

Deleted: Associations Incorporation Act 1981 (Vic)

CONSTITUTION

VICTORIAN COUNCIL FOR CIVIL LIBERTIES INCORPORATED

as amended #date

Deleted: 29 November 2016

RULES

NAME & PURPOSES

1. (1) The name of the incorporated association is Victorian Council for Civil Liberties Incorporated **(the Council)**.

(2) The objects of the **Council** are to advance measures and take those steps it deems necessary for the defence and extension of:

- (a) Civil liberties in Victoria;
- (b) The rights recognised by the Charter of Human Rights and Responsibilities; and
- (c) The rights and freedoms recognised by national and international law.

In particular, the Council will strive to ensure, safeguard and promote an understanding of the human rights of all people;

- (d) To live in freedom, safe from personal harm;
- (e) To protection from ill treatment or punishment that is inhuman or degrading;
- (f) To equality before the law;
- (g) To freedom from discrimination on grounds such as disability, political or other opinion, race, religion, sex or sexual orientation and marital or other status;
- (h) To protection from arrest and unnecessary detention; to a fair, speedy and public trial; to be presumed innocent until proven guilty, and to legal advice and representation;
- (i) To a fair hearing before any authority exercising power over the individual;
- (j) To freedom of thought, conscience and belief;
- (k) To freedom of speech and publication;

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The objects of the Victorian Council for Civil Liberties Incorporated **(the Council)** are to advance measures and take those steps it deems necessary for the defence and extension of: ¶
Civil liberties in Victoria; ¶

The rights recognised by the Charter of Human Rights and Responsibilities; and ¶

The rights and freedoms recognised by national and international law. ¶

In particular, the Council shall strive to ensure and safeguard the rights of all people: ¶

To live in freedom, safe from personal harm; ¶

To protection from ill treatment or punishment that is inhuman or degrading; ¶

To equality before the law; ¶

To freedom from discrimination on grounds such as disability, political or other opinion, race, religion, sex or sexual orientation and marital or other status; ¶

To protection from arrest and unnecessary detention; to a fair, speedy and public trial; to be presumed innocent until proven guilty, and to legal advice and representation; ¶

To a fair hearing before any authority exercising power over the individual; ¶

To freedom of thought, conscience and belief; ¶

To freedom of speech and publication; ¶

To freedom of peaceful assembly and association; ¶

To move freely within one's country of residence and to leave and enter it without hindrance; ¶

To privacy and the right of access to official information; and ¶

To an effective remedy against any breach of these rights. ¶

The Council shall strive to do all those things that it believes will further these objects. ¶

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- (l) To freedom of peaceful assembly and association;
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- (n) To privacy and the right of access to official information; and
- (o) To an effective remedy against any breach of these rights.

The Council will strive to do all those things that it believes will further these objects.

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INTERPRETATION

2. (1) In these Rules, unless the contrary intention appears —

“Committees” means the Executive Committee, the General Committee and the Rights Advocacy Project Committee, and “Committee” means any or each of them, as the context requires;

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“Committee meeting” means a meeting of any or each Committee, as the context requires;

“Executive” means the President, Immediate Past President, Vice Presidents, Secretary and Treasurer of the Council;

“Executive Committee” means the executive committee of the Council constituted in accordance with Rules 22, 23, 24, 28, 28A and 28B;

“Executive Officer” means the person employed under written contract by the Council to be the Executive Officer;

“financial year” means the year ending on 30 June;

“General Committee” means the general committee of the Council constituted in accordance with Rules 25, 26, 27, 28, 28A and 28B;

“general meeting” means a general meeting of members convened in accordance with Rule 13;

“member” means a member of the Council;

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Deleted: “Management Committee” means the management committee constituted in accordance with Rules 22, 23, 24, 28 and 29;¶

“membership year” means a period for the purposes of annual subscription as defined in sub-rule 4(4);

Deleted: “Policy Committee” means the policy committee of the Council constituted in accordance with Rules 25, 26, 27, 28 and 29;¶

“Rights Advocacy Project Committee” or “RAP Committee” means the rights advocacy project committee of the Council constituted in accordance with Rules 27A, 27B and 29;

“special resolution” means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution; and

“the Act” means the Associations Incorporation Reform Act 2012 (Vic); “the Regulations” means regulations under the Act.

