

EPILEPSY FOUNDATION OF VICTORIA INC.

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ABN 75 967 571 784

CONSTITUTION

Comprising the Statement of Purposes and Rules

consolidated to 18 Aug 2010

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EPILEPSY FOUNDATION OF VICTORIA INC.

STATEMENT OF PURPOSES

1 PURPOSES

The purposes for which Epilepsy Foundation of Victoria Inc. (EFV) is established are:

- (a) To provide benevolence and relief to members of the public who are affected by epilepsy.
- (b) To provide services and support to help people affected by epilepsy to take their places as fully participating members of their communities.
- (c) To promote the rights, integrity, autonomy, dignity and well-being of people with epilepsy regardless of their cultural, political, socio-economic, religious or other backgrounds or affiliations.
- (d) To educate people with epilepsy and their families to support them in making informed health and lifestyle choices.
- (e) To educate the community and increase its awareness about the factors which affect people with epilepsy.
- (f) To ensure that EFV's services are integrated, flexible and accessible for people with epilepsy at neighborhood, regional, and state levels.
- (g) To promote self-advocacy for people with epilepsy by providing training and support, and, where necessary and ancillary to EFV's other purposes, to advocate on their behalf.
- (h) To provide information, training and consultation for other agencies working with people with epilepsy, and to develop strategic partnerships with other agencies which will be of benefit to people living with epilepsy.
- (i) To work to ensure that epilepsy, as the most common serious brain disorder, is seen as a specialist area of health management requiring specialist expertise and skills and to therefore promote and facilitate specialist research into the medical and social aspects of epilepsy.
- (j) As a community based organisation, to promote opportunities for consumers and other concerned Victorians to be effectively involved in EFV and its services.
- (k) To design means by which access to and involvement in EFV and its services, including decisions and policy on programs and services, are encouraged for all Victorians.
- (l) To liaise and co-operate with other state, national and international epilepsy organisations to enhance the work of EFV.

2 POWERS

Solely to further its purposes, EFV has power:

- (a) to foster co-operation between organisations in Australia and overseas that represent the interests of people with epilepsy;
- (b) to subscribe to, become a member of and co-operate with any other company, association, club or organisation, whether incorporated or not, whose objects are in whole or in part similar to those of EFV;
- (c) to encourage and facilitate the exchange of information between members of Epilepsy Australia and the Joint Epilepsy Council of Australia;
- (d) to carry out research and investigations;
- (e) to prepare and disseminate submissions and information;
- (f) to purchase, take on lease or exchange, license, hire, accept, take security over, or otherwise acquire by any means whatsoever any lands, buildings, easements or property, real or personal or any estate or interest therein or any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with the purposes of EFV;
- (g) to control, manage, lease, exchange, mortgage, charge, sell, transfer, give up, surrender, dispose of, maintain, develop, construct, improve, turn to account or otherwise deal with any real or personal property of any kind whatsoever or any property, right, estate or interest therein;
- (h) to construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance EFV's purposes, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- (i) to invest, deal with and lend any moneys;
- (j) to borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of EFV's property or assets present or future and to purchase, redeem or pay-off any such securities;
- (k) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;

- (l) to take or hold mortgages, liens or charges, to secure payment of the price, or any unpaid balance of the price, of any part of EFV's property or services of whatsoever kind sold by EFV, or any money due to EFV from purchasers and others;
- (m) to effect any insurance in respect of any property of EFV or activity of EFV or other risk whatsoever;
- (n) to reimburse to members of the Board reasonable expenses incurred in attending meetings of EFV or otherwise in connection with its affairs;
- (o) to enter into contracts and agreements;
- (p) to maintain a presence on the world wide web, print and publish any newsletters, periodicals, books or leaflets;
- (q) to act as trustee of money or other property vested in EFV upon trust;
- (r) to appoint any person or persons to be attorney or attorneys or agent or agents of EFV with such powers (including the power to sub-delegate) and upon such terms as may be thought fit, and to procure EFV to be registered or recognised in any other country or place;
- (s) to indemnify any person for any loss or damage incurred as a result of having on behalf of EFV become liable to pay any amount by way of damages or otherwise;
- (t) to enter into any arrangements with any government or authority that are incidental or conducive to the attainment of the purposes or the exercise of the powers of EFV, to obtain from any such government or authority any rights, privileges, funding and concessions which EFV thinks it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges, funding and concessions;
- (u) to appoint, employ, remove or suspend such employees, contractors and agents as may be necessary or convenient;
- (v) to attract and encourage donations, gifts, bequests, endowments, trust distributions and other forms of financial assistance; and
- (w) to do all such other things as are incidental or conducive to the attainment of the purposes and the exercise of the powers of EFV.

3 INTERPRETATION

- (a) In interpreting rules 1 and 2 of this Statement of Purposes, no paragraph shall be restricted by reference to another paragraph or by the juxtaposition of 2 or more paragraphs.
- (b) In the event of any ambiguity in this Statement of Purposes, it shall be construed in such a way as to widen and not restrict the purposes and the powers of EFV.

EPILEPSY FOUNDATION OF VICTORIA INC.

RULES

1 NAME

The name of the incorporated association is the Epilepsy Foundation of Victoria Inc. (EFV).

