

RULES

SPINA BIFIDA FOUNDATION OF VICTORIA INCORPORATED

RULES

1. Name

The name of the incorporated association is Spina Bifida Foundation of Victoria Incorporated (SBFV).

2. Purpose

The purpose of SBFV is to provide aid and assistance to persons with spina bifida through programs to:

- (a) relieve their disability, pain and distress; and
- (b) alleviate the misfortune, helplessness and poverty caused by spina bifida, including through:
 - (i) the provision, and planning for the development of, respite hospice care for persons with spina bifida;
 - (ii) the provision of vocational training for persons with spina bifida and particularly for those who also have the associated complications of hydrocephalus;
 - (iii) the provision of transport assistance to persons with spina bifida, including the provision of funds for taxis and vehicle modification;
 - (iv) the provision of support in relation to, and the facilitation of the actual supply of mobility equipment including wheelchairs and walking aids to persons with spina bifida;
 - (v) the provision of facilities to assist healthy living, fitness and lifestyles of persons with spina bifida (e.g. back care facilities, lifting machines, bath chairs and access to these);
 - (vi) the creation of a network of persons with spina bifida for support and information sharing;
 - (vii) the preparation, publication and distribution of information and advice for persons with spina bifida of all ages (eg sexual/reproduction health and incontinence);
 - (viii) the provision of support systems in relation to the maintenance and enhancement of the psychological health of persons with spina bifida;
 - (ix) the provision of assistance and support to facilitate access for persons with spina bifida to places of learning and recreation; and
 - (x) the organisation of developmental camping and other therapeutic and recreational activities for persons with spina bifida.

3. Powers

- (a) SBFV has the power to do everything necessary or convenient for, or incidental to, the furtherance of its purpose, including the power:
 - (i) to seek sponsorship and funding for spina bifida related projects;
 - (ii) to publish an annual directory of services to the spina bifida community;

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- (iii) to establish a library and data base of literature and research into spina bifida issues;
- (iv) to indemnify any person for any loss or damage incurred as a result of having, while undertaking duties or volunteer work on behalf of SBFV, become liable to pay any amount by way of damages or otherwise;
- (v) to subscribe to, become a member of, affiliate with or co-operate with any other association, club or organisation, whether incorporated or not, whose purposes are altogether or in part similar to those of SBFV;
- (vi) to buy, sell and deal in all kinds of articles, commodities and provisions, for the members of SBFV or persons frequenting SBFV's premises, functions or events;
- (vii) to purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be required for the purposes of, or capable of being conveniently used in connection with, the purpose of SBFV, provided that in case SBFV shall take or hold any property which may be subject to any trusts, SBFV shall only deal with that property in such a manner as is allowed by the trust instrument (if any), and the law regarding such trusts;
- (viii) to:
 - (A) enter into any arrangements with any Government or authority that are incidental or conducive to the attainment of the purpose and the exercise of the powers of SBFV;
 - (B) obtain from any such Government or authority any rights, privileges and concessions which SBFV may think it desirable to obtain; and
 - (C) carry out, exercise and comply with any such arrangements, rights privileges and concessions;
- (ix) to appoint, employ, remove or suspend such managers, officers, employees, workmen and other persons as may be necessary or convenient for the purpose of SBFV;
- (x) to construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences (Works) which directly or indirectly advance SBFV's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control of those Works;
- (xi) to invest and deal with the money of SBFV not immediately required in such manner as may from time to time thought fit;
- (xii) to take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
- (xiii) to:
 - (A) lend and advance money or give credit to any person or body corporate; and
 - (B) guarantee and give guarantee or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
- (xiv) 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

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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 mortgage, charge, lien or other security upon the whole or any part of the SBFV's property or assets present or future and to purchase, redeem or pay-off any such securities;

- (xv) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
 - (xvi) to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of SBFV;
 - (xvii) to take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of SBFV's property of whatsoever kind sold by SBFV, or any money due to SBFV from purchasers and others;
 - (xviii) to take any gift of property whether subject to any special trust or not, for any one or more of the purpose of SBFV;
 - (xix) to take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of SBFV, in the shape of donations, annual subscriptions or otherwise;
 - (xx) to print and publish any newspapers, periodicals, books or leaflets that SBFV may think desirable for the promotion of its purpose;
 - (xxi) to amalgamate with any one or more incorporated associations having purposes altogether or in part similar to those of SBFV and which are charitable at law, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon SBFV under or by virtue of the Rules and which is or are approved by the Commissioner of Taxation as a public benevolent institution for the purposes of any Commonwealth Taxation Act;
 - (xxii) to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which SBFV is authorised to amalgamate;
 - (xxiii) to transfer all or any part of the property, assets, liabilities and engagements of SBFV to any one or more of the incorporated associations with which SBFV is authorised to amalgamate;
 - (xxiv) to make donations for charitable purposes; and
 - (xxv) to do all such other things as are incidental or conducive to the attainment of the purpose and the exercise of the powers of SBFV.
- (b) In interpreting this Rule 3, no paragraph shall be restricted by reference to another paragraph or by the juxtaposition of two or more paragraphs.
- (c) In the event of any ambiguity in Rules 2 and 3, the ambiguity shall be construed in such a way so as to widen and not restrict the purpose and the powers of SBFV.

4. Definitions and interpretation

4.1 Definitions

In these Rules, unless the contrary intention appears:

‘**Act**’ means the *Associations Incorporation Reform Act 2012 (Vic)*.

‘**Annual General Meeting**’ means a general meeting of SBFV members, convened annually in accordance with Rule 11.

‘**Board**’ means the board of management of SBFV and whatever name it may subsequently be known.

‘**Board Meeting**’ means a meeting of the Board convened in accordance with Rule 8.

