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Rules

Women's Mental Health
Network Victoria

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1 Definitions

1.1 Defined terms

In these Rules, unless the contrary intention appears:

Act means the *Associations Incorporation Act 1981* (Vic);

Chair means the chair of the Network elected in accordance with rule 25;

Chairperson means the person presiding as chairperson at a general meeting of the Network determined in accordance with rule 15;

Committee means the Committee of Management of the Network;

Committee member means a person who is currently a member of the Committee;

Corporations Act means the *Corporations Act 2001* (Cth).

Financial year means the year ending 30 June;

General meeting means a general meeting of members convened in accordance with rule 13;

Member means a member of the Network;

Objects means the objects of the Network as set out in rule 3;

Ordinary member of the Committee means a member of the Committee who is not an officer of the Network under rule 22;

Regulations means regulations under the Act;

Relevant documents has the same meaning as in the Act;

Secretary means the secretary of the Network elected in accordance with rule 25;

Tax Act means the *Income Tax Assessment Act 1936* (Cth) or the *Income Tax Assessment Act 1997* (Cth) (as applicable);

Treasurer means the treasurer of the Network elected in accordance with rule 25;

Vice-Chair means the vice-chair of the Network elected in accordance with rule 25.

1.2 Interpretation

In these Rules, a reference to the Secretary of the Network is a reference:

- (a) if a person holds office under these Rules as Secretary of the Network to that person; and

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- (b) in any other case, to the public officer of the Network.

2 Name

The name of the incorporated association is Women's Mental Health Network Victoria (in these Rules called "the Network").

3 Objects of the Network

3.1 Charitable objects

The Network may only pursue charitable purposes associated with its objects, and must do so predominantly in Australia.

3.2 Objects

The objects of the Network are:

- (a) to provide information about the prevention and management of women's mental health issues to health professionals, service providers, carers, consumers and the public; and
- (b) to promote research into women's mental health issues; and
- (c) to promote opportunities for training and education in women's mental health issues and women-sensitive practice; and
- (d) to develop partnerships with key mental health and women's organisations to promote responsiveness to women's mental health needs; and
- (e) to create opportunities for women consumers, carers and service providers to work together in addressing mental health issues, and to share their experiences and information; and
- (f) to promote systemic change in order to make mental health policies and services more responsive to women's needs;
- (g) to do all other things as may be incidental to the attainment of the above objects; and
- (h) to achieve the above objects through consensus decision-making where possible, but otherwise in accordance with the voting requirements in these Rules, the Act and the Regulations.

3.3 Network authorised to trade

The Network is authorised to trade in accordance with the Act.

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3.4 Application of income for objects only

- (a) The profits (if any) or other income, and the property of the Network, however derived, must be applied solely towards the promotion of the objects of the Network set out in rule 3.2.
- (b) No part of those profits, income or property may be paid or transferred to a member or Committee member, either directly or indirectly by way of dividend, bonus or otherwise.

3.5 Payment by the Network in good faith

Rule 3.4 does not prevent payment in good faith to a Committee member or a member, or to an organisation of which a Committee member or member is associated, for:

- (a) remuneration for services to the Network; or
- (b) goods supplied in the ordinary course of business of the Network; or
- (c) interest at a rate not exceeding the rate fixed for the purposes of this rule 3.5 by the Network in general meeting on money borrowed from a Committee member or member; or
- (d) reasonable rent for premises let to the Network by a Committee member or member.

4 Alteration of the Rules

These Rules and the objects of the Network must not be altered except in accordance with the Act.

5 Membership, entry fees and subscription

5.1 Eligibility for membership

- (a) Subject to these Rules, a person may be a member of the Network under any one of the following three classes of membership:
 - (i) an individual member, being a woman who:
 - (A) is in sympathy with the Network's objects as set out in rule 3.2; and
 - (B) agrees to abide by these Rules and any other policies adopted by the Network;
 - (ii) a member body, being either an incorporated body or an unincorporated body whose rights and privileges as a member shall be exercised by a representative

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individual, being a woman nominated by the member body in writing to the Treasurer; and

- (iii) an honorary life member, being a woman who has been recommended by the Committee, in a citation included in the notice of a general meeting, to be admitted as an honorary life member for distinguished services rendered in furtherance of the objects of the Network, and who has been admitted as an honorary life member by a resolution of that general meeting carried by the vote of a three quarters majority.
- (b) A person who applies and is approved for membership as provided in these Rules is eligible to be a member of the Network on payment of the entrance fee and annual subscription (if any) payable under these Rules.
- (c) A person who is not a member of the Network at the time of the incorporation of the Network (or who was a member at that time but has ceased to be a member) must not be admitted to membership unless:
 - (i) the person applies for membership in accordance with rule 5.2; and
 - (ii) the admission as a member is approved by the Committee.

