

RULES OF ASSOCIATION



VICTORIAN ASSOCIATION FOR THE TEACHING OF ENGLISH

RULES of The Victorian Association for the Teaching of English (VATE)

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Rules for the Victorian Association for the Teaching of English Incorporated

Note

The persons who from time to time are members of the Association are an incorporated association by the name given in rule 1 of these Rules.

Under section 46 of the **Associations Incorporation Reform Act 2012**, these Rules are taken to constitute the terms of a contract between the Association and its members.

PART 1—PRELIMINARY

1 Name

The name of the incorporated association is "The Victorian Association for the Teaching of English Incorporated" (in these Rules called 'the Association').

Note

Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

2 Purposes

The purposes of the association are contained in the VATE Mission Statement:

The Victorian Association for the Teaching of English (VATE) is an independent, not for profit organisation that aims to foster the highest quality teaching of English throughout Victoria.

Through professional networks, involving the sharing of narratives and learning about English teaching, as well as research, journals and other resources, VATE strives to nurture a community of teachers of English and teacher educators committed to the advancement of the profession. VATE exists to support its members in the continual process of renewal necessary to engage with the dynamic nature of both the profession and the subject English.

To this end, VATE commits itself to:

- Developing and providing strong advocacy for VATE policy in a range forums;
- Providing effective professional learning for teachers to ensure continued development and implementation of exemplary practice in the learning and teaching of English at state and national levels
- Promoting opportunities through networks to foster critical, creative and reflective thinking about what we do and know as teachers of English;
- Supporting the practical and theoretical work of teachers of English, recognising and providing support for educators in this dynamic professional landscape;
- Understanding that teaching is an ongoing learning process which builds through reflective practice;
- Initiating research, publishing and disseminating quality publications based on exemplary teaching, learning and research;
- Developing strategic partnerships at state and national levels with other teaching associations, bureaucracies, statutory bodies and organisations;
- Giving practical recognition to the fundamental importance of English in the curriculum;
- Ensuring that VATE remains a viable subject association which is responsibly and efficiently managed for the benefit of the English teaching profession.

3 Financial year

The financial year of the Association is each period of 12 months ending on 31 December.

4 Definitions

In these Rules—

absolute majority, of the Council, means a majority of the Council members currently holding office and entitled to vote at the time (as distinct from a majority of Council members present at a Council meeting);

Chairperson, of a general meeting or Council meeting, means the person chairing the meeting as required under rule 44;

Council means the Committee having management of the business of the Association;

Committee means a subgroup of Council consisting of members of the Association as appropriate: standing committees chaired by a member of Council; and ad hoc committees (working parties)

Council meeting means a meeting of the Council held in accordance with these Rules;

Council member means a member of the Council elected or appointed under Division 3 of Part 5;

delegate means a person employed by the VATE Council to implement the business and activities of the Association;

disciplinary appeal meeting means a meeting of the members of the Association convened under rule 21(3);

disciplinary meeting means a meeting of the Committee convened for the purposes of rule 20;

disciplinary subcommittee means the subcommittee appointed under rule 18;

financial year means the 12 month period specified in rule 3;

general meeting means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

member means a member of the Association;

member entitled to vote means a member who under rule 10(2) is entitled to vote at a general meeting;

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;

the Act means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

the Registrar means the Registrar of Incorporated Associations.

PART 2—POWERS OF ASSOCIATION

5 Powers of Association

(1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.

(2) Without limiting subrule (1), the Association may—

- (a) acquire, hold and dispose of real or personal property;
- (b) open and operate accounts with financial institutions;
- (c) invest its money in any security in which trust monies may lawfully be invested;
- (d) raise and borrow money on any terms and in any manner as it thinks fit;

- (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- (f) appoint agents to transact business on its behalf;
- (g) enter into any other contract it considers necessary or desirable.

(3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not for profit organisation

(1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.

(2) Subrule (1) does not prevent the Association from paying a member—

- (a) reimbursement for expenses properly incurred by the member; or
- (b) for goods or services provided by the member—

if this is done in good faith on terms no more favourable than if the member was not a member.

Note

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

PART 3 — MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7 Minimum number of members

The Association must have at least 5 members.

