

RULES OF THE ASSOCIATION

WEENTHUNGA HEALTH NETWORK INC

ASSOCIATION INCORPORATION ACT 1981 (Vic)

1. Weenthunga Health Network Inc.

The name of the incorporated Association is Weenthunga Health Network Inc (in these Rules called the "**Association**").

2. *Definitions*

(1) In these Rules, unless the contrary intention appears:

"**Act**" means the **Associations Incorporation Act 1981**;

"**Australian**" means any person residing in Australia other than First Australians;

"**committee**" means the committee of management of the Association;

"**financial year**" means the year ending on 30 June;

"**First Australian**" means any of the following:

- (a) An Aboriginal individual;
- (b) A Torres Strait Islander individual;
- (c) An Aboriginal and Torres Strait Islander individual; or
- (d) A Torres Strait Islander and Aboriginal individual;

"**general meeting**" means a general meeting of members convened in accordance with rule 15;

"**health or related role**" means any role or function for the provision of health services to clients that contributes to the maintenance or the regaining of health in human beings.

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

"**Objects of the Association**" means:

- (a) to promote and improve health services to First Australians and their communities in Victoria;
- (b) to provide relevant information to, and to encourage and advance the broad-based education of, carers of and health service providers to First Australians and their communities in Victoria with ill health or disabilities, by facilitating the development of a culturally sensitive and competent health workforce;
- (c) to contribute to strategies to promote health and prevent ill health within First Australians and their communities;
- (d) to encourage and promote research in health services aimed at improving the health and well being of Victorian First Australians including the relief of poverty, lack of opportunity or other disabilities of First Australian children and adults, and in particular

the relief of any such disabilities which may impede their education, development, advancement and employment;

- (e) to encourage the commitment of all Victorian health key stakeholders in ensuring the advancement of, and broad-based education regarding, the health of First Australians;
- (f) to operate and maintain a gift fund to be known as 'Weenthunga Health Network Gift Fund' in accordance with the requirements of the *Income tax Assessment Act 1997*; and
- (g) to do all such other lawful things as may be incidental or conducive to the attainment of the above objects,

and in pursuing the above objects the Association will:

- (h) encourage, promote and facilitate the contributions of First Australian professionals in health services in Victoria;
- (i) conduct educational seminars, conferences and other professional educational events in Victoria for the health workforce in collaboration with First Australian communities and service providers;
- (j) provide for activities of preservation, respect and the sharing of Traditional Healing Knowledge;
- (k) provide for the promotion of the principles of Reconciliation;

"**person**" includes a corporation, association or organisation;

"**Regulations**" means regulations under the Act;

"**relevant documents**" has the same meaning as in the Act;

- (2) In these Rules, a reference to the Secretary of an Association is a reference to the public officer of the Association.

3. Alteration of the rules

These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act.

4. Statement of Purposes

The principal objects of the Association are the Objects of the Association.

5. Not-for-Profit

The assets and income of the Association shall be applied solely in furtherance of the Objects of the Association and no portion shall be distributed directly or indirectly to the members except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

6. Liability

Each Member of the Association undertakes to contribute to the Association's property if the Association is wound up while the member is a member of the Association or within one (1) year after the member ceases to be a member of the Association, for payment of the Association's debts and liabilities contracted before the member ceased to be a member of the Association and of the costs, charges and expenses of winding up and for an adjustment

of the rights of contributories among themselves such amount as may be required not exceeding ten dollars (\$10.00).

7. Membership, entry fees and subscription

(1) There shall be three categories of membership:

- (a) full members;
- (b) associate members; and
- (c) student members.

(2) Full Members

(a) A person is eligible to become a full member if the person is:

- (i) a First Australian person; and
- (ii) is qualified for, or working in, a health or related role in Victoria.

(b) A full member is entitled to:

- (i) attend, be heard and vote at a general meeting of the Association;
- (ii) be elected or appointed as a committee member;
- (iii) not be removed as a member unless removed in accordance with rule 10;
- (iv) put forward resolutions to be voted on at a general meeting of the Association in accordance with rule 15 (4);
- (v) request the committee to convene a special general meeting of the Association in accordance with rule 13 (5); and
- (vi) have any disputes with another member or with the committee dealt with under the process in rule 11.