2 DEFINITIONS AND INTERPRETATION

2.1 Definitions

In these Rules, unless the contrary intention appears:

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

AGM means a meeting of Members convened in accordance with Rule 11(a).

Annual Subscription means the amount as determined and payable under these Rules.

Auditor means the auditor of EFV appointed under these Rules.

Authority Delegations Schedule is a schedule approved by the Board from time to time that lists the levels of management in categories who are authorised to approve certain transactions as described in that schedule.

Board means the committee of management of EFV under these Rules.

Body means a person who is not a natural person.

Chair means the chairperson of the relevant meeting.

CEO means the person appointed as chief executive officer of EFV by the Board under these Rules.

Deductible Gift Recipient means an entity that is a fund, authority or institution gifts to which can be deducted under the provisions of Division 30 of the *Income Tax Assessment Act 1997 (Cth)* or its equivalent.

Financial Year means a 12 month period ending on 30 June.

General Meeting means an AGM or Special General Meeting of Members convened in accordance with these Rules.

Individual Rate means \$30 or such other sum determined by the Board from time to time.

Member means a member of EFV.

Office of EFV means the registered office of EFV from time to time maintained

pursuant to the Act.

Office Holders means the office holders of EFV under rule 15.

Ordinary member of the Board means a member of the Board who is not an Office Holder.

Patron means a person appointed as patron of EFV under rule 27.

Person means any natural person, company, incorporated association or other body corporate.

Public Officer means the public officer of EFV pursuant to the Act.

Register of Members means the register of Members maintained by the CEO pursuant to these Rules.

Registered Representative means a natural person registered in accordance with these Rules as a representative of a Member which is a Body.

Regulations means regulations made under the Act.

Rules means these rules governing EFV.

Special General Meeting has the meaning given in rule 11(c).

Statement of Purposes means the statement of the purposes of EFV under the Act.

Subcommittee means a subcommittee of the Board established under these Rules.

2.2 Interpretation

In these Rules, headings are for convenience only and do not affect the interpretation of these Rules, and unless the contrary intention appears:

- (a) a word or expression in the singular includes the plural, and vice-versa;
- (b) if a word or phrase is defined, other grammatical forms of that word or phrase have corresponding meanings;
- (c) a reference to one gender includes all genders;
- (d) a reference to a person holding an office or position is a reference to the person holding that office from time to time;
- (e) a reference to legislation includes:
 - (1) any subordinate legislation made under it; and
 - (2) any modification or replacement of the legislation or of any subordinate legislation made under it;

- (f) a reference to these Rules or the Statement of Purposes, or to a provision of these Rules or the Statement of Purposes, includes any modification or replacement thereof;
- (g) a member is to be taken to be present in person at a General Meeting if:
 - (1) in the case of a member who is a natural person – the member is present in person or by proxy; or
 - (2) in the case of a member which is a Body – a Registered Representative of the member is present;
- (h) subject to this rule 2.2, words or expressions contained in these Rules shall be interpreted in accordance with provisions of the *Interpretation of Legislation Act 1984* (Vic.) and the Act;
- (i) in these Rules, a reference to the Secretary is a reference:
 - (1) if a person holds office under these Rules as Secretary of EFV to that person; and
 - (2) in any other case, to the Public Officer.

3 ALTERATION OF THE CONSTITUTION

These Rules and the Statement of Purposes must not be altered except in accordance with the Act.

4 MEMBERSHIP

4.1 Membership generally

- (a) A person who applies and is approved for membership as provided in these Rules is eligible to be a member of EFV on payment of any Annual Subscription payable under these Rules.
- (b) A person who is not a member of EFV at the time of the incorporation of the Association (or who was a member at that time but has ceased to be a member) must not be admitted to membership unless:
 - (1) the person applies for membership in accordance with these Rules; and
 - (2) the admission as a member is approved by the Board.
- (c) An application of a person for membership of the Association must:
 - (1) be made in writing in the form determined by the Board from time to time; and
 - (2) be lodged with the CEO.
- (d) As soon as practicable after the receipt of an application, the CEO must

refer the application to the Board.

- (e) The Board must determine whether to approve or reject the application.
- (f) If the Board approves an application for membership, the CEO must, as soon as practicable:
 - (1) notify the applicant in writing of the approval for membership; and
 - (2) request payment within 28 days after postage of the notification of the sum payable under these Rules as the first year's Annual Subscription.
- (g) The CEO must, within 28 days after receipt of the amounts referred to in (f) (2), enter the applicant's name in the Register of Members.
- (h) The Board may create eligibility criteria and new categories of membership with the same or differing rights, privileges, obligations and restrictions.
- (i) An applicant for membership becomes a Member and is entitled to exercise the rights of membership when the applicant's name is entered in the Register of Members.
- (j) If the Board rejects an application, the CEO must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- (k) A right, privilege, or obligation of a person by reason of membership of EFV:
 - (1) is not capable of being transferred or transmitted to another person; and
 - (2) terminates upon the cessation of membership whether by death or resignation or otherwise.

4.2 Members

- (a) A natural person who is 18 years or older is eligible to become a Member.
- (b) A Body, legally incorporated within Australia, is eligible to become a Member.
- (c) People accepted for membership in either of the two calendar months prior to the AGM will be ineligible to vote until the day after that AGM.
- (d) The CEO must keep a Register of Members in which must be entered the full name, address, and date of entry of the name of each Member. The Register of Members must be available for inspection by Members at the Office of EFV during normal business hours.
- (e) The Register of Members is available for inspection free of charge by any Member upon request.

