



CONTINENCE FOUNDATION
OF AUSTRALIA
VICTORIAN BRANCH INCORPORATED

RULES

[INSERT DATE]

Deleted: NOVEMBER 2013

INDEX

RULES

Rules

Rule 1	Name	3
Rule 2	Membership of Continenence Foundation of Australia Limited	3
Rule 3	Definition	3
Rule 4	Purpose	4
Rule 5	Powers of Association	5
Rule 6	Not –for-Profit Organisation	6
Rule 7	Alteration to the rules	6
Rule 8	Membership, entry fees and subscriptions	7
Rule 9	Register of Members	8
Rule 10	Ceasing of Membership	8
Rule 11	Discipline, suspension and expulsion of members	8
Rule 12	Disputes and mediation	10
Rule 13	Annual General Meetings	11
Rule 14	Special General Meetings	11
Rule 15	Special Business	12
Rule 15A	Written Resolutions of Members	12
Rule 15B	Technology	13
Rule 16	Notice of General Meetings	13
Rule 17	Quorum at General Meetings	14
Rule 18	Presiding at General Meetings	14
Rule 19	Adjournment of Meetings	14
Rule 20	Voting at General Meetings	14
Rule 21	Poll at General Meetings	15
Rule 22	Manner of Determining whether resolution carried	15
Rule 23	Proxies	15
Rule 24	Secretary	15
Rule 25	Committee of Management	16
Rule 26	Office Holders	16
Rule 27	Ordinary Members of the Committee	17
Rule 28	[not used]	17
Rule 29	Vacancies	18
Rule 30	Meetings of the committee	18
Rule 31	Notice of committee meetings	18
Rule 32	Quorum of committee meetings	18
Rule 33	Presiding at committee meetings	18
Rule 34	Voting at committee meetings	18
Rule 35	Conflict of Interest	19
Rule 36	[not used]	19
Rule 37	Minutes of meetings	19
Rule 38	Funds	20
Rule 39	Seal	20
Rule 40	Notice to members	20
Rule 41	Winding up	20
Rule 42	Custody and inspection of books and records	21
Rule 43	[not used]	21
	Appendix	

Page

Deleted: 8
Deleted: 8
Deleted: 8
Deleted: 8
Deleted: 10
Deleted: 11
Deleted: 11
Deleted: 11
Deleted: 12
Deleted: 12
Deleted: 13
Deleted: 15
Deleted: 16
Deleted: 17
Deleted: 17
Deleted: 18
Deleted: 18
Deleted: 19
Deleted: 19
Deleted: 19
Deleted: 19
Deleted: 19
Deleted: 20
Deleted: 4
Deleted: 20
Deleted: 5
Deleted: 20
Deleted: 6
Deleted: 21
Deleted: 7
Deleted: Election of officers and ordinary committee ...
Deleted: 21
Deleted: 8
Deleted: 22
Deleted: 29
Deleted: 22
Deleted: 0
Deleted: 22
Deleted: 1
Deleted: 22
Deleted: 2
Deleted: 22
Deleted: 3
Deleted: 23
Deleted: 4
Deleted: 23
Deleted: 5
Deleted: Removal of committee member
Deleted: 23
Deleted: 6
Deleted: 23
Deleted: 7
Deleted: 4

RULES

OF

CONTINENCE FOUNDATION OF AUSTRALIA

VICTORIAN BRANCH INCORPORATED

1. NAME

The incorporated association is the Continence Foundation of Australia, Victorian Branch Incorporated, hereafter referred to as *the Foundation*.

2. MEMBERSHIP OF CONTINENCE FOUNDATION OF AUSTRALIA LIMITED

The Foundation is a “State Branch Organisation” of the Continence Foundation of Australia Limited in accordance with the requirements of the constitution of the Continence Foundation of Australia Limited.

3. DEFINITIONS

3.1 In these rules, unless the contrary intention appears:

the Foundation *means*: the Continence Foundation of Australia, Victorian Branch Incorporated.

the Committee *means*: the Committee of Management of the Foundation.

the year *means*: that from the 1st day of July in each year to the 30th day of June in the following year.

general meeting *means*: a general meeting of members convened in accordance with Rule 16.

committee meeting *means*: a general meeting of the Committee.

member *means*: a member of the Foundation.

Officer *means*: an officer of the Foundation as described in Rule 21.

