

# VICTORIAN COUNCIL OF DEAF PEOPLE INCORPORATED



## CONSTITUTION

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## **VICTORIAN COUNCIL OF DEAF PEOPLE INCORPORATED**

## **Part 1 - Preliminary**

### **1.1 NAME**

The name of the incorporated association is “Victorian Council of Deaf People Incorporated” (in these rules called “the Council”).

### **1.2 . DEFINITIONS**

1.2.1 In these Rules, unless the contrary intention appears: -

**Committee** means the Committee of Management of the Council.

**Deaf person** means any person with a hearing loss.

**Director** means an ordinary member of the Committee under Rule 4.1.3.

**Financial year** means the year ending on 30 June.

**General Meeting** means a general meeting of members convened in accordance with rule 3.6.

**Member** means a member of the Council.

**Member groups** means organisations which are members of the Council.

**Officers** means those persons referred to in Rule 4.2.1.

**Regulations** means Regulations under the Act.

**Special General Meeting** means a general meeting other than an annual general meeting.

**Special Resolution** means a resolution passed at a meeting (in accordance with section 29) when –

(a) Of the entitled members of the Council who vote in person or by proxy at the meeting, not less than three quarters vote in favour of the resolution; and

(b) Any additional rules relating to the passing of a special resolution have been met.

**the Act** means the Associations Incorporation Act 1981 (Victoria), including the Associations Incorporation Amendment Act 2010.

1.2.2 In these Rules, a reference to the secretary of the Council is a reference: -

a. where a person holds office under these Rules as a secretary of the Council - to that person; and

b. In any other case, to the public officer of the Council.

### **1.3 ALTERATION OF THE RULES**

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

## **1.4 PURPOSE**

Victorian Council of Deaf People Incorporated is established for the purpose set out in the Statement of Objectives.

## **1.5 STATEMENT OF OBJECTIVES**

The objectives of the Council are as follows:

- 1.5.1 To develop and administer advocacy, information and support services on a state-wide basis to the Deaf community.
- 1.5.2 To develop new programs and expand existing services for the Deaf community and to meet the demands of the Deaf community.
- 1.5.3 To be a role model agency based on self-help principles demonstrating to the Deaf community, through its programs and services, that Deaf people can and are positively participating in community life and taking part in structural and policy changes that affect Deaf people.
- 1.5.4 To work in co-operation with existing service, self-help, community and other organisations serving the Deaf community and/or have similar objectives.
- 1.5.5 To foster pride in the Deaf community, its language and culture and to promote a greater interest in and awareness of Deaf people and their important contributions.
- 1.5.6 To be a state member body of Deaf Australia.
- 1.5.7 To consult, collaborate and liaise with Deaf individuals and organisations associated with Deaf people to provide the means whereby ideas affecting deafness and Deaf people can be exchanged.
- 1.5.8 To identify the unique needs and to promote and/or provide means to meet these needs.
- 1.5.9 To promote community involvement with Deaf people by any appropriate means including education at all levels of government and of the public, welfare organisations, other appropriate bodies and Deaf people.
- 1.5.10 To liaise and/or co-operate with, or lobby, any relevant government or other organisations, group or individual on behalf of Deaf people.

## **1.6 POWERS OF THE COUNCIL**

Solely for the purposes set out above, the Victorian Council of Deaf People Incorporated ("the Council") shall have power:

- 1.6.1 To invest and deal with monies of the Council not immediately required in such manner as is from time to time thought fit.
- 1.6.2 To raise or borrow money upon such terms and in such manner as it thinks fit.