- (f) A Member may make a copy of entries in the Register of Members.
- (g) All notices and other correspondence must be sent to a Member at the address shown in the Register of Members.
- (h) With the exceptions of Members under Rules 5, 6, and 7, all memberships lapse at the end of each calendar year and are renewable by completion of the membership renewal form and payment of any applicable Annual Subscription. The CEO must send a copy of this membership renewal form to each Member in November each year.
- (i) A person whose name is maintained on the register of Members is not entitled to the rights of a Member during any period in respect of which their Annual Subscription has not been paid.

4.3 Where a Member is a Body

Where a Member is a Body:

- (a) the Member may at any time by notice in writing to the CEO remove any of its Registered Representatives and appoint any other person in his or her place;
- (b) any Registered Representative of that Member is entitled to exercise on behalf of that Member all or any of the powers and discretions possessed by that Member by virtue of its membership of EFV provided:
 - (1) a Member may act in relation to EFV only through its Registered Representatives; and
 - (2) where a Registered Representative exercises a power or discretion possessed by the Member he or she represents:
 - (A) the Member he or she represents is bound by the exercise of that power or discretion;
 - (B) EFV is entitled to assume the validity of the exercise of that power or discretion and the authority of the Registered Representative to exercise the power or discretion; and
 - (C) if the power or discretion can be exercised only once, the exercise of the power or discretion by any one Registered Representative is final and binding on the Member and all other Registered Representatives of the Member;
 - (3) where there is more than one Registered Representative of that Member at the same meeting, only the Registered Representative who is first listed in the Register of Members is entitled to exercise the Member's powers and discretions; and
 - (4) a vote given by a Registered Representative is deemed to be a vote personally given by the Member the Registered Representative represents;

- (c) any communications from EFV or the Board to the Member in its capacity as a Member may be addressed to any of the Registered Representatives of the Member, and service upon one Registered Representative is deemed to be service upon:
 - (1) the Member the Registered Representative represents; and
 - (2) all other Registered Representatives of that Member;
- (d) the presence of a Registered Representative of the Member is to be taken as the presence in person of the Member he or she represents for the purposes of determining whether a quorum is present at a General Meeting, but only one Registered Representative shall be counted for the Member for the purposes of determining whether such a quorum is present;
- (e) a reference in these Rules to a Member, unless the context otherwise requires, shall be taken to include a reference to a Registered Representative of that Member;
- (f) a Registered Representative of a member ceases to be a Registered Representative of that Member upon ceasing to be employed by, or an officer of, that Member; or if removed by the Member;
- (g) a person may only be a Registered Representative for one Member;
- (h) a person who is a Member may not also be a Registered Representative of another Member;
- (i) except with the consent of the Board, a Member is not entitled to appoint more than 3 Registered Representatives;
- (j) whenever a Registered Representative is appointed under these Rules, the CEO must immediately be notified of that fact, and of the name, address, contact details and the position or title within the Member occupied by the Registered Representative, together with the written consent of the Registered Representative and an acknowledgment from the Registered Representative that he or she agrees to be bound by the Statement of Purposes and Rules;
- (k) any dispute concerning the interpretation of this Rule 4.3 or the rights and obligations of a Registered Representative or the Member he or she represents, must be referred to the President whose decision in all respects is final and binding on all affected Members and Registered Representatives.

5 LIFE GOVERNOR

- (a) The Board may recommend to Members that a natural person who has provided significant and important service to EFV be elected a Life Governor.

- (b) No more than 2 people can be elected a Life Governor at any General Meeting.
- (c) No person can be elected a Life Governor if the total number of Life Governors would exceed 5% of all Members.
- (d) A Life Governor is entitled to all membership privileges and other benefits determined by the Board.

6 LIFE MEMBERS

- (a) A Life Member is a natural person who pays the Annual Subscription as per Rule 8(a) (4).
- (b) A Life Member is entitled to all membership privileges and other benefits determined by the Board.

7 LIFE MEMBERS AND LIFE GOVERNORS

Any right or privilege having a commercial value which is granted to a Life Member or Life Governor by these Rules or by the Board is given by way of revocable gift and no right or privilege granted to a Life Governor or Life Member by these Rules or the Board is to be taken as giving rise to any contractual obligation upon EFV in favor of the recipient.

8 MEMBERSHIP SUBSCRIPTION

- (a) The Annual Subscription for a class of membership will be determined from time to time by the Board being no less than:
 - (1) for an individual – the Individual Rate;
 - (2) for an individual who is entitled to receive a pension from the Commonwealth Government and who presents some evidence of such entitlement – 50% of the Individual Rate;
 - (3) for a Body – \$1,000;
 - (4) for a Life Member – the Individual Rate multiplied by 100.
- (b) A separate non-voting category of membership is available for community agencies, Public Benevolent Institutions or Charitable Service Welfare Organisations for them to be able to access the information and training services of EFV. The Annual Subscription for these members is the Individual Rate.

9 RESIGNATION AND REMOVAL OF A MEMBER

- (a) A Member who has paid all monies due and payable to EFV may resign by notice in writing to EFV.
- (b) Upon a Member resigning, the CEO shall make in the Register of

Members an entry recording the date on which the person ceased to be a Member.