Ordinary member *means*: a member referred to in Rule 8.1.

Organisation member *means*: a member referred to in Rule 8.2.

Organisation member representative *means*: a representative appointed by the organisation member in accordance with Rule 4.2

Continence Foundation of Australia Limited *means*: the company limited by guarantee known by that name, and of which the Foundation is a State Branch Organisation according to the constitution of that company.

Ordinary Member of the Committee *means*: a member of the committee who is not an Officer of the Foundation under Rule 26.

the Act *means*: the Associations Incorporation Reform Act 2012.

the Regulations *means*: regulations under the Act.

the Secretary *means*: the Secretary appointed for the purposes of the Act.

Voting member *means*: a member referred to in Rule 8.

- 3.2 Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.

4. PURPOSE

The objects for which the Foundation is established are:

- 4.1 To advocate and encourage the development of national policies aimed at continence promotion and the prevention of incontinence.
- 4.2 To promote the development of accessible continence services throughout Victoria that are effective in the assessment, management and treatment of incontinence.
- 4.3 To promote and encourage co-operation between consumer and community groups, health care professionals and other organisations involved in continence promotion and the provision of services.
- 4.4 To promote, improve and encourage the education of health professionals and others involved in the prevention, evaluation, treatment and management of incontinence.
- 4.5 To promote research on the causes, prevention and management and other aspects of incontinence.
- 4.6 To educate incontinent people, their families and carers and other interested groups in all matters relating to incontinence.
- 4.7 To help establish national policies, priorities and standards for continence promotion and to act as repository of resources and expertise at a state level in matters relating to incontinence.
- 4.8 To promote the development of and access to national standards for and evaluation of continence products and equipment.
- 4.9 To establish centres from which incontinence people and their carers can obtain direct help and information relating to their problems.
- 4.10 To improve public awareness of incontinence through public education programs.
- 4.11 To take over the funds and other assets and liabilities of the previous unincorporated association known as the Continence Foundation of Australia, Victorian Branch.

5. POWERS OF ASSOCIATION

Solely for the purpose of carrying out the objects set out in Rule 40 hereof, the Foundation shall have power:

- 5.1 To take over the funds and other assets and the liabilities of the previous unincorporated association known as the Continenence Foundation of Australia, Victorian Branch.
- 5.2 To indemnify any person for any loss or damage incurred as a result of having on behalf of the unincorporated association become liable to pay any amount by way of damages or otherwise.
- 5.3 To subscribe to, become a member of and co-operate with or amalgamate with any other association or organization, whether incorporated or not, whose objects are similar to the Foundation PROVIDED THAT the Foundation shall not subscribe to or support with its funds or amalgamate with any association or organization which does not prohibit the distribution of its income and property amongst its members to an extent at least as great as that imposed on the Foundation under or by virtue of Rule 6.
- 5.4 To communicate by the means of lectures, seminars, meetings, discussions, demonstrations or publications any knowledge gained by the Foundation as to the causes and methods of prevention, alleviation and cure of incontinence.
- 5.5 To print and publish any newspapers, periodicals, books or leaflets that the Foundation may think desirable for the promotion of its objects.
- 5.6 To purchase, take on lease or in exchange, hire or otherwise acquire or deal with any real or personal property.
- 5.7 To make agreements with any persons, Government instrumentalities (whether statutory or otherwise) or corporations and to undertake the office of trustee for the benefit of the Foundation.
- 5.8 To organise and hold functions, seminars, raffles, lotteries, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Foundation.
- 5.9 To subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object as the Committee may see fit.
- 5.10 To invest and deal with money of the Foundation not immediately required in such a manner as the Committee thinks fit.
- 5.11 To take any gift or property whether subject to any special trust or not for any one or more of the objects of the Foundation but subject always to the proviso that in case the Foundation shall take or hold any property which may be subject to any trusts the Foundation shall only deal with the same in such manner as is allowed by law having regard to such trusts.

- 5.12 To appoint, employ, remove or suspend such managers, clerks, secretaries and other persons as may be necessary or convenient for the purposes of the Foundation.
- 5.13 To sell, improve, sub-divide, develop, exchange, lease, settle or otherwise deal with all or any part of the property (both real and personal) and rights of the Foundation for such consideration as the Foundation may think fit.
- 5.14 To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences that may seem calculated directly or indirectly to advance the Foundation's interests, and to contribute to, subsidise or otherwise assist and to take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- 5.15 To do all or any of the above things as principals, agents contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- 5.16 To do all such other things as are incidental or conducive to the attainment of the above objects.

