place using technology (such as telephone or video conferencing).

The Chairperson is entitled to chair general meetings.

If the Chairperson is not present, or does not wish to chair the meeting, the Deputy Chairperson is entitled to chair.

If neither the Chairperson nor the Deputy Chairperson is present, or if neither wishes to chair the meeting, the meeting must elect another member to chair.

The chair of the meeting does not have a casting vote.

Votes must be held by a show of hands or written ballot, or another method determined by the chair that is fair and reasonable in the circumstances. If a vote is held initially by show of hands (or any other method determined by the chair), any member may request a vote be held again by written ballot. A ballot must be conducted in accordance with the procedure determined by the chair.

A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.

For the purposes of this rule, a member participating in a general meeting through the use of technology as permitted under these rules is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

Subject to the Act and these rules, each member has one vote on any question arising at the meeting.

Decisions at a general meeting must be made by majority vote (subject to the provisions in these rules regarding special resolutions).

A special resolution is passed if at least 75% of the members voting at a general meeting vote in favour of the resolution.

No business may be conducted at a general meeting unless a quorum is present.

The chair may adjourn the meeting if a quorum is not reached within 30 minutes of the meeting start time, or if there is not enough time at a meeting to address all business. Notice of the date, time and place of the adjourned meeting must be sent to members as soon as practicable after the meeting. This notice does not have to comply with time for notice requirements, unless the adjourned meeting is more than 21 days after the original meeting date.

No business may be conducted at an adjourned meeting, other than the business that remained unfinished when the meeting was adjourned.

For a general meeting to be held, at least three of the Board members and 10% of the members (a quorum) must be present at the meeting (either in person or through the use of technology), for the meeting to be held.

Members may not vote by proxy at general meetings.

## **27. Custody of documents and members' access to documents**

The Treasurer must keep custody of the financial records of the association for the current Financial Year and any other financial records as authorised by the Board. The Company Secretary must keep custody of all books, documents and securities of the association (other than the financial records held by the Treasurer in accordance with these rules).

The Company Secretary must keep and maintain a register of members in accordance with the Act.

A member is entitled to, subject to certain restrictions found in these rules, inspect the rules, general meeting minutes, relevant documents and the members register at a reasonable time. 'Relevant documents' includes documents such as financial records, contracts and asset records of the association.

If a member asks to inspect the register of members, the association must allow this in a reasonable time. Note that, in certain circumstances, the association may withhold personal member information.

A member can write to the Company Secretary asking for copies of these documents (with the exception of the members register). The association must provide copies of records of the association (other than the members' register) if a member requests copies in accordance with these rules (and unless the association is permitted to refuse the request in accordance with these rules). The association can charge a reasonable fee for providing copies.

Subject to the Act, the association can refuse a request to inspect or get copies of relevant documents, or provide only limited access, if the documents contain confidential, personal, employment, commercial or legal matters, or if granting the request would breach a law or may cause damage or harm to the association.

Subject to the Act, members cannot inspect or get copies of board meeting minutes or parts of the minutes, unless the Board specifically allows it.



Members can write to the Company Secretary to ask that the Company Secretary restrict access to their details on the members register if they have special circumstances. The Company Secretary will decide if there are special circumstances, and must write to the member outlining their decision.

Writing includes email and other correspondence in electronic form.

## **Part 6 - Disciplinary Procedures and Grievances**

### **28. Disciplining members**

The Board can discipline a member of the association if it considers the member has breached these rules or if the member's behaviour is causing (or has caused) damage or harm to the association.

The Board must write to the member to tell them why disciplinary action is proposed to be taken.

The Board must arrange a disciplinary procedure that meets these requirements:

- the outcome must be determined by an unbiased decision-maker;
- the member must have the opportunity to be heard; and
- the disciplinary procedure must be completed as soon as reasonably practicable.

The outcome of a disciplinary procedure can be the temporary suspension or the expulsion of the member. The association cannot fine a member.