8 Who is eligible to be a member

Any person who supports the purposes of the Association is eligible for membership. The following persons, institutes, and corporations are entitled to apply for membership of the Association and members are divided into the following categories:

- (a) Persons engaged in the teaching of English or any other persons with an expressed interest and/or involvement with English as a teaching subject (“individual members”)
- (b) Prospective teachers of English who are undertaking an accredited pre-service education course (“individual pre-service/graduate members”)
- (c) Schools, universities, tertiary colleges, and other educational institutions; libraries and other corporations or associations with a specific interest in the teaching of English (“institutional/reciprocal members”)
- (d) Persons determined by the Council to be granted membership for extraordinary services to the Association or the teaching of English (“individual ‘Life’ members”)
- (e) Persons who work casually less than 0.6, or who, having retired as teachers of English, wish to remain members of the Association (“individual alumni/part-time members”)

9 Application for membership

(1) To apply to become a new member of the Association, a person must submit a written application to the Secretary’s delegate stating that the person—

- (a) wishes to become a member of the Association; and
- (b) supports the purposes of the Association; and
- (c) agrees to comply with these Rules.

(2) The application—

- (a) must be signed by the applicant; and
- (b) should be accompanied by the joining fee, if applicable.

Note

The joining fee is the fee (if any) determined by the Association under rule 11(3).

10 New membership

(1) When an application for membership is accepted by the Council or its delegate—

- (a) the applicant is notified by mail or email of acceptance of their membership, given a password to the VATE website, and put on the register of members.
- (b) the Secretary or his/her delegate must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.

(2) A person becomes a member of the Association and, subject to rule 12(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—

- (a) the person pays the joining fee; or
- (b) the fee is formally waived by Council due to membership category.

11 Annual subscription and fee on joining

(1) At each August Council meeting, the Association must determine the amount of the annual subscription for the following financial year

(2) The Association may determine a range of subscriptions payable by members, according to type of membership.

(3) Any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to the full annual subscription.

(4) The rights, including the right to vote, of a member who has not paid the annual subscription within 28 days of application are suspended until the subscription is paid.

12 General rights of members

(1) A member of the Association who is entitled to vote has the right to—

- (a) receive notice of general meetings (Rule 31) and of proposed special resolutions in the manner and time prescribed by these Rules; and
- (b) submit items of business for consideration at a general meeting; and
- (c) attend and be heard at general meetings; and
- (d) vote at a general meeting; and
- (e) have access to the minutes of general meetings and other documents of the Association as provided under rule 75; and
- (f) inspect the register of members' names; and

(g) attend Council meetings, as an observer, by invitation or by providing at least 24 hours prior notice.

(2) A member is entitled to vote at a general meeting if—

- (a) the member is an Individual member; and
- (b) more than 10 business days have passed since he or she became a member of the Association;
and
- (c) the member's membership rights are not suspended for any reason.

13 Rights not transferable

The rights of a member are not transferable and end when membership ceases.

14 Ceasing membership

(1) The membership of a person ceases on resignation, expulsion, death or non-payment of Annual subscription.

(2) If a person ceases to be a member of the Association, the Secretary or delegate must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

15 Resigning as a member

(1) A member may resign by notice in writing given to the Association.

Note

Rule 74(3) sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the committee.

(2) A member is taken to have resigned if—

- (a) the member's annual subscription is more than 6 months in arrears; or
- (b) where no annual subscription is payable—
 - (i) the Secretary (or delegate) has made a written request to the member to confirm that he or she wishes to remain a member; and
 - (ii) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

16 Register of members

(1) The Secretary, or delegate, must keep and maintain a register of members that includes—

- (a) for each current member—
 - (i) the member's name;
 - (ii) the address for notice last given by the member;
 - (iii) the date of becoming a member;
 - (iv) the type of membership (Rule 8), with explanatory note as appropriate;
 - (v) any other information determined by the Council; and
- (b) for each former member, the date of ceasing to be a member.

(2) Any member may, at a reasonable time and free of charge, inspect the register of members.

Note

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

Division 2—Disciplinary action

17 Grounds for taking disciplinary action

The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member—

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association.