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(2) In these Rules, a reference to the Secretary is a reference —

(a) where a person holds office under these Rules as Secretary of the Council to that person; and

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(b) in any other case, to the Public Officer of the Council.

(3) Words or expressions contained in these Rules will be interpreted in accordance with the *Interpretation of Legislation Act 1984* (Vic) and the Act as in force from time to time.

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APPLICATION FOR MEMBERSHIP

3. (1) This rule sets out how a person may become a member of the Council.

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(2) A person who is not a member of the Council will not be admitted to membership —

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(a) unless application is made as provided in sub-rule (3); and

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(b) the admission as a member is approved by the General Committee.

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(3) An application of a person for membership of the Council —

(a) will be made as prescribed by the General Committee from time to time;

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(b) will be lodged with the Secretary or the Executive Officer; and

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(c) will be accompanied by the entrance fee (if any) and the annual subscription payable under these Rules.

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(4) As soon as is practicable after the receipt of an application, the Secretary or the Executive Officer will refer the application to the General Committee.

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(5) Upon an application being referred to the General Committee, the General Committee will determine whether to approve or to reject the application. The General Committee may approve the application of any person who the General Committee is satisfied bona fide supports the purposes of the Council and will not use the Council to further the interests of any political, religious or other party, group or organisation.

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(6) Upon an application being approved by the General Committee, the Secretary or the Executive Officer will, with as little delay as possible, notify the applicant in writing of the approval for membership of the Council. Upon an application being rejected by the General Committee, the Secretary or the Executive Officer will, with as little delay as possible, notify the applicant in writing and return or refund the moneys accompanying the application.

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(7) The Secretary or the Executive Officer will, upon an application being approved by the General Committee, enter the applicant's name in the register of members and, upon the name being so entered, the applicant becomes a member of the Council.

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(8) A right, privilege, or obligation of a person by reason of membership of the Council —

(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.

(9) Without limiting other rights contained in these Rules or under the Act, a member of the Council has the right —

(a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules;

(b) to submit items of business for consideration at a general meeting;

(c) to attend and be heard at a general meeting;

(d) to vote at a general meeting;

(e) to inspect and obtain a copy of the register of members; and

(f) to inspect and obtain a copy of accounts, books, documents, and securities and minutes of general meetings of the Council.

ENTRANCE FEE AND ANNUAL SUBSCRIPTION

- 4. (1) The entrance fee will be the amount determined by the General Committee and, until the General Committee makes a determination, will be nil.
- (2) The annual subscription will be the amounts determined by the General Committee from time to time.
- (3) The General Committee may determine different amounts as the annual subscription for different categories of members (e.g. ordinary, students, pensioners, corporate).
- (4) The period for the purposes of the annual subscription commences on the day the person applies and pays the membership fee in accordance with sub-rule 3(3) and ends one year later, Annual subscription reminder notices will be sent by the Secretary or the Executive Officer to each member one month before the end of that member's subscription. The annual subscription is due to be paid within one month of the membership end date.
- (5) A member who fails to pay their annual subscription for two consecutive membership years automatically ceases to be a member at the end of the second membership year. If the person wishes to rejoin the Council, they must follow the procedure set out in Rule 3.

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REGISTER OF MEMBERS

- 5. The Secretary or the Executive Officer will keep and maintain a register of members in which will be entered the full name, address, date of entry of the name, and financial status (i.e. whether annual subscription has been paid) of each member and the register will be available for inspection and copying by members upon request.

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RESIGNATION AND EXPULSION OF MEMBERS

- 6. (1) A member of the Council who has paid all moneys due and payable by the member to the Council may resign from the Council by first giving one month's notice in writing to the Secretary or the Executive Officer of their intention to resign and upon the expiration of that period of notice, the member ceases to be a member.

