



RULES

Victorian Association of State Secondary Principals Inc

ABN 19 201 080 428

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VICTORIAN ASSOCIATION OF STATE SECONDARY PRINCIPALS INCORPORATED
RULES

1.	DEFINITIONS	3
2.	NAME	4
3.	MISSION AND PURPOSES	4
4.	POWERS OF ASSOCIATION	4
5.	NOT FOR PROFIT ORGANISATION.....	4
6.	MEMBERSHIP	5
7.	REGISTER OF MEMBERSHIP	6
8.	CEASING AND TERMINATION OF MEMBERSHIP.....	6
9.	DISCIPLINARY ACTION	7
10.	ANNUAL GENERAL MEETING.....	8
11.	SPECIAL GENERAL MEETINGS	8
12.	GENERAL MEETING PROCEDURES	9
13.	THE EXECUTIVE	10
14.	GROUPS	10
15.	ADVISORY COMMITTEE.....	11
16.	EXECUTIVE ELECTIONS	11
17.	EXECUTIVE PROCEDURE.....	12
18.	SECRETARY	12
19.	NOTICE OF EXECUTIVE MEETINGS	12
20.	EXECUTIVE OFFICER	12
21.	SUB-COMMITTEES	13
22.	FINANCIAL YEAR.....	13
23.	MEMBERSHIP FEE	13
24.	FINANCIAL MATTERS	13
25.	SEAL	14
26.	CUSTODY AND INSPECTION OF BOOKS AND RECORDS	14
27.	GRIEVANCE PROCEDURE	14
28.	ALTERATION OF RULES	15
29.	DISSOLUTION OF THE ASSOCIATION.....	15
30.	TRANSITION TO NEW RULES	16
	APPENDIX A	17

VICTORIAN ASSOCIATION OF STATE SECONDARY PRINCIPALS INCORPORATED

RULES

1. DEFINITIONS

- 1.1. *Associate member* means a member referred to in rule 6.4;
- 1.2. *Association* means Victorian Association of State Secondary Principals Incorporated;
- 1.3. *Chairperson*, of a General Meeting or Executive meeting, means the person chairing the meeting as required under rule 12.2;
- 1.4. *Department of Education* refers to the department within the Victorian public service that has responsibility for state school education.
- 1.5. *Disciplinary meeting* means a meeting of the disciplinary subcommittee convened for the purposes of rule 9;
- 1.6. *Disciplinary subcommittee* means the subcommittee appointed under rule 9.2;
- 1.7. *Executive* means the Executive having management of the business of the Association as defined in rule 13;
- 1.8. *Executive Officer* means the person charged from time to time with the organisation and administration of the association as set out herein.
- 1.9. *Executive member* means a member of the Executive elected or appointed rule 13.4;
- 1.10. *Financial year* means the 12 month period specified in rule 22;
- 1.11. *General meeting* means a general meeting of the members of the Association convened in accordance with rules 10 and 11 and includes an annual general meeting, a special general meeting;
- 1.12. *Group meetings* are regional meetings of members who convene on a regular basis according to needs of the association as specified in rule 14.1;
- 1.13. *Member* means a member of the Association;
- 1.14. *Member entitled to vote* means a member who under rule 6.3.a is entitled to vote at a general meeting;
- 1.15. *Office bearers* means Executive members who hold any of the offices of President, Deputy President, Vice President or Treasurer;
- 1.16. *Principal* means any person performing the role of Principal or Assistant Principal in a school, and/or other duties in a non-school location, deemed equivalent by the Executive;
- 1.17. *Secondary* means in these rules, unless inconsistent with the context or subject matter, Government educational institutions with secondary enrolments. The Executive shall define from time to time which schools/educational institutions with secondary enrolments are appropriate for the purposes required in these Rules;
- 1.18. *Secretary* of an incorporated association, means the person who is the secretary of the association under Rule 47 of the Act;
- 1.19. *Special resolution* means a resolution that requires not less than three-quarters of the Full Members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;
- 1.20. *The Act* means the Associations Incorporation Reform Act 2012 (Victoria) and includes any regulations made under that Act;

- 1.21. *Written or in writing* means printing, typewriting and all other means of representing or reproducing words in visible form.
- 1.22. Words or expressions contained in these Rules shall be interpreted in accordance with the Interpretation of Legislation Act 1984 and the Act as in force from time to time.