18 Disciplinary subcommittee

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

(2) The members of the disciplinary subcommittee—

- (a) may be Council members or members of the Association; and
- (b) may include, at Council discretion, an independent mediator; and
- (c) must not be biased against, or in favour of, the member concerned.

19 Notice to member

(1) Before disciplinary action is taken against a member, the Council must give written notice to the member—

- (a) stating that the Association proposes to take disciplinary action against the member; and
- (b) stating the grounds for the proposed disciplinary action; and
- (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the **disciplinary meeting**); and
- (d) advising the member that he or she may do one or both of the following—
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting (with, if desired, a support person as witness, not as advocate);
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
- (e) setting out the member's appeal rights under rule 21.

(2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

20 Decision of subcommittee

(1) At the disciplinary meeting, the disciplinary subcommittee must—

- (a) give the member an opportunity to be heard; and
- (b) consider any written statement submitted by the member.

(2) After complying with subrule (1), the disciplinary subcommittee may—

- (a) take no further action against the member; or
- (b) subject to subrule (3)—
 - (i) reprimand the member; or
 - (ii) suspend the membership rights of the member for a specified period; or
 - (iii) expel the member from the Association.

(3) The disciplinary subcommittee may not fine the member.

(4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the disciplinary subcommittee has reached its decision.

21 Appeal rights

(1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 20 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.

(2) The notice must be in writing and given—

- (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
- (b) to the Council not later than 48 hours after the vote.

(3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Council as soon as practicable, but in any event not later than 21 days, after the notice is received.

(4) Notice of the disciplinary appeal meeting must be given by the Council to each member of the Association who is entitled to vote as soon as practicable and must—

- (a) specify the date, time and place of the meeting; and
- (b) state—
 - (i) the name of the person against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and
 - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

22 Conduct of disciplinary appeal meeting

(1) At a disciplinary appeal meeting—

- (a) no business other than the question of the appeal may be conducted; and
- (b) the Council must state the grounds for suspending or expelling the member and the reasons for taking that action; and
- (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.

(2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.

(3) A member may not vote by proxy at the meeting.

(4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

(5) The votes must be counted by two independently appointed people, agreed by both parties, who are neither a member of the Association nor a member of staff.

Division 3—Grievance procedure

23 Application

(1) The grievance procedure set out in this Division applies to disputes under these Rules between—

- (a) a member and another member;
- (b) a member and the Council;
- (c) a member and the Association.

(2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

24 Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

25 Appointment of mediator

(1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 24, the parties must within 10 days—

- (a) notify the Council of the dispute; and
- (b) agree to or request the appointment of a mediator; and
- (c) agree to a venue for mediation meeting(s); and
- (d) attempt in good faith to settle the dispute by mediation.

(2) The mediator must be—

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement—
 - (i) if the dispute is between a member and another member—a person appointed by the Council; or
 - (ii) if the dispute is between a member and the Council or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.

(3) A mediator appointed by the Council may be a member or former member of the Association but in any case must not be a person who—

- (a) has a personal interest in the dispute; or
- (b) is biased in favour of or against any party.

26 Mediation process

(1) The mediator to the dispute, in conducting the mediation, must—

- (a) give each party every opportunity to be heard; and
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) allow individual parties at a mediation meeting a support person, as witness, not advocate, but no other attendees; and
- (d) ensure that meeting notes are provided to the parties upon request, or at a feedback meeting convened within two weeks of the mediation meeting; and
- (e) ensure that natural justice is accorded to the parties throughout the mediation process.

(2) The mediator must not determine the dispute.

27 Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

28 Annual general meetings

(1) The Council must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.

(2) Despite subrule (1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.

(3) The Council may determine the date, time and place of the annual general meeting.

(4) The ordinary business of the annual general meeting is as follows—

- (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
- (b) to receive and consider—
 - (i) the annual report of the Council on the activities of the Association during the preceding financial year; and
 - (ii) the financial statements of the Association for the preceding financial year submitted by the Council in accordance with Part 7 of the Act;

(5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

29 Special general meetings

(1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.

(2) The Council may convene a special general meeting whenever it thinks fit.

(3) No business other than that set out in the notice under rule 31 may be conducted at the meeting.

Note

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 31 and the majority of members at the meeting agree.

30 Special general meeting held at request of members

(1) The Council must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of Individual members.

