



**Rules of Association
ABN 72 496 924 025**



PART 1—PRELIMINARY

1 Name

The name of the incorporated association is "Police Veterans Victoria" Inc. (referred to in these rules as the "Association").

2 Purposes

The purpose of the Association is to promote and deliver support for Victoria Police veterans and their family members.

3 Financial year

The financial year of the Association is each period of 12 months ending on 30 June.

4 Definitions

In these Rules the area covered by the Association shall be the geographical boundaries of the State of Victoria, and —

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

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

Chief Commissioner means the person holding the office of Chief Commissioner of Victoria Police at the relevant time;

Board means the Board having management of the business of the Association, being comprised of the current members of the Association;

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

disciplinary appeal meeting means a meeting of the members of the Association convened under rule 22(3);

disciplinary meeting means a meeting of the Board convened for the purposes of rule 22;

disciplinary Sub- means the Sub- appointed under rule 19;

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

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

member means a member of the Association;

member entitled to vote means a member who under rule 13(2) is entitled to vote at a general meeting;

special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting to vote in favour of the resolution;

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

the Registrar means the Registrar of Incorporated Associations.

Veteran Peer Support Officer means an individual who has been endorsed as a Veteran Peer Support Officer by PVV's Social Worker and Program Coordinator.

PART 2—POWERS OF ASSOCIATION

5 Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the Association may—
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf; and
 - (g) enter into any other contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not for profit organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Association from paying a member—
 - (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the member—if this is done in good faith on terms no more favourable than if the member was not a member.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7 Minimum number of members

The Association must have at least 6 members.

8 Who is eligible to be a member

Membership of the Association shall consist of any other person that the Board allows to be a member, in accordance with these Rules.

9 Application for membership

- (1) To become a member of the Association a person must, upon invitation from the Association, submit a written application to the Board stating that the person—
 - (a) agrees to become a member of the Association; and
 - (b) supports the purposes of the Association; and
 - (c) agrees to comply with these Rules.
- (2) The application must be signed by the applicant.
- (3) There is no joining fee or subscription fee to be a member of the Association.

- (4) Notwithstanding subrules (1) - (3) the Board may, by majority vote, nominate any individual to be a member of the Association.

10 Consideration of application

- (1) As soon as practicable after an application for membership is received, the Board shall, by majority vote, decide whether to approve or reject the application.
- (2) The Board must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) No reason need be given for the rejection of an application.

11 New membership

- (1) If an application for membership is approved by the Board—
 - (a) the resolution to accept the membership must be recorded in the minutes of the next Board meeting; and
 - (b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (2) A person becomes a member of the Association and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date on which the Board approves the person's membership.

12 Not Used

13 General rights of members

- (1) A member of the Association has the right—
 - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a general meeting; and
 - (c) to attend and be heard at general meetings; and
 - (d) subject to subrule (2), to vote at a general meeting and on motions conducted by circular resolution; and
 - (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 70; and
 - (f) to inspect the register of members.
- (2) A member is entitled to vote provided the member's membership rights are not suspended for any reason.

14 Rights not transferable

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

15 Ceasing membership

- (1) The membership of a person will cease if:
 - (a) he or she is found to not be a fit and proper person;

(b) he or she resigns from his or her position as a Veteran Peer Support Officer; or

(c) he or she, by notice in writing given to the Association, resigns from his or her office; or

(d) he or she is convicted in any court of competent jurisdiction whether summarily or otherwise for any misdemeanour or offence whatsoever and the majority of the Board resolve that his or her membership be vacated; or

(e) the Board, by special resolution, determines that the person should no longer be a member.

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

16 Resigning as a member

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

(2) A member is taken to have resigned if any of the provisions in rule 15 so apply.

17 Register of members

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

(a) for each current member—

(i) the member's name;

(ii) the email address for notice last given by the member;

(iii) the date of becoming a member;

(iv) any other information determined by the Board; and

(b) for each former member, the date of ceasing to be a member.