‘**Chairperson**’ of a General Meeting or Board Meeting, means the person chairing the meeting as required under these Rules.

‘**Disciplinary Subcommittee**’ means the subcommittee appointed under Rule 5.7.

‘**Executive Staff Member**’ means the person appointed as an executive staff member under Rule 13.2.

‘**Financial Year**’ means the 12 month period ending on 30 June.

‘**General Meeting**’ means a general meeting of members, other than an Annual General Meeting, convened in accordance with Rule 9.

‘**Librarian**’ means any person holding office under Rule 14.

‘**member**’ means a natural person or family afforded membership of SBFV by virtue of these Rules, and ‘**membership**’ has a corresponding meaning.

‘**Membership Executive**’ means the person who holds office under Rule 14 as membership executive of SBFV.

‘**Officer**’ means, for the purposes of Rule 24, any member of the Board, and such other persons as the Board may determine from time to time.

‘**organisation**’ means a company, body corporate, trust, incorporated association, or body corporate or unincorporate or partnership.

‘**Partner**’ in relation to a member who is a natural person means the member’s spouse, de-facto spouse or same sex partner with whom the member lives on a bona fide domestic basis.

‘**President**’ means the person who holds office under these Rules as president of SBFV.

‘**Register of Members**’ means the register maintained by the Membership Executive pursuant to Rule 5.4.

‘**Regulations**’ means the regulations made under the Act.

‘**Representative**’ means a natural person registered in accordance with these Rules as a representative of a member which is an organisation, and shall include a proxy of a Representative appointed in accordance with Rule 10.7.

‘**SBFV**’ means the Spina Bifida Foundation of Victoria Incorporated.

‘**SBFV Regulations**’ mean any regulations made by the Board pursuant to Rule 22.

‘**Secretary**’ means the person who holds office under these Rules as secretary of SBFV.

‘**Special General Meeting**’ means a general meeting of members that is not an Annual General

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Meeting, convened in accordance with Rule .

‘**Special Resolution**’ means a resolution passed by a majority of not less than three-quarters of those persons present at the General Meeting, whether in person or by proxy, and entitled to vote upon the resolution.

‘**Treasurer**’ means the person who holds office under these Rules as treasurer of SBFV.

‘**Vice-President**’ means the person who holds office under these Rules as vice-president of SBFV.

4.2 Interpretation

- (a) A word or expression in the singular includes the plural, and vice-versa.
- (b) Headings are for convenience only and do not affect the interpretation of these Rules.
- (c) If a word or phrase is defined, other grammatical forms of that word or phrase have the same meaning.
- (d) A reference to one gender includes all genders.
- (e) A reference to legislation includes:
 - (i) any subordinate legislation made under it; and
 - (ii) any modification or replacement of the legislation or of any subordinate legislation made under it.
- (f) A reference to these Rules or to a provision of these Rules includes any modification or replacement thereof.
- (g) A member is to be taken to be present in person at a General Meeting if the member:
 - (i) being a natural person – is present in person or by proxy; or
 - (ii) being an organisation – is present by proxy, by Representative or by proxy of its Representative.
- (h) A reference to a company, body or other form of organisation includes a reference to any company, body or other form of organisation that replaces or takes over the functions of the first mentioned company, body or other form of organisation.

5. Membership

5.1 Ordinary membership

- (a) Membership of SBFV is open to any interested natural person or organisation willing to promote the objectives of SBFV.
- (b) A natural person or organisation, approved for membership by the President is eligible to become a member of SBFV on payment of the annual subscription payable under these Rules.
- (c) A natural person or organisation which is not a member of SBFV at the date of the adoption of these Rules (or who was such a member at that time but has ceased to be a member), shall not be admitted to membership:
 - (i) unless he, she or it is nominated as provided in Rule 5.1(d); and
 - (ii) his, her or its admission as a member is approved by the President.
- (d) A nomination of a natural person or an organisation for membership of SBFV shall be

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made in writing to the President and be accompanied by the then applicable annual subscription amount.

- (e) As soon as is practicable after the receipt of a nomination, the nomination shall be reviewed by the President.
- (f) The President shall determine whether to approve or to reject the nomination. Such determination is at the sole discretion of by the President and notwithstanding any other provision in these Rules, no reasons for any decision need be given to any prospective member, any member or any other person.
- (g) Upon a nomination being approved by the Board, the Membership Executive shall, with as little delay as possible, notify the nominee in writing that he, she or it is approved for membership and, unless such sum has already been received in full, request payment within 28 days after receipt of the notification, of the sum payable under these Rules as the first year's annual subscription.
- (h) The Membership Executive shall, upon payment of the annual subscription amount in accordance with Rule 6 enter the nominee's name in the Register of Members kept by him or her and, upon the name being so entered, the nominee becomes a member of SBFV.
- (i) If any nomination is not being approved by the President, the Membership Executive shall, with as little delay as possible:
 - (i) notify the Board in writing (which may elect to review the decision of the President);
 - (ii) (if the Board has not reviewed the decision of the President) notify the nominee in writing that he, she or it is not approved for membership; and
 - (iii) (if the Board has not reviewed the decision of the President) refund to such nominee any annual subscription already paid.
- (j) A right, privilege, or obligation of a member by reason of his, her or its membership:
 - (i) is not capable of being transferred or transmitted to another person; and
 - (ii) terminates upon the cessation of his, her or its membership, whether by death, dissolution, resignation or otherwise.

5.2 Honorary membership

- (a) The Board may by Special Resolution bestow the privilege of Honorary membership upon any natural person who is not a member.
- (b) Honorary members:
 - (i) are only entitled to exercise the rights; and
 - (ii) hold that title for the period of time,
as set out in the Special Resolution.
- (c) Notwithstanding Rule 6.2, no annual subscription is payable by an Honorary member.