(2) A request for a special general meeting must—

- (a) be in writing; and
- (b) state the business to be considered at the meeting and any resolutions to be proposed; and
- (c) include the names and signatures of the members requesting the meeting; and
- (d) be given by mail or email to the Council Secretary.

(3) If the Council does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.

(4) A special general meeting convened by members under subrule (3)—

- (a) must be held within 3 months after the date on which the original request was made; and
- (b) may only consider the business stated in that request.

(5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

31 Notice of general meetings

(1) The Council (or, in the case of a special general meeting convened under rule 30(3), the members convening the meeting) must give by email to each member of the Association—

- (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
- (b) at least 14 days' notice of a general meeting in any other case.

(2) The notice must—

- (a) specify the date, time and place of the meeting; and
- (b) indicate the general nature of each item of business to be considered at the meeting; and
- (c) if a special resolution is to be proposed—
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and
- (d) comply with rule 32(5).

(3) This rule does not apply to a disciplinary appeal meeting.

Note

Rule 21(4) sets out the requirements for notice of a disciplinary appeal meeting.

32 Proxies

- (1) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) The member may use any form that clearly identifies the person appointed as the member's proxy and that has been signed and dated by the member, or the proxy form available from the VATE office upon request.
- (5) Notice of a general meeting given to a member under rule 31 must—
 - (a) state that the member may appoint another member as a proxy for the meeting; and
 - (b) include a copy of any form that the Council has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Secretary before or at the commencement of the meeting.
- (7) A form appointing a proxy sent to the Secretary by post or electronically is of no effect unless received by the Association no later than 24 hours before the commencement of the meeting.

33 Use of technology

- (1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

34 Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 33) of 5% of the Individual members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
 - (a) in the case of a meeting convened by, or at the request of, members under rule 30—the meeting must be dissolved;

Note

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 30.

- (b) in any other case—
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.

35 Adjournment of general meeting

(1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.

(2) Without limiting subrule (1), a meeting may be adjourned—

- (a) if there is insufficient time to deal with the business at hand; or
- (b) to give the members more time to consider an item of business.

Example

The members may wish to have more time to examine the financial statements submitted by the Committee at an annual general meeting.

(3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

(4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 31.

36 Voting at general meeting

(1) On any question arising at a general meeting—

- (a) subject to subrule (3), each member who is entitled to vote has one vote; and
- (b) members may vote personally or by proxy; and
- (c) except in the case of a special resolution, the question must be decided on a majority of votes.

(2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

(3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

(4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 22.

37 Special resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

Note

In addition to certain matters specified in the Act, a special resolution is required—

- (a) to remove a Council member from office ;
- (b) to alter these Rules, including changing the name or any of the purposes of the Association.

38 Determining whether resolution carried

(1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—

- (a) carried; or
- (b) carried unanimously; or
- (c) carried by a particular majority; or
- (d) lost— and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question—
- (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

39 Minutes of general meeting

- (1) The Council must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
- (a) the names of the members attending the meeting; and
 - (b) proxy forms given to the Chairperson of the meeting under rule 32(6); and
 - (c) the financial statements submitted to the members in accordance with rule 28(4)(b)(ii); and
 - (d) the certificate signed by two Council members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—COUNCIL

Division 1—Powers of Council

40 Role and powers

- (1) The business of the Association must be managed by or under the direction of a Council.
- (2) The Council may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (3) The Council may—
- (a) appoint and remove staff, in accordance with current workplace laws;
 - (b) establish subcommittees consisting of members with terms of reference it considers appropriate.

41 Delegation

- (1) The Council may delegate to staff, a member of the Council or a subcommittee, any of its powers and functions other than—
- (a) this power of delegation; or
 - (b) a duty imposed on the Council by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Council considers appropriate.

(3) The Council may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of Council and duties of members

42 Composition of Council

The Council consists of—

- (a) a President; and
- (b) a Vice-President; and
- (c) a Council Secretary; and
- (d) a Treasurer; and
- (e) ordinary members (if any) elected under rule 51; and

(f) ex-officio, the senior employee appointed as Secretary.

43 General Duties

(1) As soon as practicable after being elected or appointed to the Council, each council member must become familiar with these Rules and the Act, including the Council Handbook and the responsibilities as employer.