- (c) The CEO must remove from the Register of Members the names of any previous Member who has not paid the applicable Annual Subscription since the date their prior Annual Subscription expires, recording the date on which the person ceased to be a Member.
- (d) After the receipt of a notice of resignation, the CEO shall report by writing or in person the receipt of that notice to the next Board meeting.

10 DISPUTE RESOLUTION

- (a) Subject to these Rules and the rights of Members to seek mediation where they believe themselves to be involved in a dispute with other Members or the Board, if a Member has:

- (1) refused or neglected to comply with these Rules; or
- (2) been guilty of conduct unbecoming a Member or prejudicial to the interests of EFV,

the Board may resolve its intention to discipline and must outline the grounds on which such disciplinary action is based, before commencing a process to:

- (3) expel that Member from EFV;
 - (4) suspend that Member from EFV for a specified time; or
 - (5) fine that Member in accordance with the Regulations.
- (b) Expulsion, suspension or a fine does not take effect unless the Board, at a meeting held not earlier than 14 and not later than 28 days after the service on the Member of a notice outlining the matters under rule 10(a), confirms the resolution in accordance with this clause.
 - (c) Where the Board passes a resolution under rule 10(a), the CEO shall, as soon as practicable, cause to be served on the Member a notice in writing:
 - (1) setting out the resolution of the Board and the grounds on which it is based;
 - (2) stating that the Member may address the Board at a meeting to be held not earlier than 14 and not later than 28 days after the service of the notice;
 - (3) stating the date, place and time of that meeting;
 - (4) informing the Member that they may attend that meeting,

and the Member may give EFV a notice that the member wishes to do

any of the things the Member may do in rule 10(d).

- (d) At a meeting of the Board held in accordance with rule 10(2), the Board:
 - (1) shall give to the Member an opportunity to be heard;
 - (2) shall give due consideration to any written statement submitted by the Member; and
 - (3) shall by resolution determine whether to confirm or to revoke the resolution.
- (e) When the CEO receives a notice from the Member under rule 10(c), the CEO shall notify the Board and the Board.
- (f) While these Rules are in place to ensure that Members comply with the conditions of their membership, central to EFV is the concern to help resolve, or bring to a just conclusion, disputes or grievances between a Member and another Member or between a Member and EFV. It is therefore important for parties to any such dispute or grievance to know they may seek the support of The Dispute Settlement Centre of Victoria and appoint any person to act on their behalf in any grievance or dispute resolution procedure and be assured that the principles of natural justice will be applied.

11 MEETINGS OF MEMBERS

- (a) The AGM shall be held on such day between the first day of July and the last day of November of each year as shall be fixed by the Board.
- (b) In addition to the AGM, any other General Meetings may be held in the same year.
- (c) All General Meetings other than the AGM shall be called Special General Meetings.
- (d) The Board may, whenever it thinks fit, convene a Special General Meeting.
- (e) Where more than 15 months would elapse between AGMs, the Board shall convene a Special General Meeting before the expiration of that period.
- (f) The AGM shall be held for the following purposes:
 - (1) to confirm the minutes of the previous AGM and any Special General Meeting held since the previous AGM, if any, no discussion being permitted thereupon except as to their accuracy;
 - (2) to receive the report of the Board and audited statements of account for the year to the 30th June, preceding, in accordance with section 30 of the Act, containing the income and expenditure, and assets

- and liabilities of EFV;
- (3) to elect Office Holders of EFV and the Ordinary Members of the Board;
 - (4) to appoint and determine the remuneration of the Auditor and to receive the Auditor's report;
 - (5) for the transaction of any special business of which at least 35 days written notice has been given in accordance with these Rules.
- (g) The CEO shall send to each member at his, her or its address appearing in the Register of Members, a notice by prepaid post or if the Member requests by facsimile transmission, or electronic transmission, or delivered personally, stating the place, date and time of a General Meeting and the nature of the business to be transacted at that General Meeting, with such notice to be sent by prepaid post to arrive at the member's address at least 21 days before the date fixed for holding the General Meeting.
- (h) The date and location of General Meetings must be advertised at least 28 days before the day on which the General Meeting is to be held.
- (i) Advertisements for General Meetings must be:
- (1) placed in a daily State-wide newspaper;
 - (2) displayed on a public notice board at the Office of EFV and
 - (3) posted on EFV's web site, if available.
- (j) The advertisement for the AGM must include:
- (1) the date, time and place of the AGM; and
 - (2) the general nature of the business of the AGM.
- (k) If required by the Board, or upon the requisition in writing of 6 members of the Board, or 5% of the total number of Members, the CEO shall, as provided for in these Rules, convene a Special General Meeting of Members. The reason for calling such meeting must be stated in such requisition.
- (l) No business, other than that specified in the notice of meeting is to be transacted at the Special General Meeting.
- (m) A Member intending to bring any business before a General Meeting may notify in writing, or by electronic transmission, the CEO of that business, who must include that business in the notice calling the General Meeting provided at least 35 days may elapse before the General Meeting.
- (n) Not less than 10 Members shall form a quorum at any General Meeting.

