

Associations Incorporation Act 1981 (Vic)

CONSTITUTION

VICTORIAN COUNCIL FOR CIVIL LIBERTIES INCORPORATED

as amended 29 November 2016

PURPOSES

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:

- (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 shall strive to ensure and safeguard the rights of all people:

- (a) To live in freedom, safe from personal harm;
- (b) To protection from ill treatment or punishment that is inhuman or degrading;
- (c) To equality before the law;
- (d) To freedom from discrimination on grounds such as disability, political or other opinion, race, religion, sex or sexual orientation and marital or other status;
- (e) 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;
- (f) To a fair hearing before any authority exercising power over the individual;
- (g) To freedom of thought, conscience and belief;
- (h) To freedom of speech and publication;
- (i) To freedom of peaceful assembly and association;
- (j) To move freely within one's country of residence and to leave and enter it without hinderance;
- (k) To privacy and the right of access to official information; and
- (l) 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.

RULES

NAME

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

INTERPRETATION

2. (1) In these Rules, unless the contrary intention appears —
 - “Committees” means the Management Committee and the Policy Committee, and “Committee” means either or each of them, as the context requires;
 - “Executive” means the President, Immediate Past President, Vice Presidents, Secretary and Treasurer of the Council;
 - “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 meeting” means a general meeting of members convened in accordance with Rule 13;
 - “Management Committee” means the management committee constituted in accordance with Rules 22, 23, 24, 28 and 29;
 - “member” means a member of the Council;
 - “Policy Committee” means the policy committee of the Council constituted in accordance with Rules 25, 26, 27, 28 and 29;
 - “the Act” means the *Associations Incorporation Act 1981* (Vic); “the Regulations” means regulations under the Act.
- (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
 - (b) in any other case, to the Public Officer of the Council.

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

APPLICATION FOR MEMBERSHIP

3. (1) This clause sets out how a person may become a member of the Council.
- (2) A person who is not a member of the Council shall not be admitted to membership —
- (a) unless application is made as provided in sub-clause (3); and
- (b) the admission as a member is approved by the Management Committee.
- (3) An application of a person for membership of the Council —
- (a) shall be made as prescribed by the Management Committee from time to time;
- (b) shall be lodged with the Secretary or the Executive Officer; and
- (c) shall be accompanied by the entrance fee (if any) and the annual subscription payable under these Rules.
- (4) As soon as is practicable after the receipt of an application, the Secretary or the Executive Officer shall refer the application to the Management Committee.
- (5) Upon an application being referred to the Management Committee, the Management Committee shall determine whether to approve or to reject the application. The Management Committee may approve the application of any person who the Management 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.
- (6) Upon an application being approved by the Management Committee, the Secretary or the Executive Officer shall, 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 Management Committee, the Secretary or the Executive Officer shall, with as little delay as possible, notify the applicant in writing and return or refund the moneys accompanying the application.
- (7) The Secretary or the Executive Officer shall, upon an application being approved by the Management 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.

- (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.

ENTRANCE FEE AND ANNUAL SUBSCRIPTION

4. (1) The entrance fee shall be the amount determined by the Management Committee and, until the Management Committee makes a determination, shall be nil.
- (2) The annual subscription shall be the amounts determined by the Management Committee from time to time.
- (3) The Management 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 is the financial year. Annual subscription reminder notices shall be sent by the Secretary or the Executive Officer to all members during the period from May of the preceding financial year to July of the relevant financial year. The annual subscription is due to be paid by the end of August of the relevant financial year, but may be paid later.
- (5) A member who fails to pay his or her annual subscription for two consecutive financial years automatically ceases to be a member at the end of the second financial year. If the person wishes to rejoin the Council, he or she must follow the procedure set out in Rule 3.
- (6) A new member is liable to pay the full annual subscription for the financial year during which he or she becomes a member.

REGISTER OF MEMBERS

5. The Secretary or the Executive Officer shall keep and maintain a register of members in which shall 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 shall be available for inspection and copying by members upon request.

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 his or her intention to resign and upon the expiration of that period of notice, the member ceases to be a member.
- (2) Upon the expiration of a notice given under sub-clause (1), the Secretary or the Executive Officer shall 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.
7. (1) Subject to these Rules, the Management Committee may by resolution —
 - (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 Management Committee is of the opinion that the member —
 - (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 Management Committee under sub-clause (1) —
 - (a) does not take effect unless the Management 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-clause (3) confirms the resolution in accordance with this clause; and
 - (b) where the member exercises a right of appeal to the Council under this clause, does not take effect unless the Council confirms the resolution in accordance with this clause.
- (3) If the Management Committee passes a resolution under sub-clause (1), the

Secretary or the Executive Officer shall, as soon as practicable, cause to be served on the member a notice in writing —