6. NOT-FOR-PROFIT ORGANISATION

The income and property of the Foundation whencesoever derived shall be applied solely towards promotion of the objects of the Foundation as set forth in these rules and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Foundation PROVIDED THAT nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Foundation or to any member thereof or any other person in return for any service actually rendered to the Foundation (other than the attendance of members of the council, committee or sub- committee at any meeting of such body) nor for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at a rate not exceeding the rate paid from time to time by the Foundation's Bank for deposits of equivalent amounts and duration with that Bank on money borrowed from any members of the Foundation or reasonable and proper rent for premises demised or let by any members to the Foundation but so that no member of the Committee of the Foundation shall be appointed to any salaried office of the Foundation or any office of the Foundation paid by fees and that no remuneration or other benefit in money or money's worth shall be paid or given by the Foundation to any member of such Committee except repayment of out of pocket expenses and such allowance as the Committee may from time to time determine and interest at the rate aforesaid on money lent all reasonable and proper rent on premises demised or let to the Foundation.

7. ALTERATION TO THE RULES

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

8. MEMBERSHIP, ENTRY FEES AND SUBSCRIPTION

8.1A The Foundation shall have the following categories of members:

- (a) Voting members;
- (b) Ordinary members; and
- (c) Organisation members.

8.1B Voting members shall be the directors of the Continenence Foundation of Australia Limited for the time being. Upon appointment as a director of the Continenence Foundation of Australia Limited, the person shall be accepted as a Voting member of the Foundation. Upon resignation or retirement as a director of the Continenence Foundation of Australia Limited, the person shall cease to be a Voting member of the Foundation.

- 8.1 Ordinary members shall be persons bound to further to the best of their abilities the objects of the Foundation, who will in every respect abide by the Rules and Statement of Purposes of the Foundation, who have applied in writing for membership and paid the prescribed annual subscription and who are accepted by majority vote of the Committee be required to give any person the reason for the rejection of any application. Each ordinary member of the Foundation will be submitted for ordinary membership of the Continenence Foundation of Australia Limited, according to Article 3 of the Memorandum and Articles of Association of the Continenence Foundation of Australia Limited.
- 8.2 Organisation members shall be organisation accepted as organization members by the Continenence Foundation of Australia Limited, and whose head office is in the state of Victoria. Each organization member shall appoint a representative to represent the organization member, hereinafter called **Organisation Member Representative**.
- 8.3 A right, privilege, or obligation of a person by reason of his membership of the Foundation:
- 8.3.1 is not capable of being transferred or transmitted to another person;
 - 8.3.2 terminates upon cessation of his membership whether by death or resignation or otherwise.
- 8.4 Members shall pay an annual subscription to the Foundation.
- 8.5 The annual subscription payable by ordinary members shall be such as the Committee shall from time to time prescribe. In determining this amount the Committee will be guided by, but not bound to, the recommendations of the Continenence Foundation of Australia Limited. The annual subscription will include an amount payable to the Continenence Foundation of Australia Limited.
- 8.6 The annual subscription payable to organization members will be as determined by the Continenence Foundation of Australia Limited.
- 8.7 The annual subscription is payable in advance on or before the first (1st) day of July in each year.
- 8.8 Any new member who joins the Foundation in the three (3) month period

between the first (1st) day of April and the thirtieth (30th) day of June in the year of joining will be regarded as a financial member till the thirtieth (30th) day of June in the subsequent year.

9. REGISTER OF MEMBERS

The Secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of each member and the register shall be available for inspection by members at the address of the Secretary.

10. CEASING MEMBERSHIP

10.1 An ordinary member shall cease to be a member of the Foundation:

- 10.1.1 on receipt by the Secretary of that member's resignation signified in writing; such resignation shall not relieve the member from his liability for any moneys due and payable by him to the Foundation;
- 10.1.2 on that member's death;
- 10.1.3 if that member fails to renew his membership and pay his membership fee within three (3) months after the date of expiry of the membership;
- 10.1.4 if that member becomes a bankrupt;
- 10.1.5 if that member becomes a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- 10.1.6 if that member becomes a protected person within the meaning of the Public Trustee Act 1958 for the State of Victoria or any amendment or re-enactment thereof;
- 10.1.7 on the passing of a resolution pursuant to Rule 11.

