

Carers Victoria Incorporated

Reg. No. A0026274M, ARBN 143 579 257

CONSTITUTION

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PART 2 – STATEMENT OF PURPOSES

2. Name

- 2.1 The name of the incorporated association is “Carers Victoria Incorporated” (in this constitution “Carers Victoria”).
- 2.2 Under section 12A of the Associations Act the name and registration number of Carers Victoria must appear in legible characters in all notices, advertisements and other official publications of Carers Victoria, and in all its business documents.

3. Purposes

- 3.1 In this constitution:
- (a) “carer” means a person who is providing or who has provided unpaid care and support to family members or friends who have a disability, mental illness, chronic condition, terminal illness or who are frail aged; and
- (b) “caring” has a corresponding meaning.
- 3.2 The purposes of Carers Victoria are:
- (a) to improve the health, wellbeing, resilience and financial security of carers; and
- (b) to promote the recognition of caring as a shared responsibility of family, community, business and government.
- 3.3 Carers Victoria will achieve its purposes by leading action and change in:
- (a) carer representation and advocacy,
- (b) research and policy development, and
- (c) carer services and programs.

4. Legal Capacity and Powers

- 4.1 Carers Victoria has the legal capacity of an incorporated body, as provided by section 14(2) of the Associations Act.
- 4.2 Carers Victoria has power to do all things incidental or conducive to the attainment of its purposes, as provided by section 16 of the Associations Act.
- 4.3 Carers Victoria may only:
- (a) exercise its powers; and

- (b) use its income and assets (including any surplus);

for its purposes.

- 4.4 Carers Victoria is authorised to trade in accordance with section 51 of the Associations Act.

5. Not For Profit

- 5.1 Carers Victoria must not distribute any surplus, income or assets directly or indirectly to its members.
- 5.2 Clause 5.1 does not prevent Carers Victoria from paying its members:
- (a) reimbursement for expenses properly incurred by them, and
- (b) for goods supplied and services provided by them,
- if this is done in good faith on terms no more favourable than if the member were not a member.

PART 3 – MEMBERSHIP

6. Categories

Carers Victoria has 4 categories of membership:

- (a) individual members,
- (b) organisational members,
- (c) carer support groups, and
- (d) honorary life members.

7. Organisational Representatives

- 7.1 Organisational members and carer support groups must nominate an individual to be the representative of the member (in this constitution “organisational representative”).
- 7.2 For organisational members and carer support groups that are not incorporated, the organisational representative acts as the member on behalf of the unincorporated body.
- 7.3 In this constitution, unless the contrary intention appears, “member” includes the organisational representative of a member.
- 7.4 Organisational members and carer support groups may change their organisational representative by notifying Carers Victoria in writing in the form prescribed by the Board by regulation.

8. Eligibility

- 8.1 Any individual who supports the purposes of Carers Victoria is eligible for membership as an individual member.
- 8.2 Any not-for-profit organisation, for-profit business or other body that supports the purposes of Carers Victoria is eligible for membership as an organisational member.
- 8.3 Carer support groups that support the purposes of Carers Victoria are eligible for membership as carer support groups.
- 8.4 An individual who:
- (a) has made a special contribution to Carers Victoria; and
 - (b) has been recommended by the Board;
- is eligible for membership as an honorary life member.

9. Applications

Applications for membership must be:

- (a) in writing in the form prescribed by the Board by regulation, stating that the applicant:
 - (i) wishes to become a member of Carers Victoria;
 - (ii) supports the purposes of Carers Victoria; and
 - (iii) agrees to comply with the constitution and regulations of Carers Victoria;
- (b) accompanied by the first subscription (if required); and
- (c) sent or given to Carers Victoria.

10. Approval

- 10.1 The Board must:
- (a) by resolution approve or reject the application; and
 - (b) notify the applicant whether the application has been approved or rejected.
- 10.2 No reason need be given for the rejection of an application.
- 10.3 If the Board approves the application, the applicant becomes a member from the date of the Board meeting.

- 10.4 If the Board rejects the application, it must return any subscription to the applicant.

11. Subscriptions

- 11.1 The Board may by regulation set a subscription for members.
- 11.2 The amount of the subscription may vary according to criteria set by the Board in the regulation, including the category of membership.
- 11.3 Except for the subscription, there are no entrance fees or other amounts to be paid in respect of membership of Carers Victoria.

12. Renewal

- 12.1 Members must renew their membership annually:
- (a) by notifying Carers Victoria in writing in the form prescribed by the Board by regulation that they wish to remain a member; and
 - (b) in the case of members required to pay a subscription – by paying the subscription.
- 12.2 The Board must by regulation set the date by which memberships must be renewed, which may be by reference to the date of joining.
- 12.3 The voting and other rights of members who have not renewed their membership by the date for renewal are suspended until the membership is renewed, subject to clause 16.2.