- 1.6.3 To secure the repayment of monies so raised or borrowed or the payment of a debt or liability of the Council by giving mortgages, charges or securities upon or over all or any of the property of the Council.
- 1.6.4 To act as a trustee and accept and hold upon trust real and personal estate provided that the Council shall not have power as trustee of a trust to do any act or thing that, if done by it otherwise than as trustee would contravene the provisions of the Act or the Statement of Objectives or the Rules.
- 1.6.5 To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objectives are altogether or in part similar to those of the Council, provided that the Council shall not subscribe to or support with its funds any club association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Council under or by virtue of the Rules.
- 1.6.6 To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objectives of the Council provided that in case the Council shall take or hold any property which may be subject to any trust the Council shall only deal with the same in such manner as is allowed by law having regard to such trust.
- 1.6.7 To enter into any arrangements with any government or authority that are incidental or conducive to the attainment of the purposes and the exercise of the powers of the Council; to obtain from any such government or authority any rights, privileges and concessions which the Council may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- 1.6.8 To appoint, employ, remove or suspend such employees as may be necessary or convenient for the purposes of the Council.
- 1.6.9 To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Council's interests, and, to contribute to, subsidise, or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- 1.6.10 To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate.
- 1.6.11 To lend or advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate.
- 1.6.12 To take any gift of property whether subject to any special trust or not, for any one or more of the purposes of the Council.
- 1.6.13 To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Council, in the shape of donations, annual subscriptions or otherwise.
- 1.6.14 To use available media for the promotion of the purposes of the Council.

- 1.6.15 To amalgamate with any one or more incorporated associations having objectives altogether or in part similar to those of the Council and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Council under or by virtue of the Rules.
- 1.6.16 To transfer all or any part of the property, assets, liabilities and engagements of the Council to any one or more of the incorporated associations with which the Council is authorised to amalgamate.
- 1.6.17 To make donations for patriotic, charitable or community purposes.
- 1.6.18 To do all such other things as are incidental or conducive to the attainment of the purposes and the exercise of the powers of the Council.

## **Part 2 - Membership**

### **2.1 CLASSES OF MEMBERSHIP**

- (1) Ordinary Individual Member
- (2) Associate Individual Member
- (3) Honorary Life Member
- (4) Individual Junior (0-17), full time student and pensioner member
- (5) Couples Member
- (6) State Organisations

### **2.2 INDIVIDUAL MEMBERS**

- 2.2.1 A deaf person who is nominated and approved for membership as provided in these Rules is eligible to be an individual member of the Council on payment of the annual subscription payable under these rules.
- 2.2.2 Such individual members shall have full voting rights.
- 2.2.3 Such individual members shall be automatically entitled to membership of Deaf Australia.

### **2.3 ORGANISATION MEMBERSHIP**

- 2.3.1 An organisation having at least 51 per cent deaf members and which is nominated and approved for membership as provided in these rules is eligible to be a member group of the Council on payment of the annual subscription payable under these rules.
- 2.3.2 Such member groups shall have full voting rights.

### **2.4 ASSOCIATE MEMBERSHIP**

- 2.4.1 A person, not being deaf, who is nominated and approved for membership as provided in these Rules is eligible to be an associate member of the Council on payment of the annual subscription payable under these rules.

2.4.2 An organisation, having deaf members (but less than is required for membership under rule 2.3) which is nominated and approved for membership as provided in these rules is eligible to be an associate member group of the Council on payment of the annual subscription payable under these rules.

2.4.3 Associate members and Associate member groups shall have no voting rights.

## **2.5 LIFE MEMBERSHIP**

2.5.1 A person who has provided valuable support to the Council may be admitted by resolution of the Committee as a life member of the council. A life member is not required to pay the membership fee.

2.5.2 With the exception of the payment of the membership fee, the privileges, duties and obligations of a life member are identical to those of an ordinary member.

2.5.3 Nominations for Life membership are to be based on the guidelines as approved by the Committee.

## **2.6 APPLICATION FOR MEMBERSHIP**

2.6.1 An application for membership of the Council --

(a) shall be made in writing in the form set out in Appendix 1; and

(b) shall be lodged with the secretary of the Council.

2.6.2 As soon as is practicable after the receipt of an application, with payment of annual subscription, the secretary shall refer the application to the Committee.

2.6.3 Upon an application being referred to the Committee, the Committee shall determine whether to approve or to reject the application.

2.6.4. Upon an application being approved by the Committee, the secretary shall, with as little delay as possible, notify the applicant in writing of the approval for membership of the Council.

2.6.5 The secretary shall enter the applicant's name in the register of members and, upon the name being so entered, the applicant becomes a member of the Council.