(3) Associate Members

(a) A person is eligible to become an associate member if the person is:

- (i) an Australian person; and
- (ii) is qualified for, or working in, a health or related role in Victoria.

(b) An associate member is entitled to:

- (i) attend and be heard at a general meeting of the Association;
- (ii) be elected or appointed as a committee member;
- (iii) not be removed as a member unless removed in accordance with rule 10;
- (iv) put forward resolutions to be voted on at a general meeting of the Association in accordance with rule 15(4);
- (v) have any disputes with another member or with the committee dealt with under the process in rule 11.

(4) Student Members

(a) A person is eligible to become a student member if the person is:

- (i) either a First Australian person or

- (ii) an Australian person; and
 - (ii) is studying for a health or related role in Victoria in an accredited educational institution .
- (b) A student member is entitled to:
 - (vi) attend and be heard at a general meeting of the Association;
 - (vii) not be removed as a member unless removed in accordance with rule 10;
 - (viii) put forward resolutions to be voted on at a general meeting of the Association in accordance with rule 15(4);
 - (ix) have any disputes with another member or with the committee dealt with under the process in rule 11.
- (5) A person who applies and is approved for membership in a particular class as provided in these Rules is eligible to be a member of the Association on payment of the entrance fee and annual subscription payable under these Rules.
- (6) A person who is not a member of the Association at the time of the incorporation of the Association (or who was a member at that time but has ceased to be a member) must not be admitted to membership unless:
 - (a) the person applies for membership in a particular class in accordance with sub-rule (2), (3) or (4) as the case may be; and
 - (b) the admission as a member is approved by the Secretary.
- (7) An application of a person for membership in a particular class of the Association must:
 - (a) be made in writing or by electronic transmission on the applicable form provided on the Association's website; and
 - (b) be lodged with the Secretary of the Association.
- (8) As soon as practicable after the receipt of an application, the Secretary must determine whether to approve or reject the application.
- (9) The Secretary must, as soon as practicable:
 - (a) notify the applicant in writing by electronic transmission of the approval for membership; and
 - (b) request payment within 28 days after receipt of the notification of the sum payable under these Rules as the entrance fee and the first year's annual subscription.
- (10) The Secretary must, within 28 days after receipt of the amounts referred to in sub-rule (9), enter the applicant's name in the register of members.
- (11) An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register of members.
- (12) If the Secretary rejects an application, the Secretary must, as soon as practicable, notify the applicant in writing or by electronic transmission that the application has been rejected.

- (13) A right, privilege, or obligation of a person by reason of membership of the Association:
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.
- (14) The entrance fee shall be nil unless otherwise determined by resolution of the members at general meeting.
- (15) The annual subscription fee shall be nil unless otherwise determined by resolution of the members at general meeting. If any annual subscription fee is set pursuant to this sub-rule (15), such fee shall be payable in advance on or before 1 July in each year.
- (16) Each member shall:
 - (a) comply with the Act and these Rules;
 - (b) notify the Association of any change in their address within 28 days of such change;
 - (c) comply with any code of conduct adopted by the Association;
 - (d) treat other members and the committee with respect and dignity;
 - (e) not behave in a way that significantly interferes with the operation of the Association or of Association meetings.

8. Register of members

- (1) The Secretary must keep and maintain a register of members containing:
 - (a) the name and address of each member; and
 - (b) the date on which each member's name was entered in the register.
- (2) The register is available for inspection free of charge by any member upon request.
- (3) A member may make a copy of entries in the register.

9. Ceasing membership

- (1) A member of the Association who has paid all moneys due and payable by a member to the Association may resign from the Association by giving one month's notice in writing or by electronic transmission to the Secretary of his or her intention to resign.
- (2) After the expiry of the period referred to in sub-rule (1):
 - (a) the member ceases to be a member; and
 - (b) the Secretary must record in the register of members the date on which the member ceased to be a member.

