

Positive Women (Victoria) Inc.
CONSTITUTION

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Amended October 2019

Positive Women (Victoria) Inc.

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POSITIVE WOMEN (VICTORIA) INC.

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STATEMENT OF PURPOSE

- 1. The name of the Incorporated Association is**

Positive Women (Victoria) Inc.

- 2. The purpose for which the incorporated association is established is**

To provide support and advocacy for women living with HIV.

Positive Women (Victoria) Inc.

CONSTITUTION

RULES

1. NAME

- 1.1. The name of the Incorporated Association is Positive Women (Victoria) Inc. (in these Rules called "the Association").

2. INTERPRETATION

- 2.1. In these Rules unless the contrary intention appears:

- "Associate Member" means an Associate Member of the Association as further described in rule 3.4.
- "Board" means the Board of Management of the Association constituted under Rule 11.
- "Constitution" means collectively, the Association's Statement of Purposes and Rules.
- "Financial Year" means the year ending on the 30th June.
- "General Meeting" means a general meeting of members convened in accordance with Rule 9.
- "Member" means a Member of the Association as further described in Rule 3.2.
- "Officer" means a Member or Associate Member as further described in Rule 11.3.
- "Ordinary Board member" means a Board member who is not an Officer of the Association.
- "The Act" means the *Associations Incorporation Reform Act 2012* (Vic).
- "The Regulations" means regulations under the Act.
- "The Secretary" means the person who holds office under these Rules as Secretary of the Association.

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

3. MEMBERSHIP, APPLICATION AND REGISTER

- 3.1. The Association must have at least 5 Members.

- 3.2. To be eligible for membership, a 'Member' for the purposes of these Rules must be an individual woman:

- (a) who identifies as living with HIV, who supports the Statement of Purpose of the Association and wishes to support the Association;

- (b) who has submitted a complete application to be a Member under Rule 3; and
 - (c) who has not resigned or otherwise been removed as a Member in accordance with these Rules or the Act.
- 3.3. All Members have equal and full voting and contribution rights and access to Member benefits.
- 3.4. To be eligible for associate membership, an 'Associate Member' for the purposes of these Rules must be an individual woman:
 - (a) who is not living with HIV or does not wish to disclose their HIV status, but who supports the Statement of Purpose of the Association and wishes to support the Association;
 - (b) who has submitted a complete application to be an Associate Member under Rule 3; and
 - (c) who has not resigned or otherwise been removed as an Associate Member in accordance with these Rules or the Act.
- 3.5. A Member of the Association who is entitled to vote under Rule 3.6 has the right:
 - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules;
 - (b) to submit items of business for consideration at a general meeting;
 - (c) to attend and be heard at general meetings;
 - (d) to vote at a general meeting; and
 - (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 25.
- 3.6. A Member is entitled to vote at general meetings if:
 - (a) the Member is a member other than an Associate Member;
 - (b) more than 10 business days have passed since the Member became a member of the Association; and
 - (c) the Member's membership rights are not suspended for any reason.
- 3.7. Subject to Rule 3.8, Associate Members are not entitled to vote but may have other rights as determined by the Board or by resolution at a general meeting. An Associate Member is entitled to:
 - (a) receive notices of and attend and speak at general meetings of the Association;
 - (b) receive newsletters of the Association; and

- (c) be nominated and be elected to the Board in accordance with these Rules.
- 3.8. Associate Members who are Board members are entitled to vote at a General Meeting of the Association.
- 3.9. To apply to become a Member or Associate Member of the Association, the applicant must submit a written application, as approved by the Board from time to time, to a Board member stating that she:
 - (a) wishes to become a Member or Associate Member of the Association;
 - (b) supports the Statement of Purpose of the Association; and
 - (c) agrees to comply with and be bound by these Rules.
- 3.10. The application must be signed by the applicant.
- 3.11. As soon as practical after a valid application for membership is received, the Board (or its delegate) will notify the applicant of its membership status as a Member or Associate Member (as relevant to the application).
- 3.12. A person that becomes a Member or Associate Member of the Association and is entitled to exercise her rights of membership from the date on which each of the following has occurred:
 - (a) the member is provided with notification on behalf of the Board of its status as a Member or Associate Member; and
 - (b) the Member's name is entered on the register of members.
- 3.13. A Member may resign from the Association by requesting verbally or in writing that their name be deleted from the membership register, and the Secretary must record in the register of members the date on which the Member ceased to be a Member.
- 3.14. An Associate Member may resign from the Association verbally or in writing to an officer of the Association.
- 3.15. A Member or Associate Member will cease to hold membership of the Association if that Member or Associate Member:
 - (a) has resigned from membership in accordance with Rules 3.13 or 3.14; or
 - (b) is suspended by the Board in accordance with Rule 15.1; or
 - (c) dies.