(2) The Council is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Council comply with these Rules.

(3) Council members must exercise their powers and discharge their duties with reasonable care and diligence.

(4) Council members must exercise their powers and discharge their duties—

- (a) in good faith in the best interests of the Association; and
- (b) for a proper purpose.

(5) Council members and former Council members must not make improper use of—

- (a) their position; or
- (b) information acquired by virtue of holding their position—

so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

Note

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

(6) In addition to any duties imposed by these Rules, a Council member must perform any other duties imposed from time to time by resolution at a general meeting.

44 President and Vice-President

(1) Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any Council meetings.

(2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—

- (a) in the case of a general meeting—a member elected by the other members present; or

- (b) in the case of a council meeting—a council member elected by the other council members present.

45 Secretary and Council Secretary

(1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

(2) The Secretary or his/her delegate must—

- (a) maintain the register of members in accordance with rule 16; and
- (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 70(3), all books, documents and securities of the Association in accordance with rules 72 and 75; and
- (c) 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
- (d) perform any other duty or function imposed on the Secretary by these Rules.

(3) The Council Secretary must:

- (a) ensure Minutes are maintained, circulated in a timely manner, and stored appropriately, for ordinary and extraordinary Council meetings, Executive meetings, and general meeting
- (b) ensure Council correspondence is appropriately handled and stored

46 Treasurer

(1) The Treasurer or his/her delegate must—

- (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
- (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
- (c) make any payments authorised by the Council or by a general meeting of the Association from the Association's funds; and
- (d) ensure cheques (if any) are signed by at least 2 Council members or delegates; and
- (e) ensure electronic bank transfers can be viewed by at least two people nominated by Council.

(2) The Treasurer must—

- (a) ensure that the financial records of the Association are kept in accordance with the Act; and
- (b) coordinate the preparation of the financial statements of the Association and their certification by the Council prior to their submission to the annual general meeting of the Association; and
- (c) ensure that when an employee with access or signing rights leaves the Association, that person's signature is removed from bank records, and the password to bank accounts is changed.

(3) The Treasurer must ensure that Council has access to the accounts and financial records of the Association.

47 Executive Committee

- (a) Management of the Association between Council meetings must be vested in an Executive Committee consisting of the Vice-President (who shall be Chairperson), President (ex-officio), Secretary, Treasurer, and a senior employee (ex-officio).

- (b) Decisions of the Executive Committee must be subject to ratification by Council.
- (c) The President shall be ex-officio a member of Executive Committee, and any other Committees established by the Council.
- (d) an employee may be ex-officio member of Executive Committee, without voting rights.

Division 3—Election of Council members and tenure of office

48 Who is eligible to be a Council member

A member is eligible to be elected or appointed as a council member if the member—

- (a) is 18 years or over; and
- (b) is entitled to vote at a general meeting.

49 Members and Officers of the Council

- (1) The VATE Council consists of (i) four Officers of the Association and (ii) six ordinary members.
- (2) The Council of the Association must be elected bi-annually in September, to hold office from October for two years. (Rules 49 to 54)
- (3) Each member of the Council shall, subject to these Rules, hold office until the September Council meeting two years after the date of his/her election, but is eligible for re-election.

50 Nominations for Council membership

- (1) Nominations for Council must be called bi-annually, by electronic/email notice to all members eligible to vote, not less than 12 weeks prior to the date of the election. Nominations close not less than eight weeks prior to the date of the election.
- (2) An eligible member of the Association may—
 - (a) nominate himself or herself; or
 - (b) with the member's consent, be nominated by another member.
- (3) Nominations must be submitted in writing.

51 Election of Council members

- (1) Election for membership of Council must be completed by September 30 of the election year.
- (2) If the number of members nominated for the position of council member is less than or equal to the number to be elected, the returning officer must declare each of those members to be elected to the Council.
- (3) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 52.

52 Ballot for bi-annual election of Council members

- (1) If a ballot is required, a senior employee must be appointed as returning officer to conduct the ballot; the returning officer must not be a member of the Association.
- (2) Before the ballot is conducted, each candidate may submit a short written statement in support of his or her election. Candidates' names and statements may be published on the VATE website.
- (3) The election must be by secret ballot of all members entitled to vote.
- (4) Ballot papers must be distributed no less than four weeks prior to the date of the election.