10.2 An organisation member shall cease to be a member of the Foundation if that organisation member ceases to be a member of the Continenence Foundation of Australia Limited, pursuant to Article 5.8 of the Memorandum of Articles of Association of the Continenence Foundation of Australia Limited.

10.3 A Voting member shall cease to be a member of the Foundation if that person ceases to be a director of the Continenence Foundation of Australia Limited.

11. DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS

11.1 The Foundation may take disciplinary action against a member in accordance with this Rule if it is determined that the member:

- 11.1.1 has failed to comply with these Rules; or
- 11.1.2 has engaged in conduct unbecoming of a member or prejudicial to the interests of Foundation.

11.2 If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.

11.3 The members of the disciplinary subcommittee:

- 11.3.1 may be Committee members, members of the Association or anyone else; but
- 11.3.2 must not be biased against, or in favour of, the member concerned.
- 11.4 Where the Committee appoints a subcommittee under Rule 11.2, the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing:
 - 11.4.1 stating that the Foundation proposes to take disciplinary action against the member; and
 - 11.4.2 the grounds for the proposed disciplinary action; and
 - 11.4.3 specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action. The meeting must be held not earlier than fourteen (14) and not later than twenty-eight (28) days after service of the notice;
 - 11.4.4 advising the member that he or she may do one or both of the following:
 - 11.4.4.1 attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - 11.4.4.2 give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - 11.4.4.3 Not later than twenty-four (24) hours before the date of the meeting, lodge with the Secretary a notice of the effect that he or she wishes to appeal to the Foundation in general meeting against the resolution.
 - 11.4.5 setting out the member's appeal rights under Rule 11.7.
- 11.5 At a meeting of the subcommittee held in accordance with Rule 11.6 and Rule 11.4, the subcommittee:
 - 11.5.1 shall give to the member an opportunity to be heard;
 - 11.5.2 shall give due consideration to any written statement submitted by the member; and
 - 11.5.3 by resolution may, subject to Rule 11.5.4:
 - 11.5.3.1 take no further action against the member; or
 - 11.5.3.2 reprimand the member; or
 - 11.5.3.3 expel the member; or
 - 11.5.3.4 suspend the member for a specified period.
 - 11.5.4 may not fine the member.
- 11.6 A resolution of the committee under Rule 11.1:
 - 11.6.1 Does not take effect unless the Committee, at a meeting held not earlier than fourteen (14) and not later than twenty-eight (28) days after a meeting held in accordance with Rule 11.5; and

- 11.6.2 Where the member exercises a right of appeal to the Foundation under this Rule does not take effect unless the Foundation confirms the resolution in accordance with this Rule.
- 11.6.3 A member who has been disciplined may give notice that he or she wishes to appeal the disciplinary action. Where the Secretary receives such a notice, the Secretary shall notify the Committee and the Committee shall convene a general meeting of the Foundation to be held within twenty-one (21) days after the date on which the Secretary received notice.
- 11.7 At the general meeting of the Foundation convened under Rule 11.7:
 - 11.7.1 no business other than the question of the appeal shall be transacted;
 - 11.7.2 the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - 11.7.3 the member shall be given an opportunity to be heard; and
 - 11.7.4 the **Voting** members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 11.8 If at the general meeting:
 - 11.8.1 Two-thirds of the **Voting** members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is carried; and
 - 11.8.2 In any other case, the resolution is revoked.

12. DISPUTES AND MEDIATION

- 12.1 The grievance procedure set out in this rule applies to disputes under these Rules between:
 - 12.1.1 a member and another member; or
 - 12.1.2 a member and the Association.
- 12.2 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.
- 12.3 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.
- 12.4 The mediator must be:
 - 12.4.1 a person chosen by agreement between the parties; or
 - 12.4.2 in the absence of agreement-
 - 12.4.2.1 in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
 - 12.4.2.2 in the case of a dispute between a member and the Association, a person who is a mediator appointed or

employed by the Dispute Settlement Centre or Victoria (Department of Justice).

- 12.5 A member of the Association can be a mediator.
- 12.6 The mediator cannot be a member who is a party to the dispute.
- 12.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 12.8 The mediator, in conducting the mediation, must:
 - 12.8.1 give the parties to the mediation process every opportunity to be heard; and
 - 12.8.2 allow due consideration by all parties of any written statement submitted by any party; and
 - 12.8.3 ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 12.9 The mediator must not determine the dispute.
- 12.10 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 otherwise at law.