Despite any other provision in these rules, a member whose membership has been suspended in accordance with the disciplinary procedure in these rules is not eligible to be elected or appointed as a board member and is not entitled to vote at a general meeting.

### **29. Resolving disputes**

If there is a dispute between a member and another member, a member and the association, or a member and the Board, the parties involved must first attempt to resolve the dispute between themselves for at least 14 days from the date the dispute is known to all parties involved (**Negotiation Period**).

If the dispute can't be resolved between the people involved within the Negotiation Period, the following grievance procedure must be followed:

- the party with a grievance must, within 14 days after the Negotiation Period, write to the Board and any other people affected, and explain their grievance (**Grievance Notice**);
- the Board must, within 14 days after receipt of a Grievance Notice, appoint an unbiased mediator to hear from all the parties involved and try to find a solution;
- the Board must give the people involved reasonable notice of the time and place of the mediation, which must be held as soon as practicable after the appointment of the mediator;
- at the mediation conference, each party must have an opportunity to be heard; and
- each party must do their best to resolve the dispute.

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

## **Part 7 – Financial Matters**

### **30.Funds**

The association may derive or generate funds from joining and annual subscription fees, donations, grants, fundraising, interest, and any other sources approved by the Board.

Cheques, EFT transfers or cash payments made from the association's funds must be authorised by two board members in writing.

All other financial transactions (including credit card payments) must be authorised by two members of the Board.

Financial records must be kept and stored for seven years.

## **Part 8 – General Matters**

### **31.Common seal**

The association's common seal must be kept in the custody of the Company Secretary.

The common seal must only be used by resolution of the Board.

Each instrument to which the seal is attached must be signed by a member of the Board and countersigned by:

- (a) the Company Secretary

- (b) another member of the Board; or
- (c) someone appointed by the Board.

### **32.Changing the rules**

Subject to the Act, these rules may be changed, added to, or replaced only by special resolution of the association's members at a general meeting.

### **33.Winding up the association**

To wind up the association, the members must vote for this by special resolution at a general meeting.

If the association is wound up or voluntarily cancelled, any surplus assets must not be distributed to the members or former members of the association unless the member or former member is an organisation which is described below.

The surplus assets of an association are the assets of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of winding up or voluntarily cancellation of the association.

Subject to the Act, the Regulations, any other applicable law and any court order, if the association is wound up, any surplus assets must be given or transferred to another fund, authority or institution which is in each case:

- charitable at law
- required to pursue charitable purposes similar to, or inclusive of, the purposes of the association;
- required to apply its income and assets in promoting its purposes;  
prohibited from making distributions to its members to at least the same extent as the association;
- endorsed as the deductible gift recipient within the meaning of the Income Tax Assessment Act 1997 (Cth); and
- selected at or about the time by a special resolution of members.

### **34.Revoking deductible gift recipient status**

Subject to the Act, the Regulations, any other applicable law and any Court order, if the association's endorsement as a deductible gift recipient is revoked (whether or not the association is to be wound up), any surplus:

- gifts of money or property for the principal purpose of the association;
- contributions made in relation to an eligible fundraising event held for the principal purpose of the association; and
- money received by the association because of such gifts and contributions,

held at the time of revocation must be given or transferred to another fund, authority or institution which meets all the requirements listed under rule 33.

### **35. Notices**

Members must give the association their address for notices, and any change in that address.

The address for notices may include an email address.

The association must enter any change in the address of a member in the register of members without delay.

Notice may be given to a member by sending it to the address last given by the member.

Notice may be given to the association or the Board by sending the notice by post to the registered address, or, if the Board determines that it is appropriate in the circumstances, by email to the email address of the association or the Company Secretary.

In these rules a period of notice of a meeting expressed in days does not include:

- the day on which notice is given; or
- the day on which the meeting is held.

Notices sent by post are taken to have been given on the 4th day after posting that is not a Saturday, Sunday or public holiday at that address.

Notices sent by email are taken to have been given on the first day after sending that is not a Saturday, Sunday or public holiday at that address.

In this rule, 'member' includes a board member.