5.2 Application for membership

An application by a person for membership of the Network (other than an honorary life membership) must:

- (a) be made in writing in the form set out in Appendix 1;
- (b) be accompanied by payment of the sum payable under these Rules as the entrance fee and the first year's annual subscription (if any); and
- (c) be lodged with the Secretary of the Network.

5.3 Referral of application

As soon as practicable after the receipt of an application, the Secretary must refer the application to the Committee.

5.4 Committee review of application

The Committee must determine whether to approve or reject the application.

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5.5 Requirements after approval or rejection of application

- (a) If the Committee approves an application for membership, the Secretary must, as soon as practicable, notify the applicant in writing of the approval of the application.
- (b) If the Committee rejects an application for membership, the Secretary must, as soon as practicable, notify the applicant in writing of the rejection of the application and return the payment made under rule 5.2(b) (if any).

5.6 Entry onto the register

The Secretary must, within 28 days after receipt of the amounts referred to in rule 5.5, or if no such amounts are payable, within 28 days after making the notification under rule 5.5, enter the applicant's name in the register of members.

5.7 When membership commences

An applicant for membership becomes a member and is entitled to exercise the rights of membership when her name is entered in the register of members.

5.8 Rejection of application

If the Committee rejects an application, the Committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.

5.9 No transfer or survival of membership rights

A right, privilege, or obligation of a person by reason of membership of the Network:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon the cessation of membership whether by death or resignation or otherwise.

5.10 Entrance fee and annual subscription

- (a) An entrance fee and/or annual subscription may be set by the Committee and altered from time to time as the Committee sees fit.
- (b) The annual subscription (if any) is payable by members in advance on or before 1 July in each year.
- (c) The Committee may waive all or part of the entrance fee and/or annual subscription (if any) as it sees fit.
- (d) No entrance fee or annual subscription shall be payable by an honorary life member.

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6 Register of members

6.1 Register content

The Secretary must keep and maintain a register of members containing:

- (a) the contact details of each member; and
- (b) the date on which each member's name was entered in the register.

6.2 Inspection of register

Subject to rule 6.4, the register is available for inspection free of charge by any member upon request.

6.3 Copy of register

Subject to rule 6.4, a member may make a copy of entries in the register.

6.4 Privacy of contact details

An individual member or an honorary life member may request that the Secretary withhold her contact details, included in the Register under rule 6.1(a), from inspection under rule 6.2 and from copying under rule 6.3.

7 Ceasing membership

7.1 Procedure for cessation

A member of the Network who has paid all moneys due and payable by the member to the Network may resign from the Network by giving one month's notice in writing to the Secretary of her intention to resign.

7.2 Timing of cessation

After the expiry of the period referred to in rule 7.1:

- (a) the member ceases to be a member; and
- (b) the Secretary must record in the register of members the date on which the member ceased to be a member.

8 Discipline, suspension and expulsion of members

8.1 Non-compliance with rules

Subject to these Rules, if the Committee is of the opinion that a member has refused or failed to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Network, the Committee may by resolution:

- (a) issue a warning to a non-complying member; or

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- (b) suspend that member from membership of the Network for a specified period; or
- (c) expel that member from the Network.

8.2 Resolution of non-compliance

A resolution of the Committee under rule 8.1 does not take effect unless:

- (a) at a meeting held in accordance with rule 8.3, the Committee confirms the resolution; and
- (b) if the member exercises a right of appeal to the Network under this rule 8, the Network confirms the resolution in accordance with this rule.

8.3 Notice of resolution

A meeting of the Committee to confirm or revoke a resolution passed under rule 8.1 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with rule 8.4.

8.4 Notice of meeting for discipline, suspension or expulsion

For the purposes of giving notice in accordance with rule 8.3, the Secretary must, as soon as practicable, cause to be given to the member a written notice:

- (a) setting out the resolution of the Committee and the grounds on which it is based; and
- (b) stating that the member, or her representative, may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
- (c) stating the date, place and time of that meeting; and
- (d) informing the member that she may do one or both of the following:
 - (i) attend that meeting; and
 - (ii) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution; and
- (e) informing the member that, if at that meeting, the Committee confirms the resolution, she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Network in general meeting against the resolution.