4. FINANCES

- 4.1. The finances of the Association shall be derived from grants, donations, fundraising efforts and such other sources as the Board determines.

5. GENERAL MEETINGS

- 5.1. All general meetings other than the Annual General Meeting shall be called Special General Meetings.

6. ANNUAL GENERAL MEETING

- 6.1. The Association shall in each calendar year convene an Annual General Meeting for its members.
- 6.2. The Annual General Meeting shall be held on such day as the Board determines.
- 6.3. The Annual General Meeting shall be specified as such in the notice convening it. A notice convening an Annual General Meeting must call for nominations of candidates for election of Board members, set out the number of vacancies and include the applicable skills criteria described in Rule 12.4.
- 6.4. The ordinary business of the Annual General Meeting shall be:
 - (a) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
 - (b) to receive from the Board written reports upon the activities and operations of the Association during the last preceding financial year;
 - (c) to elect nominated Board member candidates to any vacant Board member positions; and
 - (d) to receive and consider the statement submitted by the Association including:
 - (i). Income and Expenditure; and
 - (ii). Assets and Liabilities.
- 6.5. The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.
- 6.6. The Annual General Meeting shall be in addition to any other special general meetings that may be held in the same year.

7. SPECIAL GENERAL MEETING

- 7.1. The Board may, whenever it thinks fit, convene a Special General Meeting of the Association.
- 7.2. A Special General Meeting may be called by written request of at least three Members.
- 7.3. 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 Chair and may consist of several documents in a like form,

each signed by one or more of the Members making the requisition.

- 7.4. The meeting shall be convened by the Board no more than three months after the request of resolution is received by the Board.
- 7.5. The Members themselves may convene a Special General Meeting if a meeting has not been convened within the required time by the Board. The Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three months after that date.
- 7.6. 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 Board and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

8. NOTICE OF GENERAL MEETINGS

- 8.1. All Annual and Special General Meetings shall be advertised by the Secretary at least 21 days before the date fixed for holding such a meeting. This should state the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 8.2. No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- 8.3. A Member desiring to bring any business before a meeting may give notice of that business in writing to the Chair c/- the office address, who shall include that business in the notice calling the next Special General Meeting after the receipt of the notice.

9. PROCEEDINGS AT GENERAL MEETINGS

- 9.1. All business that is transacted at either a general meeting with the exception of business specially referred to in these Rules as being the ordinary business of the Annual General Meeting, shall be deemed to be special business. This business shall be made known to Members as such, in accordance with rule 8.
- 9.2. No item of business shall be transacted at a general meeting unless a quorum of Members entitled under these Rules to vote is present during the time when the meeting is considering that item.
- 9.3. Five Members personally present (being Members or Associate Members entitled under these Rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 9.4. If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting will not commence at that date, time and place.
- 9.5. If the meeting was convened upon the requisition of Members, it must be dissolved.

- 9.6. In any other case the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chair at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- 9.7. If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being not less than five) shall constitute a quorum.
- 9.8. The Chair, or in her absence, the Vice-Chair shall preside as Chair at each Special General Meeting of the Association. In the absence of both the Chair and Vice-Chair at a Special General Meeting, the Secretary shall preside as Chair.
- 9.9. If the Chair, Vice-Chair and Secretary are absent from a Special General Meeting, the Members present shall elect a member of the Board to preside as Chair at the meeting.
- 9.10. The Chair 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.
- 9.11. In the case of Rule 9.6 it is not necessary to give notice of the adjournment or of the business to be transacted at an adjourned meeting. However if a meeting is adjourned for fourteen days or more, a like notice of the adjourned meeting shall be given as in the case of the Special General Meeting.