10. Discipline, suspension and expulsion of members

- (1) Subject to these Rules, if the committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a

member or prejudicial to the interests of the Association, the committee may by resolution:

- (a) suspend that member from membership of the Association for a specified period; or
 - (b) expel that member from the Association.
- (2) A resolution of the committee under sub-rule (1) does not take effect unless:
- (a) at a meeting held in accordance with sub-rule (3), the committee confirms the resolution; and
 - (b) if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- (3) A meeting of the committee to confirm or revoke a resolution passed under sub-rule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule (4).
- (4) For the purposes of giving notice in accordance with sub-rule (3), the Secretary must, as soon as practicable, cause to be given to the member a written notice:
- (a) setting out the resolution of the committee and the grounds on which it is based; and
 - (b) stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that he or she may do one or both of the following:
 - (i) attend that meeting;
 - (ii) give to the committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - (e) informing the member that, if at that meeting, the committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (5) At a meeting of the committee to confirm or revoke a resolution passed under sub-rule (1), the committee must:
- (a) give the member, or his or her representative, an opportunity to be heard; and
 - (b) give due consideration to any written statement submitted by the member; and
 - (c) determine by resolution whether to confirm or to revoke the resolution.
- (6) If at the meeting of the committee, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect

that he or she wishes to appeal to the Association in general meeting against the resolution.

- (7) If the Secretary receives a notice under sub-rule (6), he or she must notify the committee and the committee must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- (8) At a general meeting of the Association convened under sub-rule (7):
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - (c) the member, or his or her representative, must be given an opportunity to be heard; and
 - (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (9) A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

11. *Disputes and mediation*

- (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.
- (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.
- (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.
- (4) The mediator must be:
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
 - (ii) 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).
- (5) A member of the Association can be a mediator.

- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (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.
- (9) The mediator must not determine the dispute.
- (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.

12. *Annual general meetings*

- (1) The committee may determine the date, time and place of the annual general meeting of the Association.
- (2) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (3) The ordinary business of the annual general meeting shall be:
 - (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
 - (b) to receive from the committee reports upon the transactions of the Association during the last preceding financial year; and
 - (c) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
- (4) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

13. *Special general meetings*

- (1) In addition to the annual general meeting, any other general meetings may be held in the same year.
- (2) All general meetings other than the annual general meeting are special general meetings.
- (3) The committee may, whenever it thinks fit, convene a special general meeting of the Association.

- (4) If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.
- (5) The committee must, on the request in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the Association.
- (6) The request for a special general meeting must:
 - (a) state the objects of the meeting; and
 - (b) be signed by the members requesting the meeting; and
 - (c) be sent to the address of the Secretary.
- (7) If the committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (8) If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

14. *Special business*

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.

15. *Notice of general meetings*

- (1) The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- (2) Notice may be sent:
 - (a) by prepaid post to the address appearing in the register of members; or
 - (b) by facsimile transmission or electronic transmission.
- (3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- (4) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

16. Quorum at general meetings

- (1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- (2) A quorum for the conduct of the business of a general meeting of the Association shall be constituted by not less than five (5) full members personally present or by proxy (being members entitled under these Rules to vote at a general meeting).
- (3) If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present:
 - (i) in the case of a meeting convened upon the request of members, the meeting must be dissolved; and
 - (ii) in any other case, the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the full members personally present or by proxy (being not less than 3) shall be a quorum.

17. Presiding at general meetings

- (1) The President, or in the President's absence, the Deputy President, shall preside as Chairperson at each general meeting of the Association.
- (2) If the President and the Deputy President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

18. Adjournment of meetings

- (1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 15. Except as provided in this sub-rule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

19. Voting at general meetings

- (1) Upon any question arising at a general meeting of the Association, a full member has one vote only.
- (2) All votes must be given personally or by proxy.

- (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) Only full members are entitled to vote. A full member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid.

20. Poll at general meetings

- (1) If at a meeting a poll on any question is demanded by not less than 3 full members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

21. Manner of determining whether resolution carried

If a question arising at a general meeting of the Association is determined on a show of hands by full members entitled to vote (or to the extent that the vote is by proxy, that proxy):

- (a) a declaration by the Chairperson that a resolution has been:
 - (i) carried; or
 - (ii) carried unanimously; or
 - (iii) carried by a particular majority; or
 - (iv) lost; and
- (b) an entry to that effect in the minute book of the Association,

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

22. Proxies

- (1) Each full member is entitled to appoint another full member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy must be:
 - (a) for a meeting of the Association convened under rule 10(7), in the form set out in Appendix 2; or
 - (b) in any other case, in the form set out in Appendix 3.