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

Division 2—Disciplinary action

18 Grounds for taking disciplinary action

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

(a) has failed to comply with these Rules; or

(b) refuses to support the purposes of the Association; or

(c) has engaged in conduct prejudicial to the Association.

19 Disciplinary Sub-Committee

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

(2) The members of the disciplinary Sub-Committee

(a) must be members of the Association; and

(b) must not have a perceived or actual conflict of interest in determining the matter.

20 Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
 - (a) stating that the Association proposes to take disciplinary action against the member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the disciplinary Sub-Committee intends to consider the disciplinary action (the ***disciplinary meeting***); and
 - (d) advising the member that he or she may do one or both of the following—
 - (i) attend the disciplinary meeting and address the disciplinary Sub-Committee at that meeting;
 - (ii) give a written statement to the disciplinary Sub-Committee at any time before the disciplinary meeting; and
 - (e) setting out the member's appeal rights under rule 22.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

21 Decision of Sub-Committee

- (1) At the disciplinary meeting, the disciplinary Sub-Committee must—
 - (a) give the member an opportunity to be heard; and
 - (b) consider any written statement submitted by the member.
- (2) After complying with subrule (1), the disciplinary Sub-Committee may—
 - (a) take no further action against the member; or
 - (b) subject to subrule (3)—
 - (i) reprimand the member; or
 - (ii) suspend the membership rights of the member for a specified period; or
 - (iii) expel the member from the Association.
- (3) The disciplinary Sub-Committee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary sub-Committee under this rule takes effect immediately after the vote is passed.

22 Appeal Rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 21 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
 - (a) to the disciplinary Sub-Committee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.

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

23 Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting—
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

Division 3—Grievance Procedure

24 Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
 - (a) a member and another member; and
 - (b) a member and the Association.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

25 Parties must attempt to resolve the dispute

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

26 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 25, the parties must within 10 days—
 - (a) notify the Board of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—

- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - (i) if the dispute is between a member and another member—a person appointed by the Board; or
 - (ii) if the dispute is between a member and the Board or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria or its successor.
- (3) A mediator appointed by the Board may be a member or former member of the Association but in any case, must not be a person who—
- (a) has a personal interest in the dispute; or
 - (b) has a perceived or actual conflict of interest in determining the matter.

27 Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must—
 - (a) give each party every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

28 Failure to resolve dispute by mediation

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

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

29 Annual general meetings

- (1) The Board must convene an annual general meeting of the Association to be held within five months after the end of each financial year.
- (2) Despite sub-rule (1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The Board may determine the date, time and place of the annual general meeting.
- (4) The ordinary business of the annual general meeting is as follows—
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (b) to receive and consider—
 - (i) the annual report of the Board on the activities of the Association during the preceding financial year; and
 - (ii) the financial statements of the Association for the preceding financial year submitted by the Board in accordance with Part 7 of the Act;
 - (c) to appoint or remove members.

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

30 Special general meetings

- (1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Board may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 32 may be conducted at the meeting.

31 Special general meeting held at request of members

- (1) The Board must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of members.
- (2) A request for a special general meeting must—
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the members requesting the meeting; and
 - (d) be given to the Secretary.
- (3) If the Board does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under subrule (3)—
 - (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

32 Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 31(3), the members convening the meeting) must give to each member of the Association—
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must—
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is to be proposed—
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and

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

33 Proxies

A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.

- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) If the Board has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under rule 33 must—
 - (a) state that the member may appoint another member as a proxy for the meeting; and
 - (b) include a copy of any form that the Board has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

34 Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 34A) of 10% of the members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
 - (a) in the case of a meeting convened by, or at the request of, members under rule 31—the meeting must be dissolved;
 - (b) in any other case—
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

34A Use of Technology at General Meetings

- (1) at the discretion of the Chairperson, A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.

- (2) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

35 Adjournment of general meeting

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned—
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 32.