2.6.6 The member's details and payment will then be forwarded to Deaf Australia.

2.6.7 A right, privilege, or obligation of a person by reason of membership of the Council -

(a) is not capable of being transferred or transmitted to another person; and

(b) terminates upon the cessation of membership whether by death or resignation or otherwise.

## **2.7 MEMBERSHIP FEES**

2.7.1 The annual membership fee of each category of membership referred to in rules 2.1 shall be determined by the Committee of Management, from time to time.

- 2.7.2 The membership fee shall include entitlement to membership of both VCOD and the national body, Deaf Australia.
- 2.7.3 Payment shall be made:
- (1) before 30 June in each calendar year; or
  - (2) where a membership commences on or after 1 July in any calendar year, immediately before he is admitted to membership, in the calendar year in which he becomes a member.
  - (3) membership fees will not be refundable under any circumstances.
- 2.7.4 Annual fees from all classes of membership as outlined in 2.1 shall be paid directly to VCOD. From the monies collected, the Committee will then forward an agreed proportion of each subscription to Deaf Australia, together with a list of members' names and addresses.
- 2.7.5 The Committee shall provide Deaf Australia with a list of new members' names and addresses and any fees owing on a quarterly basis.

## **2.8 REGISTER OF MEMBERS**

- 2.8.1 The secretary must keep and maintain a register of members containing –
- (a) The name and address of each member; and
  - (b) The date on which the member's name was entered in the register.
- 2.8.2 The register is available for inspection free of charge by any member upon request.

## **2.9 CEASING MEMBERSHIP**

- 2.9.1 A member of the Council who has paid all moneys due and payable by a member to the Council may resign from the Council by giving one month's notice in writing to the secretary of his or her intention to resign.
- 2.9.2 Upon the expiration of the period referred to in sub-clause (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.
- 2.9.3 Any member resigning from the Council will not have any right, title or interest in or to any property of the Council. Any documents belonging to the Council must be returned to the Committee.

## **2.10 DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS**

- 2.10.1 Subject to these Rules, if the Committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Council, the Committee may by resolution –
- (a) suspend that member from membership of the Council for a specified period; or
  - (b) expel that member from the Council; or

(c) fine that member an amount not exceeding \$500.

2.10.2 A resolution of the Committee under sub-clause (1) does not take effect unless --

(a) at a meeting held in accordance with sub-rule (3), the Committee confirms the resolution; and

(b) if the member exercises a right of appeal to the Council under this rule, the Council confirms the resolution in accordance with this rule.

2.10.3 A meeting of the Committee to confirm or revoke a resolution passed under sub-rule (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 sub-rule (4).

2.10.4 For the purposes of giving notice in accordance with sub-rule (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 his or her representative, may address the Committee at a meeting to be held not earlier than 14 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 he or she may do one or both of the following:

(i) attend that meeting;

(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, he or 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 Council in general meeting against the resolution.

2.10.5 At a meeting of the Committee to confirm or revoke a resolution passed under sub-rule (1), the Committee must –

(a) give to the member, or his 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.

## **RIGHT OF APPEAL OF DISCIPLINED MEMBERS**

2.10.6 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 Council in general meeting against the resolution.

- 2.10.7 If the secretary receives a notice under sub-rule (6), he or she must notify the Committee and the Committee must convene a general meeting of the Council to be held within 21 days after the date on which the secretary received the notice.
- 2.10.8 At a general meeting of the Council convened under sub-rule (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 his or her representative, shall 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.
- 2.10.9 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.

## **2.11 DISPUTES AND MEDIATION**

- 2.11.1 The grievance procedure set out in this rule applies to disputes under these Rules between--
- (a) a member and another member; or
  - (b) a member and the Council.
- 2.11.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 2.11.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 2.11.4 The mediator must be –
- (a) a person chosen by agreement between the parties; or
  - (b) in the case of a dispute between a member and the Council, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 2.11.5 A member of the Council can be a mediator.
- 2.11.6 The mediator cannot be a member who is a party to the dispute.
- 2.11.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 2.11.8 The mediator, in conducting the mediation, must –
- (a) give the parties to the mediation process 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 process.