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(2) Upon the expiration of a notice given under sub-rule (1), the Secretary or the Executive Officer will make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be a member.

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7. (1) Subject to these Rules, the Executive Committee may by resolution —

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(a) expel a member from the Council;

(b) suspend a member from membership of the Council for a specified period; or

(c) fine a member an amount not exceeding \$20 —

if the Executive Committee is of the opinion that the member —

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(d) has refused or neglected to comply with these Rules; or

(e) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Council.

(2) A resolution of the Executive Committee under sub-rule (1) —

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(a) does not take effect unless the Executive Committee, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under sub-rule (3) confirms the resolution in accordance with this rule; and

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(b) where the member exercises a right of appeal to the Council under this rule, does not take effect unless the Council confirms the resolution in accordance with this rule.

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(3) If the Executive Committee passes a resolution under sub-rule (1), the Secretary or the Executive Officer will, as soon as practicable, cause to be served on the member a notice in writing —

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(a) setting out the resolution of the Executive Committee and the grounds on which it is based;

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(b) stating that the member may address the Executive Committee at a meeting to be held not earlier than 14 and not less than 28 days after service of the notice;

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

- (d) informing the member that they may do one or more of the following:
 - (i) attend that meeting;
 - (ii) give to the Executive Committee before the date of that meeting a written statement seeking the revocation of the resolution; and
 - (iii) not later than 24 hours before the date of the meeting, lodge with the Secretary or the Executive Officer a notice to the effect that they wish to appeal to the Council in general meeting against the resolution.
- (4) At a meeting of the Executive Committee held in accordance with sub-rule (2), the Executive Committee —
 - (a) will give to the member an opportunity to be heard;
 - (b) will give due consideration to any written statement submitted by the member; and
 - (c) will by resolution determine whether to confirm or to revoke the resolution.
- (5) If the Secretary or the Executive Officer receives a notice under sub-rule (3), they will notify the Executive Committee and the Executive Committee will convene a general meeting of the Council to be held within 21 days after the date on which the Secretary or the Executive Officer received the notice.
- (6) At a general meeting of the Council convened under sub-rule (5) —
 - (a) no business other than the question of the appeal will be transacted;
 - (b) the Executive Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) the member will be given an opportunity to be heard; and
 - (d) the members present will vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (7) If at the general meeting —
 - (a) two-thirds of the members vote in person or by proxy in favour of the

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confirmation of the resolution, the resolution is confirmed; and

(b) in any other case, the resolution is revoked.

DISPUTES AND MEDIATION

8. (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 Council.
- (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 Executive Committee; or
 - (ii) in the case of a dispute between a member and the Council, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A member of the Council can be a mediator.
- (6) The mediator cannot be a member who —
- (a) is a party to the dispute;
 - (b) has a personal interest in the dispute; or
 - (c) is biased in favour or against any party to the dispute.

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- (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;
 - (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.

SUPPORTERS

- 9. The General Committee may by resolution create, maintain and regulate a register of supporters of the Council. Such supporters must not have voting rights at meetings unless they are also members of the Council.

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ANNUAL GENERAL MEETING

- 10. (1) The Council will in each calendar year convene an annual general meeting of its members.
- (2) The annual general meeting will be held on such day, time and place as the General Committee determines within 5 months of the end of the financial year.
- (3) The annual general meeting will be specified as such in the notice convening it.
- (4) The ordinary business of the annual general meeting will be —
 - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (b) to receive from the General Committee reports upon the transactions of the Council during the last preceding financial year;

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(c) to elect officers of the Council and the members of the General Committee; and

(d) to receive and consider the statement submitted by the Council in accordance with section 30(3) of the Act.

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

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(6) The annual general meeting will be in addition to any other general meetings that may be held in the same year.