13. ANNUAL GENERAL MEETINGS

- 13.1 The Foundation shall in each calendar year convene an annual general meeting of its members.
- 13.2 The annual general meeting shall be held at such place and on July 1st or within five (5) calendar months thereafter on such day in each year as the Committee in relation to each annual general meeting determines.
- 13.3 The annual general meeting shall be specified as such in the notice convening it.
- 13.4 The ordinary business of the annual general meeting shall be:
 - 13.4.1 to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - 13.4.2 to receive from the ~~Secretary~~ the annual report of the Committee;
 - 13.4.3 to receive from the ~~Secretary~~ reports upon the transactions of the Foundation during the last preceding financial year;
 - 13.4.4 to receive the auditor's report;
 - 13.4.5 to elect the Committee members;
- 13.5 The annual general meeting may transact special business of which notice is given in accordance with these rules.
- 13.6 The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

14. SPECIAL GENERAL MEETINGS

- 14.1 All general meetings other than the annual general meeting shall be called special general meetings.
- 14.2 The rules relating to the calling of a special general meeting are as follows:

Deleted: President

Deleted: Treasurer

- 14.2.1 the Committee may, whenever it thinks fit, convene a special general meeting of the Foundation;
- 14.2.2 the Committee shall, on the requisition in writing of members representing not less than 5% of the total number of members, convene a special general meeting of the Foundation;
- 14.2.3 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;
- 14.2.4 if the committee does not cause a special general meeting to be held within one (1) 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 (3) months after that date;
- 14.2.5 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 Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Foundation to the persons incurring the expenses.

15. SPECIAL BUSINESS

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.

15A. WRITTEN RESOLUTIONS OF MEMBERS

- (a) The Committee may put a resolution to the Voting members to pass a resolution without a general meeting being held (a circular resolution).
- (b) A circular resolution is passed if all the Voting members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in sub-rule (c) and (d) below.
- (c) Voting members may sign:
 - (i) a single document setting out the circular resolution and containing a statement that they agree to the resolution; or
 - (ii) separate copies of that document, as long as the wording is the same in each copy.
- (d) The Foundation may send a circular resolution by email to the Voting members and the Voting members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

15B. TECHNOLOGY

- (a) A general meeting may be held by the Voting members communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion. The Voting members need not all be physically present in the same place for a general meeting to be held. A Voting member who participates in a meeting held in accordance with this rule is taken for all purposes, to be personally present, and if the Voting member is entitled to vote and votes at the meeting, is taken to have voted in person.
- (b) For the purposes of rule 15(a), a reference to a Voting member shall be taken to include any proxy appointed by a Voting member to attend the General Meeting on behalf of the Voting member.
- (c) Subject to approval by the Registrar of Incorporated Associations and without limiting any other provision of this Constitution, a special resolution may be passed by the Foundation by an electronic ballot of the Voting members conducted by the Foundation.

16. NOTICE OF GENERAL MEETINGS

- 16.1 With regard to annual general meetings:

 - 16.1.1 the Secretary of the Foundation shall, at least twenty-eight (28) days before the date fixed for holding an annual general meeting of the Foundation, cause to be sent to each member of the Foundation at his address appearing in the register of members, a notice by prepaid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting;
 - 16.1.2 a member desiring to bring any business before a meeting should give notice of that business in writing to the Secretary, this to be received by the Secretary not less than fourteen (14) days before the date fixed for the holding of the meeting;
 - 16.1.3 the transaction of any business, notice of which is received by the Secretary within fourteen (14) days of the date fixed for the holding of the meeting, will be at the discretion of the Committee.
- 16.2 With regard to special general meetings:

 - 16.2.1 the Secretary of the Foundation shall at least fourteen (14) days before the date fixed for holding a special general meeting of the Foundation, cause to be sent to each member of the Foundation at his address appearing in the register of members, a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting;
 - 16.2.2 no business other than that set out in the notice convening the meeting shall be transacted at the meeting.
 - 16.2.3 The accidental omission to give notice of any general meeting to or the non-receipt of any such notice by any of the members shall not invalidate any resolution passed at any general meeting.