2.11.9 The mediator must not determine the dispute.

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

### **Part 3 – General Meetings**

#### **3.1 USE OF TECHNOLOGY AT GENERAL MEETINGS**

3.1.1. The Council may hold its general meetings, or permit members to take part in its general meetings, by using any technology that allows members to clearly and simultaneously communicate with each other participating member.

3.1.2 A member of the Council who participates in a general meeting in a manner permitted under subsection 3.1.1 is taken to be present at the meeting and, if the person votes at the meeting, is taken to have voted in person.

#### **3.2 ANNUAL GENERAL MEETINGS**

3.2.1 The Committee may determine the date, time and place of the annual general meeting of the Council.

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

3.2.3 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 Council during the last preceding financial year; and
- (c) to elect directors of the Council and the officers of the Committee; and
- (d) to receive and consider the statement submitted by the Council in accordance with section 30(3) of the Act.

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

#### **3.3 SPECIAL GENERAL MEETINGS**

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

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

- 3.3.3 If but for this sub-rule, more than 15 months would elapse between annual general meetings, the Committee must convene a special general meeting before the expiration of that period.
- 3.3.4 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 Council.
- 3.3.5 The request for a special general meeting must –
- (a) state the objects of the meeting; and
  - (a) be signed by the members requesting the meeting; and
  - (b) be sent to the address of the secretary.
- 3.3.6 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.
- 3.3.7 If a special general meeting is convened by members in accordance with these rules, 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 Council to the persons incurring the expenses.

#### **3.4 SPECIAL BUSINESS**

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

#### **3.5 SPECIAL RESOLUTION** means a resolution passed at a meeting (in accordance with section 29 of the Act) when –

- (a) of the entitled members of the Council who vote in person or by proxy at the meeting, not less than three quarters vote in favour of the resolution; and
- (b) any additional rules relating to the passing of a special resolution have been met.

#### **3.6 NOTICE OF GENERAL MEETING**

- 3.6.1 The Secretary of the Council, 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 of the Council, must cause to be sent to each member of the Council, a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 3.6.2 Notice may be sent –
- (a) by electronic transmission or facsimile transmission; or
  - (b) if the member requests, by prepaid post to the address appearing in the register of members.

- 3.6.3 No business other than that set out in the notice convening the meeting may be transacted at the meeting.
- 3.6.4 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.

### **3.7 QUORUM AT GENERAL MEETINGS**

- 3.7.1 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.
- 3.7.2 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.
- 3.7.3 If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present --
- (i) in the case of a meeting convened upon the request of members – the meeting must be dissolved; and
  - (ii) 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 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.
- 3.7.4 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.

### **3.8 PRESIDING AT GENERAL MEETINGS**

- 3.8.1 The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the Council.
- 3.8.2 If the President and the Vice-President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

### **3.9 ADJOURNMENT OF MEETINGS**

- 3.9.1 The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- 3.9.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 3.9.3 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 3.6.
- 3.9.4 Except as provided in sub-rule 3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

### **3.10 VOTING AT GENERAL MEETINGS**

- 3.10.1 Upon any question arising at a general meeting of the Council, a member has one vote only.
- 3.10.2 All votes must be given personally or by proxy.
- 3.10.3 In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or a casting vote.
- 3.10.4 A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Council have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

### **3.11 POLL AT GENERAL MEETINGS**

- 3.11.1 If at a 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.
- 3.11.2 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.

### **3.12 MANNER OF DETERMINING WHETHER RESOLUTION CARRIED**

If a question arising at a general meeting of the Council 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 Council –

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

### **3.13 PROXIES**

- 3.13.1 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.
- 3.13.2 The notice appointing the proxy must be –
  - (a) for a meeting of the Council convened under rule 2.10.7, in the form set out in Appendix 2; or

(b) in any other case, the form set out in Appendix 3.