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SPECIAL GENERAL MEETING

11. All general meetings other than the annual general meeting will be called special general meetings.

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12. (1) The General Committee may, whenever it thinks fit, convene a special general meeting of the Council and, where, but for this sub-rule, more than 15 months would elapse between annual general meetings, will convene a special general meeting before the expiration of that period.

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(2) The General Committee will, on the requisition in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the Council.

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(3) The requisition for a special general meeting will state the objects of the meeting and will be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.

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(4) If the General Committee does not convene a special general meeting within the month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than 3 months after that date.

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(5) A special general meeting convened by members in pursuance of these Rules will be convened in the same manner as nearly as possible as that in which those meetings are convened by the General Committee and, all reasonable expenses incurred in convening the meeting will be refunded by the Council to the persons incurring the expenses.

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NOTICE OF MEETING

13. (1) The Secretary or the Executive Officer will, at least 21 days before the date fixed for holding a general meeting of the Council, cause to be sent to each member of the Council a notice in accordance with sub-rule (4), stating –

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(a) the place, date and time of the meeting;

(b) the nature of the business to be transacted at the meeting;

(c) that the member may appoint another member as their proxy and attaching a copy of the approved notice for appointing a proxy as set out in Appendix 1; and

(d) if a special resolution is to be proposed at the meeting –

(i) the proposed resolution; and

(ii) the intention to propose the resolution as a special resolution.

(2) No business other than that set out in the notice convening the meeting will be transacted at the meeting.

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(3) A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary or to the Executive Officer, who will include that business in the notice calling the next general meeting after the receipt of the notice.

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(4) A notice of meeting under sub-rule (1) may be given to a member –

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(a) personally; or

(b) by sending it by post to the address for the member in the register of members or the alternative address (if any) nominated by the member; or

(c) by sending it to the electronic address (if any) nominated by the member; or

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(d) by sending it to the member by other electronic means (if any) nominated by the member; or

(e) by notifying the member in accordance with sub-rule (5).

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(5) If the member nominates, –

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(a) an electronic means (the ***nominated notification means***) by which the member may be notified that notices of meeting are available; and

- (b) an electronic means (the ***nominated access means***) the member may use to access notices of meeting;

the Secretary or the Executive Officer may give the member notice of the meeting by notifying the member (using the nominated notification means) —

- (c) that the notice of meeting is available; and
- (d) how the member may use the nominated access means to access the notice of meeting.

This sub-rule does not limit sub-rule (4).

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PROCEEDINGS AT MEETINGS

- 14. (1) All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these Rules as being the ordinary business of the annual general meeting will be deemed to be special business.

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- (2) No item of business will be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time when the meeting is considering that item.

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- (3) 25 members personally present, or 10 per cent of the membership, whichever is the lesser number (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

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- (4) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members will be dissolved and in any other case will stand adjourned to the same day in the next week at the same time and (unless another place is specified by the chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 12) will be a quorum.

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- 15. (1) The President, or in the President's absence, a Vice-President elected by those present, will preside as chairperson at each general meeting of the Council.

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- (2) If the President and each Vice-President is absent from a general meeting, the members present will elect one of their number to preside as chairperson at the meeting.

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16. (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

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(2) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting will be given as in the case of the general meeting.

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(3) Except as provided in sub-rules (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

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17. A question arising at a general meeting of the Council will be determined on a show of hands and unless, before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Council is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

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18. (1) Upon any question arising at a general meeting of the Council –

(a) a member has one vote only;

(b) all votes will be given personally or by proxy; and

(c) except in the case of a special resolution, or as otherwise stated by these Rules, the question must be decided on a majority of votes.

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(2) 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.

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(2) All votes shall be given personally or by proxy.¶

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19. (1) If at a meeting a poll on any question is demanded by not less than three members, it will be taken at that meeting in such manner as the chairperson may direct and the resolution of the poll will be deemed to be a resolution of the meeting on that question.

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(2) A poll that is demanded on the election of a chairperson or on a question of an adjournment will be taken forthwith and a poll that is demanded on any question will be taken at such time before the close of the meeting as the chairperson may direct.