13. Honorary Life Members

- 13.1 A general meeting may by resolution invite an individual who is eligible under clause 8.4 to become an honorary life member.
- 13.2 If the invitation is accepted, the individual becomes an honorary life member from the date of accepting the invitation.
- 13.3 Clauses 9–12 do not apply to honorary life members.

14. Rights, Obligations and Liability

- 14.1 The rights of members are not transferable, and end when the member ceases to be a member in accordance with clause 17.
- 14.2 By becoming and remaining members, members agree to support the purposes of Carers Victoria.

- 14.3 Members must at all times comply with the constitution and regulations.
- 14.4 Under section 14A of the Associations Act this constitution is an enforceable contract between Carers Victoria and each member.
- 14.5 Under section 15 of the Associations Act members (including Board members) are not liable to contribute to the debts and liabilities of Carers Victoria by reason only of their membership.

15. Discipline

- 15.1 The Board may by resolution passed by an absolute majority reprimand, suspend or expel a member for:
- (a) failing to comply with the constitution or regulations; or
 - (b) conduct prejudicial to Carers Victoria.
- 15.2 The Board must not pass a resolution under clause 15.1 unless the member has been:
- (a) informed of what it is alleged the member has done; and
 - (b) given a reasonable opportunity to be heard.
- 15.3 Carers Victoria may not fine members.
- 15.4 Without limiting clause 36.4, the Board may delegate its powers under this clause to a discipline committee appointed by the Board.
- 15.5 The members of the discipline committee need not be Board members or members of Carers Victoria.
- 15.6 Clauses 15.1 and 15.2 apply to the discipline committee in the same way as the Board.

16. Resignation

- 16.1 Members may resign by writing to Carers Victoria.
- 16.2 Members who fail to renew their membership within 3 months of the date for renewal are taken to have resigned.

17. Cessation

Members cease to be members on resignation, expulsion or ceasing to have legal capacity.

18. Register of Members

The Board must ensure that a register is kept containing:

- (a) the name of each member,
- (b) the address for notices last given by the member,
- (c) the category of membership,
- (d) in the case of organisational members and carer support groups – the name of the organisational representative last given by the member,
- (e) the date of on which each entry or change in the register is made, and
- (f) in the case of former members – the date of ceasing to be a member.

19. Grievance Procedure

- 19.1 The grievance procedure in this clause applies to disputes under this constitution between:
- (a) a member and another member, and
 - (b) a member and the Board or Carers Victoria.
- 19.2 The parties must first attempt to resolve the dispute themselves.
- 19.3 If the parties are unable to resolve the dispute, the Board must appoint a conciliator and arbitrator (in this clause “conciliator”).
- 19.4 The conciliator:
- (a) must not have a personal interest in the dispute;
 - (b) must not be biased in favour of or against any party;
 - (c) may be a member or former member of Carers Victoria; and
 - (d) if possible, must be appointed with the agreement of all parties.
- 19.5 The conciliator must conduct a conciliation at which each party is given a reasonable opportunity to be heard.
- 19.6 The parties must in good faith attempt to resolve the dispute by conciliation.
- 19.7 The conciliator may during, and must at the end of, the conciliation attempt to resolve the dispute by agreement between the parties.

- 19.8 If the conciliator is unable to resolve the dispute by agreement between the parties, the conciliator must determine the respective rights and obligations under this constitution of the parties and any other members.
- 19.9 A determination of a conciliator under clause 19.8 is binding on the parties and all members.
- 19.10 Under section 14B(2) of the Associations Act a party may appoint another person to act on its behalf in the grievance procedure.
- 19.11 The Victorian *Commercial Arbitration Act 1984* does not apply to the grievance procedure in this clause.

PART 4 – GENERAL MEETINGS AND BALLOTS

20. Annual General Meeting

- 20.1 The Board must convene an annual general meeting each year, to be held in October or November.
- 20.2 The ordinary business of the annual general meeting is:
- (a) to verify the minutes of:
 - (i) the last annual general meeting, and
 - (ii) any special general meetings since the last annual general meeting;
 - (b) to consider the annual report of the Board on the activities of Carers Victoria during its last financial year;
 - (c) to consider the statement submitted to members in accordance with section 30(3) of the Associations Act containing particulars of:
 - (i) the income and expenditure of Carers Victoria during its last financial year,
 - (ii) the assets and liabilities of Carers Victoria at the end of its last financial year,
 - (iii) the mortgages, charges and securities of any description affecting any of the property of Carers Victoria at the end of its last financial year,

- (iv) the same particulars in respect of each trust of which Carers Victoria was trustee during any part of the last financial year, and
 - (v) any trust, held on behalf of Carers Victoria by a person or body other than Carers Victoria, in which funds or assets of Carers Victoria are placed; and
- (d) to consider the audited accounts that accompany the statement in accordance with clause 58.1.