2. NAME

- 2.1. The name of the Association is Victorian Association of State Secondary Principals Incorporated.

3. MISSION AND PURPOSES

- 3.1 The Victorian Association of State Secondary Principals (VASSP) is a professional association established to support, develop and strengthen educational leadership capabilities in secondary schools across Victoria. The mission of the Association is to shape the future of state education in Victoria through influential and progressive leadership, ensuring all students receive the highest quality education.
- 3.2 The purpose of the Association is to improve educational outcomes for government school students through:
 - a. Enhancing the capacity of school leaders (principal, assistant principal and aspirants) to deliver quality education
 - b. Providing high quality professional services and support to school leaders
 - c. Providing high quality and relevant professional learning for school leaders
 - d. Advocating for education on behalf of government school leaders at state, federal and international levels
 - e. Persuading and influencing key stakeholders in the pursuit of educational excellence

4. POWERS OF ASSOCIATION

- 4.1. Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- 4.2. Without limiting rule 4.1, the Association may:
 - a. acquire, hold and dispose of real or personal property;
 - b. open and operate accounts with financial institutions;
 - c. invest its money in any security in which trust monies may lawfully be invested;
 - d. raise and borrow money on any terms and in any manner as it thinks fit;
 - e. secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - f. appoint agents to transact business on its behalf;
 - g. enter into any other contract it considers necessary or desirable.
- 4.3. The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

5. NOT FOR PROFIT ORGANISATION

- 5.1. The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- 5.2. Rule 5.1 does not prevent the Association from making a payment as reimbursement, granting an honorarium, to any officer(s) or employee(s) of the Association, or any

member(s), in return for services rendered, or expenses incurred on behalf of the Association.

6. MEMBERSHIP

6.1. The membership categories of the Association are:

- a. Full Member
- b. Associate Member
- c. Life Member.

Full Member

6.2. Full Membership shall be open to any Principal class employee in the Victorian Teaching Service. This will include those in the Department of Education working:

- a. in a principal/assistant principal class position
- b. in a principal liaison officer position (or equivalent)
- c. in an Executive Principal teaching service position
- d. other equivalent positions that may be made available from time to time by the Department of Education
- e. provided that these applicants hold, or have held, in the opinion of the Executive, substantive principal class employee positions of acceptable duration and currency.

6.3. Without limiting any right, a Full Member will be entitled to:

- a. attend, speak, and vote at General Meetings of the Association;
- b. hold office in the Association;
- c. receive copies of appropriate Association publications ;
- d. obtain advice and assistance from the Association;
- e. individual membership of the Australian Secondary Principals Association (ASPA) and the International Confederation of Principals (ICP) while VASSP is an affiliate member of ASPA;
- f. other benefits and privileges as the Association or Executive may approve from time to time.

Associate Member

6.4. Associate Membership is open to:

- a. members of the Victorian Teaching Service who hold acting secondary principal/assistant principal positions
- b. members of the Victorian Teaching Service who hold substantive Leading Teachers positions or their equivalent
- c. others as approved by the Executive.

6.5. Associate members will be entitled to attend but not vote at meetings and are not entitled to hold office in the Association. Associate members may access services included in rules 6.3 c, d and f.

Applying for Full or Associate Membership

6.6. An application for Full or Associate Membership must be made in the form and manner as prescribed by the Executive from time to time.

6.7. The Executive will consider applications for Full or Associate membership at the next Executive meeting following receipt of the application.

6.8. Membership may be refused by the Executive on the grounds of the conditions in rules 6.2 and 6.4.

- 6.9. An applicant refused membership by the Executive under rule 6.8 shall have the right of appeal to the next Executive Meeting.

Life Membership

- 6.10. The Association may confer Life Membership on not more than five Full Members, or former Full Members of the founding Associations, at any one time.
- 6.11. A member or former member may be nominated for Life Membership of the Association by:
- a. a formal motion from the Advisory Committee,
 - b. a request in writing signed by at least 10 current members, or
 - c. a formal motion of the Executive.
- 6.12. The power to grant Life Membership will reside with the Executive which will:
- a. ensure that the nomination process has been complied with,
 - b. ensure that the criteria for the nomination have been adequate,
 - c. allow at least one month from the date of the Executive Meeting at which the nomination is received before making a decision to bestow Life Membership.
- 6.13. Life Membership approval will require a simple majority of Executive members present and voting at a properly scheduled meeting of the Executive.
- 6.14. Excluding those who are Full Members, a Life Member is exempt from paying a membership fee and has equivalent rights to an Associate Member as stated in rule 6.5.