Deleted: <#>¶

Deleted: <#>.¶
<#>¶

17. QUORUM AT GENERAL MEETINGS

- 17.1 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.
- 17.2 Two-thirds of the Voting members personally present (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.
- 17.3 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 a time and place specified by the chairman at the time of the adjournment or by written notice to members given before that day to which the meeting is adjourned, and if a 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 ten (10) shall be a quorum.

Deleted: Ten (10) members

Deleted: C

18. PRESIDING AT GENERAL MEETINGS

- 18.1 The Committee will appoint one of the Committee members to, preside as Chairman at each general meeting of the Foundation (Appointed Chair).
- 18.2 If the Appointed Chair is absent from a general meeting, the members present shall elect one of their number to preside as Chairman at the meeting.

Deleted:

Deleted: President, or in his absence, the Vice-President, shall ...

Deleted: President

Deleted: and the Vice-President are

19. ADJOURNMENT OF MEETINGS

- 19.1 The Chairman 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.
- 19.2 Where a meeting is adjourned for fourteen (14) days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
- 19.3 Except as provided in Rules 15.1 and 15.2, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

20. VOTING AT GENERAL MEETINGS

- 20.1 Upon any question arising at a general meeting of the Association, a Voting member has one vote only.
- 20.2 For clarity, Ordinary members and Organisation members have no rights to vote at a general meeting.
- 20.3 All votes must be given personally or by proxy.
- 20.4 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.
- 20.5 A member is not entitled to vote at any general meeting unless all moneys due and payable by him to the Foundation have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

21. POLL AT GENERAL MEETINGS

- 21.1 If at a meeting a poll on any question is demanded, it shall be taken at that meeting in such a manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 21.2 A poll that is demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.

22. MANNER OF DETERMINING WHETHER RESOLUTION CARRIED

If a question arising at a general meeting of the Association is determined on a show of hands.

- 22.1 A declaration by the Chairperson that a resolution has been -
- 22.1.1 carried; or
 - 22.1.2 carried unanimously; or
 - 22.1.3 carried by a particular majority; or
 - 22.1.4 lost; and
- 22.2 An entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

23. PROXIES

- 23.1 Each Voting member shall be entitled to appoint another Voting member as his proxy by notice given to the Secretary no later than twenty-four (24) hours before the time of the meeting in respect of which the proxy is appointed.
- 23.2 The notice appointing the proxy shall be in the form set out in the Appendix.

24. SECRETARY

- 24.1 The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- 24.2 The Secretary must—
- 24.2.1 maintain the register of members in accordance with Rule 9; and
 - 24.2.2 keep custody of the common seal (if any) of the Association and all books, documents and securities of the Association in accordance with Rules 39 and 42; and
 - 24.2.3 subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - 24.2.4 perform any other duty or function imposed on the Secretary by these Rules.
- 24.3 The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.
- 24.4 If the position of Secretary becomes vacant, the Committee must appoint a new Secretary within 14 days after the vacancy arises. Where it is not possible to

permanently fill the position within 14 days, an interim Secretary may be appointed.

24.5 The Committee shall appoint and remove the Secretary by ordinary resolution.

25. COMMITTEE OF MANAGEMENT

25.1 The affairs of the Foundation shall be managed by a Committee of Management constituted as provided in Rule 26,

25.2 The Committee:

25.2.1 shall control and manage the business and affairs of the Foundation;

25.2.2 may, subject to these rules, the regulation and the Act, exercise all such powers and functions as may be exercised by the Foundation other than those powers and functions that are required by these rules to be exercised by general meetings of the members of the Foundation and:

25.2.3 subject to these rules, the regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Foundation.

26. OFFICE HOLDERS

26.1 The Committee shall consist of each of the Voting members for the time being. Upon becoming a Voting member, the person shall automatically be appointed as a member of the Committee and shall hold office until the Voting member ceases to be a Voting member under rule 10.3 or otherwise vacates office by operation of rule 29.

27. NOT USED

28. NOT USED

29. VACANCIES

For the purposes of these rules, the office of a member of the Committee becomes vacant if the person:

29.1 ceases to be a Voting member of the Foundation;

29.2 becomes bankrupt or makes any arrangement or composition with his or her creditors; or

29.3 resigns his office by notice in writing given to the Secretary.

In the event of a casual vacancy occurring in the office of a member of the Committee, the Committee may appoint a Voting member of the Foundation to fill a vacancy.