36 Voting at general meeting

- (1) On any question arising at a general meeting or motion conducted via circular resolution —
 - (a) subject to subrule (3), each member who is entitled to vote has one vote; and
 - (b) members may vote personally; and
 - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 23.

37 Special resolutions

A special resolution is passed if not less than the majority of the members voting at a general meeting or via circular resolution, vote in favour of the resolution.

38 Determining whether resolution carried

- (1) the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost—

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

39 Minutes of general meeting

- (1) The Board must ensure that minutes are taken and kept of each general meeting or circular resolution undertaken.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken, and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
 - (a) the names of the members attending the meeting; and
 - (b) the financial statements submitted to the members in accordance with rule 29(4)(b)(ii); and
 - (d) the certificate signed by two Board members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—BOARD

Division 1—Powers of Board

40 Role and powers

- (1) Subject to the rules and resolutions of the Annual General Meeting, the management and control of the Association shall be vested in the Board. The Board may whenever it thinks fit, call an extraordinary or special meeting.
- (2) Without any prejudice to the general powers conferred by the last preceding rule and any other powers conferred by these rules, it is hereby expressly declared that the Board shall have the following powers:
 - (a) to appoint such Sub-Committees as from time to time may be considered necessary;
 - (b) to make rules to regulate the conduct and affairs of such Sub-Committees and to abolish such Sub-Committees if and when it is deemed necessary;
 - (c) to appoint liaison officers to develop and maintain rapport and communication with organisations and such other bodies which may offer assistance to the Association;
 - (d) to negotiate with any council, authority, instrumentality, service, organisation, body or individual in respect of leasing, hiring, acquiring, purchasing, controlling, sale, rental or management of any ground, building, article, instrument, equipment, or any other property;
 - (e) to appoint and, at its discretion, remove or suspend any employee, clerk, servant or agent as the Board may think fit and determine their duties and conditions of employment and, where required, fix and pay their salaries and benefits;
 - (f) to appoint auditors in the event one is deemed necessary;
 - (g) to make any arrangements necessary for the conduct of the annual general meeting, general meetings and any elections in respect of same;
 - (h) to approve for payment any account incurred by the Association or submitted by the Treasurer;

- (i) to invest any monies of the Association, not immediately required for its objects, in such manner as may from time to time be determined.

41 Delegation

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

Division 2—Composition of Board and duties of members

42 Composition of Board

The Board shall consist of at least six members of the Association.

43 General Duties

- (1) As soon as practicable after being elected or appointed to the Board, each Board member must become familiar with these Rules and the Act.
- (2) The Board is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Board comply with these Rules.
- (3) Board members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Board members must exercise their powers and discharge their duties—
 - (a) in good faith in the best interests of the Association; and
 - (b) for a proper purpose.
- (5) Board members and former Board members must not make improper use of—
 - (a) their position; or
 - (b) information acquired by virtue of holding their position—so as to gain an advantage for themselves or any other person or to cause detriment to the Association.
- (6) In addition to any duties imposed by these Rules, a Board member must perform any other duties imposed from time to time by resolution at a general meeting.

44 Chairperson

- (1) Subject to sub-rule (2), the Chair or, in the Chair's absence, the Deputy Chair is the Chairperson for any general meetings and for any Board meetings.
- (2) If the Chair and the Deputy Chair are both absent, or are unable to preside, the Chairperson of the meeting must be—
 - (a) in the case of a general meeting—a member elected by the other members present; or
 - (b) in the case of a Board meeting—a Board member elected by the other Board members present.

45 Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (2) The Secretary must—
 - (a) maintain the register of members in accordance with rule 17; and
 - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 65(3), all books, documents and securities of the Association in accordance with rules 67 and 70; and
 - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the Secretary by these Rules; and
 - (e) liaise with any person or persons delegated by the Association to assist in managing the administrative requirements of the Association.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

46 Treasurer

- (1) The Treasurer must—
 - (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
 - (b) make any payments authorised by the Board or by a general meeting of the Association from the Association's funds; and
 - (c) ensure cheques are signed by at least 2 Board members; and
 - (d) liaise with any person or persons delegated by the Association to assist in managing the financial requirements of the Association.
- (2) The Treasurer must—
 - (a) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the Association and their certification by the Board prior to their submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that at least one other Board member has access to the accounts and financial records of the Association.