7. REGISTER OF MEMBERSHIP

- 7.1. The Executive Officer of the Association will maintain a register of Members that includes for each current member:
- a. the member's name;
 - b. the address for notice last given by the member;
 - c. the date of becoming a member;
 - d. if the member is an Associate or Life member, a note to that effect;
 - e. any other information determined by the Executive;
 - f. and for each former member, the date of ceasing to be a member.

8. CEASING AND TERMINATION OF MEMBERSHIP

- 8.1. A Full or Associate Member will immediately cease to be a member of the Association in the event of their:
- a. ceasing to be an employee of the Victorian Teaching Service;
 - b. resignation in writing to the Executive Officer;
 - c. no longer holding a position as a Principal class employee, either in a school or non-school location;
 - d. being in arrears of the annual membership fee, providing the member has been advised in writing of his/her status by the Executive through the Executive Officer, and providing that any such member may renew his/her membership at any time by payment of all membership fees outstanding;
 - e. membership being terminated for unprofessional conduct, or for conduct prejudicial to the welfare of the Association and/or its members.

9. DISCIPLINARY ACTION

- 9.1. The following procedures apply for termination of membership under rule 8.1(e).
- 9.2. If in the opinion of the Executive, a member has engaged in unprofessional conduct, or conduct prejudicial to the welfare of the Association and/or its members, the Executive must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- 9.3. Unprofessional conduct is defined as when a member:
 - a. has failed to comply with these Rules; or
 - b. refuses to support the purposes of the Association; or
 - c. has engaged in conduct prejudicial to the Association.
- 9.4. The members of the disciplinary subcommittee may be:
 - a. members of the Executive;
 - b. members of the Association;
 - c. or anyone else;
 - d. but must not be biased against, or in favour of, the member concerned.

Notice to member

- 9.5. Before disciplinary action is taken against a member, the Executive Officer must give written notice to the member:
 - a. stating that the Association proposes to take disciplinary action against the member; and
 - b. stating the grounds for the proposed disciplinary action; and
 - c. specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
 - d. advising the member that he or she may do one or both of the following—
 - i. attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - ii. give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - e. setting out the member's appeal rights under rule 9.11.
- 9.6. The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

Decision of disciplinary subcommittee

- 9.7. At the disciplinary meeting, the disciplinary subcommittee must:
 - a. give the member an opportunity to be heard; and
 - b. consider any written statement submitted by the member.
- 9.8. After complying with rule 9.7, the disciplinary subcommittee may:
 - a. take no further action against the member; or
 - b. subject to rule 9.9
 - i. reprimand the member; or
 - ii. suspend the membership rights of the member for a specified period; or
 - iii. expel the member from the Association.
- 9.9. The disciplinary subcommittee may not fine the member.

- 9.10. The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

Appeal rights

- 9.11. A person whose membership rights have been suspended or who has been expelled from the Association under rule 9.8 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- 9.12. The notice must be in writing and given:
- a. to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - b. to the Executive Officer not later than 48 hours after the vote.
- 9.13. If a person has given notice under rule 9.11, a disciplinary appeal meeting must be convened by the Executive as soon as practicable, but in any event not later than 21 days, after the notice is received.
- 9.14. Notice of the disciplinary appeal meeting must be given to each member of the Executive as soon as practicable and must:
- a. specify the date, time and place of the meeting; and
 - b. state—
 - i. the name of the person against whom the disciplinary action has been taken; and
 - ii. the grounds for taking that action; and
 - iii. that at the disciplinary appeal meeting the Executive members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

Conduct of disciplinary appeal meeting

- 9.15. At a disciplinary appeal meeting:
- a. the Executive must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - b. the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- 9.16. After complying with rule 9.15, the Executive members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- 9.17. The decision is upheld if not less than a majority of the Executive members voting at the meeting vote in favour of the decision.

10. ANNUAL GENERAL MEETING

- 10.1. An Annual General Meeting of members will be held within 5 months after the end of each financial year. The precise time and place of this meeting will be determined by the Executive.