30. MEETINGS OF THE COMMITTEE

30.1 The Committee shall meet at least four (4) times in each year at such place and such times as the Committee may determine.

30.2 Special meetings of the Committee may be convened by any four (4) of the members of the Committee.

31. NOTICE OF COMMITTEE MEETINGS

Deleted: 1

Deleted: eight-ten (8-10) members, each of whom shall be elected at the annual general meeting of the Foundation each year

Deleted: <#>The Officers of the Foundation shall be:
<#>a President
<#>a Vice-President
<#>a Treasurer
<#>The Officers of the Foundation shall be elected from the body of the Committee, by the members of the Committee in such usual and proper manner as the members of the Committee see fit.

Deleted: <#>The members of the Committee who are not elected as Officers of the Foundation shall be called Ordinary Members.

Deleted: <#>The immediate past-President, if not re-elected to the Committee, shall be ex-officio member of the Committee for succeeding twelve (12) month period.
<#>That the elected committee members are expected to remain on the committee for a minimum of 2 years to allow continuity to the committee.
<#>With respect to Officers of the Foundation:
<#>Each officer shall hold office until the annual general meeting next after the date of his election, but is eligible for re-election subject to his re-election as a member of the Committee.
<#>In the event of a casual vacancy in any office referred to in Rule 261.2, the 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 his appointment.

Deleted: <#>ORDINARY MEMBERS OF THE COMMITTEE...

Deleted: <#>With respect to Ordinary Members of the Committee:
<#>Each Ordinary Member of the Committee shall, subject to these rules, hold office until the annual general meeting next after the date of his election but is eligible for re-election.
<#>In the event of a casual vacancy occurring in the office of Ordinary Member of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall ho...

Deleted: <#>Nominations of candidates for election as members of the Committee:
<#>shall be made in writing, signed by two members of the Foundation and accompanied by the written ...

Deleted: the office of an Officer of the Foundation or of an Ordinary Member of the Committee becomes vacant if the Officer or Ordinary Member

Deleted: or Ordinary Member

Deleted: an insolvent under administration within the meaning of the Companies (Victoria) Code

Formatted: Indent: Left: 1.07 cm, No bullets or numbering

Deleted: the President or by

Notice shall be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted as such a meeting.

32. QUORUM FOR COMMITTEE MEETINGS

32.1 ~~Fifty percent (50%) of the~~ members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.

Deleted: Any four (4)

32.2 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 or at an alternative time and place as determined at the time of adjournment, unless the meeting was a special meeting in which case it lapses.

33. PRESIDING AT COMMITTEE MEETINGS

33.1 At meetings of the Committee:

33.1.1 the ~~Appointed Chair,~~ shall preside; or

Deleted: President

33.1.2 if the ~~Appointed Chair is~~ absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.

Deleted: or in his absence the Vice-President

Deleted: President and the Vice-President are

Deleted: Elected Chairperson

34. VOTING AT COMMITTEE MEETINGS

34.1 Question arising at a meeting of the 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.

34.2 Each member present at a meeting of the 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 vote on any question, the person presiding may exercise a second and casting vote.

35. CONFLICT OF INTEREST

35.1 A member of the Committee who has a material interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.

35.2 The member of the Committee:

35.2.1 Must not be present while the matter is being considered at the committee meeting; and

35.2.2 Must not vote on the matter.

35.3 This rule does not apply to a material personal interest—

35.3.1 that exists only because the member belongs to a class of persons for whose benefit the Foundation is established; or

35.3.2 that the member has in common with all, or a substantial proportion of, the members of the Foundation.

36. ~~[NOT USED]~~

Deleted: REMOVAL OF A COMMITTEE MEMBER

37. MINUTES OF MEETINGS

- 37.1 The Secretary must ensure that minutes are taken of each general meeting. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote. The minutes must also include:
- 37.1.1 the names of the members attending the meeting
 - 37.1.2 proxy forms given to the secretary in accordance with Rule 23.
 - 37.1.3 the financial statements submitted to members
 - 37.1.4 the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - 37.1.5 the audited accounts and auditor's report as required under the Act.
- 37.2 The Committee must ensure that minutes are taken and kept of each committee meeting. The minutes must record the following:
- 37.2.1 the names of the members in attendance at the meeting;
 - 37.2.2 the business considered at the meeting;
 - 37.2.3 any resolution on which a vote is taken and the result of the vote;
 - 37.2.4 any material personal interest disclosed under Rule 35.