46A Representatives

- (1) From time to time, each of:-
 - (a) The Chief Commissioner, and
 - (b) Assistant Commissioner, Human Resource Command, Victoria Police.

May nominate one individual each to be independent members of the Board. For the avoidance doubt, these members:-

- (c) May attend and vote at all Association and Board meetings; and
 - (d) May be removed pursuant to rule 16 or 21).
- (2) For clarity, rule 50 shall not apply to representatives appointed in accordance with this rule. 1

Division 3—Board members

47 Who is eligible to be a Board member

Subject to rule 42 all members of the Association are eligible to be elected or appointed as a Board member.

48 Nominations

The Board may at any time by majority vote nominate a new, additional or replacement member of the Board.

49 Officeholders.

- (1) The position of Chairperson and Deputy Chairperson shall be determined by a majority of the votes of the members of the Association at **each annual general meeting**. The appointment of the Chairperson and Deputy Chairperson:-
 - (a) Commences at the conclusion of the annual general meeting in which they were appointed;
 - (b) Terminates at the conclusion of the next annual general meeting;
 - (c) Also makes them Board Members, and will be subject to the Term limitations in subrule 50(1);
 - (d) Is subject to:-
 - i. the individual nominating for the position of Chairperson and/or Deputy Chairperson providing the then Chairperson at least seven (7) days written notice of his/her intention to nominate; and
 - ii. the individual being a member of the association prior to their nomination;
 - (e) In the event of multiple individuals nominating, the individual with the most votes in favour of his/her appointment shall be appointed.
- (2) The position of Secretary shall be performed by the CEO.
- (3) the position of Treasurer shall be reserved for the person appointed as accountant of the Association, or any other person as nominated by the Board from time to time.

50 Term of office

- (1) At each **annual general meeting**:
 - (a) any member of the Board appointed by the Board to fill a casual vacancy or as an additional Board member must retire in the period since the last annual general meeting, and
 - (b) any member of the Board who has been a Board member for three or more years must retire.
- (2) Other than a Board Member appointed under rule 48 but subject to subrule 50(1)(b), a Board Member's term of office starts at the end of the **annual general meeting** at which they are elected and ends at the end of the **annual general meeting** at which they retire.
- (3) A Board Member who retires under subrule 50(1) may nominate for election or re-election, subject to subrule 50(4).

- (4) A Board Member who has held office for a continuous period of nine years or more may only be re-appointed or re-elected by a **special resolution**.
- (5) A member of the Board who retires in accordance with subrule 50(1) must exercise best efforts to provide the Chairperson no less than three months written notice prior to the next **annual general meeting** of his or her intention to either retire, or seek re-election in accordance with subrule 50(3)

50A Election of Board Members

- (1) The Board must determine the relevant sub-committee to oversee the election of Board Members (the “**Nomination Sub-Committee**”) at an annual general meeting.
- (2) Prior to the election of each position, the Secretary of the Association must call for nominations to fill that position. Each call for nominations must:-
 - (a) Be open for at least one week; and
 - (b) Be advertised on mediums determined by the Nomination Sub-Committee.
- (3) After closure of the nomination period, the Nomination Sub-Committee must review the suitability of each nominated individual with reference to the policies, requirements, or needs identified by the Nomination Sub-Committee.
- (4) No less than one week prior to the next annual general meeting, the Nomination Sub-Committee must provide the Board with its recommendations. Those recommendations will then be proposed as resolutions at the next annual general meeting for endorsement by the association.
- (5) Subject to the passing of the relevant resolution at the annual general meeting, those recommended individuals shall commence their terms as Board Members of the Association immediately upon the passing of the relevant resolution.