## **Part 4 – Committee of Management**

### **4.1 COMMITTEE OF MANAGEMENT**

4.1.1 The affairs of the Council shall be managed by the Committee of Management.

4.1.2 The Committee --

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

4.1.3 Subject to section 23 of the Act, the Committee shall consist of --

- (a) the officers of the Council; and
- (b) at least 4 but no more than 8 ordinary members –

each of whom shall be elected at the annual general meeting of the Council in each year and shall be referred to as Directors.

### **4.2 OFFICE HOLDERS**

4.2.1 The officers of the Council shall be -

- (i) a President;
- (ii) a Vice-President
- (iii) a Treasurer; and
- (iv) a Secretary

4.2.2 The provisions of rule 4.6, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-rule 1.

4.2.3 Each officer of the Council shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.

4.2.4 In the event of a casual vacancy in any office referred to in sub-rule 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.

### **4.3 ORDINARY MEMBERS OF THE COMMITTEE**

- 4.3.1 Subject to these rules, each ordinary member of the Committee shall hold office for a term of 2 years until the annual general meeting next after the date of election but is eligible for re-election.
- 4.3.2 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 Council 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.

### **4.4 SUB-COMMITTEES**

- 4.4.1 The Committee may establish sub-committees as may be deemed necessary for the proper functioning of the Council.
- 4.4.2 Sub-committees so established shall be subject to the general supervision and control of the Committee whose decision on all matters connected with the management of the work of the Council shall be final.
- 4.4.3 The President shall be an ex-officio member of all sub-committees so established.
- 4.4.4 Sub-committees so established shall not incur expenses on behalf of the Council without prior consultation and approval of the Committee.

### **4.5 MANAGER AND STAFF**

- 4.5.1 The Committee shall from time to time appoint a Manager for such period and on such terms and conditions as it sees fit.
- 4.5.2 Subject to the approval of the Committee, the Manager shall appoint additional staff.
- 4.5.3 The Manager so appointed shall not be an officer of the Council and:
- (i) any reference in these rules to the Manager holding office as such is a reference only to his or her period of appointment as such;
  - (ii) he or she or his or her delegate shall be a non-voting ex-officio member of the Committee; and
  - (iii) shall be responsible to the Committee and shall be responsible for the day to day management of the Council.
- 4.5.4 The Committee acts through the Manager and not through any of its members, unless authorisation is given by the Committee to any committee member to act on its behalf.
- 4.5.5 No member of the Committee shall be appointed to or retain any paid office of the Council whilst he or she is a member of the Committee.

### **4.6 ELECTION OF OFFICERS AND ORDINARY COMMITTEE MEMBERS**

- 4.6.1 Nominations of candidates for election as officers of the Council or as ordinary members of the Committee must be --
- (a) made in writing, signed by two members of the Council and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (b) delivered to the secretary of the Council not less than 7 days before the date fixed for the holding of the annual general meeting.
- 4.6.2 A candidate may only be nominated as an ordinary member of the Committee, prior to the annual general meeting.
- 4.6.3 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- 4.6.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 4.6.5 If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- 4.6.6 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.
- 4.6.7 The selection of office-holders must be conducted at the first Committee meeting after the annual general meeting, in such manner as the Committee may direct.

#### **4.7 VACANCIES**

The office of an Officer of the Council, or of an ordinary member of the Committee, becomes vacant if the officer or member--

- (a) ceases to be a member of the Council; or
- (b) becomes an insolvent under administration within the meaning of the Corporations Act;
- (c) resigns from office by notice in writing given to the secretary; or
- (d) is absent without apology or explanation to the satisfaction of the majority of the members of the Committee for more than three consecutive Committee meetings;

and every such vacancy should be deemed a casual vacancy.

#### **4.8 MEETINGS OF THE COMMITTEE**

- 4.8.1 The Committee must meet at least 5 times in each year at such place and such times as the Committee may determine.
- 4.8.2 Special Meetings of the Committee may be convened by the President or by any 4 members of the Committee.

4.8.3 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.

4.8.4 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 shall be conducted at such a meeting.

#### **4.9 QUORUM FOR COMMITTEE MEETINGS**

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

4.9.2 No business shall be transacted unless a quorum is present.

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

(i) In the case of a special meeting—the meeting lapses;

(ii) in any other case-- the meeting shall stand adjourned to the same place and at the same time and day in the following week.