5.3 Life members

- (a) SBFV may by Special Resolution passed at an Annual General Meeting bestow the privilege of Life membership upon any natural person:
 - (i) who is a member; and
 - (ii) in the opinion of the Board, has given outstanding service to SBFV.

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- (b) Notice of a proposed resolution under Rule 5.3(a) must be included in the notice of Annual General Meeting.
- (c) Notwithstanding Rule 6.2, no annual subscription is payable by a Life member.
- (d) A Life member holds all the rights and privileges of a natural person who is a member.

5.4 Register of Members

- (a) The Membership Executive shall keep and maintain a Register of Members in which shall be entered the full name, address and date of entry of the name of each member (and in the case of an organisation member, the Representative of that member appointed pursuant to Rule 5.10) and the register shall be available for inspection by members at the address of the Membership Executive upon reasonable notice being given to the Membership Executive.
- (b) The Register of Members may be maintained in any manner or form the Membership Executive sees fit, so long as it is readily convertible to written or printed form.
- (c) All persons may treat the Register of Members as complete and accurate and nothing done in good faith based on the completeness and accuracy of the Register of Members shall be rendered ineffective, void or voidable by any subsequently discovered omission from, or inaccuracy in, the Register of Members.

5.5 Resignation of members

- (a) A member of SBFV may resign by giving notice in writing to the Membership Executive.
- (b) A resignation notified under Rule 5.5(a) is effective upon receipt of the notice by the Membership Executive.
- (c) After the receipt of a notice referred to in Rule 5.5(a), the Membership Executive shall:
 - (i) report by writing or in person the receipt of that notice to the next Board Meeting; and
 - (ii) as soon as possible after the next Board Meeting, make in the Register of Members an entry recording the date on which the member from whom the notice was received, ceased to be a member, and any Representatives of that member consequently ceased to be Representatives.

5.6 Grounds for taking disciplinary action

- (a) SBFV may take disciplinary action against a member in accordance with these Rules if it is determined by the Disciplinary Subcommittee established under Rule 5.7 that the member:
 - (i) has failed to comply with these Rules; or
 - (ii) refuses to support the purposes of SBFV; or
 - (iii) has engaged in conduct prejudicial to SBFV.

5.7 Disciplinary Subcommittee

- (a) If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board must appoint a Disciplinary Subcommittee to hear the matter and determine what action, if any, to take against the member.
- (b) The members of the Disciplinary Subcommittee
 - (i) may be Board members, members of SBFV or anyone else; but
 - (ii) must not be biased against, or in favour of, the member concerned.

5.8 Notice to member

- (a) Before disciplinary action is taken against a member, the Secretary must give written notice to the member:
- (i) stating that SBFV proposes to take disciplinary action against the member; and
 - (ii) stating the grounds for the proposed disciplinary action; and
 - (iii) specifying the date, place and time of the meeting at which the Disciplinary Subcommittee intends to consider the disciplinary action (**the disciplinary meeting**); and
 - (iv) advising the member that he or she may do one or both of the following:
 - (A) attend the disciplinary meeting and address the Disciplinary Subcommittee at that meeting; and
 - (B) give a written statement to the Disciplinary Subcommittee at any time before the disciplinary meeting.
- (b) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

5.9 Decision of subcommittee

- (a) At the disciplinary meeting, the Disciplinary Subcommittee must:
- (i) give the member an opportunity to be heard; and
 - (ii) consider any written statement submitted by the member.
- (b) After complying with Rule 5.9(a), the Disciplinary Subcommittee may:
- (i) take no further action against the member; or
 - (ii) subject to Rule 5.9(c):
 - (A) reprimand the member; or
 - (B) suspend the membership rights of the member for a specified period; or
 - (C) expel the member from SBFV.
- (c) The Disciplinary Subcommittee may not fine the member.
- (d) The suspension of membership rights or the expulsion of a member by the Disciplinary Subcommittee under this rule takes effect immediately after the vote is passed.
- (e) There is no right of appeal against a decision of the Disciplinary Subcommittee under Rule 5.9.

5.10 Representatives

Where a member is an organisation:

- (a)
- (i) the member may at any time by notice in writing to the Secretary appoint or remove any particular Representative and appoint any other natural person in his or her place;
 - (ii) notwithstanding Rule 5.10(a)(i) above, no member shall be entitled to appoint more than one representative at any given time;
- (b) any 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 SBFV, provided:

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- (i) where a 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; and
 - (B) SBFV is entitled to assume the validity of the exercise of that power or discretion and the authority of the Representative to exercise the power or discretion;
- (ii) a vote given by a Representative is deemed to be a vote personally given by the member the Representative represents;
- (c) any communications from SBFV or the Board to the member in its capacity as a member may be addressed to any of the Representatives of the member, and service upon a Representative is deemed to be service upon the member the Representative represents;
- (d) the presence of a 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 or Board Meeting;
- (e) a reference in these Rules to a member, unless the context otherwise requires, shall be taken to include a reference to a Representative of that member;
- (f) a natural person who is a member may not also be a Representative of another member;
- (g) whenever a Representative is appointed under these Rules, the Secretary 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 Representative, together with the written consent of the Representative and an acknowledgment from the Representative that he or she agrees to be bound by the Statement of Purpose and Rules of SBFV; and
- (h) any dispute concerning:
 - (i) the interpretation of this Rule 5.10; or
 - (ii) the rights and obligations of a Representative or the member he or she represents, shall be referred to the President whose decision in all respects shall be final and binding on all affected members and Representatives.