10. VOTING AT GENERAL MEETINGS

- 10.1. Upon any question arising at a general meeting of the Association in accordance with Rule 8.2:
 - (a) a Member or Associate Member entitled under these Rules to vote at a general meeting has one vote only; and
 - (b) all votes shall be given personally, by postal vote or email, or by proxy.
- 10.2. Each Member or Associate Member entitled under these Rules to vote at a general meeting shall be entitled to submit a postal vote, email or proxy no later than 24 hours before the time of the meeting.
- 10.3. Any postal or email vote shall be in the form set out in Appendix 1.
- 10.4. In the case of an equality of voting on a question, the Chair of the meeting is entitled to exercise a second or casting vote.
- 10.5. A declaration by the Chair that a resolution has been:
 - (c) carried by a particular majority
 - (d) carried unanimously: or
 - (e) lost,

and an entry to that effect in the Minute Book of the Association is evidence of the resolution. Proof of the number or proportion of the votes recorded in favour or against the resolution is not needed.

11. BOARD OF MANAGEMENT

- 11.1. The affairs of the Association shall be managed by a skills based Board elected in accordance with these Rules.
- 11.2. The Board:
 - (a) shall control and manage the business and affairs of the Association;
 - (b) may, subject to these Rules, the Regulations and the Act, exercise all the powers and functions available to the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the Members;
 - (c) has power, subject to these Rules, the Regulations and the Act, to perform all acts that appear to the Board to be essential for the proper management of the business and affairs of the Association; and
 - (d) shall prepare an annual report containing an account of activities and operations of the Association during the financial year. This report shall be submitted to the Annual General Meeting.
- 11.3. The Officers of the Association shall be:
 - (a) a Chair;
 - (b) a Vice-Chair (if possible)
 - (c) a Secretary; and
 - (d) a Treasurer.
- 11.4. The Board consists of a minimum of five members and subject to Rule 11.6 a maximum of 10 members, inclusive of the Officers of the Association.
- 11.5. The Association may from time to time by resolution passed at a general meeting increase or decrease the number of members on the Board.
- 11.6. The Board must appoint the Officers of the Association within seven days of the Annual General Meeting of the Association in each year. At least three Officers must be appointed from among those Board members who are Members, unless there are an insufficient number of such Board members who are willing or able to accept the appointment, in which case, Officers may be appointed from among those Board members who are Associate Board members. The Board may, subject to these Rules, suspend, remove, or dismiss the Officer.
- 11.7. The position of Chair must be held by a Member. In the event that no Member is willing or able to act as Chair, an Associate Member may be appointed as a Chair until such time as the Board is able to appoint a Chair who is a Member.
- 11.8. A Board member whether a Member or an Associate Member, is entitled to

one vote on decisions of the Board.

- 11.9. No Board member shall be appointed to or retain any paid office of the Association while the person is a Board member.
- 11.10. No Board member shall directly or indirectly supply goods or services to the Association in the case of the goods or services being satisfactorily obtained elsewhere locally.
- 11.11. A Board member must disclose the nature and extent of any actual or perceived material conflict of interest relating to:
- (a) a matter that is being considered by the Board; or
 - (b) an arrangement made or proposed with the Association,
to the Board as soon as the Board member becomes aware of their interest in the matter.
- 11.12. No Board member who has a material personal interest in a matter shall vote on the matter or be present during a meeting while the matter is being discussed.

12. ELECTION OF BOARD MEMBERS AND CASUAL VACANCIES

- 12.1. Board membership, whether as a Member or an Associate Member, will be for a two year term. A Member or an Associate Member may sit as a Board member for no more than three consecutive terms.
- 12.2. All Board members shall be elected by the Members at the Annual General Meeting in accordance with the process set out at Rule 10 and this Rule 12. In addition, the Board may appoint additional Members or Associate Members as Board members from time to time to fill vacancies in accordance with Rule 12.8.
- 12.3. Nominations of candidates for election as Board members:
- (a) shall be made in writing and signed by:
 - a. if nominating themselves, the candidate; or
 - b. if nominated by a Member, the nominating Member and the candidate;
and
 - (b) delivered to the Secretary not less than 30 days before the date fixed for the holding of the Annual General Meeting.
- 12.4. Nominees for election as Board members must:
- (a) be a Member or an Associate Member;
 - (b) have the necessary skill based on the skills criteria as determined by the Board from time to time and notified to members in the notice of the Annual General meeting given under Rule 6.3; and
 - (c) have a reasonable level of prior knowledge of or experience with HIV,

as reasonably determined by the Board on receipt of nominations.