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8.5 Meeting for discipline, suspension or expulsion

At a meeting of the Committee to confirm or revoke a resolution passed under rule 8.1, the Committee must:

- (a) give the member or her representative an opportunity to be heard; and
- (b) give due consideration to any written statement submitted by the member; and
- (c) determine by resolution whether to confirm or to revoke the resolution.

8.6 Appeal of meeting resolution

If at the meeting of the Committee, the Committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Network in general meeting against the resolution.

8.7 General meeting after appeal

If the Secretary receives a notice under rule 8.6, the Secretary must notify the Committee and the Committee must convene a general meeting of the Network to be held within 21 days after the date on which the Secretary received the notice.

8.8 General meeting procedure

At a general meeting of the Network convened under rule 8.7:

- (a) no business other than the question of the appeal may be conducted; and
- (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
- (c) the member, or her representative, must be given an opportunity to be heard; and
- (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

8.9 Resolution required at general meeting

A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

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9 Disputes and mediation

9.1 Application

The grievance procedure set out in this rule applies to disputes under these Rules between:

- (a) a member and another member; or
- (b) a member and the Network.

9.2 Meeting

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.

9.3 Mediator

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, attend a mediation in the presence of a mediator appointed in accordance with rules 9.4-9.6.

9.4 Requirements of mediator

The mediator must be:

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement:
 - (i) in the case of a dispute between a member and another member, a person appointed by the Committee of the Network; or
 - (ii) in the case of a dispute between a member and the Network, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

9.5 Mediator can be a member

Subject to rule 9.6, the mediator can be a member of the Network.

9.6 Non-party requirement

The mediator cannot be a party to the dispute.

9.7 Good faith in mediation

The parties to the dispute must, in good faith, attempt to settle the dispute at the mediation.

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9.8 Role of mediator

The mediator, in conducting the mediation, must:

- (a) give the parties to the mediation every opportunity to be heard; and
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation.

9.9 Mediator not to make determination

The mediator must not determine the dispute.

9.10 No agreement met

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

10 Annual general meetings

10.1 Committee to decide

- (a) Subject to rule 10.1(b), the Committee may determine the date, time and place of the annual general meeting of the Network.
- (b) Except for the first annual general meeting, each annual general meeting must be held within 5 months after the end of the financial year of the Network.

10.2 Notice of meeting

The notice convening the annual general meeting must specify that the meeting is an annual general meeting.

10.3 Ordinary business

The ordinary business of the annual general meeting shall be:

- (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
- (b) to receive from the Committee reports upon the transactions of the Network during the last preceding financial year; and
- (c) to elect officers of the Network and the ordinary members of the Committee; and
- (d) to receive and consider the statement submitted by the Network in accordance with section 30(3) of the Act.

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10.4 Special business

The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

11 Special general meetings

11.1 Additional meetings

In addition to the annual general meeting, any other general meetings may be held in the same year.

11.2 Meeting type

All general meetings other than the annual general meeting are special general meetings.

11.3 Committee's choice

The Committee may, whenever it thinks fit, convene a special general meeting of the Network.

11.4 Maximum time between meetings

If, but for this rule 11.4, more than 15 months would elapse between annual general meetings, the Committee must convene a special general meeting before the expiration of that period.

11.5 Meeting request by members

The Committee must, on the request in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the Network.

11.6 Procedure for meeting requested by members

The request for a special general meeting must:

- (a) state the purpose of the meeting;
- (b) be signed by the members requesting the meeting; and
- (c) be sent to the address of the Secretary.

11.7 Effect of failure of Committee to call meeting

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

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11.8 Requirements for meeting convened by members

If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the Committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Network to the persons incurring the expenses.

12 Special business

All business that is conducted at a special general meeting and all business that is conducted at an annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.

13 Notice of general meetings

13.1 Notice requirements

At least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting, the Secretary must cause to be sent to each member of the Network, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

13.2 Method of notice

Notice may be sent:

- (a) by prepaid facsimile transmission or electronic transmission; or
- (b) if the member requests, by post to the address appearing in the register of members.

13.3 Business limited to that in the notice

No business other than that set out in the notice convening the meeting may be conducted at the meeting.