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20. A member is not entitled to vote at any general meeting unless all moneys due and payable by the member to the Council have been paid.

21. (1) Each member is entitled to appoint another member as a proxy by notice given to the Secretary or the Executive Officer 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 will be in the form set out in Appendix 1.

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21A. (1) A general meeting of the Council may be held by means of such telephone or other communications facilities as approved by the chairperson that permits all persons in that meeting to communicate with each other simultaneously and instantaneously, and gives the members as a whole a reasonable opportunity to participate in the proceedings.

(2) Participation in such meeting will constitute presence in person at such meeting (including for the purpose of any quorum requirements in these Rules).

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(3) A reference to a "place" when used in the context of a general meeting of the Council may be, but need not be, a physical place.

EXECUTIVE COMMITTEE

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22. (1) The affairs of the Council will be managed by the Executive Committee constituted as provided in Rule 24.

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(2) The Executive Committee —

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(a) will control and manage the business and affairs of the Council;

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(b) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Council other than those powers and functions that are required by these Rules to be exercised by the General Committee, the RAP Committee or by general meetings of the members of the Council; and

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(c) subject to these Rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Council to be essential for the proper management of the business and affairs of the Council and

(i) may delegate any of its powers save the power of delegation to the General Committee or the RAP Committee or any sub-committee or

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person on such terms as it thinks fit; and

- (ii) will have the power to co-opt further members of the General Committee, and a member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

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23. (1) The officers of the Council will be —

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- (a) a President
- (b) a Senior Vice-President and up to three additional Vice-Presidents;
- (c) a Treasurer;
- (d) a Secretary; and
- (e) the Immediate Past President ex officio.

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(2) The provisions of Rule 28 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 mentioned in sub-rule (1) save and except for the Immediate Past President.

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(3) Each elected or appointed officer of the Council will hold office until the annual general meeting next after the date of their election or appointment but is eligible for re-election.

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(4) In the event of a casual vacancy in any office referred to in sub-rule (1) the Executive Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

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24. (1) The Executive Committee will consist of the:

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- (a) President;
- (b) Immediate Past President;
- (c) Vice-Presidents;

(d) Secretary; and

(e) Treasurer,

each of whom (except the Immediate Past President) will be elected at the annual general meeting of the Council each year.

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(2) The Immediate Past President will, subject to these Rules, hold that position until the earlier of:

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(a) their successor as President completing their term, in which event that successor will become the Immediate Past President; or

(b) standing down from their position or ceasing to be a member of the Council, in which event the Executive Committee may select a former President who remains a member of the Council to fill the position of Immediate Past President.

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GENERAL COMMITTEE

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25. There will be a General Committee of the Council whose functions and responsibilities will be —

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(a) carrying out the management and operational functions of the Council as required by it under these Rules;

(b) deliberating upon policies of interest or concern to the Council;

(c) formulating, reviewing, amending and updating the Council's policies;

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(d) preparing discussion papers, submissions, statements of policy and other records and communications of the Council's policies;

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(e) considering operational issues of the Council and appropriate management initiatives, including fundraising and event management;

(f) exercising any powers delegated to it by the Executive Committee pursuant to sub-rule 22(2)(c)(i) or as otherwise determined by any charter established by the Executive Committee; and

(g) informing itself as it sees fit so that it can discharge the forgoing functions and responsibilities.

26. (1) The officers of the General Committee will be —

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(a) all members of the Executive Committee;

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(b) the Chair of the RAP Committee;

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(c) the Deputy Chair of the RAP Committee;

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(d) 10 members of the Council elected in accordance with Rule 28; and

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(e) up to 15 further members of the Council who may be co-opted by the General Committee from time-to-time.

Deleted: 10 members of the Council elected in accordance with Rule 28; and

(2) Whilst the Council will aim to have a General Committee of the composition outlined above, this may not always be practicable given the circumstances of the Council. Accordingly, the Executive Committee has absolute discretion to determine the appropriate size and composition of the General Committee from time to time.