Deleted: <#>The Foundation in general meeting may by resolution remove any member of the Committee before the expiration of his term of office and appoint another member in his stead to hold office until the expiration of the term of the first- mentioned member.¶ <#>Where the member to whom a proposed resolution referred to in Rule 36.1 makes representations in writing to the Secretary or President of the Foundation (not exceeding a reasonable length) and requests that they be notified to the members of the Foundation, the Secretary or the President may send a copy of the representations to each member of the Foundation or, if they are not so sent, the member may require that they be read out at the meeting.¶

38. FUNDS

- 38.1 The Secretary of the Foundation shall:
- 38.1.1 collect and receive all moneys due to the Foundation and make all payments authorised by the Foundation;
 - 38.1.2 keep correct accounts and books showing the financial affairs of the Foundation with full details of all receipts and expenditure connected with the activities of the Foundation;
 - 38.1.3 co-ordinate the preparation of the financial statements of the Foundation and their certification by the Committee prior to their submission to the annual general meeting.
 - 38.1.4 arrange for the auditing of the accounts of the Foundation in accordance with the Act.

Deleted: Treasurer

39. SEAL

- 39.1 The common Seal of the Foundation shall be kept in the custody of the Secretary.
- 39.2 The Common Seal shall be not affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by

40. NOTICE TO MEMBERS

- 40.1 Written notice of each Committee meeting shall be served on each member of the Committee by delivering it to him at a reasonable time before the meeting or by sending it by email or pre-paid post addressed to him at his address shown in

the register of members at least two business days before the date of the meeting.

40.2 Subject to Rule 27.1 the Committee may act notwithstanding any vacancy on the Committee.

41. WINDING UP

41.1 The Foundation may be wound up or dissolved by a three quarters majority present and voting at, and only at, a special general meeting of the Foundation called for that purpose.

41.2 If upon the winding up or dissolution (other than for the purposes of reconstruction or amalgamation) of the Foundation there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be given or transferred to an institution or body having objects similar to the objects of the Foundation which meet the requirements of a deductible gift recipient under the Income Tax Assessment Act and having objects or a constitution or regulation which shall prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Foundation under or by virtue of clause 5 of the Statement of Purposes, such institution to be determined by the members of the Foundation at or before the time of winding up or dissolution and in default thereof by application to the Supreme Court of Victoria for determination.

Deleted: Section 78 (1) (a) (ii) of

42. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

42.1 Except as otherwise provided in these rules the Secretary or delegate shall keep in her or his custody or under her or his control all books, documents and securities of the Foundation.

42.2 Members may on request inspect free of charge:

42.2.1 the register of members;

42.2.2 the minutes of general meetings;

42.3 Members may not inspect minutes of committee meetings.

42.4 The Committee must on request make copies of these rules available to members and the Foundation may charge a reasonable fee for provision of a copy of such a record.

43. [NOT USED]

Deleted: SPOKESPERSON FOR THE FOUNDATION

Deleted: <#>The spokesperson for the Foundation will be the President, and in his or her absence the Vice-President, and in the event that both the President and Vice-President are absent, then the spokesperson will be whosoever if delegated by the President.¶
<#>No member may speak for the Foundation collectively without prior agreement.¶
<#>Any member may seek the endorsement of the Foundation for their public statements. Requests for endorsement of member' public statements would be handled in the same manner as provided for in Rules 43.4 and Rule 43.5 below.¶
<#>Any statements which are not yet Foundation policy shall be referred to the Committee for consultation and endorsement by the Committee in the following manner:¶
<#>endorsement shall be obtained by distributing a draft statement or canvassing opinions of Committee members; and¶
<#>the Committee members will advise the Secretary of their opinions or disagreement.¶
<#>Where a Committee member has a severe objection to the content of any media release, the matter will be returned to the Committee for a collective decision.¶

Appendix

APPOINTMENT OF PROXY

Iof

.....

being a member of the Continenence Foundation of Australia, Victorian Branch

Incorporated herby appoint.....

of

being a member of the Continenence Foundation of Australia, Victorian Branch, as my proxy to vote for me on my behalf at the general meeting of the Foundation (annual general meeting or special general meeting, as the case may be) to be held on the

..... day of 20..... and at any adjournment of that meeting.

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

Signed.....

The day of 20.....