- 20.3 The annual general meeting may only consider other business of which notice has been given in accordance with clause 22.2(c).
- 20.4 Under section 30(4) of the Associations Act the public officer must give the Registrar a statement of the annual general meeting within 1 month after the annual general meeting (including a copy of the audited accounts and the auditor's report, if clause 58.2 applies).

21. Special General Meetings

- 21.1 The Board may convene a special general meeting.
- 21.2 The Board must convene a special general meeting if requested in writing by:
- (a) 5% or more of members entitled to vote, or
 - (b) 100 members entitled to vote, whichever is fewer.
- 21.3 The request must:
- (a) state any resolution to be proposed at the meeting; and
 - (b) be signed by the members making the request.
- 21.4 The request may consist of separate documents.
- 21.5 The meeting must be held within 3 months of the request being received by Carers Victoria.
- 21.6 Special general meetings may only consider business of which notice has been given in accordance with clause 22.2(c).

22. Notice

- 22.1 At least 21 days notice in writing of general meetings must be given to each member.
- 22.2 The notice must state:
- (a) the date, time and place (or places) of the meeting,
 - (b) if the meeting is to be held at more than 1 place – the technology that will be used,
 - (c) the general nature of each item of business to be considered, and
 - (d) if a special resolution is to be proposed:
 - (i) the proposed resolution, and
 - (ii) that it is intended that the resolution be proposed as a special resolution.
- 22.3 The notice must include under clause 22.2(c) any business that any member has requested in writing be considered.
- 22.4 The notice must also include:
- (a) a statement:
 - (i) that all members may appoint a proxy to attend, and speak and vote at the meeting instead of the member; and
 - (ii) setting out the requirements for the appointment of proxies in accordance with clause 23;
 - (b) a statement that:
 - (i) organisational representatives may exercise all the rights of members at the meeting;
 - (ii) organisational members and carer support groups may change their organisational representative by notifying Carers Victoria; and
 - (iii) setting out the requirements for changing organisational representatives in accordance with clauses 7.4 and 24; and
 - (c) a copy of the appointment of proxy and change of organisational representative forms.
- 22.5 Despite clause 22.1, the accidental omission to give notice of the meeting to a member or members, or the non-receipt by a member or members of notice of the meeting does not invalidate the meeting.

23. Proxies

- 23.1 Members may only appoint other members as proxies.
- 23.2 Appointments of proxies must be:
- (a) in writing in the form prescribed by the Board by regulation; and
 - (b) received at the registered address of Carers Victoria at least 48 hours before the meeting.

24. Change of Representative

For notification of the change of an organisational representative to be effective for a general meeting, it must be received at the registered address of Carers Victoria at least 48 hours before the meeting.

25. Use of Technology

General meetings may be held at more than 1 place, provided that the technology used enables each member present at all places the meeting is held to speak to and hear clearly every other such member.

26. Quorum

- 26.1 The quorum for consideration of:
- (a) the ordinary business of the annual general meeting, and
 - (b) a proposed resolution (including a special resolution) recommended by the Board,
- is the presence in person, by organisational representative or by proxy of at least 100 members entitled to vote.
- 26.2 The quorum for the consideration of all other business at general meetings is the presence in person, by organisational representative or by proxy of at least 5% of members entitled to vote.
- 26.3 If a quorum is not present within 30 minutes from the time of the meeting of which notice has been given, the meeting must not proceed.

27. Chairing

- 27.1 The President is entitled to chair general meetings.
- 27.2 If the President is not present, or does not wish to chair the meeting, the Vice-President is entitled to chair.

27.3 If neither the President nor the Vice-President is present, or if neither wishes to chair the meeting, the meeting must elect another member to chair.

27.4 The chair of the meeting has a deliberative vote, but does not have a casting vote.

28. Voting

28.1 Each member has 1 vote.

28.2 Members may vote in person, by organisational representative or by proxy.

28.3 Unless a poll is demanded:

- (a) voting is by show of hands;
- (b) votes by proxy are not counted; and
- (c) the declaration by the chair of the meeting of the result of the vote is conclusive evidence of that result.

28.4 If an equal number of votes are cast for and against a motion or amendment, the chair of the meeting must declare the motion or amendment lost.