23. Committee of Management

- (1) The affairs of the Association shall be managed by the committee of management.
- (2) Upon incorporation the following shall comprise the first committee of the Association:

Shawana Andrews
Nicole Cassar
Caroline Francis
Sharon Hughes
Betty Mihelakos
Selena White
- (3) The committee:
 - (a) shall control and manage the business and affairs of the Association;
 - (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
 - (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Association.
- (4) Subject to section 23 of the Act, the committee shall consist of both First Australians and Australians, with the First Australians comprising at least half the Committee membership, as follows:
 - (a) between five (5) and eight (8) full and associate members with no more than two (2) in the same health or related role or profession appointed by the full and associate members;
 - (b) up to two (2) additional non-voting committee members appointed by the committee at its discretion by resolution to gain broader representation of skills and knowledge, each of whom shall be confirmed at the next annual general meeting of the Association.
- (5) In respect of nominations of candidates for election as a member of the committee pursuant to sub-rule 4(a):
 - (a) such nominations must be:
 - (i) made in writing, signed by two members of the Association being members in the same health or related role or profession and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (ii) delivered to the Secretary of the Association not less than 21 days before the date fixed for the holding of the annual general meeting of the association.
 - (b) A candidate may only be nominated as member of the committee, prior to the general meeting at which members will be appointed pursuant to sub-rule (4)(a).

- (c) The ballot for the election of a committee member pursuant to sub-rule (4)(a) must be conducted in such manner as the committee may direct.
- (6) The committee may establish subcommittees for specific purposes with such powers and functions as the committee may determine. Any subcommittee so formed shall conform to any regulation that may be imposed by the committee.
- (7) The committee may, upon any terms and conditions or restrictions, delegate any of its powers other than this power to delegate and those that by law must be dealt with by the committee to any employee of the Association.

24. Office holders

- (1) The officers of the Association shall be:
 - (a) a President;
 - (b) a Deputy President; and
 - (c) a Treasurer
- (2) The provisions of rule 26, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in sub-rule (1).
- (3) Each officer of the Association shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.
- (4) In the event of a casual vacancy in any office referred to in sub-rule (1), the committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

25. Members of the committee

- (1) Subject to these Rules, each member of the committee shall hold office until the annual general meeting two years after the date of election but is eligible for re-election.
- (2) In the event of a casual vacancy occurring in the office of a member of the committee:
 - (i) the full members may appoint a full member to fill a full member vacancy; and
 - (ii) the associate members may appoint an associate member to fill an associate member vacancy; or
 - (iii) if the members decline to appoint a member pursuant to sub-rules 25(2)(i) or 25(2)(ii), the committee may appoint a full member or an associate member of the Association to fill the full member or associate member vacancy, as the case may be, and the member so appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

- (3) Committee members will be elected on rotation for a two-year term, so that the appointment of half of the committee members expires each year.

To implement the rotational system:

- (i) the committee members of the Association on registration of the Association will only hold office until the first annual general meeting of the Association and will be eligible for re-appointment;
- (ii) at the first annual general meeting of the Association:
 - (A) half of the committee members will be appointed for a term of two years; and
 - (B) the other half of the committee members will be appointed for a term of one year; and
- (iii) the committee will determine who will be appointed for a one year term; and
- (iv) at subsequent annual general meetings of the Association, the appointment of any committee members at that AGM will be for two years.

26. *Election of officers*

- (1) Immediately following the appointment of committee members at an annual general meeting, the committee will elect from its members the officer holders: President; Deputy President, Treasurer.
- (2) The position of President must be filled by a full member.
- (3) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (4) The ballot for the election of officers must be conducted in such manner as the committee may direct.

27. *Vacancies*

The office of an officer of the Association, or of an ordinary member of the committee, becomes vacant if the officer or member:

- (a) ceases to be a member of the Association;
- (b) becomes an insolvent under administration within the meaning of the Corporations Law;
- (c) resigns from office by notice in writing given to the Secretary; or
- (d) retires at the end of his or her term.

28. *Meetings of the committee*

- (1) The committee must meet at least 3 times in each year at such place and such times as the committee may determine.
- (2) Special meetings of the committee may be convened by the President or by any 3 members of the committee.