51 Vacation of office

- (1) A Board member may resign from the Board by written notice addressed to the Board.
- (2) A person ceases to be a Board member if he or she ceases to be a member of the Association subject to rule 15.

Division 4—Meetings of Board

52 Meetings of Board

- (1) The Board shall meet at least once a quarter or as required at such places and at such times as the Board shall determine.
- (2) The Chairperson shall preside at all meetings of the Board. In the absence of the Chairperson then the Deputy Chair shall preside. If both are absent, then such other member as agreed by the Board members present shall preside at the meeting.
- (3) Special Board meetings may be convened by the Chair or by any 4 members of the Board.
- (4) The Chairperson or his or her nominated representative shall, ex-officio, be a member of all sub-Boards.
- (5) Independent non-members may attend meetings of the Board as observers (no voting rights) at the invitation of the Board to assist with the purposes of the Association.

53 Notice of meetings

- (1) Notice of each Board meeting must be given to each Board member no later than 14 days before the date of the meeting.
- (2) Notice may be given of more than one Board meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special Board meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) If notice is being given for a motion moved by circular resolution as per rule 56, the notice must contain specific details of the motion.
- (6) The only business that may be conducted at the meeting or circular resolution is the business for which the meeting is convened.

54 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 53 provided that as much notice as practicable is given to each Board member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Board.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

55 Procedure and order of business

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

56 Circular Resolutions

- (1) The Chairperson or Secretary may move a motion to be considered by the Board by setting the motion out in an email and sending that email to all Board members. The person moving the motion will be considered the Chairperson for the purposes of that motion.
- (2) The motion must be seconded by a separate email sent by another Board member that replies to all recipients of the email sent under subrule (1).
- (3) A quorum for a motion conducted via circular resolution will be satisfied when a majority of the members entitled to vote have cast their vote in accordance with subrule (4).
 - (a) If a quorum is not satisfied within the voting period in subrule (7) the motion will have failed.
 - (b) If the motion fails, it must be re-proposed to Board members in accordance with these rules.
- (4) Board members vote on the motion by email to all recipients of the email sent under subrule (1) indicating whether they vote in favour, vote against, or abstain from the motion.
 - (a) The outcome of a circular resolution will be determined as outlined in rule 59.
- (5) A motion may be moved under this rule 56 regarding any matter unless otherwise prohibited by these Rules.

- (6) A motion moved under this rule 56 must comply with the notice requirements of rule 53.
- (7) Board members have one (1) day to vote as outlined in subrule (4). Should a vote not be received within this time limit, the member will be considered to have not been present for the motion and forfeited his or her right to vote on the particular motion.
- (8) The outcome of a circular resolution will be determined as in Rule 59 but on the basis of a tally of email responses to the motion as outlined in subrule (3).
- (9) A circular resolution has the same power and validity as a resolution passed at a meeting of the Association.

57 Use of technology

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

58 Quorum

- (1) No business may be conducted at a Board meeting unless a quorum is present.
- (2) The quorum for a Board meeting is the presence (in person or as allowed under rule 57) of a majority of Board members.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting—
 - (a) in the case of a special meeting—the meeting lapses;
 - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 55.

59 Voting

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

60 Conflict of interest

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

- (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.
- (3) This rule does not apply to a material personal interest—
- (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

61 Minutes of meeting

- (1) The Board must ensure that minutes are taken and kept of each Board meeting.
- (2) The minutes must record the following—
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote; and
 - (d) any material personal interest disclosed under rule 60.

62 Leave of absence

- (1) The Board may grant a Board member leave of absence from Board meetings for a period not exceeding 3 months.
- (2) The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Board member to seek the leave in advance.

PART 6—FINANCIAL MATTERS

63 Source of funds

The funds of the Association may be derived from investments, donations, fund-raising activities, interest and any other sources approved by the Board.