28.5 Members whose voting rights have been suspended under clause 12.3 or 15.1 are not entitled to vote at general meetings.

29. Poll

29.1 Any member entitled to vote (including the chair of the meeting) may demand a poll before or immediately after the declaration of the result on a show of hands.

29.2 Votes by proxy are counted on a poll.

29.3 The poll must be taken as directed by the chair of the meeting.

30. Advisory Ballots

30.1 The Board may conduct a ballot on any question where it wishes to seek the opinion of the members.

30.2 The ballot may be conducted by post, telephone or email, online, or by any other means approved by the Board by regulation.

30.3 The result of the ballot is advisory only, and is not binding on the Board.

PART 5 – THE BOARD

31. Membership

31.1 Carers Victoria has between 9 and 11 Board members:

- (a) 9 elected Board members, elected by the members in accordance with clause 32; and
- (b) up to 2 co-opted Board members, co-opted by the Board in accordance with clause 34.

31.2 A majority of the Board members must at all times be carers.

32. Election

32.1 The members of Carers Victoria must before the annual general meeting each year elect 3 Board members for a 3 year term.

32.2 Only individuals who are members or organisational representatives entitled to vote at the time nominations close are eligible to be elected as Board members.

32.3 Employees of Carers Victoria are not eligible to be elected as Board members.

32.4 At least 7 weeks before the annual general meeting Carers Victoria must give notice in writing of the close of nominations to each member entitled to vote, including a copy of the nomination form.

32.5 Nominations must be:

- (a) in writing in the form prescribed by the Board by regulation; and
- (b) received at the registered address of Carers Victoria no later than 5.00 p.m. on the last business day 5 weeks before the annual general meeting.

32.6 For the purpose of clause 32.5(b) the original nomination must be received, not a faxed copy or an email.

32.7 The Board must by regulation provide for candidate statements and photographs to be submitted before the close of nominations and published to members before the ballot opens.

32.8 If the number of nominations received is less than or equal to the number of positions to be elected, those candidates must be declared elected, subject to clause 31.2.

32.9 If the number of nominations received is more than the number of positions to be elected, a ballot must be held in accordance with clause 33.

33. Ballot

33.1 The Board must appoint a returning officer.

33.2 The returning officer:

- (a) must not be a Board member or employee of Carers Victoria;
- (b) is responsible for the conduct of the election; and
- (c) may decide all matters not provided for in the constitution or regulations.

33.3 The ballot must be a secret ballot.

33.4 The ballot may be conducted by post, telephone or email, online, or by any other means approved by the Board by regulation.

33.5 Only members entitled to vote at the time nominations closes and whose voting rights have not subsequently been suspended under clause 12.3 or 15.1 are entitled to vote in the ballot.

33.6 Carers Victoria must give notice in writing of the ballot to all members entitled to vote before the ballot opens.

33.7 The ballot must remain open for at least 2 weeks.

33.8 Members entitled to vote have 1 vote in respect of each capacity in which they are entitled to vote.

33.9 The voting system is first past the post.

33.10 Members may vote for up to as many candidates as there are positions to be elected.

33.11 The ballot must close at 5.00 pm on the last business day 1 week before the annual general meeting.

33.12 The returning officer must declare elected the 3 candidates who receive the most votes, subject to clauses 31.2 and 33.13.

33.13 If 2 or more candidates receive the same number of votes, and 1 or some but not all of those candidates must be elected, the returning officer must decide by lot which is to be elected.

34. Co-option

34.1 The Board may:

- (a) at its first meeting after each annual general meeting, and
 - (b) at any subsequent meeting,
- co-opt up to 2 additional Board members.

34.2 Only individuals who:

- (a) have relevant expertise and experience;
 - (b) are (or become) members; and
 - (c) are not employees of Carers Victoria;
- are eligible to be co-opted.

34.3 The Board may by resolution decide when the term of office of a co-opted Board member is to begin and end.

34.4 Before co-opting Board members, Carers Victoria may call for expressions of interest, by advertisement or otherwise.

35. Term of Office

35.1 Elected Board members hold office:

- (a) from the end of the first annual general meeting after they are elected,
 - (b) until the end of the fourth annual general meeting after they are elected,
- subject to clauses 35.3–35.7.

35.2 Co-opted Board members hold office:

- (a) from the time they are co-opted,
 - (b) until the end of the annual general meeting after they are co-opted,
- subject to clauses 34.3 and 35.3–35.7.

35.3 Board members may be re-elected and co-opted again.

35.4 Board members may resign by writing to Carers Victoria.

35.5 Board members cease to be Board members if they:

- (a) cease to be a member of Carers Victoria or organisational representative; or
- (b) become an employee of Carers Victoria.