13.4 Notification of business

A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

14 Quorum at general meetings

14.1 No business before quorum

No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.

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14.2 Quorum

Five members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.

14.3 Procedure for quorum

If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present—

- (a) in the case of a meeting convened upon the request of members, the meeting lapses; and
- (b) in any other case, the meeting shall stand adjourned to the same day in the next week (or if that day is a public holiday, the next business day after that day) at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.

14.4 Adjourning meeting for lack of quorum

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 personally present (being not less than 3) shall be a quorum.

15 Presiding at general meetings

15.1 Chair

The Chair, or in the Chair's absence, the Vice-Chair, shall preside as Chairperson at each general meeting of the Network.

15.2 Election of meeting Chairperson

If the Chair and the Vice-Chair are absent from a general meeting, or are unable to preside, the members present must by majority choose one of their number to preside as Chairperson.

16 Adjournment of meetings

16.1 Adjournment requirements

The Chairperson may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.

16.2 Business at adjourned meeting

No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

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16.3 Notice of adjourned meeting

If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 13.

16.4 No notice required

Except as provided in rule 16.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

17 Voting at general meetings

17.1 Member vote entitlement

- (a) Upon any question arising at a general meeting of the Network, a member has one vote only.
- (b) Without limiting rule 17.1(a), a member body has one vote only, that vote to be exercised by the representative individual specified in rule 5.1(a)(ii).

17.2 Votes in person or by proxy

All votes must be given in person or by proxy.

17.3 Equality of votes

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.

17.4 Restriction on voting

A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Network have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

18 Manner of determining whether resolution carried

18.1 Majority requirement for carrying resolutions

A resolution is carried if, at a general meeting, not less than a majority of the members present at the meeting, including votes cast by proxy pursuant to rule 21, vote in favour of the resolution, unless some other numerical threshold is specifically required by these Rules, the Act or the Regulations.

18.2 Procedure

Resolutions arising at a general meeting shall be determined by show of hands under rule 19 or, if the requirements of rule 20 are satisfied, by poll in accordance with that rule.

19 Show of hands at general meetings

If a question arising at a general meeting of the Network is determined on a show of hands:

- (a) a declaration by the Chairperson that a resolution has been:
 - (i) carried; or
 - (ii) carried unanimously; or
 - (iii) carried by a particular majority; or
 - (iv) lost; and
- (b) an entry to that effect in the minute book of the Network

is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

20 Poll at general meetings

20.1 Calling a poll

If at a general meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

20.2 Timing of poll

A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

21 Proxies

21.1 Entitlement and timing

Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

21.2 Notice of proxy

The notice appointing the proxy must be:

- (a) for a meeting of the Network convened under rule 8.7, in the form set out in Appendix 2; or
- (b) in any other case, in the form set out in Appendix 3.

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22 Committee of Management

22.1 Committee of Management to manage affairs

The affairs of the Network shall be managed by a Committee of Management.

22.2 Powers of Committee of Management

The Committee:

- (a) shall control and manage the business and affairs of the Network;
- (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Network other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Network; and
- (c) subject to these Rules, the Act and the Regulations, 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 Network.

22.3 Composition of Committee of Management

Subject to section 23 of the Act, the Committee shall consist of:

- (a) the officers of the Network; and
- (b) a minimum of six and a maximum of eight ordinary members,

each of whom shall be elected at the annual general meeting of the Network.

23 Office holders

23.1 Positions

The officers of the Network shall be a:

- (a) Chair;
- (b) Vice-Chair;
- (c) Treasurer; and
- (d) Secretary.

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23.2 Election requirements

The provisions of rule 25, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of members to any of the offices referred to in rule 23.1.

23.3 Term of office

- (a) Each officer of the Network shall hold office until the second annual general meeting after the date of her election.
- (b) Each officer of the Network is eligible for re-election, but must not hold office for more than three consecutive terms.

23.4 Delegation

- (a) Where expressly provided for in these Rules, officers of the Network may delegate their duties under the Rules to:
 - (i) another member of the Network; or
 - (ii) any other person employed for the purpose of discharging one or more of those duties.
- (b) Any member to whom an officer of the Network delegates her duties acts on behalf of that officer, who retains responsibility for the discharge of that duty.