5.11 Expulsion of Representatives

- (a) The Board may in its absolute discretion by resolution expel a Representative from his or her office as a Representative of a member.
- (b) A Representative expelled under Rule 5.11(a) may not be reappointed a Representative within 5 years from the date of the expulsion.
- (c) No Representative may take any action or otherwise object to his or her expulsion under Rule 5.11(a).

5.12 Grievance procedure

- (a) The grievance procedure set out under this Rule 5.12 shall, unless the parties to the dispute agree otherwise, apply to disputes under these Rules between:
 - (i) a member and another member;
 - (ii) a member and the Board; and
 - (iii) a member and SBFV.

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- (b) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.
- (c) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- (d) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 5.12(c), the parties must within 10 days:
 - (i) notify the Board of the dispute; and
 - (ii) agree to or request the appointment of a mediator; and
 - (iii) attempt in good faith to settle the dispute by mediation.
- (e) The mediator must be:
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement:
 - (A) if the dispute is between a member and another member – a person appointed by the Board; or
 - (B) if the dispute is between a member and the Board or SBFV – a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (f) A mediator appointed by the Board may be a member or former member of SBFV but in any case must not be a person who:
 - (i) has a personal interest in the dispute; or
 - (ii) is biased in favour of or against any party.
- (g) The mediator to the dispute, in conducting the mediation, must:
 - (i) give each party every opportunity to be heard; and
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties throughout the mediation process.
- (h) The mediator must not determine the dispute.
- (i) If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

6. Annual subscription

6.1 Entrance fee

No entrance fee is payable to become a member of SBFV.

6.2 Annual subscription

- (a) Subject to Rule 6.2(c), the annual subscription payable by a member is the amount determined from time to time by the Board in respect of the class of membership of the member (being natural person or organisation, and for the purposes of setting the annual subscription, the Board may from time to time differentiate between subclasses within the class of members which are organisations, in any manner it sees fit.
- (b) The annual subscription is payable in advance on or before 1 July in each year.

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- (c) Any member joining SBFV after 1 January in any Financial Year need pay only half the ordinary annual subscription for that Financial Year.

6.3 Financial members

A member is to be regarded as a financial member of SBFV from the time the member pays all monies due to SBFV, or any other earlier time as determined by the Board.

7. Board

7.1 Power to manage SBFV

The Board:

- (a) shall control and manage the business and affairs of SBFV;
- (b) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by SBFV other than those powers and functions that are required by these Rules to be exercised by General Meetings of the members of SBFV; and
- (c) subject to these Rules, the Regulations and the Act, the Board has power to perform all such acts and things as appear to the Board to be necessary, desirable, conducive or incidental to the proper management of the business and affairs of SBFV.

7.2 Composition of the Board

- (a) The Board shall consist of a minimum of 8 elected members and a maximum of 10 elected members. The Board may co-opt up to another 4 members to the Board at its election or for any specific purpose or period of time, provided that:
 - (i) a majority of the existing members of the Board agree to such co-option; and
 - (ii) the person or persons co-opted consent in writing to such co-option.
- (b) At all times, the Board shall consist of:
 - (i) a President;
 - (ii) a Vice-President;
 - (iii) a Treasurer; and
 - (iv) a Secretary.
- (c) It is the objective of the SBFV that its Board be comprised of members:
 - (i) at least 2 of whom are persons with spina bifida;
 - (ii) at least 2 of whom work in the care, treatment or medical care of persons with spina bifida;
 - (iii) at least 2 of whom are direct family members of persons with spina bifida;
 - (iv) other persons whose lives are especially affected by spina bifida; and
 - (v) persons who reside and/or work in a rural area.
- (d) It is the objective of the SBFV that its Board be comprised of members of professional standing in the community such as:
 - (i) a judge, former judge or legal practitioner;
 - (ii) a chancellor, vice chancellor or senior academic from an Australian University;

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- (iii) a member of local government, state or federal parliament;
 - (iv) a registered medical practitioner, accountant or other professional person; or
 - (v) a member of clergy or other recognised spiritual leader.
- (e) The statements contained in Rule 7.2(c) and (d) are not mandatory, and shall have no effect whatsoever in relation to the outcome of an election of members to the Board.

7.3 President and Vice-President

- (a) Subject to Rule 7.3(b), the President or, in the President's absence, the Vice-President is the Chairperson for any General Meeting and for any Board Meeting.
- (b) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be:
- (i) in the case of a General Meeting – a member elected by the other members present; or
 - (ii) in the case of a Board Meeting – a Board member elected by the other Board members present.

7.4 Treasurer

- (a) The Treasurer must:
- (i) receive all moneys paid to or received by SBFV and issue receipts for those moneys in the name of SBFV;
 - (ii) ensure that all moneys received are paid into the account of SBFV within 5 working days after receipt;
 - (iii) make any payments authorised by the Board or by a General Meeting from SBFV's funds; and
 - (iv) ensure cheques are signed by at least 2 Board members.
- (b) The Treasurer must:
- (i) ensure that the financial records of SBFV are kept in accordance with the Act; and
 - (ii) coordinate the preparation of the financial statements of SBFV and their certification by the Board prior to the Annual General Meeting.
- (c) The Treasurer must ensure that at least one other Board member has access to the accounts and financial records of SBFV.

7.5 Secretary

- (a) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (b) The Secretary must:
- (i) keep custody of all books, documents and securities of SBFV in accordance with Rule 17.1;
 - (ii) subject to the Act and these Rules, provide members with access to the register of members, the minutes of General Meeting and other books and documents; and
 - (iii) perform any other duty or function imposed on the Secretary by these Rules.
- (c) The Secretary must give to the Registrar notice of his or her appointment within 14 days

after appointment.