Deleted: <#>up to 10 further members of the Council who may be co-opted by the Policy Committee.¶

27. An officer of the Council, who is not ex officio a member of the General Committee, is not prevented from being elected to the General Committee.

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RIGHTS ADVOCACY PROJECT COMMITTEE

27A. There will be a Rights Advocacy Project Committee of the Council whose functions and responsibilities will be exercising any powers delegated to it by the Executive Committee pursuant to sub-rule 22(2)(c)(i) or as otherwise determined by any charter endorsed by the Executive Committee.

27B. (1) The officers of the RAP Committee will be —

(a) a Chair;

(b) a Deputy Chair; and

(c) a Treasurer,

who will be members of the Council appointed by the Executive Committee following a recommendation from the members of the RAP Committee as outlined in Rule 29.

(2) There will be no less than 3 and no more than 15 members of the RAP

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Committee, consisting of:

(a) no less than 3 members of the Council appointed as outlined in Rule 29; and

(b) up to 12 further members of the Council who may be co-opted by the RAP Committee from time-to-time,

including the officers of the RAP Committee.

ELECTION OR APPOINTMENT OF OFFICERS AND COMMITTEE MEMBERS

28. (1) Nominations of candidates for election as officers of the Council and members of the General Committee —

(a) will be made in writing, signed by two members of the Council and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and

(b) will be delivered to the Secretary or to the Executive Officer not less than 7 days before the date fixed for the holding of the annual general meeting.

(2) If insufficient nominations are received to fill all vacancies the candidates nominated will be deemed to be elected and further nominations will be received at the annual general meeting.

(3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated will be deemed to be elected.

(4) If the number of nominations exceeds the number of vacancies to be filled, a ballot will be held.

(5) The ballot for the election of officers of the Council and members of the General Committee will be conducted at the annual general meeting in such usual and proper manner as the Executive Committee may direct.

(6) A person may not nominate for more than one position as an officer of the Council.

28A. (1) Subject to Rule 29, any person elected into office under Rule 28 will hold office until the positions are declared vacant at the next annual general meeting.

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(2) The chairperson of the annual general meeting must declare all positions of office elected under Rule 28 as vacant and hold elections for those positions in accordance with Rule 28.

28B. For the purposes of these Rules, the office of an officer of the Council or of a member of the General Committee becomes vacant if the officer or member —

- (a) ceases to be a member of the Council;
- (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 Secretary or to the Executive Officer.

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29. (1) The Executive Committee will appoint at least 3 members to the RAP Committee at each annual general meeting or at the first meeting of the Executive Committee following applications received from Council members.

(2) The Executive Committee will also endorse the appointment of the officers of the RAP Committee at a frequency to be determined by the RAP Committee, based on the recommendations received from the RAP Committee.

(3) Any person appointed as an officer of the RAP Committee will hold office until their position is declared vacant at the next annual general meeting.

(4) The office of an officer of the RAP Committee becomes vacant if the officer:

- (a) ceases to be a member of the Council;
- (b) resigns from office by notice in writing to the Chair of the RAP Committee, or in the case of Chair of the RAP Committee, to the Secretary; or
- (c) otherwise becomes ineligible under any charter of the RAP Committee that has been endorsed by the Executive Committee.

(5) A member of the RAP Committee will cease to be a member of the RAP Committee if that person:

- (a) ceases to be a member of the Council;
- (b) resigns as a member of the RAP Committee by notice in writing to the Chair of the RAP Committee; or

(c) otherwise becomes ineligible under any charter of the RAP Committee that has been endorsed by the Executive Committee.

PROCEEDINGS OF COMMITTEES

30. (1) The Executive Committee will meet at least once every 3 months at such place and such times as the Executive Committee may determine. The General Committee and RAP Committee will each individually meet at least 3 times between annual general meetings at such place and such times as that Committee may determine.

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(2) Special meetings of a Committee may be convened by the President (or in the case of the RAP Committee, the Chair of the RAP Committee) or by any 4 of the members of the Committee.