- 12.5. At the Annual General Meeting, Any vacant Board member positions shall be filled by nominees who are Members first. If there are vacant Board member positions remaining after all nominees who are Members have been elected, then the remaining positions shall be filled by nominees who are Associate Members.
- 12.6. A nomination of a candidate for election under this Rule is still valid if that candidate has been nominated for another office for election at the same election. A candidate is only eligible to hold one office, and must choose to be assigned to one or another of the offices, as directed by the Board.
- 12.7. For the purposes of these Rules, the office of a Board member becomes vacant if that Board member:
 - (a) ceases to be Member or an Associate Member;
 - (b) becomes an insolvent under administration within the meaning of the Corporations Act (Cth);
 - (c) resigns her office by notice in writing given to the secretary; or
 - (d) unless waived by the Board, fails to participate in 3 consecutive meetings without leave of absence; or
 - (e) is removed in accordance with the Act.
- 12.8. In the event of a vacancy occurring on the Board under Rule 12.7, or because a position was not filled by election at the last Annual General Meeting, the Board may appoint a Member or an Associate Member to fill the vacancy in their stead, and the person so appointed shall hold office, subject to these Rules, only until the next Annual General Meeting following the date of her appointment.
- 12.9. Any Board member may resign from their position by advising the Board in writing.

13. PROCEEDINGS OF BOARD MEETINGS

- 13.1. The Board shall regulate their meetings and proceedings as they see fit provided that the Board shall meet at least three times in each year (at such place and such times as the Board may determine).
- 13.2. Special meetings of the Board may be convened by the Chair or by at least four Board members.
- 13.3. Notice shall be given to Board members of any special meeting specifying the general nature of the business to be transacted. No other business shall be transacted at such special meetings.
- 13.4. The quorum for a board meeting is the presence (in person or as allowed under Rule 13.10) of a majority of the total number of Board members. Where any decision is to be taken, there must always be a majority of Board members present.

- 13.5. No business shall be transacted unless a quorum is present. If within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
- 13.6. At meetings of the Board:
- (a) the Chair, or in her absence, the Vice-Chair shall preside;
 - (b) in the event the Chair and Vice-Chair are absent, the Secretary shall preside; or
 - (c) in the event the Chair, the Vice-Chair and Secretary are absent, one of the remaining members of the Board shall preside. The presiding member shall be chosen by the members present at the meeting.
- 13.7. Questions arising at a meeting of the Board or of any Sub-Committee appointed by the Board shall be determined on a show of hands.
- 13.8. Each member present at a meeting of the Board or of any Sub-Committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote. In the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 13.9. Notice of each Board meeting shall be given to each Board member, either in written form or by any other means of communication that has been previously agreed to by all of the Board members, at least two business days before the date of the meeting.
- 13.10. A Board member who is not physically present at a Board meeting may participate in the meeting by the use of technology that allows the Board member and Board members present at the meeting to clearly and simultaneously communicate with each other.
- 13.11. A Board member participating in a Board meeting or permitted under Rule 13.10 is taken to be present at the meeting and, if the Board member votes at the meeting, is taken to have voted in person.

14. SUB-COMMITTEES

- 14.1. The Board may appoint Sub-Committees, whose membership shall be drawn from Board members, Members, Associate Members or other persons the Board deems as having skills or experience relevant to the purposes of the Sub-Committee.
- 14.2. Sub-Committees may be appointed for any purpose the Board deems necessary including specific projects, development of human resources policy, fundraising events.
- 14.3. Members of such Sub-Committees shall have voting rights only within the Sub-Committees to which they have been appointed or elected.

- 14.4. The quorum for meetings of a Sub-Committee shall be one third of its members. At the first meeting of a Sub-Committee, the members shall appoint a Chair from amongst themselves (such person being a Board member).
- 14.5. A Sub-Committee is empowered to make recommendations to the Board but remains subject to direction from the Board.

15. DISCIPLINE OF A MEMBER

15.1. The Board may by resolution:

- (a) warn a Member or Associate Member; or
- (b) suspend a Member or Associate Member from membership of the Association for a specified period,

if the Board is of the opinion that the Member or Associate Member has:

- (c) broken the rules of confidentiality; or
- (d) acted against the interests of women living with HIV; or
- (e) acted against the interests of the Association; or
- (f) refused or neglected to comply with these Rules; or
- (g) been guilty of conduct unbecoming a member or prejudicial to the interest of the Association.