7.6 Term of office

- (a) Subject to these Rules, each member of the Board shall:
 - (i) be elected at the Annual General Meeting of SBFV, with effect from the end of that Annual General Meeting; and
 - (ii) hold office until the end of the Annual General Meeting next following the date of his or her election, but is eligible for re-election.
- (b) A person shall not hold the position of Secretary for more than 3 consecutive terms.

7.7 Duties

- (a) The President shall be responsible for the daily management of SBFV, the preparation of an annual action plan, the maintenance of all financial records and the annual financial report.
- (b) As soon as practicable after being elected or appointed to the Board, each member of the Board must become familiar with these Rules and the Act.
- (c) The Board is collectively responsible for ensuring that the SBFV complies with the Act and that individual members of the Board comply with these Rules.
- (d) Board members must exercise their powers and discharge their duties with reasonable care and diligence.
- (e) Board members must exercise their powers and discharge their duties:
 - (i) in good faith in the best interests of SBFV; and
 - (ii) for a proper purpose.
- (f) Board members and former Board members must not make improper use of:
 - (i) their position; or
 - (ii) information acquired by virtue of holding their position,
so as to gain an advantage for themselves or any other person or to cause detriment to SBFV.
- (g) In addition to any duties imposed by these Rules, a member of the Board must perform any other duties imposed from time to time by resolution at a General Meeting.

7.8 Remuneration

- (a) No member of the Board, except the President, shall receive any remuneration in return for services rendered to SBFV but may have refunded any out-of-pocket expenses incurred in carrying out any duties or activities for SBFV, if the refund is approved by the President acting with the agreement of at least 2 Board members or by the Board itself.
- (b) The President shall receive remuneration commensurate with his or her duties and achievements, as determined and reviewed annually by the Board.

7.9 Casual Vacancies

In the event of a casual vacancy occurring in the office of a member of the Board, the Board may appoint a member a Representative to fill the vacancy and the member so appointed shall hold office, subject to these Rules, until the end of the Annual General Meeting next following the date of his or her appointment, but is eligible for re-election.

7.10 Election of Board

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- (a) Nominations of candidates for election as members of the Board shall be:
 - (i) in the form approved by the Board at any time; and
 - (ii) signed by 2 members of SBFV, one as proposer and the other as seconder.
- (b) A candidate for election as a member of the Board must be a financial member of SBFV at the time of the nomination and at the time of the election or a Representative of a member of SBFV which is financial at the time of the nomination and at the time of the election.
- (c) The election shall be conducted in such manner as the Board sees fit.

7.11 Vacancy of office on Board

The position of a member of the Board becomes vacant:

- (a) if the member dies;
- (b) if the member of the Board becomes bankrupt or an insolvent under administration;
- (c) if the member of the Board becomes of unsound mind, or a person whose person or estate is liable to be dealt with under the law relating to mental health;
- (d) if the member of the Board is convicted of an indictable offence punishable by imprisonment;
- (e) if the member of the Board resigns as a member of the Board by written notice given to the Secretary;
- (f) if the member of the Board fails to attend 3 consecutive meetings of the Board without leave of the Board (whether given before or after that absence) and is removed from office by resolution of the Board;
- (g) in the circumstances contemplated by Rule 7.12 or Rule 7.13;
- (h) if the member of the Board ceases to be a member of SBFV whether by virtue of Rule 5.6 or otherwise;
- (i) if the member of the Board is removed from office by Special Resolution of the Board;
- (j) if the member of the Board is a Representative, and the member the member of the Board represents ceases to be a member; or
- (k) if the member otherwise ceases to be a member of the Board by operation of section 78 of the Act.

7.12 Removal from office by General Meeting

SBFV in General Meeting may by Special Resolution remove any member of the Board before the expiration of his or her term of office and appoint another member or Representative in his or her stead, to hold office until the expiration of the term of the removed member.

7.13 Removal from office by Board

- (a) The Board may by Special Resolution, remove any member of the Board before the expiration of his or her term of office and appoint another member or Representative in his or her stead to hold office until the expiration of the term of the removed member.
- (b) A member of the Board removed pursuant to Rule 7.13(a) does not have any right of appeal to the General Meeting.

7.14 Interested members of the Board

- (a) Any member of the Board who has a financial or material interest in any contract or

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arrangements made or proposed to be made with SBFV shall disclose his or her interest at the first Board Meeting at which the contract or arrangement is first considered if the interest then exists, or in any other case at the first Board Meeting after the acquisition of the interest. If he or she becomes interested in the contract or arrangement after it is made or entered into, he or she shall disclose the respective interest at the first meeting after he or she becomes so interested.

- (b) No member of the Board shall vote at a Board Meeting in respect of any contract or arrangement in which he or she is so interested as aforesaid, and if he or she does so vote such vote shall not be counted.
- (c) No act of the Board or of SBFV is invalid or voidable by reason only of the failure of a member of the Board to comply with this Rule 7.14.

7.15 Implied validity

Notwithstanding anything expressed or implied to the contrary in these Rules, all decisions and actions at a Board Meeting, and all actions taken by the Board or any person acting as a member of the Board, shall be valid as if every person acting as such a member of the Board has been duly appointed, had duly continued in office and had at all material times been fully entitled to do all things which he or she did or purported to do as a member of the Board, notwithstanding that it is later discovered that there was a defect in the person's appointment or continuance in office or that the person had vacated office or was not entitled to do a particular thing.

8. Proceedings of Board

8.1 Frequency of meetings

The Board shall meet at least 4 times in each year at such place and such times as the Board may determine.

8.2 Chairperson

Each Board Meeting shall be presided by the Chairperson.

8.3 Special Board Meetings

- (a) Special Board Meetings may be convened by the President or by any 3 of the members of the Board.
- (b) Notice shall be given to all members of the Board of any Special Board Meeting specifying the general nature of the business to be transacted, and no other business shall be transacted at such a meeting.