(5) Each voting member must be supplied with two envelopes – an outer envelope on which to write his/her name and signature so that his/her eligibility to vote can be determined, and an inner envelope in which the ballot paper can be sealed

(6) The votes must be counted by two electoral officers appointed by the outgoing Council; electoral officers must not be members of the Association.

(7) The result of the election shall be declared by the returning officer as soon as possible after the election and no later than September 30 in each election year. Election shall be by simple majority.

53 Term of office

(1) Subject to subrule (3) and rule 54, a council member holds office until the September Council meeting two years after his/her election.

(2) A council member may be re-elected.

(3) A general meeting of the Association may—

(a) by special resolution remove a council member from office; and

(b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.

(4) A member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Council (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.

(5) The Council may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

54 Vacation of office

(1) A council member may resign from the Council by written notice addressed to the Council.

(2) A person ceases to be a council member if he or she—

(a) ceases to be a member of the Association; or

(b) fails to attend 3 consecutive council meetings (other than special or urgent committee meetings) without leave of absence under rule 67; or

(c) otherwise ceases to be a council member by operation of section 78 of the Act.

Note

A Council member may not hold the office of secretary if they do not reside in Australia.

55 Filling casual vacancies

(1) The Council may appoint an eligible member of the Association to fill a position on the Council that—

(a) has become vacant under rule 54; or

(b) was not filled by election at the last bi-annual election.

(2) If the position of Secretary becomes vacant, the Council must appoint a member to the position within 14 days after the vacancy arises.

(3) Rule 53 applies to any council member appointed by the Council under subrule (1) or (2).

(4) The Council may continue to act despite any vacancy in its membership.

56 Election of Officers of the Association, and Executive Committee

(1) At the first (October) meeting of a new bi-annually elected Council, the Council must elect from among its members:

- (a) President;
- (b) Vice-President;
- (c) Council Secretary;
- (d) Treasurer;
- (e) three ordinary members who may have designated responsibilities (such as 'editor').

(2) Prior to this meeting, each candidate must email to the returning officer his/her nomination or nominations, and may also submit a short written statement in support of his/her election.

(3) If only one member is nominated for each position, the Chairperson of the meeting (a senior employee) must declare the member elected to the position.

(4) If more than one member is nominated, a ballot must be held in accordance with rule 57.

(5) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

(6) On his or her election, the new President will take over as Chairperson of the meeting.

57 Ballot for Officers of the Association and Executive Committee

(1) If a ballot is required, the senior employee who is acting as Chairperson must be appointed as returning officer to conduct the ballot.

(2) The election must be by secret ballot.

(3) A ballot for each position should be conducted in the following order: President, Vice-President, Treasurer, Council Secretary, three ordinary members.

(4) The returning officer must declare elected the candidate, in each case, who received the most votes for that position.

(5) If the returning officer is unable to declare the result of an election under subrule (6) because two or more candidates received the same number of votes, the returning officer must—

- (a) conduct a further election for the position in accordance with subrules (4) to (6) to decide which of those candidates is to be elected; or
- (b) with the agreement of those candidates, decide by lot which of them is to be elected.

Examples

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

Division 4—Meetings of Council

58 Meetings of Council

(1) The Council must meet at least 4 times in each year at the dates, times and places determined by the Council.

(2) The date, time and place of the first Council meeting after an election must be no later than October 15 of the election year.

(3) Special Council meetings may be convened by the President or by any 4 members of the Council.

59 Notice of meetings

- (1) Notice of each Council meeting must be given to each Council member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one Council meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special Council meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

60 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 provided that as much notice as practicable is given to each Council member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Council.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

61 Procedure and order of business

- (1) The procedure to be followed at a meeting of a Council must be determined from time to time by the Council.
- (2) The order of business may be determined by the members present at the meeting.

62 Use of technology

- (1) A Council member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that Council member and the Council members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a Council member participating in a Council meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

63 Quorum

- (1) No business may be conducted at a Council meeting unless a quorum is present.
- (2) The quorum for a Council meeting is the presence (in person or as allowed under rule 62) of a majority of the Council members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Council meeting—
 - (a) in the case of a special meeting—the meeting lapses;
 - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 59.