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(3) Notice will be given to members of a Committee of any special meeting specifying the general nature of the business to be transacted and no other business will be transacted at such a meeting.

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(4) Any 4 members of a Committee constitute a quorum for the transaction of the business of a meeting of the Committee.

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(5) No business will be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting will stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.

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(6) At meetings of the Executive Committee or General Committee —

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(a) the President or in the President's absence a Vice-President elected by those present will preside as chairperson; or

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(b) if the President and the Vice-Presidents are absent, such one of the remaining members of the Committee as may be chosen by the members present will preside as chairperson.

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(7) At meetings of the RAP Committee —

(a) the Chair or in the Chair's absence the Deputy Chair will preside as chairperson; or

(b) if the Chair and Deputy Chair are absent, such one of the remaining members of the RAP Committee as many be chosen by the members

present will preside as chairperson.

(8) Questions arising at a meeting of a Committee or of any sub-committee appointed by the Committee will be determined on a show of hands or, if demanded by a Committee or sub-committee member, by a poll taken in such manner as the person presiding as chairperson at the meeting may determine.

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(9) Each member present at a meeting of a Committee or 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 as chairperson may exercise a second or casting vote.

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(10) Written notice of each Committee meeting will be served on each member of the Committee by delivering it to the member a reasonable time before the meeting or by sending it by pre-paid post, or e-mail to their usual or last known place of abode or e-mail address at least two business days before the date of the meeting.

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(11) Subject to sub-rule (4) a Committee may act notwithstanding any vacancy on the Committee.

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(12) At least once in each calendar year there will be a joint meeting of the Executive Committee and the General Committee, on a date to be fixed by the Executive Committee.

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(13) The Executive may invite persons, including non-members, to attend any Committee meeting.

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30A. (1) A Committee meeting may be held by means of such telephone or other communications facilities as consented to by all members of the Committee that permits all Committee members in that meeting to communicate with each other simultaneously and instantaneously, and gives the Committee as a whole a reasonable opportunity to participate in the proceedings.

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(2) Participation in such meeting shall constitute presence in person at such meeting (including for the purpose of any quorum requirements in these Rules.

(3) A reference to a "place" when used in the context of a Committee may be, but need not be, a physical place.

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SECRETARY AND EXECUTIVE OFFICER

31. The Secretary or the relevant officer in that Committee will keep minutes of the

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resolutions and proceedings of each general meeting and each Committee meeting in books provided for that purpose together with a record of the names of persons present at Committee meetings.

32. The Secretary will be appointed ex officio as the Public Officer of the Council by virtue and for the term of that person's office as Secretary of the Council.

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TREASURER

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33. The Treasurer —

(a) will collect and receive all moneys due to the Council and make payments authorised by the Council; and

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(b) will keep correct accounts and books showing the financial affairs of the Council with full details of all receipts and expenditure connected with the activities of the Council.

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REMOVAL OF MEMBER OF A COMMITTEE

34. (1) The Council in general meeting may by special resolution remove any elected or appointed officer of the Council or member of the General Committee before the expiration of the member's term of office and appoint another member in their stead to hold office until the expiration of the term of the first-mentioned member.

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(2) Where the member to whom a proposed special resolution referred to in sub-rule (1) makes representations in writing to the Secretary, Executive Officer or President (not exceeding a reasonable length) and requests that they be notified to the members of the Council, the Secretary, the Executive Officer or the President may send a copy of the representations to each member of the Council or, if they are not so sent, the member may require that they be read out at the meeting.

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MANAGEMENT OF FUNDS

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35. (1) Subject to any restrictions imposed by a general meeting of the Council, the Executive Committee may approve expenditure on behalf of the Council.

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(2) The Executive Committee may authorize an officer of the Council, the

General Committee or any member of the General Committee to expend funds on behalf of the Council (including by electronic funds transfer) up to a specified limit without requiring approval from the Executive Committee for each item on which the funds are expended.