8.4 Quorum

- (a) Any 4 members of the Board constitute a quorum for the transaction of the business of a Board Meeting.
- (b) No business shall be transacted at a Board Meeting unless a quorum is present, and if within 15 minutes of the time appointed for the meeting a quorum is not present, the Chairperson may stand the meeting adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a Special Board Meeting in which case it lapses.

8.5 Voting

- (a) Questions arising at a Board Meeting shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the Chairperson may determine.

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- (b) Each member present at a Board Meeting (including the Chairperson) is entitled to one vote and, in the event of an equality of votes on any question, the Chairperson may exercise a second or casting vote.
- (c) A resolution shall only be considered to have been passed concerning any question arising at a Board Meeting if an ordinary majority of votes cast at the meeting in respect of that resolution are cast in favour of it.

8.6 Usual business at Board Meetings

The usual business at a Board Meeting shall be:

- (a) to confirm the minutes of the last meeting;
- (b) to deal with any items retained on the agenda from the previous meeting;
- (c) to receive reports from members of the Board charged with the responsibility for agenda items;
- (d) to discuss correspondence received and correspondence to be sent;
- (e) to organise General Meetings and other functions; and
- (f) such other business as may be notified to members of the Board.

8.7 Notice

Notice of each Board Meeting shall be given to each member of the Board a reasonable time before the meeting.

9. General Meetings

9.1 Board convening a General Meeting

- (a) The Board may, whenever it thinks fit, convene a General Meeting.
- (b) Where, but for Rule 9.1(a), more than 15 months would elapse between Annual General Meetings, the Board shall convene a General Meeting before the expiration of that period.

9.2 Members convening a General Meeting

- (a) The Board shall, on the requisition in writing of members representing not less than 10 per cent of the total number of members, convene a General Meeting of SBFV.
- (b) The requisition for a General Meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- (c) If the Board does not cause a General Meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a General Meeting to be held not later than 3 months after that date.
- (d) A General Meeting convened by members pursuant to this Rule 9.2 shall be convened in the same manner as nearly as possible as that in which General Meetings are ordinarily convened by the Board, and all reasonable expenses incurred in convening the General Meeting shall be reimbursed by SBFV to the persons incurring the expenses.

9.3 Notice of General Meetings

- (a) The Secretary shall, at least 7 days or, if a Special Resolution has been proposed, at least 21

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days before the date fixed for holding a General Meeting, cause to be sent to each member at his, her or its address appearing in the Register of Members, a notice by prepaid post stating the place, date and time of the General Meeting and the nature of the business to be transacted at the General Meeting.

- (b) No business other than that set out in the notice convening the General Meeting shall be transacted at the General Meeting.
- (c) A member desiring to bring any business before a General Meeting may give notice of that business in writing to the Secretary, who shall use reasonable endeavours to include that business in the notice calling the next General Meeting after the receipt of the notice, failing which, the business must be included in the notice calling the next succeeding General Meeting.

10. Proceedings at General Meetings

10.1 Chairperson

Each General Meeting shall be presided by the Chairperson.

10.2 Special business

All business that is transacted at:

- (a) a General Meeting; and
- (b) the Annual General Meeting with the exception of that referred to in Rule 11.2(a) as being the ordinary business of the Annual General Meeting,

shall be deemed to be special business.

10.3 Quorum

- (a) No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these Rules to vote is present during the time when the meeting is considering that item.
- (b) 10 financial members present (being members entitled under these Rules to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.
- (c) If within 10 minutes after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting:
 - (i) if convened upon the requisition of members under Rule 9.2 – shall be dissolved; and
 - (ii) in any other case – shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 5) shall be a quorum.

10.4 Adjournment

- (a) The Chairperson 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

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unfinished at the General Meeting at which the adjournment took place.

- (b) 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.
- (c) Except as provided in Rules 10.4(a) and (b), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned General Meeting.

10.5 Voting

- (a) A question arising at a General Meeting shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of SBFV is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- (b) Subject to Rule 10.5(e), upon any question arising at a General Meeting:
 - (i) a member who is a natural person – has 1 vote only;
 - (ii) a member which is an organisation with less than 50 full time equivalent staff employed (or such other threshold as determined annually by the Board) as at the end of the last Financial Year – has 2 votes; and
 - (iii) a member which is an organisation with at least the threshold number of full time equivalent staff (referred to in Rule 10.5(b)(b)(ii)) as at the end of the last Financial Year – has 3 votes.
- (c) All votes shall be given:
 - (i) in the case of a member who is a natural person – personally or by proxy; and
 - (ii) in the case of a member which is an organisation – by proxy, by Representative, or by proxy of its Representative.
- (d) In the case of an equality of votes on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (e) A member or Representative is not entitled to vote at any General Meeting unless all moneys due and payable to SBFV by him, her or it or the member he or she represents, have been paid.

10.6 Poll

- (a) If at a meeting a poll on any question is requested by a member, it shall be taken at that meeting in such manner as the Chairperson may direct, and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (b) A poll that is requested:
 - (i) on the election of the Chairperson or on a question of an adjournment – shall be taken forthwith; and
 - (ii) on any other question – shall be taken at such time before the close of the meeting as the Chairperson may direct.

10.7 Proxies

- (a) Each member and Representative shall be entitled to appoint any natural person as his or her proxy by notice given to the Secretary no later than 24 hours before the time of the

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General Meeting in respect of which the proxy is appointed.

- (b) The notice appointing the proxy shall be in the form approved by the Board.