11. SPECIAL GENERAL MEETINGS

- 11.1. A Special General Meeting of members of the Association shall be called by the Executive of the Association whenever it thinks fit.

- 11.2. A Special General Meeting of the members of the Association will also be called by the Executive upon the request of ten percent of financial Full Members of the Association, such meeting to be held as soon as practicable within six weeks of the receipt of the request, excluding school vacations.

12. GENERAL MEETING PROCEDURES

- 12.1. The President of the Association, or his/her nominee, will chair all General Meetings.
- 12.2. Voting on resolutions at General Meetings will be decided on a simple majority of those present and voting at such meetings.
- 12.3. A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.
- 12.4. The Chairperson of all General Meetings of the Association will have a deliberative and a casting vote at such meetings.
- 12.5. Each member is entitled to appoint another Full Member as a proxy by notice sent by post or electronically to the Executive Officer no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 12.6. The notice appointing the proxy will be in the form set out in Appendix A.
- 12.7. The Executive must ensure that minutes are taken and kept of each General Meeting.
- 12.8. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 12.9. At least 21 days' notice will be given to each member of the Association of the time and place of a General Meeting. Publication in the Association's Bulletin will satisfy the requirements of due written notice to each member.
- 12.10. No business other than that specified in the notice of a General Meeting will be transacted at such a meeting.

Quorum at General Meeting

- 12.11. The quorum for a General Meeting is the presence physically, by proxy or as allowed under rule 12.13 of 10% of the members entitled to vote.
- 12.12. 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.
- 12.13. A member participating in a general meeting as permitted under Rule 12.13 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- 12.14. If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
 - a. in the case of a meeting convened by, or at the request of, members under rule 11.2—the meeting must be dissolved;
 - b. in any other case—
 - i. the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - ii. notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.

- 12.15. If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under rule 12.15, the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

Adjournment of General Meeting

- 12.16. The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- 12.17. Without limiting rule 12.15, a meeting may be adjourned:
- a. if there is insufficient time to deal with the business at hand; or
 - b. to give the members more time to consider an item of business.
- 12.18. No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 12.19. Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 12.10.

13. THE EXECUTIVE

- 13.1. Management of the affairs of the Association between Annual General Meetings will be delegated to the Executive.
- 13.2. The Executive may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- 13.3. The Executive will determine who will be the official voice of the Association in stating policy.
- 13.4. The Executive will comprise the following to be elected by Full Members:
- a. President,
 - b. Deputy President,
 - c. 2 Vice Presidents (1 Principal, 1 Assistant Principal), and
 - d. Treasurer.
- 13.5. The Executive will also include three General Representatives to be elected every two years from the Advisory Committee, by the Advisory Committee members.
- 13.6. The Executive is to consist of a President, Deputy President, two Vice Presidents, Treasurer and three General Representatives.
- 13.7. The President will be elected for a term of two years with the possibility of a two year extension subject to a performance evaluation by the Executive. A President will have a maximum term of four consecutive years. Other members of the Executive are elected for two year terms.

14. GROUPS

- 14.1. The Executive will determine the number and geographic distribution of groups, according to the needs of the Association.
- 14.2. The number of Advisory Committee representatives from each Group will be determined by the Executive.

15. ADVISORY COMMITTEE

- 15.1. The Advisory Committee will comprise the following:
 - a. The Executive; and
 - b. Six representatives, called General Representatives, elected for two years at the same time as elections are run for the Executive; and
 - c. Representatives from each Group as determined in rule 14.2.
- 15.2. The role of the Advisory Committee is to act as an advisory group to the President and the Executive on matters relating to the Association's purposes stated in rule 3.
- 15.3. To maximise the effectiveness of the organisation, the membership of the Advisory Committee should reasonably reflect the membership of the organisation as a whole; in particular the issues of gender, country/metropolitan and Principal / Assistant Principal balance.
- 15.4. If a Group Representative's position on the Advisory Committee becomes vacant during the year, that member's Group will have the right to nominate another financial Full Member to be its representative on the Advisory Committee for the appropriate period.
- 15.5. If the position of a General Representative on the Executive becomes vacant during their term, the vacancy will be filled for the appropriate period by a financial Full Member nominated by the Advisory Committee.