29. *Notice of committee meetings*

- (1) Written notice of each committee meeting must be given to each member of the committee at least 2 business days before the date of the meeting.
- (2) Notice must be given to members of the committee in writing or by electronic transmission of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

30. *Quorum for committee meetings*

- (1) Three (3) committee members, of which at least two (2) are full members, constitute a quorum for the conduct of the business of a meeting of the committee.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present:
 - (a) in the case of a special meeting, the meeting lapses;
 - (b) in any other case, the meeting shall stand adjourned to the same place and the same time and day in the following week.
- (4) The committee may act notwithstanding any vacancy on the committee.

31. *Presiding at committee meetings*

At meetings of the committee:

- (a) the President or, in the President's absence, the Deputy President presides; or
- (b) if the President and the Deputy President are absent, or are unable to preside, the members present must choose one of their number to preside.

32. *Voting at committee meetings*

- (1) Questions arising at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- (2) Each member present at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

33. *Removal of committee member*

- (1) The Association in general meeting may, by resolution, remove any member of the committee appointed by the Association pursuant to rule 23 before the expiration of the member's term of office and a full or associate member shall be appointed in his or her place by the members or by the committee, as the case may be, to hold office until the expiration of the term of the first-mentioned member.

- (2) A member who is the subject of a proposed resolution referred to in sub-rule (1) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (3) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

34. *Minutes of meetings*

The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting, and each committee meeting, together with a record of the names of persons present at committee meetings.

35. *Common Seal*

The Association shall not have a common seal.

36. *Funds*

- (1) The Treasurer of the Association is responsible for:
 - (a) collecting and receiving all moneys due to the Association and making all payments authorised by the Association; and
 - (b) keeping correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed two Committee members or duly authorised signatories.
- (3) The funds of the Association shall be derived from grants, entrance fees, annual subscriptions, donations and such other sources as the committee determines.
- (4) The Treasurer, acting prudently and responsibly and in accordance with these Rules in particular in accordance with the Objects of the Association and Rule 40, may invest any surplus funds in bank term deposits, government or semi-government bonds or the equivalent.

37. *Notice to members*

Except for the requirement in rule 15, any notice that is required to be given to a member, by on behalf of the Association, under these Rules may be given by:

- (a) delivering the notice to the member personally; or
- (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
- (c) facsimile transmission, or
- (d) electronic transmission.

38. *Winding up*

In the event of the Association being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall not be paid to or distributed to the members of the Association and shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.

39. *Custody and inspection of books and records*

- (1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- (2) All accounts, books, securities and any other relevant documents of the Association including minutes of general meetings of the Association and minutes of meetings of the committee must be available for inspection free of charge by any member upon request.
- (3) Without limitation to sub-rule (1), the Association must prepare and retain accurate minutes of:
 - (a) general meetings of the Association; and
 - (b) meetings of the committee.

40. *Gift Fund*

- (1) The Association must establish and maintain a public fund to be called the 'Weenthunga Health Network Gift Fund' ("the Gift Fund") for the specific purpose of supporting the Objects of the Association.
- (2) The Association must maintain the Gift Fund:
 - (a) to which gifts of money or property for the purpose of the Objects of the Association are made;
 - (b) to which any money received by the Association because of those gifts is to be credited; and
 - (c) that does not receive any other money or property.
- (3) The Association may invite members of the public to make gifts of money or property to the Gift Fund for the Objects of the Association.
- (4) Any:
 - (a) gifts made to the Gift Fund; and
 - (b) any money received because of those gifts,must be used by the Association only towards the Objects of the Association.
- (5) The property and income of the Gift Fund shall be applied solely towards the Objects of the Association and no part of that property or income may be paid or otherwise

distributed, directly or indirectly, to any member or the committee, except in good faith in the promotion of the Objects of the Association.

- (6) The Association must maintain a separate bank account for the Gift Fund. Committee members or signatories duly authorised by the committee must be the only signatories to the Gift Fund's bank account.
- (7) To ensure that the Gift Fund's accounting records comply with sub-rule (6), the Association must keep the accounting records for all receipts and payments on account of the Gift Fund separate from the general accounting records of the Association.
- (8) Any money received by the Association because of gifts of money or property referred to in sub-rule(1) (including but not limited to money from interest on gifts, income derived from gifts, and money from the realisation of gifts) must be credited to the Gift Fund's bank account referred to in sub-rule (6).
- (9) The Gift Fund's management committee shall be the committee.
- (10) The release of monies from the Gift Fund and the management of, and sale of, Gift Fund assets must be authorised by the committee.
- (11) At the first occurrence of:
 - (a) the winding up of the Gift Fund; or
 - (b) the Association failing to obtain or ceasing to be endorsed as a deductible gift recipient under the ITAA 97, any surplus assets of the Gift Fund must be transferred to another fund, authority or institution with similar objectives to the Objects of the Association that is endorsed as a deductible gift recipient under Division 30 of the ITAA 97, as the committee decides.