10.8 Attendees

- (a) A member may consent to any of the following persons attending any General Meeting that member would be entitled to attend, whether or not that member does actually attend the General Meeting:
- (i) any parents, persons in relation to whom the member stands in loco parentis, Partner, grandparents, grandchildren, brothers, sisters, uncles, aunts, nephews or nieces of the member; or
 - (ii) any parents, persons in relation to whom the Partner stands in loco parentis, grandparents, grandchildren, brothers, sisters, uncles, aunts, nephews or nieces of the member's Partner.
- (b) An attendee under Rule 10.8(a) attending a General Meeting may not:
- (i) vote in any circumstances; and
 - (ii) address the General Meeting without the consent of the Chairperson.

11. Annual General Meeting

11.1 Generally

- (a) SBFV shall in each calendar year convene an Annual General Meeting of its members.
- (b) The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.
- (c) The Annual General Meeting shall be held on such day as the Board determines.
- (d) The Annual General Meeting shall be specified as such in the notice convening it.

11.2 Business of an Annual General Meeting

- (a) The ordinary business of the Annual General Meeting is as follows:
- (i) to confirm the minutes of the previous Annual General Meeting and of any General Meeting held since then;
 - (ii) to receive and consider:
 - (i) the annual report of the Board on the activities of SBFV during the preceding Financial Year; and
 - (ii) the financial statements of SBFV for the preceding Financial Year submitted by the Board in accordance with Part 7 of the Act;
 - (iii) to elect the members of the Board;
 - (iv) to confirm or vary the amounts (if any) of the annual subscription and joining fee; and
 - (v) to conduct any other business of which notice has been given in accordance with these Rules;
- (b) The Annual General Meeting shall be in addition to any other General Meeting of SBFV, but it may not be held in conjunction with a General Meeting.

12. Subcommittees

12.1 Delegation to subcommittees

The Board may delegate any of the powers of the Board to a subcommittee or subcommittees established by the Board, comprising such members of the Board and invitees (whether members of SBFV, Representatives or not) as the Board determines.

12.2 Control of subcommittees

- (a) The Board may name, dissolve and vary the powers and composition of a subcommittee as the Board sees fit.
- (b) Each member of a subcommittee shall hold office on terms determined by the Board and a subcommittee shall exercise its powers, and generally conduct itself, in accordance with any directions given by the Board, including without limitation any directions concerning the keeping of minutes and reporting to the Board.

12.3 Rules apply to subcommittees

Subject to any directions by the Board, the provisions of these Rules applying to meetings and resolutions of the Board shall apply, so far as they reasonably can and with such modifications as are reasonably necessary, to meetings of a subcommittee.

13. Executive Staff

13.1 President

- (a) The Board may from time to time appoint a President.
- (b) The President must report regularly to the Board in such manner as determined from time to time by the Board.
- (c) The President is responsible for the day to day management of SBFV, and subject to any SBFV Regulations:
 - (i) shall prepare and retain accurate minutes of each General Meeting and each Board Meeting as well as any other committee having management of SBFV in books provided for that purpose, together with a record of the names of persons present at meetings of the Board;
 - (ii) shall carry out any other functions and duties set out in these Rules or assigned to him or her by the Board from time to time;
 - (iii) shall collect and receive all moneys due to SBFV and make all payments authorised by SBFV;
 - (iv) shall keep correct accounts and books showing:
 - (A) the financial affairs of SBFV with full details of all receipts and expenditure connected with the activities of SBFV; and
 - (B) the assets and liabilities of SBFV,and make such accounts and books available to the auditor to comply with his or her obligations under these Rules; and
 - (v) may make recommendations to the Board in respect of appointments and dismissals of Executive Staff Members and in respect of particular Executive Staff Members,

the matters mentioned in Rule 13.3(c).

13.2 Executive Staff Members

The Board may from time to time appoint and dismiss Executive Staff Members.

13.3 Provisions applicable to all Executive Staff Members

- (a) In this Rule 13.3, **Executive Staff Member** includes the President, Vice-President and Treasurer.
- (b) The appointment of an Executive Staff Member may be for such period, at such remuneration and upon such conditions as the Board thinks fit.
- (c) Subject to any contract between SBFV and the relevant Executive Staff Member, any Executive Staff Member may be removed or dismissed by the Board at any time, with or without cause.
- (d) The Board may:
 - (i) confer on an Executive Staff Member such powers, discretions and duties (including any powers, discretions and duties vested in or exercisable by the Board) as it thinks fit;
 - (ii) withdraw, suspend or vary any of the powers, discretions and duties conferred on an Executive Staff Member; and
 - (iii) authorise the Executive Staff Member to delegate all or any of the powers, discretions and duties conferred on the Executive Staff Member.

14. Membership Executive and Library

14.1 Membership Executive

- (a) The Board may from time to time and at any time appoint and remove any Executive Staff Member or any member as Membership Executive.
- (b) The Membership Executive has the powers and duties as given to him or her by the Board from time to time.

14.2 Library

- (a) The Board shall maintain a library, containing books, journals and other publications and material relevant to the purposes of SBFV. This duty may be delegated to Librarians.
- (b) The Board may from time to time and at any time appoint and remove any member or members of the Board or any member or members as a Librarian.
- (c) Each Librarian has the powers and duties given to him or her by the Board from time to time.
- (d) Unless the Board otherwise determines, every member is entitled to have use of the library.

15. External Statement on Compilation of Financial Reports

15.1 Appointment of public accountant

The Board shall appoint a public accountant.

15.2 Remuneration of public accountant

The remuneration of the public accountant shall be determined from time to time by the Board.

15.3 Qualifications of public accountant

The public accountant shall be a member of the Institute of Chartered Accountants in Australia or the Australian Society of Certified Practising Accountants or any person registered as an auditor pursuant to section 1280 of the *Corporations Act 2001 (Cth)* as required in preparing Financial Statements in conformance with the Act.