- 35.6 The Board may by resolution passed by an absolute majority remove:
- (a) a co-opted Board member, or
 - (b) an elected Board member who has failed to attend 3 consecutive Board meetings without leave of absence under clause 51.
- 35.7 A general meeting may by resolution:
- (a) remove any Board member; and
 - (b) fill the resulting vacancy.
- 35.8 If there is a vacancy in its membership (including a vacancy under clause 35.7(a) not filled in accordance with clause 35.7(b)), the Board may appoint an individual who would be eligible to be elected under clause 32 to fill the vacancy for the remainder of the term of office.
- 35.9 The Board may continue to act despite any vacancy in its membership.
- 35.10 Even if it is subsequently found that a person who has acted as a Board member was not properly elected or appointed, the validity of:
- (a) the acts of that person as a Board member, and
 - (b) decisions of Board meetings in which that person has participated,
- is not affected.
- 36. Responsibilities and Powers**
- 36.1 The Board is responsible for both the governance and management of Carers Victoria.
- 36.2 The Board must by regulation delegate the management of Carers Victoria to the Chief Executive Officer.
- 36.3 The Board may exercise all powers of Carers Victoria on its behalf.
- 36.4 The Board may:
- (a) establish committees with such membership and terms of reference as it considers appropriate; and
 - (b) delegate its powers as it considers appropriate.
- 36.5 No delegation by the Board under this clause limits the duties and liability of each Board member.

37. Regulations

- 37.1 The Board may by resolution passed by an absolute majority make regulations to give effect to this constitution.
- 37.2 Members must at all times comply with the regulations as if they formed part of this constitution.

38. Public Statements

- 38.1 The Board may by regulation or resolution authorise the President, the Chief Executive Officer or another person to make public statements on behalf of Carers Victoria.
- 38.2 No person may make any public statement on behalf of Carers Victoria unless authorised by the Board.

39. Duties

- 39.1 Under section 29A of the Associations Act Board members and former Board members must not knowingly or recklessly make improper use of:
- (a) their position, or
 - (b) information acquired by virtue of their position,
- so as:
- (c) to gain, directly or indirectly, any financial benefit or material advantage for themselves or any other person; or
 - (d) to cause a detriment to Carers Victoria.
- 39.2 Board members also owe Carers Victoria duties:
- (a) to act honestly and in good faith;
 - (b) to exercise reasonable care and diligence; and
 - (c) to act in the best interests of Carers Victoria as a whole;
- as Board members.

40. Indemnity

Carers Victoria indemnifies Board members against any liability incurred by them as Board members (other than to Carers Victoria), unless the liability did not arise out of conduct in good faith.

PART 6 – OFFICE-BEARERS

41. Positions

41.1 The office-bearers of Carers Victoria are:

- (a) the President,
- (b) the Vice-President, and
- (c) the Treasurer,

subject to clause 41.2.

41.2 The Board may by regulation establish other office-bearer positions.

42. Election

42.1 The Board must at its first meeting after the annual general meeting each year elect the office-bearers from among the Board members.

42.2 Office-bearers may be re-elected, subject to clause 42.3.

42.3 An office-bearer who has already held a particular position for 6 consecutive terms (including filling a vacancy) is not eligible to be elected to that position again.

43. Term of Office

43.1 Office-bearers hold office from the time of their election until their successor is elected, subject to clauses 43.2–43.5.

43.2 Office-bearers may resign by writing to Carers Victoria.

43.3 Office-bearers who cease to be Board members, other than by the expiry of their term of office, cease to be office-bearers.

43.4 Office-bearers may be removed by resolution of the Board passed by an absolute majority.

43.5 The Board must as soon as practicable fill vacancies in office-bearer positions for the remainder of the term.

PART 7 – BOARD MEETINGS

44. Convening

44.1 The Chief Executive Officer, President or any 3 Board members may convene a Board meeting.

44.2 Ordinary Board meetings must be held at least 6 times each year.

44.3 At its first meeting after the annual general meeting each year the Board must by resolution set the dates, times and places of ordinary Board meetings until the next annual general meeting.

44.4 The Board may by resolution subsequently change the dates, times and places of ordinary meetings.

45. Notice

45.1 Each Board member must be given at least 7 days notice in writing of Board meetings, subject to clause 45.4.

45.2 Notice may be given of more than 1 Board meeting at the same time.

45.3 The notice must include the date, time and place (or places) of the meeting, but need not include the business to be considered.