APPLICATION FOR FULL MEMBERSHIP

Weenthunga Health Network Inc

I, _____
(First of given name) (Surname)

Of

Postcode

(address)

And email address: -----

Hereby apply for full membership of the **Weenthunga Health Network Inc**

I declare that I am eligible for full membership and in the event of my admission as a full member I agree to be bound by the rules of the Association for the time being in force.

Signed:

Date:

Full member: A person eligible to apply for full membership must be a First Australian person and qualified for, or working in, a health or related role in Victoria

APPENDIX 1.2

APPLICATION FOR ASSOCIATE MEMBERSHIP

Weenthunga Health Network Inc

I, _____
(First of given name) (Surname)

Of _____

Postcode

(address)

And email address: -----

Hereby apply for associate membership of the **Weenthunga Health Network Inc**

I declare that I am eligible for associate membership and in the event of my admission as an associate member I agree to be bound by the rules of the Association for the time being in force.

Signed:

Date:

Associate member: A person is eligible to become an associate member if the person is an Australian person and qualified for, or working in, a health or related role in Victoria

APPENDIX 1.3

APPLICATION FOR STUDENT MEMBERSHIP

Weenthunga Health Network Inc

I, _____
(First of given name) (Surname)

Of _____

Postcode _____

(address)

And email address: -----

Hereby apply for student membership of the **Weenthunga Health Network Inc**

I declare that I am eligible for student membership and in the event of my admission as a student member I agree to be bound by the rules of the Association for the time being in force.

Signed:

Date:

Student member: A person is eligible to become a student member if the person is either (i) a First Australian person or (2) an Australian person and is studying for a health or related role in Victoria.

APPENDIX 2

**FORM OF APPOINTMENT OF PROXY FOR MEETING OF ASSOCIATION CONVENED
UNDER RULE 10(7)**

I,.....
(name)

of
(address)

being a member of **Weenthunga Health Network Inc**

appoint (must tick only **one** of the options below)

The Chair of the general meeting referred below

or

.....
(name of proxy holder)

of
(address of proxy holder)

being a full member of **Weenthunga Health Network Inc**, as my proxy to vote for me on my behalf at the appeal to the general meeting of the Association convened under rule 10(7), to be held on:

.....
(date of meeting)

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution (insert details of resolution).

.....
Signed

Date:

APPENDIX 3

FORM OF APPOINTMENT OF PROXY

I,
(name)

of
(address)

being a member of **Weenthunga Health Network Inc**

appoint (must tick only **one** of the options below)

The Chair of the general meeting referred below

or

.....
(name of proxy holder)

of
(address of proxy holder)

being a full member of **Weenthunga Health Network Inc**, as my proxy to vote for me on my behalf at the annual/special* general meeting of the Association to be held on

.....
(date of meeting)

and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against* the following resolution (insert details of resolution).

.....
Signed

Date:

NOTES

SCHEDULE 1

PREPARATION OF FINANCIAL STATEMENTS BY PRESCRIBED ASSOCIATIONS--AUSTRALIAN ACCOUNTING STANDARDS

Australian Accounting Standard Number	Name of Australian Accounting Standard	Issued
AASB 1018 (replaces AAS 1)	Statement of Financial Performance	June 2002
AAS 4	Depreciation	August 1997
AAS 5	Materiality	September 1995
AAS 6	Accounting Policies	March 1999
AAS 8	Events Occurring After Reporting Date	October 1997
AAS 15	Revenue	June 1998
AAS 17	Leases	October 1998
AAS 28	Statement of Cash Flows	October 1997
AAS 36	Statement of Financial Position	October 1999
AASB 1041 (replaces AAS 38)	Revaluation of Non-Current Assets	July 2001