64 Voting

- (1) On any question arising at a Council meeting, each Council member present at the meeting has one vote.
- (2) A motion is carried if a majority of Council members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question that is required by these Rules to be passed by an absolute majority of the Council.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

(5) Voting by proxy is not permitted.

65 Conflict of interest

(1) A Council member who has a material personal interest in a matter being considered at a Council meeting must disclose the nature and extent of that interest to the Council.

(2) The member—

- (a) must not be present while the matter is being considered at the meeting; and
- (b) must not vote on the matter.

Note

Under section 81(3) of the Act, if there are insufficient Council members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

(3) This rule does not apply to a material personal interest—

- (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
- (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

66 Minutes of meeting

(1) The Council must ensure that minutes are taken and kept of each Council meeting.

(2) The minutes must record the following—

- (a) the names of the members in attendance at the meeting;
- (b) the business considered at the meeting;
- (c) any resolution on which a vote is taken and the result of the vote;
- (d) any material personal interest disclosed under rule 65.

67 Leave of absence

(1) The Council may grant a committee member leave of absence from Council meetings for a period not exceeding 3 months.

(2) The Council must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Council member to seek the leave in advance.

PART 6—FINANCIAL MATTERS

68 Source of funds

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

69 Management of funds

(1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.

(2) Subject to any restrictions imposed by a general meeting of the Association, the Council may approve expenditure on behalf of the Association.

(3) The Council may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.

(4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two council members or delegates. The Treasurer must have viewing access to electronic banking operations carried out by his/her delegated employed staff member(s).

(5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.

(6) With the approval of the Council, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

70 Financial records

(1) The Association must keep financial records that—

- (a) correctly record and explain its transactions, financial position and performance; and
- (b) enable financial statements to be prepared as required by the Act.

(2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.

(3) The Treasurer must keep in his or her custody, or under his or her control—

- (a) the financial records for the current financial year; and
- (b) any other financial records as authorised by the Council.

71 Financial statements

(1) For each financial year, the Council must ensure that the requirements under the Act relating to the financial statements of the Association are met.

(2) Without limiting subrule (1), those requirements include—

- (a) the preparation of the financial statements;
- (b) if required, the review or auditing of the financial statements;
- (c) the certification of the financial statements by the Council;
- (d) the submission of the financial statements to the annual general meeting of the Association;
- (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

72 Common seal

(1) The Association may have a common seal.

(2) If the Association has a common seal—

- (a) the name of the Association must appear in legible characters on the common seal;
- (b) a document may only be sealed with the common seal by the authority of the Council and the sealing must be witnessed by the signatures of two committee members;

- (c) the common seal must be kept in the custody of the Secretary.

73 Registered address

The registered address of the Association is—

- (a) the address determined from time to time by resolution of the Council; or
- (b) if the Council has not determined an address to be the registered address—the postal address of the Secretary.

74 Notice requirements

(1) Any notice required to be given to a member or a Council member under these Rules may be given—

- (a) by handing the notice to the member personally; or
- (b) by sending it by post to the member at the address recorded for the member on the register of members; or
- (c) by email or facsimile transmission.

(2) Subrule (1) does not apply to notice given under rule 60.

(3) Any notice required to be given to the Association or the Council may be given—

- (a) by handing the notice to a member of the Council; or
- (b) by sending the notice by post to the registered address; or
- (c) by leaving the notice at the registered address; or
- (d) if the Council determines that it is appropriate in the circumstances—
 - (i) by email to the email address of the Association or the Council; or
 - (ii) by facsimile transmission to the facsimile number of the Association.

75 Custody and inspection of books and records

(1) Members may on request inspect free of charge—

- (a) the register of members' names;
- (b) the minutes of general meetings;
- (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Council meetings.

Note

See note following rule 16 for details of access to the register of members.

(2) The Council may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

(3) The Council must on request make copies of these rules available to members and applicants for membership free of charge.

(4) Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.

(5) For purposes of this rule—

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of the Association.

76 Winding up and cancellation

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

77 Alteration of Rules

These Rules may only be altered by special resolution of a general meeting of the Association.