- (o) If a quorum does not assemble and proceed to business at a General Meetings within half an hour of the time fixed for the General Meetings no business shall be done at that General Meetings. In the case of an AGM the meeting stands adjourned to the same time on the same day in the following week (unless another place is specified by the Chair at the time of adjournment or by written notice to members given before the day to which the meeting is adjourned). In the case of a Special General Meeting, the meeting lapses and does not need to be reconvened.
- (p) At every General Meeting the President or, in the President's absence, the Vice-President is to preside, but if neither is present, the Members present must choose a member of the Board to chair the meeting.
- (q) The Chair of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the General Meeting from time to time and place to place, but no business shall be transacted at an adjourned General Meeting other than the business left unfinished at the General Meeting at which the adjournment took place.
- (r) Where a General Meeting is adjourned for 14 days or more, a notice of the adjourned meeting shall be given as in the case of the General Meeting.
- (s) Except as provided in rule 11(r), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned General Meeting.
- (t) A minute book shall be kept in which shall be recorded minutes of all General Meetings. Such minutes, if purporting to be signed by the Chair of the meeting at which the proceedings were held, or by the Chair of the next succeeding General Meeting, shall be evidence of the proceedings and such meetings shall be deemed to have been duly convened and held, and the resolutions recorded in the minutes duly passed or otherwise as recorded.

12 PUBLIC FORUMS

- (a) EFV may hold public forums for any or all of the following purposes:
 - (1) to report to Members and the community on the activities of EFV;
 - (2) to consult with Members and the community on the needs of the community;
 - (3) to discuss the priorities for the development of programs and services;
 - (4) to solicit advisory recommendations to the Board.
- (b) A public forum cannot make binding decisions.
- (c) There is no quorum for a forum.

13 VOTING AT MEETINGS OF MEMBERS

- (a) Upon any question arising at a General Meeting, a Member has one vote only and all votes must be given personally or by proxy or Registered Representative. To be effective, a proxy appointment must be received by EFV no later than 48 hours before the commencement of the General Meeting.
- (b) Each Member shall be entitled to one vote only.
- (c) At all meetings of Members, all questions except those involving contested elections, are to be determined by a show of hands unless before, or on the declaration of, the result, a division is demanded by any Member eligible to vote, in which event the question must be decided by a division. A declaration by the Chair that a resolution has, on a show of hands, been carried or otherwise, and an entry to that effect in the minutes of the meeting, is conclusive of that fact, without proof of the number or proportion of votes recorded in favour of, or against, that resolution.
- (d) At all meetings of Members:
 - (1) the decision of the majority of the Members voting shall be the decision of the meeting;
 - (2) the Chair has a deliberative vote, and in the event of there being an equality of votes on any question, the Chair is entitled to exercise a second casting vote.

14 BOARD

- (a) The governance of EFV vests in the Board which is to direct all the affairs of EFV.
- (b) The Board may exercise all of the powers of EFV except those powers that are determined by:
 - (1) law; or
 - (2) these Rules,to be exercised by Members.
- (c) The Board may, by resolution, authorise any member of the Board or Subcommittee formed under rule 21, to exercise any of the powers of the Board.

15 OFFICE HOLDERS

- (a) The Office Holders of EFV are the President, Vice-President, Treasurer and Secretary – elected by the members of the Board at the first meeting of the Board following an AGM.

- (b) Each Office Holder holds office until the conclusion of the AGM next after the date of his or her election but is eligible for reelection to any office.

16 CASUAL VACANCIES AND CO-OPTIONS

- (a) In the event of a casual vacancy in the office of President, Vice President Treasurer or Secretary, the Board must appoint one of its members to the vacant office. That person continues in office up to and including the conclusion of the AGM next following the date of the appointment or until the Board appoints another person to the position.
- (b) In the event of any casual vacancy in the office of any Ordinary member of the Board, the remaining members of the Board may decide to fill the vacancy with a Member who is eligible to be appointed to the Board, and any Member so appointed shall hold office until the conclusion of the next AGM following the date of the appointment and may then stand for election.
- (c) The Board may, by resolution, co-opt a Member or a general community member to attend meetings of the Board for up to 12 months at a time.
- (d) Such a co-opted person shall have no vote and the Board and EFV shall not be bound by any decision or direction of the co-opted person.
- (e) The Board may, by resolution, revoke such co-option at any time.

17 BOARD MEMBERS

- (a) A Board member is not disqualified from contracting or entering into an arrangement with EFV as vendor, purchaser or in another capacity, merely because the person holds office as a Board member or because of any fiduciary obligations arising from that office.
- (b) A contract or arrangement entered into by or on behalf of EFV in which a Board member is in any way interested is not invalid, avoided or rendered voidable merely because the Board member holds office on the Board or because of any fiduciary obligations arising from that office.
- (c) A Board member who is interested in any arrangement involving EFV is not liable to account to EFV for any profit realised by or under the arrangement merely because the Board member holds office on the Board or because of any fiduciary obligations arising from that office, provided that the Board member complies with any disclosure requirements under the Act regarding that interest.
- (d) A Board member may hold any other office or place of profit (except Auditor or as an employee) in EFV or any related body corporate in conjunction with his or her membership of the Board and may be appointed to that office or place on the terms as to remuneration, tenure of office and otherwise as the Board decides.
- (e) A Board member may be or become a director or other officer (other than

employee) of, or interested in, any related body corporate or any other body corporate promoted by EFV or in which EFV may be interested as a shareholder or in any other way, and need not account to EFV for any remuneration or other benefits the Board member receives as a director or officer of, or from having an interest in, that body corporate.