15.2. Any Member or Associate Member shall be informed of the Board's intentions to consider suspension of them not less than seven days before the meeting at which it will be considered.

15.3. Before any decision in relation to discipline is made by the Board, the Member Associate Member concerned shall have the right after reasonable notice to appear before the Board to show cause why the Member Associate Member should not be disciplined. The notice to the Member or Associate Member must specify the allegation against the Member and must include a warning that the Board has the power to suspend a Member Associate Member.

15.4. Any Member Associate Member may appeal against the decisions of the Board under section 15.1 at the next general meeting or by following the procedure in section 15.5.

15.5. Notice shall be given in writing of an appeal to the Board three weeks before the general meeting, which is to hear the appeal. The notice shall give reasons for the appeal. At the general meeting the person who is appealing shall be given a fair and full opportunity to be heard. Until the hearing of any appeal, the decision of the Board shall apply.

16. SECRETARY

16.1. The Secretary shall ensure that

- (a) minutes of the resolutions and proceedings of each general meeting and

each Board meeting are kept in books provided for that purpose the names of persons present at Board meetings are recorded;

- (b) motions are dealt with as directed; and
- (c) Meeting notices are issued in accord with section 8.

16.2. The minutes of General Meetings must be available for inspection by Board members and Members.

17. TREASURER

17.1. The Treasurer of the Association shall be responsible for:

- (a) the collection and receipt of all monies due to the Association and the issue of official receipts;
- (b) the deposit without delay of all monies collected and received, to the credit of the Association, in a financial institution determined by the Board;
- (c) the payment of all accounts authorised by the Association;
- (d) a proper record of all accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association; and
- (e) submission of a financial report to each Board meeting.

17.2. The accounts and books referred to in 17.1(d) shall be available for inspection by Board members and Members.

18. MANAGEMENT OF FUNDS

18.1. 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.

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

18.3. Subject to any restrictions imposed by a general meeting of the Members, the Board may approve expenditure on behalf of the Association.

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

18.5. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by at least one Office Bearer as approved by the Board.

18.6. All payments whether by cheque or other approved method must be in accordance with the delegations authorised by the Board.

19. DISTRIBUTION OF ASSETS

- 19.1. The assets and income of the Association shall be used solely for the objectives and purposes of the Association. No portion shall be distributed directly or indirectly to the Members except as bone fide compensation for services rendered or expenses incurred on behalf of the Association.
- 19.2. The Association shall charge in favour of the secretary to the Department of Health and Community services of the State of Victoria all assets it acquires using funds provided by the Department of Health and Community services of the State of Victoria, and, where there is provision, shall register that charge as provided by law.

20. SEAL

- 20.1. The Common Seal of the Association shall be kept in safe custody by a Board member.
- 20.2. The Common Seal shall not be put affixed to any document or instrument except by authority of the Board. The affixing of the Common Seal shall be witnessed by the signatures of two elected Board Members.

21. ALTERATION OF RULES AND STATEMENT OF PURPOSE

- 21.1. Any alteration shall be in accordance with the Act.
- 21.2. Any proposed alteration to these Rules and Statement of Purposes of the Association shall be considered by the Board. Following this, the proposed alterations shall be ratified by the Association in a general meeting and shall be submitted to the Registrar of Incorporated Associations for approval and processing.
- 21.3. At least 21 days' notice of such a meeting and of the proposed changes must be given in writing to all Members. (For Members who have not provided personal address details, notice should be given by telephone or in person, where possible.)
- 21.4. Such changes will be decided by vote and must be agreed to by at least three quarters of the Members present, or by proxy vote.
- 21.5. A copy of the approved amended Rules and/or Statement of Purpose of the Association shall be sent to the regional office of the Department of Consumer and Business Affairs for inclusion in centre record.

22. WINDING UP

- 22.1. The Association may be wound up voluntarily in accordance with then Act, with the consent of three fourths of those present at a Special General Meeting of Members called specifically for that purpose.
- 22.2. In the event of the winding up or the cancellation of the incorporation of the Association, after debts are paid, any assets of the Association remaining are to be transferred to another organisation or organisations that have similar objects.