16. EXECUTIVE ELECTIONS

- 16.1. Except for the position of President who may hold office for four calendar years, Executive members hold office for two calendar years, following the Annual General Meeting, at which the election results are declared. Nominations for all vacant positions of the Executive (other than Group representatives) must be in the hands of the Returning Officer a minimum of four weeks before the Annual General Meeting. Nominations must be signed by the candidate, nominator and seconder, all of whom must be financial Full Members of the Association at the time of nomination.
- 16.2. The Executive will determine the process for the election of Office Bearers.
- 16.3. To be counted for the election, votes must be received by the Returning Officer no later than 4:30 p.m. seven working days preceding the Annual General Meeting.
- 16.4. The conduct of the ballot(s) to elect Office Bearers and Full Members will be in accordance with the rules set out in the Association By-laws..
- 16.5. If the position of Office Bearer on the Executive becomes vacant during their term, the vacancy will be filled for the appropriate period by a financial Full Member appointed by the Executive.
- 16.6. For the purposes of these Rules, a position on the Executive becomes vacant if the Office Bearer or member:
 - a) ceases to be a member of the Association;
 - b) becomes an insolvent under administration within the meaning of the Corporations Law; or
 - c) resigns from office by notice in writing given to the Executive Officer.

17. EXECUTIVE PROCEDURE

- 17.1. The Executive will meet at least four times per year.
- 17.2. The majority of the current membership of the Executive will constitute a quorum.
- 17.3. The President, or a nominee of the President, shall chair all Executive Meetings.
- 17.4. The Executive must ensure that minutes are taken and kept of each Executive meeting.
- 17.5. An Executive member who is not physically present at an Executive meeting may participate in the meeting by the use of technology that allows that Executivemember and the Executive members present at the meeting to clearly and simultaneously communicate with each other.
- 17.6. An Executive member participating in an Executive meeting as permitted under Rule 17.5 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

Conflict of interest

- 17.7. An Executive member who has a material personal interest in a matter being considered at an Executive meeting must disclose the nature and extent of that interest to the Executive.
- 17.8. The member:
 - a. must not be present while the matter is being considered at the meeting; and
 - b. must not vote on the matter.
- 17.9. This rule does not apply to a material personal interest:
 - a. that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
 - b. that the member has in common with all, or a substantial proportion of, the members of the Association.

18. SECRETARY

- 18.1. The power to appoint and remove the Secretary who will normally be the Executive Officer of the Association shall lie with the Executive.
- 18.2. The Secretary must perform any duty or function required under the Act to be performed by the Secretary of an incorporated association.

19. NOTICE OF EXECUTIVE MEETINGS

- 19.1. Notice of each Executive meeting must be given to each member of the Executive no later than 7 days before the date of the meeting.
- 19.2. Notice may be given of more than one Executive meeting at the same time.
- 19.3. The notice must state the date, time and place of the meeting.

20. EXECUTIVE OFFICER

- 20.1. The Executive may appoint an Executive Officer to undertake duties and to support the work of the Executive and Advisory Committee. The Executive has the right to terminate the employment of the Executive Officer in accordance with the terms of the employment contract.

21. SUB-COMMITTEES

- 21.1. The Executive will have power to appoint such Sub-Committees and Working Parties as it deems necessary to assist its operations, and to designate members on these.

22. FINANCIAL YEAR

- 22.1. The financial year of the Association will be from 1 July to 30 June of the following year.

23. MEMBERSHIP FEE

- 23.1. The annual membership fee will be determined by the Executive.
- 23.2. A Full Member becomes a financial member if he/she pays the fee as prescribed. This fee will be pro rata in the case of a person appointed as a Principal during the year. Annual subscriptions are due and payable on 1 January each year in advance.
- 23.3. A member owing annual subscriptions for a period of two months after they are due will be unfinancial.
- 23.4. A general meeting may empower the Executive to impose, in addition to the general membership fee, a compulsory levy on members should extraordinary circumstances arise which impose a substantial drain on the financial resources of the Association.
- 23.5. Associate Members will pay a pro rata membership fee, such amount to be determined by the Executive.

24. FINANCIAL MATTERS

Source of funds

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

Bank Accounts

- 24.2. The Association, through the Executive Officer, will open such bank accounts as the Executive approves from time to time.
- 24.3. The President, Treasurer and Executive Officer will be the authorised officers to sign any official documents and cheques for, or on behalf of, the Association; any two of such signatories shall be deemed sufficient for this purpose.
- 24.4. The Executive will have the power to appoint additional authorised officers should the need arise.