- (f) All Board members who have a financial or other personal interest in any contract or arrangements made, or proposed to be made, with EFV, must disclose that interest at the first meeting of the Board at which the contract or arrangement is taken into consideration or at the first meeting of the Board after the acquisition of that interest. This obligation to disclose interests is ongoing throughout a Board member's time on the Board.
- (g) A Board member who has an financial or other personal interest in a matter that is being considered at a meeting of the Board may not remain present at any meeting of the Board, during any consideration or discussion of, or the taking of any vote and will not be counted in a quorum at the meeting. However, no act, transaction, agreement, instrument, resolution or other thing is invalid or voidable because a Board member fails to comply with this rule.
- (h) A Board member may exercise the voting rights given by shares in any body corporate held or owned by EFV in any way in all respects the Board decides. This includes voting for any resolution appointing a Board member as a director of that body corporate or voting for the payment of remuneration to the directors of that body corporate. A Board member may, if the law permits, vote for the exercise of those voting rights even though he or she is, or may be about to be appointed, a director of that other body corporate and, in that capacity, interested in the exercise of those voting rights.
- (i) For the purposes of these Rules, the office of a Board member becomes vacant if:
 - (1) that person resigns office by notice in writing to EFV;
 - (2) becomes bankrupt or insolvent or makes any arrangement or composition with his or her creditors;
 - (3) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health; or
 - (4) is convicted on indictment of an offence and the Board does not within one month after that conviction resolve to confirm the person's position.
- (j) A person may not be elected or appointed to the Board unless he or she is 18 years or older.
- (k) A Board member may not be paid any remuneration for services as a

Board member. However, a Board member is entitled to be reimbursed out of the funds of EFV for his or her reasonable travelling, accommodation and other expenses incurred when travelling to or from meetings of the Board or a Subcommittee or when otherwise engaged on the affairs of EFV.

18 CONDUCT OF BALLOT FOR ELECTION OF BOARD MEMBERS

- (a) Nominations of candidates for election as a Board member will be called for eight weeks prior to the date for the AGM and will close five weeks prior to the AGM.
- (b) Nominations of Board members must be made in writing, signed by two members of EFV and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination), and be delivered to the Secretary not less than 7 days before the date fixed for the conduct of a postal ballot.
- (c) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and remaining vacancies will be casual vacancies.
- (d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (e) If the number of nominations exceeds the number of vacancies to be filled, a postal ballot must be held.
- (f) A postal ballot of all Members who are Members on the day 2 months prior to the proposed AGM date will be conducted if required with the same mailout as the announcement of the AGM is being sent to Members, to be received by Members at least 21 days prior to the AGM.
- (g) The President shall announce the result of the postal ballot or the election of Board members, at the AGM.
- (h) The Secretary will act as returning officer, and shall make such other provision as is necessary for the orderly conduct of the postal ballot.
- (i) A voter shall mark their ballot paper in such a way as to indicate the same number of candidates of their choice as there are vacancies to be filled.
- (j) In the case of equality of votes between two candidates the returning officer shall decide by lot which candidate shall be declared elected.
- (k) If any aggrieved Member wishes to dispute the validity of any election they shall, within seven days after the declaration of the result of such election, give notice in writing to the Board stating the grounds of his/her complaint. The Board may thereupon either itself investigate the complaint or may appoint a Subcommittee for this purpose. After hearing the complaint the Board shall determine the matter and its decision

thereon shall be final.

- (l) The Board is to consist of 9 people elected by the Members from the membership.
- (m) All candidates will be invited to provide a statement (of no more than 500 words) along with their nomination for election, outlining such things as their qualifications, interest in or experience of epilepsy, fundraising experience, leadership experience and other general experience which they deem relevant for the information of Members. Such statements will be sent out with the ballot papers.
- (n) Terms of Members of the Board continue until the end of the 3rd AGM following their election. A Board member appointed to fill a casual vacancy holds office until the next AGM, but may be eligible for election.
- (o) Board members, whose terms end, are eligible for re-election or reappointment unless these Rules provide otherwise.
- (p) Notwithstanding anything else in these Rules, a person may not be elected or appointed to the Board if such election or appointment would mean that the number of medical practitioners who are members of the Board would exceed one third of the total number of members of the Board at that time.

19 MEETINGS OF THE BOARD

- (a) The Board must meet at least once every two months at the time and place that the Board determines or, if the Board has not determined a time or place, at a time or place fixed by the President.
- (b) The first meeting of the Board after the AGM is to be convened by the CEO within 4 weeks of the date of the AGM.
- (c) Written notice of each Board meeting must be given to each member of the Board at least 2 business days before the date of the meeting.
- (d) Special meetings of the Board may be convened by the President or any 4 members of the Board.
- (e) The quorum for any meeting of the Board is four Members, of whom one must be the President, Vice President or Treasurer. No business shall be transacted unless a quorum is present. If within half an hour of the time appointed for the meeting a quorum is not present, the meeting stands adjourned. In this case the CEO must call another meeting to be held not more than ten days subsequently.
- (f) If at that subsequent meeting a quorum is not present, those who are present may conduct business deemed essential by the CEO to the proper management of EFV.
- (g) The President, or in the President's absence the Vice-President, and then

the Treasurer, presides at all meetings of the Board if all are absent, or are unable to preside, the members present must choose one of their number to preside.