4.9.3 The committee may act notwithstanding any vacancy on the committee.

#### **4.10 PRESIDING AT COMMITTEE MEETINGS**

At meetings of the Committee--

(a) the President or, in the President's absence, the Vice-President presides; or

(b) if the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.

#### **4.11 VOTING AT COMMITTEE MEETINGS**

4.11.1 Questions arising at a meeting of the Committee, or at a meeting of any sub-committee appointed by the Committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at the meeting may determine.

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

#### **4.12 REMOVAL OF A COMMITTEE MEMBER**

4.12.1 The Council 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 his or her place to hold office until the expiration of the term of the first-mentioned member.

4.12.2 A member who is the subject of a proposed resolution referred to in sub-rule 1 may make representations in writing to the Secretary or President of the Council (not exceeding a

reasonable length) and may request that the representations be provided to the members of the Council.

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

#### **4.13 MINUTES OF MEETINGS**

The Secretary of the Council 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 committee meetings.

#### **4.14 FUNDS**

- 4.14.1 The Treasurer of the Council must--

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

- 4.14.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the Audit Committee. (Refer to Audit Guidelines).

- 4.14.3 The funds of the Council shall be derived from annual subscriptions, donations and such other sources as the Committee determines.

### **Part 5 – Miscellaneous**

#### **5.1 NOTICE TO MEMBERS**

Except for the requirement in rule 3.6, any notice that is required to be given to a member, by or on behalf of the Council, under these Rules may be given by—

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

#### **5.2 WINDING UP**

In the event of the winding up or the cancellation of the incorporation of the Council, the assets of the Council must be disposed of in accordance with the provisions of the Act.

### **5.3 CUSTODY AND INSPECTION OF BOOKS AND RECORDS**

- 5.3.1 Except as otherwise provided in these Rules, the secretary must keep in his or her custody or under his or her control all books, documents and securities of the Council.
- 5.3.2 All accounts, books, securities and other relevant documents of the Council must be available for inspection free of charge by any member upon request.
- 5.3.3 A member may make obtain a copy of any accounts, books, securities and any other relevant documents of the Council, by application to the Secretary and on payment of the fee prescribed by the Committee.

### **5.4 BY-LAWS**

The Committee may, from time to time, make by-laws not inconsistent with these rules relating to the conduct of the affairs of VCOD.

## **APPENDIX 1**

### **APPLICATION FOR MEMBERSHIP OF VICTORIAN COUNCIL OF DEAF PEOPLE INCORPORATED**

I, *(name and occupation)*

of *(address)*

desire to become a member of Victorian Council of Deaf People.

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

Signature of Applicant.

Date

I, \_\_\_\_\_ (*name*), a member of the Council, nominate  
the applicant, who is personally known to me, for membership of the Council.

Signature of Proposer.

Date

I, \_\_\_\_\_ (*name*), a member of the Council, second  
the nomination of the applicant, who is personally known to me, for membership of the  
Council.

Signature of Seconder.

Date

## APPENDIX 2

### FORM OF APPOINTMENT OF PROXY FOR MEETING OF VICTORIAN COUNCIL OF DEAF PEOPLE INCORPORATED, CONVENED UNDER RULE 2.10.7

I, \_\_\_\_\_ (*name*)

of \_\_\_\_\_ (*address*)

being a member of Victorian Council of Deaf People Inc.,

appoint

*(name of proxy holder)*

being a member of VCOD, as my proxy to vote on my behalf at the appeal to the general meeting of VCOD convened under rule 2.10.7, 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 2.10.1)*

Signed

Date

### **APPENDIX 3**

#### **FORM OF APPOINTMENT OF PROXY**

I,

*(name)*

of

*(address)*

being a member of Victorian Council of Deaf People Inc.,

appoint

*(name of proxy holder)*

of

*(address of proxy holder)*

being a member of VCOD, as my proxy to vote on my behalf at the \*annual/\*special general meeting of VCOD 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.**