- (a) setting out the resolution of the Management Committee and the grounds on which it is based;
 - (b) stating that the member may address the Management Committee at a meeting to be held not earlier than 14 and not less than 28 days after service of the notice;
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that he or she may do one or more of the following:
 - (i) attend that meeting;
 - (ii) give to the Management 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 he or she wishes to appeal to the Council in general meeting against the resolution.
- (4) At a meeting of the Management Committee held in accordance with sub-clause (2), the Management Committee —
- (a) shall give to the member an opportunity to be heard;
 - (b) shall give due consideration to any written statement submitted by the member; and
 - (c) shall by resolution determine whether to confirm or to revoke the resolution.
- (5) If the Secretary or the Executive Officer receives a notice under sub-clause (3), he or she shall notify the Management Committee and the Management Committee shall convene a general meeting of the Council to be held within twenty-one 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-clause (5) —

- (a) no business other than the question of the appeal shall be transacted;
 - (b) the Management 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 shall be given an opportunity to be heard; and
 - (d) the members present shall 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 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 Management 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 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;
 - (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 Management 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.

ANNUAL GENERAL MEETING

- 10. (1) The Council shall in each calendar year convene an annual general meeting of its members.
- (2) The annual general meeting shall be held on such day as the Management Committee determines within 5 months of the end of the financial year.
- (3) The annual general meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the annual general meeting shall 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 Management Committee reports upon the transactions of the Council during the last preceding financial year;
 - (c) to elect officers of the Council and the members of the Policy 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.
 - (6) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

SPECIAL GENERAL MEETING

- 11. All general meetings other than the annual general meeting shall be called special general meetings.
- 12.
 - (1) The Management Committee may, whenever it thinks fit, convene a special general meeting of the Council and, where, but for this sub-clause, more than fifteen months would elapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
 - (2) The Management Committee shall, 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.
 - (3) The requisition for a special general meeting shall state the objects of the meeting and shall 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.
 - (4) If the Management Committee does not cause a special general meeting to be held 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 three months after that date.

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

NOTICE OF MEETING

13. (1) The Secretary or the Executive Officer shall, 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 Rule 13(4) stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (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 shall include that business in the notice calling the next general meeting after the receipt of the notice.
- (4) A notice of meeting under Rule 13(1) may be given to a member —
- (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 fax number or electronic address (if any) nominated by the member; or
 - (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 Rule 13(5).
- (5) If the member nominates —
- (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 Rule 13(4).

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 shall be deemed to be special business.
 - (2) No item of business shall 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.
 - (3) 25 members personally present, or 10% 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.
 - (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 shall be dissolved and in any other case 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 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) shall be a quorum.
15. (1) The President, or in the President's absence, a Vice-President elected by those present, shall preside as Chairperson at each general meeting of the Council.
 - (2) If the President and each Vice-President is absent from a general meeting, the members present shall elect one of their number to preside as Chairperson at the Meeting.
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 shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

- (2) Where a meeting is adjourned for fourteen days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
 - (3) Except as provided in sub-clauses (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
17. A question arising at a general meeting of the Council shall 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.
18.
 - (1) Upon any question arising at a general meeting of the Council, a member has one vote only.
 - (2) All votes shall 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.
19.
 - (1) If at a meeting a poll on any question is demanded by not less than three members, it shall 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 shall be taken forthwith and a poll that is demanded on any question shall be taken at such time before the close of the meeting as the Chairperson may direct.
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 shall be in the form set out in Appendix 1.

MANAGEMENT COMMITTEE

22. (1) The affairs of the Council shall be managed by the Management Committee constituted as provided in Rule 24.
- (2) The Management Committee —
- (a) shall control and manage the business and affairs of the Council;
 - (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 Policy Committee or by general meetings of the members of the Council; and
 - (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 any sub-committee or person on such terms as it thinks fit; and
 - (ii) shall have the power to co-opt further ordinary Committee members 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.
23. (1) The officers of the Council shall be —
- (a) a President;
 - (b) a Senior Vice-President and up to three additional Vice-Presidents;
 - (c) a Treasurer;
 - (d) a Secretary;
 - (e) the Immediate Past President ex officio; and
 - (f) such further officers, not exceeding 10 in number, who shall fill such positions as are determined by the Management Committee.
- (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-clause (1) save and except for the Immediate Past President.

- (3) Each elected or appointed officer of the Council shall hold office until the annual general meeting next after the date of his or her election or appointment but is eligible for re-election.
 - (4) In the event of a casual vacancy in any office referred to in sub-clause (1) the Management 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.
24. (1) Subject to section 23 of the Act, the Management Committee shall consist of the officers of the Council each of whom (except the Immediate Past President) shall be elected at the annual general meeting of the Council each year.
- (2) The Immediate Past President shall, subject to these Rules, hold that position for as long as he or she remains a member of the Council.