- (h) At all meetings of the Board:
 - (1) all questions are to be decided by a show of hands and the decision of the majority of members voting is the decision of the meeting;
 - (2) each member has one vote except that the Chair has a deliberative vote and, in the event of an equality of votes on any question, has a casting vote also; and
 - (3) the CEO must keep minutes of the resolutions and proceedings of each meeting of the Board, and each Subcommittee meeting, together with a record of the names of persons present at those meetings. Minutes are to be signed by the President or Secretary, and CEO.

20 REMOVAL OF A BOARD MEMBER

- (a) A General Meeting may, by resolution, remove any member of the Board before the expiration of the person's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- (b) A member who is the subject of a proposed resolution referred to in (a) may make representations (not exceeding 1,000 words) in writing to the Secretary or President and may request that the representations be provided to the Members.
- (c) The Secretary or the President must send a copy of any representations to each Member and the relevant Board member may require that they be read out at the meeting.

21 SUBCOMMITTEES

The Board may at any time create a Subcommittee consisting of members of the Board fit, and may prescribe the functions of any such Subcommittee. The Board shall have the power to co-opt persons to serve on Subcommittees in an advisory capacity, and the President shall be an ex-officio member of all Subcommittees. The function of Subcommittees will vary according to the needs identified from time to time by the Board.

22 THE CEO

- (a) The Board must appoint a person as the CEO for such period, at such remuneration and upon such conditions as the Board thinks fit.
- (b) Subject to any contract between EFV and the CEO, the CEO may be removed or dismissed by the Board at any time, with or without cause.

- (c) The CEO must be the Public Officer.
- (d) The CEO must report regularly to the Board, no less frequently than every two months.
- (e) The CEO must make appropriate arrangements for recording minutes of the proceedings and resolutions of General Meetings and Board meetings, and any reports and recommendations of Subcommittees. Minutes should be signed by the President or Chair at the next meeting and include a record of the names of persons present at any Board meetings.
- (f) The CEO, subject to the direction of the Board, is responsible for:
 - (1) the overall management of EFV and supervision of all staff;
 - (2) dealing with the correspondence of EFV and for the custody of all books, documents and securities of EFV;
 - (3) collecting and receiving all monies due to EFV, authorising expenditure within the Authority Delegations Schedule and entering into contracts on behalf of EFV within any limits in the Authority Delegations Schedule;
 - (4) making recommendations to the Board in respect of the appointment or dismissal of executive staff members, with dismissal being subject to any contract between EFV and the relevant executive staff member who may be removed or dismissed by the Board at any time, with or without cause; and
 - (5) other duties as directed from time to time by the Board.

23 DONATION FUND

- (a) Within the accounts of EFV there shall be a separate and distinct manner of identifying all money and other property which is received by EFV in the form of gifts, the balance of such money and other property held by EFV from time to time will be generally called the "Donation Fund".
- (b) That part of the Donation Fund as is made up of money must be held in special bank accounts to be opened in the name of EFV and identified as part of the "Epilepsy Foundation of Victoria Donation Fund".
- (c) Any property received or held by EFV and not in the form of money must be identified and recorded as forming part of the Donation Fund by being entered into a register of property other than money held by EFV and called the "Epilepsy Foundation of Victoria Donation Fund Non-monetary Register".
- (d) Any money derived from any part of the Donation Fund by way of earnings is to be applied to an account operated under rule 23(b).

- (e) Any accumulations or other gains deriving from any part of the Donation Fund other than money must be applied as property received under rule 23(c).
- (f) EFV may apply any part of the Donation Fund to the purposes of EFV.
- (g) EFV may establish a separate entity, fund or trust for the purpose of administering all or any part of the Donation Fund and authorise such entity, fund or trust to receive donations on behalf of EFV as the duly appointed agent of EFV.
- (h) EFV may authorise any Office Holder or combination of Office Holders to administer and modify the manner of operation of any entity, fund or trust created under rule 23(g).
- (i) Notwithstanding rule 27 in the event that EFV or any entity, fund or trust having responsibility for the Donation Fund is:
 - (1) wound-up;
 - (2) dissolved; or
 - (3) ceases to be a Deductible Gift Recipient,

EFV and any such entity, fund or trust must immediately apply the whole of the money and property constituting the Donation Fund to a Deductible Gift Recipient having purposes similar to those of EFV.

24 FINANCE

- (a) No payments shall be made without the authority of the Board or the designated authority of the CEO found within the Authority Delegations Schedule.
- (b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall, in respect of such amounts or ranges of amounts as determined by the Board from time to time, be signed by such persons or numbers of persons as determined by the Board for such a purpose from time to time.
- (c) The assets and income of EFV may only be applied to further its purposes and no portion shall be distributed directly or indirectly to Members except as bona fide compensation for services rendered or reimbursement of expenses incurred on behalf of EFV.
- (d) The operating funds of EFV are to be derived from annual subscriptions for membership, government grants, allocations from the Donations Fund and such other sources as the Board determines. The operating funds of EFV must be paid into such accounts as may be appropriate to distinguish between income from donations including the proceeds of donated property and income from other sources.