64 Management of funds

- (1) The Association must maintain an account or accounts with financial institutions from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Board may approve expenditure on behalf of the Association.
- (3) The Board may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two (2) Board members or a person or persons with delegated authority to do so by the Board.
- (6) With the approval of the Board, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

65 Financial records

- (1) The Association must keep financial records that—
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer or a person or persons delegated with the authority by the Board must keep in his or her custody, or under his or her control—
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Board.

66 Financial statements

- (1) For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting subrule (1), those requirements include—
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Board;
 - (d) the submission of the financial statements to the annual general meeting of the Association; and
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

67 Common seal

- (1) The Association may, but does not have to, have a common seal.
- (2) If the Association has a common seal—
 - (a) the name of the Association must appear in legible characters on the common seal;
 - (b) a document may only be sealed with the common seal by the authority of the Board and the sealing must be witnessed by the signatures of two Board members; and
 - (c) the common seal must be kept in the custody of the Secretary.

68 Registered address

The registered address of the Association is:

- (a) c/- Victoria Police Centre, Level 33, 311 Spencer Street, Docklands VIC 3008 ;
- (b) if not (a), the address determined from time to time by resolution of the Board; or
- (c) if the Board has not determined an address to be the registered address the postal address of the Secretary.

69 Notice requirements

- (1) Any notice required to be given to a member under these Rules may be given—
 - (a) by handing the notice to the member personally;
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) by email or facsimile transmission.
- (2) Subrule (1) does not apply to notice given under rule 54.
- (3) Any notice required to be given to the Association may be given—
 - (a) by handing the notice to a member of the Association;
 - (b) by sending the notice by post to the registered address;
 - (c) by leaving the notice at the registered address; or
 - (d) if the Association determines that it is appropriate in the circumstances—
 - (i) by email to the email address of the Association or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of the Association.

70 Custody and inspection of books and records

- (1) Members may on request inspect free of charge—
 - (a) the register of members;
 - (b) the minutes of general meetings; and
 - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of meetings.
- (2) The Board may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Board must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—

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

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

71 Winding up and revocation of deductible gift recipient endorsement

- (1) Subject to rule 71(2), if the Association is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation (“other organisation”) with similar objects, which is charitable at law and to which income tax deductible gifts can be made:-
 - (a) gifts of money or property for the principal purpose of the organisation;
 - (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation; and
 - (c) money received by the organisation because of such gifts or contributions.
- (2) The Association may only be dissolved by a special resolution of members passed by a majority of not less than three-fourths (3/4) of such members being entitled under these Rules so to do, vote in person at a special general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules.
- (3) Subject to rule 71(4), the identity of the other organisation referred to in rule 71(1) must be decided by the Board or, if the Board does not wish to decide or does not decide, by the members by ordinary resolution at or before the time of winding up or dissolution of the Association and, if the members cannot decide, by the Supreme Court of Victoria.
- (4) The other organisation must have rules which are no less restrictive than the requirements detailed in rule 6.

72 Alteration of Rules

- (1) These Rules may only be altered by special resolution of a general meeting of the Association.
- (2) The Board may from time to time publish by-laws for adoption by the Association. Those by-laws shall be effective when adopted by a majority of three quarters (3/4) of members present and entitled to vote at a general meeting of which due notice has been given.
- (3) By-laws, once adopted, may be altered, rescinded or replaced by a three quarter (3/4) majority of members present and entitled to vote at a general meeting of which due notice has been given.

1. Document Governance

Document Owner	David McGowan
Document Author	David McGowan
Approver	PVV Board
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2. Version Control

Version No	Prepared by	Release Date	Key Changes
1.0	David McGowan	4 November 2020	Initial document
1.1	Jim Hilliard	28 June 2022	Rebranding only
2.0	David McGowan	18 August 2022	Changes to rule: Rule 9.5 - amended Rule 12 - removed Rule 33 - amended Rule 34.2 - amended Rule 34a introduced Rule 46a2 - amended Rule 49.1 - amended Rule 49.2 - amended Rule 50a - amended Any reference to Chairperson be replaced by Chair and Vice Chairperson be replaced by Deputy Chair.