Audit of accounts

- 24.5. Financial reports will be approved by the Executive, and the Treasurer will be required to report at Executive meetings.
- 24.6. The Annual General Meeting will approve the appointment of an Auditor.
- 24.7. The Treasurer will submit to the Executive audited statements of all Association accounts for the previous financial year at the earliest practical opportunity. Such audited statements will also be submitted to members at the Annual General Meeting.

25. SEAL

- 25.1. The Common Seal of the Association will be kept in the custody of the Executive Officer.
- 25.2. The Common Seal will not be affixed to any instrument except by the authority of the Executive and the affixing of the Common Seal shall be attested by the signature either of two Members of the Executive or of one Member of the Executive and of the Executive Officer of the Association.

26. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

- 26.1. Except as otherwise provided in these Rules, the Executive Officer will keep in his or her custody or under his or her control all books, documents and securities of the Association.
- 26.2. Members may on request to inspect free of charge:
 - a. the register of members;
 - b. the minutes of general meetings including any financial statements submitted at the general meetings;
 - c. subject to rule 26.3, the financial records, books, securities and any other relevant document of the Association, including minutes of Executive meetings.
- 26.3. The Executive may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- 26.4. The Association will prepare and archive minutes of all Executive meetings, Annual General Meetings and Special General Meetings.
- 26.5. The Executive must on request make copies of these rules available to members and applicants for membership free of charge.
- 26.6. Subject to rule 26.3, a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- 26.7. For purposes of this rule, relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:
 - a. its membership records;
 - b. its financial statements;
 - c. its financial records;
 - d. records and documents relating to transactions, dealings, business or property of the Association.

27. GRIEVANCE PROCEDURE

- 27.1. The grievance procedure set out in this rule applies to disputes under these rules between:
 - a. a member and another member; or
 - b. a member and the Association.

- 27.2. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 27.3. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 27.4. The mediator must be:
- a. a person chosen by agreement between the parties; or
 - b. in the absence of agreement- in the case of a dispute between a member and another member, a person appointed by the Executive of the Association; or
 - c. 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.)
- 27.5. A member of the Association can be a mediator.
- 27.6. The mediator cannot be a member who is a party to the dispute.
- 27.7. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 27.8. The mediator, in conducting the mediation, must:
- a. give the parties to the mediation process every opportunity to be heard; and
 - b. allow due consideration by all parties of any written statement submitted by any party; and
 - c. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 27.9. The mediator must not determine the dispute.
- 27.10. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

28. ALTERATION OF RULES

- 28.1. These Rules may only be altered by special resolution of a General Meeting of the Association.

29. DISSOLUTION OF THE ASSOCIATION

- 29.1. The Association may be wound up voluntarily by special resolution.
- 29.2. In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- 29.3. Subject to the Act and any court order made under section 133 of the Act, the surplus assets may be given to anybody with similar objects to the Association, and which is not carried on for the profit or gain of its individual members.
- 29.4. The body to which the surplus assets are to be given must be decided by special resolution.
- 29.5. Nothing in these Rules will prevent the Association amalgamating with any one or more incorporated associations in accordance with the requirements of the Act.
- 29.6. Revocation of deductible gift recipient status
- If the Association is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, and which is charitable at law,

to which income tax deductible gifts can be made:

- a. gifts of money or property for the principal purpose of the Association
- b. contributions made in relation to an eligible fundraising event held for the principal purpose of the Association
- c. money received by the Association because of such gifts and contributions.

30. TRANSITION TO NEW RULES

- 30.1. The Executive and Committee members in office at the time of the adoption and subsequent approval of these rules by the Registrar shall remain in office until such time as elections are carried out and declared under these new rules unless there is a casual vacancy in either the Executive or Advisory Committee in which case the procedures for filling a casual vacancy will be followed.

APPENDIX A

FORM OF APPOINTMENT OF PROXY

I, _____ of _____

being a member of _____

hereby appoint _____

of _____
being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the general meeting of the Association (Annual General Meeting or Special General Meeting, as the case may be) to be held on the _____ day of _____ 20__ and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution.

(insert details)

Signed _____

The _____ day of _____ 20__