- (e) The accounts and books showing the financial affairs of EFV must be available for inspection by Members during normal office hours, by appointment, following 7 days written notice to the CEO from the Treasurer, the President, the Vice-President or any 4 members of the Board.

25 AUDITOR

- (a) An Auditor or Auditors must be appointed at the AGM and such appointment reviewed on an annual basis.
- (b) The remuneration of the Auditor shall be determined annually by the Board.
- (c) Subject to the Act, an Auditor shall be Member of the Institute of Chartered Accountants in Australia or the Australian Society of Accountants or any similar organisation.
- (d) The Auditor shall provide assistant staff, if necessary and shall draw up the audit program having regard to modern practice and the auditing standards issued from time to time by Australian Accounting bodies and the advisory notes for auditors which may be issued by the Board from time to time.
- (e) An examination of the accounts and records shall be undertaken and the Auditor shall attend at the Office of EFV for these purposes in the period July-November in each year, when they shall complete the audit program relating to the financial year which expired on the thirtieth day of June immediately preceding.
- (f) The Auditor shall have access to the books and accounts of EFV at all times and shall make such reports as the Auditor considers necessary direct to the Board.
- (g) The Auditor shall make a report to the Members to be published for the AGM on every balance sheet and statement of income and expenditure laid before such AGM during his/her term of office and shall state in the report whether in his or her opinion:
 - (1) the balance sheet (with notes thereto) and statement of income and expenditure are properly drawn up so as to give a true and fair view of the state of EFV's financial affairs for the relevant Financial Year (or other date appropriate to the period covered by such balance sheet and statement) and of the financial results of its services for the period ended on that date;
 - (2) the accounting and other records examined by the auditor have been properly maintained; and
 - (3) the financial statements are in accordance with the accounting standards issued from time to time by recognised Australian Accounting bodies.

- (h) The Auditor may, if they consider it desirable to do so, make a report direct to the Members in General Meeting on any other matter coming within the scope of their duties.
- (i) The Board may set the tasks of the Auditor insofar as they may exceed the minimum required by law.

26 COMMON SEAL

- (a) The CEO must arrange for the safe keeping of the common seal at the Office of EFV.
- (b) The common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures either of 2 members of the Board or one Board member and the CEO.
- (c) The CEO must keep a common seal register and, upon the affixing of the common seal to any instrument, must enter in the common seal register particulars of the instrument, giving in each case:
 - (1) the date of the instrument;
 - (2) the names of the parties to the instrument;
 - (3) a short description of the instrument; and
 - (4) the names of the persons signing the instrument.

27 PATRONS, AUXILIARIES AND GROUPS

The Board may in its discretion from time to time:

- (a) appoint a Patron or Patrons;
- (b) promote the formation of auxiliaries or groups of volunteer fundraisers and supporters as it deems expedient and may authorise the raising of funds by such auxiliaries or groups for the purposes of EFV.

The Board may at any time revoke such appointment or disband such auxiliary or group.

28 WINDING-UP

- (a) If, on the winding-up or dissolution of EFV, any property remains after satisfaction of all its debts and liabilities, this property must only be given or transferred to an institution:
 - (1) which is charitable at law;
 - (2) which has purposes similar to the purposes of EFV;

- (3) whose constitution prohibits distributions or payments to its members and directors (if any) to an extent at least as great as is outlined in these Rules; and
 - (4) gifts to which can be deducted under division 30 of the *Income Tax Assessment Act 1997*.
- (b) The identity of the institution referred to in rule 28(a) must be decided by the Board, or if the Board do not wish to decide or do not decide, it must be decided by the Members by ordinary resolution at or before the time of winding-up or dissolution and, if the Members cannot decide, by the Supreme Court of Victoria.

29 GRIEVANCE PROCEDURE

- (a) Any dispute under these Rules between:
- (1) a Member and another Member; or
 - (2) a Member and EFV,
- (a **Dispute**) must, unless all parties to the Dispute otherwise agree, be dealt with under this rule 29.
- (b) Any party to a Dispute (an **Applicant**) may by notice in writing (a **Notice**) served on the Board refer the Dispute to the Board for determination, and if the Applicant does so, the Applicant must serve a copy of the notice upon all other parties to the Dispute.
- (c) The Notice must provide details of:
- (1) all parties to the Dispute; and
 - (2) the nature and circumstances of the Dispute,
- and may contain such submissions and evidence as the Applicant thinks fit.
- (d) Within 30 days after being served with a Notice, any other party to the Dispute may prepare a written response to the Notice containing such submissions and evidence as the party thinks fit (a **Response**), and if a Response is prepared, the party must serve a copy of the Response on the Board, on the Applicant and on each other party to the Dispute.
- (e) Within 60 days after receipt of a Notice, the Board must conduct a hearing to determine the Dispute (a **Hearing**), at which it must hear any further submissions and evidence any party to the Dispute wishes to present.
- (f) A determination made by the Board under the above procedures is final and binding on all parties to the Dispute.
- (g) No appeal lies from a determination made by the Board to a court.

- (h) Any party to a Dispute may appoint any person to act on behalf of that party in the above procedures.
- (i) The above procedures must be implemented and carried out in accordance with these Rules and the common law rules of natural justice, but otherwise, the Board may control the conduct of a Hearing and the making of a determination as it sees fit.