45.4 In cases of urgency a meeting may be held without the notice required by clause 45.1, provided that:

- (a) as much notice as practicable is given to each Board member by the quickest practicable means; and
- (b) no resolution is passed except by an absolute majority.

46. Use of Technology

46.1 Board meetings may be held at more than 1 place, provided that the technology used enables each Board member present at all places the meeting is held to speak to and hear clearly every other such Board member.

46.2 Without limiting clauses 45.4(a) and 46.1, Board meetings may be convened and held by telephone.

47. Quorum

The quorum for Board meetings is the presence in person of a majority of Board members at the time.

48. Chairing

48.1 The President is entitled to chair Board meetings.

48.2 If the President is not present, or does not wish to chair the meeting, the Vice-President is entitled to chair.

48.3 If neither the President nor the Vice-President is present, or if neither wishes to chair the meeting, the Board must elect another Board member to chair.

48.4 The chair of the meeting has a deliberative vote, but does not have a casting vote.

49. Voting

49.1 Each Board member has 1 vote.

49.2 There is no voting by proxy.

49.3 If an equal number of votes are cast for and against a motion or amendment, the chair of the meeting must declare the motion or amendment lost.

50. Disclosure of Interest

50.1 Under sections 29B and 29C of the Associations Act, Board members who have any direct or indirect financial interest in a contract or proposed contract with Carers Victoria must:

- (a) disclose the nature and extent of their interest:
 - (i) to the Board as soon as they become aware of the interest; and
 - (ii) in the statement submitted to the next annual general meeting under section 30(3) of the Associations Act and clause 20.2(c); and
- (b) not take part in any decision of the Board with respect to that contract, but may take part in any deliberations with respect to that contract.

50.2 Clause 50.1 does not apply to financial interests that:

- (a) exist only because the Board member is a member of a class of persons for whose benefit Carers Victoria is established; or
- (b) the Board member has in common with all or a substantial proportion of the members of Carers Victoria.

51. Leave of Absence

51.1 The Board may by resolution grant Board members leave of absence from Board meetings for up to 3 consecutive Board meetings.

51.2 The Board may not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Board member concerned to seek leave of absence in advance.

52. Resolutions without Meeting

52.1 A resolution agreed to in writing by all Board members has the same effect as a resolution passed at a Board meeting.

52.2 In clause 52.1 “all Board members” does not include those Board members who:

- (a) are prohibited from voting on the resolution under clause 50.1(b); or
- (b) have leave of absence from Board meetings under clause 51.

PART 8 – FINANCIAL AND LEGAL

53. Chief Executive Officer

53.1 The Board must appoint a Chief Executive Officer of Carers Victoria.

53.2 The Chief Executive Officer is responsible to the Board for the management of Carers Victoria.

54. Sources of Funds

The funds of Carers Victoria may be derived from grants, donations, subscriptions, fund-raising activities, sales, interest and any other sources approved by the Board.

55. Financial Year

The financial year of Carers Victoria is from 1 July to 30 June.

56. Management of Funds

56.1 The Board is responsible for the management of the funds of Carers Victoria.

56.2 Under section 30A of the Associations Act Carers Victoria must maintain adequate and accurate accounting records of its financial transactions.

56.3 All money received by or on behalf of Carers Victoria must be deposited without delay into a bank account in the name of Carers Victoria.

57. Payments

- 57.1 All payments by Carers Victoria must be:
- (a) specifically authorised in writing, and
 - (b) in the case of cheques – signed,
- by at least 2 persons nominated by the Board by regulation or resolution.
- 57.2 The Board may nominate a list of individuals or positions for the purposes of clause 57.1.
- 57.3 Signatories must not sign cheques until the payee and amount have been written in.

58. Audit

- 58.1 The Board must arrange for the accounts for the last financial year to be audited before being submitted to the annual general meeting in accordance with clause 20.2(d).
- 58.2 If Carers Victoria has:
- (a) gross receipts in its last financial year of more than \$200,000, or
 - (b) gross assets of more than \$500,000,
- the audit must be in accordance with section 30B of the Associations Act.
- 58.3 If different amounts are prescribed by regulation under the Associations Act, the amounts in clause 58.2 are varied accordingly.

59. Minutes

- 59.1 The Board must ensure that minutes are taken and kept of all general meetings and Board meetings.
- 59.2 The minutes of annual general meetings must include a copy of:
- (a) the financial statement submitted to members in accordance with clause 20.2(c), and
 - (b) the audited accounts accompanying that statement in accordance with clause 20.2(d).
- 59.3 The minutes of special general meetings must include a copy of any financial statement submitted to the meeting.
- 59.4 Despite clause 60.2, members may inspect and obtain copies of the minutes of general meetings.