23.5 Casual position

In the event of a casual vacancy in any office referred to in rule 23.1, the Committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

24 Ordinary members of the Committee

24.1 Term for ordinary members

- (a) Subject to these Rules, each ordinary member of the Committee shall hold their position on the Committee until the second annual general meeting after the date of their election but is eligible for re-election.
- (b) At the first annual general meeting of the Network only:
 - (i) if six ordinary members are elected, five of those ordinary members will hold their position only until the next annual general meeting after the date of their election, but each is eligible for re-election;
 - (ii) if seven ordinary members are elected, five of those ordinary members will hold their position only until the

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next annual general meeting after the date of their election, but each is eligible for re-election; and

- (iii) if eight ordinary members are elected, six of those ordinary members will hold their position only until the next annual general meeting after the date of their election, but each is eligible for re-election.

24.2 Casual position

In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Network to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

25 Election of officers and ordinary members of the Network

25.1 Nominations

Nominations of candidates for election as officers of the Network or as ordinary members of the Committee must be:

- (a) made in writing, signed by two members of the Network and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
- (b) delivered to the Secretary of the Network not less than 7 days before the date fixed for the holding of the annual general meeting.

25.2 One member per office

A candidate must be a member of the Network and may only be nominated for one office, or as an ordinary member of the Committee, prior to the annual general meeting.

25.3 Insufficient nominations

If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations for the vacant positions may be received at the annual general meeting.

25.4 Equality of nominations

If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

25.5 Excess of nominations

If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.

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25.6 Conduct of election

The ballot for the election of officers and ordinary members of the Committee must be conducted at the annual general meeting in such manner as the Committee may direct.

26 Vacancies

The office of an officer of the Network, or of an ordinary member of the Committee, becomes vacant if the officer or member:

- (a) ceases to be a member of the Network;
- (b) becomes an insolvent under administration within the meaning of the Corporations Act; or
- (c) resigns from office by notice in writing given to the Secretary.

27 Meetings of the Committee

27.1 Minimum number

The Committee must meet at least 3 times in each year at such place and such times as the Committee may determine.

27.2 Special meetings

Special meetings of the Committee may be convened by the Chair or by any 4 members of the Committee.

28 Notice of Committee meetings

28.1 Notice of ordinary meetings

Written notice of each Committee meeting must be given to each member of the Committee at least 2 business days before the date of the meeting.

28.2 Notice of special meetings

Written notice must be given to members of the Committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

29 Quorum for Committee meetings

29.1 Quorum

Any 4 members of the Committee constitute a quorum for the conduct of the business of a meeting of the Committee.

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29.2 No business before quorum

No business may be conducted unless a quorum is present.

29.3 Procedure for quorum

If within half an hour of the time appointed for the meeting a quorum is not present:

- (a) in the case of a special meeting, the meeting lapses;
- (b) in any other case, the meeting shall stand adjourned to the same day in the next week (or if that day is a public holiday, the next business day after that day) at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.

29.4 Effect of vacancy

The Committee may act notwithstanding any vacancy on the Committee.

30 Presiding at Committee meetings

At meetings of the Committee:

- (a) the Chair or, in the Chair's absence, the Vice-Chair presides; or
- (b) if the Chair and the Vice-Chair are absent, or are unable to preside, the members present must by majority choose one of their number to preside.

31 Voting at Committee meetings

31.1 Voting requirements

Questions arising at a meeting of the Committee, or at a meeting of any sub-Committee appointed by the Committee, shall be determined by a majority of Committee members present unless some other numerical threshold is specifically required by these Rules, the Act or the Regulations, and such questions shall be determined on a show of hands or, if a member of the Committee or the sub-Committee requests, by a poll taken in such manner as the person presiding at that meeting may determine.

31.2 Voting entitlement and equality of votes

Each member of the Committee present at a meeting of the Committee, or each member of a sub-Committee present at a meeting of the sub-Committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

Rules for Women's Mental Health Network Victoria

32 Removal of Committee member

32.1 Removal by Committee

The Network in general meeting may, by resolution, remove any member of the Committee before the expiration of the member's term of office and appoint another member in her place to hold office until the expiration of the term of the first-mentioned member.

32.2 Right of making a representation

A member who is the subject of a proposed resolution referred to in rule 32.1 may make representations in writing to the Secretary or Chair of the Network (not exceeding a reasonable length) and may request that the representations be provided to the members of the Network.

32.3 Treatment of representation

The Secretary or the Chair may give a copy of the representations to each member of the Network or, if they are not so given, the member may require that they be read out at the meeting.