23. FUNDS

- 23.1. Assets and income of the Association shall be applied solely to the furtherance of its objectives and no portion thereof shall be distributed either directly or indirectly to its Members except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

24. CUSTODY OF RECORDS

- 24.1. Except as otherwise provided in these Rules, the Secretary shall keep in her custody or under her control all books, documents and securities of the Association.

25. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

- 25.1. Members and Associate Members may on request inspect free of charge:
- (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to Rule 25.2, the financial records, books, securities and any other relevant document of the Association, including minutes of Board meetings.
- 25.2. A Member or Associate Member can make a request to the Secretary to restrict access to their personal information. The request may seek to restrict access so that personal information is available only to:
- (a) the Secretary and Board members; or
 - (b) the Secretary and Board members other than a specified Board member or Board members.

If the Secretary is satisfied that there are special circumstances which justify doing so, the Secretary must agree to the request. If the Secretary refuses the request, the Secretary must notify the person in writing and include the reasons for the decision.

- 25.3. The Board may refuse to permit a Member or Associate Member to inspect records of the Association (or restrict or redact information contained in those records) that relate to confidential, personal, employment, commercial or legal matters or where to do otherwise would be prejudicial to the interests of the Association or contrary to privacy laws, the Health Records Act 2001 (Vic) or regulations.
- 25.4. The Board must on request make copies of these Rules available to members and applicants for membership free of charge.
- 25.5. Subject to Rule 25.2, 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.
- 25.6. 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; and
- (d) records and documents relating to transactions, dealings, business or property of the Association.

26. GRIEVANCE PROCEDURE

- 26.1. The objective of the Grievance Procedure is to resolve any disputes under the Rules between:
 - (a) a member and another member; or
 - (b) a member and the Association.
- 26.2. A standing Grievance Sub-Committee will be established pursuant to rule 14, to investigate and facilitate the resolution of any disputes of the nature described above.
- 26.3. The Grievance Sub-Committee shall comprise three persons appointed by the Board, one of which will be the Chair.
- 26.4. The Board can change the composition of the Sub-Committee at any time.
- 26.5. The Chair will be the Grievance Officer.
- 26.6. In the event that the Chair is personally involved in the subject of the grievance they will stand aside from participation in the grievance process and their role as Grievance Officer will be taken by the Vice Chair or Secretary.
- 26.7. The role of the Grievance Officer is to receive any grievances submitted to the Board and to ensure the Procedure described below is carried out.
- 26.8. A Member may initiate a grievance in respect of a dispute of a type described above by reducing the grievance to writing and lodging it with the Grievance Officer.
- 26.9. Upon receipt of the grievance, the Grievance Officer must call a meeting of the Grievance Sub-Committee within 14 days.
- 26.10. Prior to the meeting the Grievance Officer must investigate the grievance including interviewing any relevant persons who may be the subject of the grievance or have some knowledge relevant to it.
- 26.11. The Grievance Sub-Committee must offer the Member who lodged the grievance and any Member who may be the subject of the grievance, an opportunity to be heard and to submit any other matters relevant to it.

- 26.12. The Grievance Sub-Committee must decide whether any action under the rules or otherwise should be taken arising from the grievance and recommend the Board of such.
- 26.13. The Board at the next scheduled meeting, may confirm, modify, or reject the decision of the Grievance Sub-Committee.
- 26.14. The decision of the Board will be final.
- 26.15. All parties to the dispute including the member who lodged the grievance must be advised in writing of the Board's decision.
- 26.16. This Grievance Procedure is not intended to alter a Member's rights arising out of any other Rules under the Constitution.
- 26.17. If the Chair or other Board members are personally involved in the subject of the grievance they will stand aside from participation in the grievance process.
- 26.18. The Grievance Officer must ensure that natural justice is accorded to the parties to the dispute throughout the Grievance Procedure.

Appendix 1

Example of Postal Voting Form

Postal Vote NO: _____

I, _____

Of (address or phone number) _____

Being a member of Positive Women (Victoria) Inc.

Agree to (insert motion)

or

Disagree to (insert motion)

Please tick one box only.

Signed: _____

Date: _____

Please return by the date given or the vote will be invalid

Positive Women (Victoria) Inc

Suite 1, 111

Coventry St

Southbank, Victoria

3006

By: _____ (24 hours prior to meeting.)