- 59.5 Members may only inspect and obtain copies of the minutes of Board meetings in accordance with clause 60.2.

60. Records

- 60.1 The Board must provide for the safe keeping of the records of Carers Victoria, including the register of members.
- 60.2 Members may only inspect the records of Carers Victoria:
- (a) if permitted by the Board; and
 - (b) subject to any conditions the Board may impose.
- 60.3 Copies of the constitution and regulations must be freely available to members and applicants for membership.

61. Common Seal

- 61.1 Carers Victoria must have a common seal.
- 61.2 Under section 12A(1)(a) of the Associations Act the name of Carers Victoria must appear in legible characters on the common seal.
- 61.3 A document may only be sealed with the common seal if authorised by resolution of the Board.
- 61.4 The sealing must be witnessed by the signatures of at least:
- (a) 2 Board members, or
 - (b) 1 Board member and the Chief Executive Officer,
- nominated by the Board by regulation or resolution.
- 61.5 The Board may nominate a list of individuals or positions to be signatories for the purpose of clause 61.4.
- 61.6 The Board must provide for the safe keeping of the common seal.

62. Public Officer

- 62.1 The Board must appoint a public officer of Carers Victoria for the purposes of the Associations Act.
- 62.2 Unless the Board otherwise resolves, the Chief Executive Officer is to be appointed as the public officer.
- 62.3 Under section 25(1) of the Associations Act the Board must fill any vacancy in the position of public officer within 14 days.

62.4 Under section 28(1) of the Associations Act the public officer must notify the Registrar within 14 days of appointment.

62.5 The effect of section 42 of the Associations Act is that the person last notified to the Registrar remains the public officer until a new person is notified.

63. Registered Address

63.1 The registered address of Carers Victoria for the service of documents is the address of the principal office of Carers Victoria, unless the Board by regulation nominates a different address.

63.2 Under section 13A(2) of the Associations Act Carers Victoria must notify the Registrar within 14 days of any change of registered address.

64. Amendment of Constitution

64.1 Under section 22(1) of the Associations Act this constitution may only be amended by special resolution.

64.2 Under section 22(2) of the Associations Act an amendment to this constitution does not take effect until it has been approved by the Registrar.

64.3 Under section 22(4) of the Associations Act the public officer must apply to the Registrar for approval of the amendment within 28 days after the special resolution was passed.

65. Winding Up

65.1 Carers Victoria may be wound up voluntarily by special resolution in accordance with section 33 of the Associations Act.

65.2 If Carers Victoria is:

(a) wound up:

- (i) voluntarily, or
- (ii) by a court; or

(b) its incorporation is cancelled;

the surplus assets of Carers Victoria must be given to an entity that:

- (c) has similar purposes to Carers Victoria; and
- (d) also prohibits the distribution of any surplus, income and assets to its members to at least as great an extent as Carers Victoria;

subject to clauses 66.2(e) and 66.2(f), and section 36CA of the Associations Act.

65.3 If Carers Victoria is wound up voluntarily, the entity to which its remaining assets are to be given must be decided by special resolution.

65.4 In this clause “entity” includes body, trust and fund.

66. Tax Deductibility

66.1 In this clause:

- (a) “contributions” and “fund-raising event” have the same meaning as in Division 30 of the Tax Act;
- (b) “DGR” means a deductible gift recipient under Division 30 of the Tax Act;
- (c) “gift funds” means:
 - (i) gifts and contributions to Carers Victoria, and
 - (ii) money received by Carers Victoria because of such gifts and contributions; and
- (d) “the Tax Act” means the Commonwealth *Income Tax Assessment Act 1997*.

66.2 If Carers Victoria has been endorsed as a DGR:

- (a) receipts for gifts to Carers Victoria must include:
 - (i) the name and ABN of Carers Victoria, and
 - (ii) the fact that the receipt is for a gift;
- (b) receipts for contributions to Carers Victoria in relation to a fund-raising event must include:
 - (i) the name and ABN of Carers Victoria, and
 - (ii) the other information required by section 30-228 of the Tax Act;
- (c) Carers Victoria must keep records that record and explain all transactions and other acts it engages in relevant to its status as a DGR for at least 5 years;
- (d) the records must show that Carers Victoria uses gift funds only for the principal purpose of Carers Victoria;

- (e) on winding up of Carers Victoria or revocation of its endorsement (whichever occurs earlier), any surplus gift funds must be transferred to another DGR; and
- (f) on winding up or dissolution of Carers Victoria its surplus assets other than any surplus gift funds must also be given to another DGR.