33 Minutes of meetings

The Secretary of the Network or her delegate must keep minutes of the resolutions and proceedings of each general meeting, and each Committee meeting, together with a record of the names of persons present at each Committee meeting.

34 Funds

34.1 Responsibility of the Treasurer

The Treasurer of the Network or her delegate must:

- (a) collect and receive all moneys due to the Network and make all payments authorised by the Network; and
- (b) keep correct accounts and books showing the financial affairs of the Network with full details of all receipts and expenditure connected with the activities of the Network.

34.2 Signing requirements

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

34.3 Funding sources determined by Committee

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

Rules for Women's Mental Health Network Victoria

35 Seal

35.1 Custody

The common seal of the Network must be kept in the custody of the Secretary.

35.2 Use of seal

The common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures of either two members of the Committee or one member of the Committee and the public officer of the Network.

36 Notice to members

Except for the requirement in rule 13, any notice that is required to be given to a member, by on behalf of the Network, under these Rules may be given by:

- (a) delivering the notice to the member personally; or
- (b) sending it by prepaid post to the member at the member's address shown in the register of members; or
- (c) facsimile transmission, if the member has requested that the notice be given to her in this manner; or
- (d) electronic transmission, if the member has requested that the notice be given to her in this manner.

37 Winding up

If any property remains on the winding up or dissolution of the Network or on the revocation of the endorsement of the Network as a deductible gift recipient, and after satisfaction of all its debts and liabilities, that property may not be paid to or distributed among the members but must be given or transferred to some other body corporate (or bodies corporate, as the case may be):

- (a) having objects similar to the objects of the Network; and
- (b) whose rules or constitution prohibit the distribution of its income and property among its members to an extent at least as great as provided under these Rules; and
- (c) being an institution that is endorsed or otherwise approved as a deductible gift recipient by the Commissioner of Taxation in accordance with Subdivision 30-B and 30-BA of the Tax Act.

Rules for Women's Mental Health Network Victoria

The choice of body corporate (or bodies corporate, as the case may be) is to be determined by the members at or before the time of winding up or dissolution.

38 Gift fund

A gift fund is to be established and maintained for the objects of the Network and:

- (a) all gifts of money or property received for the objects of the Network must be made or credited to the gift fund;
- (b) no other money or property is to be credited to the gift fund; and
- (c) the proceeds of the gift fund must be used only for objects of the Network.

39 Custody and inspection of books and records

39.1 Custody of books

Except as otherwise provided in these Rules, the Secretary must keep in her custody or under her control all books, documents and securities of the Network.

39.2 Inspection of books

All accounts, books, securities and any other relevant documents of the Network must be available for inspection free of charge by any member upon request.

39.3 Copy of books

A member may make a copy of any accounts, books, securities and any other relevant documents of the Network.

Women's Mental Health Network Victoria

1 Appendix 1: Application for membership

I, _____, of _____ desire to become a
(*name and occupation*) (address)
member of the Women's Mental Health Network Victoria.

In the event of my admission as a member, I agree to be bound by the rules of the Network for the time being in force.

Signature of Applicant

Date

I, _____, a member of the Network,
(*name*)

nominate the applicant, who is personally known to me, for membership of the Network.

Signature of Proposer

Date

I, _____, a member of the Network, second
(*name*)

the nomination of the applicant, who is personally known to me, for membership of the Network.

Signature of Seconder

Date

2 Appendix 2: Form of appointment of proxy for meeting of the Network convened under rule 8.7

I,

(name)

of

(address)

being a member of the Women's Mental Health Network Victoria appoint

(name of proxy holder)

of

(address of proxy holder)

being a member of the Network, as my proxy to vote on my behalf at the appeal to the general meeting of the Network convened under rule 8.7, to be held on—

(date of meeting)

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution: [*insert details of resolution passed under rule 8.1*]

Signed

Date

3 Appendix 3: Form of appointment of proxy

I,

(*name*)

of

(*address*)

being a member of the Women's Mental Health Network Victoria appoint

(*name of proxy holder*)

of

(*address of proxy holder*)

being a member of the Network, as my proxy to vote on my behalf at the

*annual/*special general meeting of the Network to be held on—

(*date of meeting*)

and at any adjournment of that meeting.

My proxy is authorised to vote *in favour of/*against the following
resolution: [*insert details of resolution*]

Signed

Date

*Delete if not applicable