POLICY COMMITTEE

25. There shall be a Policy Committee of the Council whose functions and responsibilities shall be —
- (a) deliberating upon policies of interest or concern to the Council;
 - (b) formulating the Council's policies;
 - (c) reviewing, amending and updating the Council's policies;
 - (d) preparing discussion papers, submissions, statements of policy and other records and communications of the Council's policies; and
 - (e) informing itself as it sees fit so that it can discharge the forgoing functions and responsibilities.
26. The members of the Policy Committee shall be —
- (a) the President;
 - (b) the Vice-Presidents;
 - (c) the Secretary;
 - (d) the Immediate Past President;

- (e) 10 members of the Council elected in accordance with Rule 28; and
 - (f) 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 Policy Committee, is not prevented from being elected to the Policy Committee.

ELECTION OF OFFICERS AND VACANCY

28. (1) Nominations of candidates for election as officers of the Council or as members of the Policy Committee —
- (a) shall 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) shall be delivered to the Secretary or to the Executive Officer not less than seven 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 shall be deemed to be elected and further nominations shall 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 shall be deemed to be elected.
- (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (5) The ballot for the election of officers and members of the Policy Committee shall be conducted at the annual general meeting in such usual and proper manner as the Management Committee may direct.
- (6) A person may not nominate for more than one position as an officer of the Council.
29. For the purposes of these Rules, the office of an officer of the Council or of a member of the Policy 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.

PROCEEDINGS OF COMMITTEES

30. (1) Each Committee shall meet at least 3 times between annual general meetings at such place and such times as the Committee may determine.
- (2) Special meetings of a Committee may be convened by the President or by any four of the members of the Committee.
- (3) Notice shall 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 shall be transacted at such a meeting.
- (4) Any four members of a Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (5) No business shall 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 shall 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.
- (6) At meetings of a Committee —
- (a) the President or in the President's absence a Vice-President elected by those present shall preside; or
- (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 shall preside.
- (7) Questions arising at a meeting a Committee or of any sub-committee appointed by the Committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (8) Each member present at a meeting 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 may exercise a second or casting vote.

- (9) Written notice of each Committee meeting shall 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, facsimile or e-mail to his or her usual or last known place of abode, facsimile number or e-mail address at least two business days before the date of the meeting.
- (10) Subject to sub-clause (4) a Committee may act notwithstanding any vacancy on the Committee.
- (11) A Committee meeting may be called or held using any technology consented to by all the members of the Committee and the consent may be a standing one.
- (12) At least once in each calendar year there shall be a joint meeting of the Management Committee and the Policy Committee on a date to be fixed by the Management Committee.
- (13) The Executive may invite persons, including non-members, to attend Management Committee and/or Policy Committee meetings.

SECRETARY AND EXECUTIVE OFFICER

- 31. The Secretary or the Executive Officer shall keep minutes of the 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 shall 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.

TREASURER

- 33. The Treasurer —
 - (a) shall collect and receive all moneys due to the Council and make all payments authorised by the Council; and
 - (b) shall 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.

REMOVAL OF MEMBER OF A COMMITTEE

34. (1) The Council in general meeting may by resolution remove any elected or appointed officer of the Council or member of the Policy Committee before the expiration of the member's term of office and appoint another member in his or her stead to hold office until the expiration of the term of the first-mentioned member.
- (2) Where the member to whom a proposed resolution referred to in sub-clause (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.

CHEQUES

35. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Management Committee.

SEAL

36. (1) The common seal of the Council shall be kept in the custody of the Secretary or the Executive Officer.
- (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 and the statement of purposes of the Council shall not be altered except in accordance with the Act.

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

WINDING UP OR CANCELLATION

39. (1) The income and property of the Council shall be used and applied solely in promotion of its purposes and the exercise of its powers as set out herein and no proportion thereof shall 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 shall 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 shall 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.
- (2) Subject to Rule 39(3), if the Council shall be wound up in accordance with the provisions of the *Associations Incorporation Act 1981* (Vic), and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall 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.
- (3) While the Council is a deductible gift recipient within the meaning of the *Income Tax Assessment Act 1997* (Cth), if the Council shall be wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), the property referred to below shall 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:

- (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 shall keep in his or her custody or under his or her control all books, documents and securities of the Council.
- (2) All accounts, books, documents and securities of the association shall be available for inspection and copying by any member of the council upon request.

FUNDS

41. The funds of the association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Management Committee determines.

PUBLIC STATEMENTS

42. (1) No member of the Council, other than the President, Immediate Past President or the Vice-Presidents, shall 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;

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