67. Notices

- 67.1 Members must give Carers Victoria their address for notices, and any change in that address.
- 67.2 The address for notices may include an email address and a fax number.
- 67.3 Carers Victoria must enter any change in the address of a member in the register of members.
- 67.4 Notice may be given to a member by sending it to the address last given by the member.
- 67.5 In this constitution a period of notice of a meeting expressed in days:
 - (a) does not include the day on which notice is given; but
 - (b) includes the day on which the meeting is held.
- 67.6 Notices sent by prepaid post are taken to have been given on the second business day after posting.
- 67.7 Notices sent by email or fax are taken to have been given on the business day after sending.
- 67.8 In this clause “member” includes a Board member.

68. Interpretation

- 68.1 In this constitution, unless the contrary intention appears:
 - (a) “absolute majority” means a majority of the votes of all Board members entitled to vote at the time, whether or not those Board members are present, and whether or not they vote;
 - (b) “the Associations Act” means the *Victorian Associations Incorporation Act 1981*;

- (c) “business day” means a day that is not a Saturday, Sunday or public holiday at the registered address of Carers Victoria;
- (d) “carer” has the meaning given in clause 3.1(a);
- (e) “Carers Victoria” has the meaning given in clause 2.1;
- (f) “convene” means call and arrange to hold, and includes setting the date, time and place of the meeting;
- (g) “member” has the extended meaning given in clauses 7.3;
- (h) “organisational representative” has the meaning given in clause 7.1;
- (i) “the Registrar” means the Registrar of Incorporated Associations under the Associations Act;
- (j) “regulations” means regulations of Carers Victoria made under clause 37, and “regulation” has a corresponding meaning;
- (k) “special resolution” means a resolution:
 - (i) to amend this constitution;
 - (ii) to change the name of Carers Victoria;
 - (iii) to amalgamate Carers Victoria with another association incorporated under the Associations Act; or
 - (iv) to wind up Carers Victoria;
 which under section 29 of the Associations Act may only be passed at a general meeting where:
 - (v) at least 21 days notice of the proposed resolution has been given to all members entitled to vote;
 - (vi) the notice specifies that it is intended that the resolution be proposed as a special resolution; and
 - (vii) at least three-quarters of the members who vote at the meeting (whether in person or by proxy), vote in favour; and
- (l) “writing” and “in writing” include emails, and forms and other documents sent electronically.

- 68.2 A reference to a member or organisational representative entitled to vote does not include a member or organisational representative whose voting rights have been suspended under clause 12.3 or 15.1.
- 68.3 For the purposes of the Associations Act:
- (a) Part 2 of this constitution is the statement of purposes of Carers Victoria; and
 - (b) all the provisions of this constitution (including those in Part 2) are its rules.
- 68.4 Where this constitution requires a document to be signed, in the case of an incorporated body the document must be either sealed, or signed on its behalf.
- 68.5 The headings form part of this constitution.
- 68.6 This constitution is to be interpreted in accordance with the Victorian *Interpretation of Legislation Act 1984* as if this constitution were an Act of the State of Victoria, unless the contrary intention appears.
- 68.7 The Board is responsible for the interpretation of the constitution and regulations.
- 68.8 This constitution is intended to include all matters in relation to which the model rules prescribed under section 54(2)(c) of the Associations Act make provision, with the intention that none of the model rules apply to Carers Victoria.

69. Transitional

- 69.1 In this clause:
- (a) “AGM” means annual general meeting; and
 - (b) a reference to a Board member elected at a particular AGM includes a Board member filling a casual vacancy in the position of the Board member originally elected.
- 69.2 The 6 Board members elected at the 2008 AGM continue to hold office until the end of the 2010 AGM.
- 69.3 The 5 Board members elected at the 2009 AGM continue to hold office until the end of the 2011 AGM.
- 69.4 In 2010:
- (a) 3 Board members must be elected for a 3 year term ending at the end of the 2013 AGM; and

- (b) 1 Board member must be elected for a 2 year term ending at the end of the 2012 AGM.
- 69.5 In 2011:
- (a) 3 Board members must be elected for a 3 year term ending at the end of the 2014 AGM; and
 - (b) 2 Board members must be elected for a 1 year term ending at the end of the 2012 AGM.
- 69.6 Clauses 32 and 33 apply to the elections referred to in clauses 69.4 and 69.5 with any modifications that may be necessary, including that those candidates who receive the most votes are elected to the longer terms of office.
- 69.7 The terms of office in clauses 69.2–69.5 are all subject to the qualifications in clauses 35.3–35.7.
- 69.8 This clause applies despite anything to the contrary in this constitution or the rules of Carers Victoria before this constitution came into effect.

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