(3) Subject to sub-rules (2) and (4), all cheques must be signed by, or in the case of electronic payments, approved by, two members of the Executive Committee.

(4) In relation to expenditure by the RAP Committee, all cheques must be signed by, or in the case of electronic payments, approved by, two officers of the RAP Committee.

SEAL

36. (1) Not used.

Deleted: The common seal of the Council shall be kept in the custody of the Secretary or the Executive Officer.

Deleted: (2) The common seal shall not be affixed to any instrument except by the authority of the Management Committee and the affixing of the common seal shall be attested by the signatures either of two members of the Committee or of one member of the Management Committee and of the Public Officer of the Council.¶

ALTERATION OF RULES AND STATEMENT OF PURPOSES

37. These Rules, including the statement of purposes of the Council will not be altered except in accordance with the Act.

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NOTICES

38. (1) A notice may be served by or on behalf of the Council upon any member either personally or by sending it by post or email to the member at the address shown in the Register of Members.

(2) Where a document is properly addressed prepaid and posted to a person as a letter, the document will, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

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(3) Where a document is properly sent to a person as an attachment to an email, the document will, unless the contrary is proved, be deemed to have been given to the person at the time at which the email was sent.

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WINDING UP OR CANCELLATION

39. (1) The income and property of the Council will be used and applied solely in promotion of its purposes and the exercise of its powers as set out herein and no proportion thereof will be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Council provided that nothing herein contained will prevent the payment in good faith of interest to any such members in respect of moneys advanced by them to the Council or otherwise owing by the Council to them or of remuneration to any officers or servants of the Council or to any member of the Council or other person in return for any services actually rendered to the Council provided further that nothing herein contained will be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Council or reasonable and proper rent for premises demised or let to the Council or the provision of services to the member to which he or she would be entitled in accordance with the purposes if he or she were not a member.

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(2) Subject to Rule 39(3), if the Council will be wound up in accordance with the provisions of the Associations Incorporation Reform Act 2012 (Vic), and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same will be given or transferred to some other institution or institutions having purposes similar to the purposes of the Council, and which prohibits or prohibit the distribution of its or their other income and property amongst its or their members to an extent at least as great as is imposed on the Council under or by this Rule, such institution or institutions to be determined in accordance with a special resolution of the members of the Council or in the absence of a special resolution of the members by the Registrar.

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(3) While the Council is a deductible gift recipient within the meaning of the *Income Tax Assessment Act 1997* (Cth), if the Council will be wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), the property referred to below will be given or transferred to some other institution or institutions having purposes similar to the purposes of the Council, which is or are charitable at law and to which income tax deductible gifts can be made:

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

CUSTODY OF RECORDS

- 40. (1) Except as otherwise provided in these Rules, the Secretary or the Executive Officer will keep in their custody or control all books, documents and securities of the Council.
- (2) All accounts, books, documents, securities and minutes of general meetings of the Council will be available for inspection and copying by any member of the Council upon request.

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FUNDS

- 41. The funds of the Council will be derived from entrance fees, annual subscriptions, donations and such other sources as the Executive Committee determines.

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PUBLIC STATEMENTS

- 42. (1) No member of the Council, other than the President, Immediate Past President or the Vice-Presidents, will make or purport to make or have any authority to make any public statement, comment, or announcement on behalf of the Council unless agreed by the President, the Senior Vice-President or at least two Vice-Presidents.
- (2) The President, the Senior Vice-President or at least two Vice-Presidents may:
 - (a) determine that a member of the Council may make a public statement, comment, or announcement on behalf of the Council;
 - (b) determine that a member be a “spokesperson” on a particular topic of interest to the Council, which then authorises that person to speak on behalf of the Council on that topic;

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subject to any limitation(s) determined by the President, the Senior Vice-President or at least two Vice-Presidents.

APPENDIX 1

FORM OF APPOINTMENT OF PROXY

I, _____ of _____ being a member of the Victorian Council for Civil Liberties Incorporated 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 Council (annual general meeting or special general meeting, as the case may be) to be held on 19 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

Date