15.4 Role of public accountant

The public accountant shall examine the accounts and records of SBFV not less than once in each Financial Year and the public accountant shall attend upon relevant members of the Board for such purposes on such occasions as are arranged with the Board and such members of the Board. The financial statement shall be drawn up by the public accountant and in the preparation of the program shall have regard to the standards issued from time to time as required by 'associations' under the Act and recognised Australian Accounting bodies and the advisory notes for accountants which may be issued by the Board from time to time.

15.5 Access by public accountant

The public accountant shall have access to the books and accounts of SBFV at all times and shall make such reports to the Board as the public accountant considers necessary.

15.6 Report by public accountant

The public accountant shall make a report to the members at each Annual General Meeting on every balance sheet and statement of income and expenditure tabled before each Annual General Meeting during the term of office of the public accountant.

15.7 Attendance at General Meetings by public accountant

The public accountant may attend and make a report direct to the members in General Meeting of any matter coming within the scope of the public accountant's duties.

16. Cheques etc

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 of 3 members of the Board authorised by the Board for such a purpose.

17. Records, Securities and other Relevant Documents

17.1 Custody

The Secretary shall keep in his or her custody or under his or her control, all records, securities and other relevant documents of SBFV.

17.2 Inspection of Records

- (a) Members may upon request and upon giving reasonable notice of such request, inspect free of charge:
 - (i) the register of members;
 - (ii) the minutes of General Meetings; and
 - (iii) subject to Rule 17.2(b), the financial records, books and securities and other relevant documents of SBFV, including financials statements submitted at General Meetings.
- (b) The Board may refuse to permit a member to inspect records of SBFV that relate to

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confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of SBFV.

- (c) The Board must on request make copies of these Rules available to members and applicants for membership free of charge.
- (d) Subject to Rule 17.2(b), a member may make a copy of any records of SBFV referred to in this Rule and the SBFV may charge a reasonable fee for provision of a copy of such a record.
- (e) For purposes of this Rule 17.2, **relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of SBFV and includes the following:
 - (i) its membership records;
 - (ii) its financial statements;
 - (iii) its financial records;
 - (iv) records and documents relating to transactions, dealings, business or property of SBFV.

18. Common seal

- (a) The common seal of SBFV shall be kept in the custody of the Secretary.
- (b) The common seal shall not be affixed to any instrument except by the authority of the Board, which may be given before or after the common seal is used.
- (c) The affixing of the common seal shall be attested by the signature of:
 - (i) the President; and
 - (ii) one other member of the Board.

19. Notices

- (a) A notice may be served by or on behalf of SBFV upon any member either personally or by sending it by post to the member at his or her address shown in the Register of Members.
- (b) Where a document is properly addressed prepaid and posted to a person, the document shall be deemed to have been given to the person at the time at which it was posted.
- (c) No:
 - (i) General Meeting, Annual General Meeting or Board Meeting; or
 - (ii) act, proceeding or business of any such meeting,shall be rendered voidable or invalid merely by reason of:
 - (iii) the failure of any person to receive notice of the meeting; or
 - (iv) any other procedural irregularity.

20. Use of income and property and disposal of assets

20.1 Use of income and property

The income and property of SBFV shall be used and applied solely in promotion of its purposes

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and the exercise of its powers as set out herein and no proportion thereof shall be distributed paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of SBFV provided that nothing herein contained shall prevent the payment in good faith of:

- (a) interest to any such members in respect of moneys advanced by him or her to SBFV or otherwise owing by SBFV to him or her;
- (b) reasonable and proper charges for goods hired by SBFV from the member;
- (c) reasonable and proper remuneration to any officers or servants of SBFV or to any member of SBFV or other person in return for any services actually rendered to SBFV; or
- (d) monies representing reimbursement to any member of out of pocket expenses incurred by the member,

to which he or she would be entitled in accordance with the purposes if he or she were not a member.

20.2 Disposal of assets

- (a) If SBFV is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of:
 - (i) gifts of money or property for the principal purpose of SBFV;
 - (ii) contributions made in relation to an eligible fundraising event held for the principal purpose of SBFV; and
 - (iii) money received by SBFV because of such gifts and contributions,
shall be given or transferred to one or more institutions, bodies, funds or organisations:
 - (iv) having, so far as possible, purposes similar to the purposes of SBFV;
 - (v) which is or are charitable at law;
 - (vi) which is or are approved by the Australian Charities and Not-for-Profits Commission as a public benevolent institution; and
 - (vii) to which income tax deductible gifts can be made.
- (b) Such institutions, bodies, funds or organisations referred to in Rule 20.2(a) are to be determined by the members at or before the time of the winding up or at the time its endorsement as a deductible gift recipient is revoked (whichever occurs first), and in default thereof, by application to the Supreme Court of Victoria for determination.

21. Source of funds

The funds of SBFV shall be derived from annual subscriptions, donations, fundraising efforts, government allocation and such other sources as the Board determines.

22. SBFV Regulations

22.1 SBFV Regulations made by Board

The Board may make, amend, add to, rescind and replace SBFV Regulations concerning any aspect of the membership, governance, management, operation and activities of SBFV, but to the extent of any conflict between these Rules and the SBFV Regulations, these Rules shall prevail.

22.2 Effectiveness and promulgation of SBFV Regulations

Any SBFV Regulation made, and any amendment, addition, rescission and replacement, shall:

- (a) have effect on and from the date it is made unless otherwise stated in the relevant instrument; and
- (b) be promulgated to those affected, provided that failure to bring it to the attention of any person shall not render it or anything done in accordance with it void, voidable or ineffective.

23. Alteration of Rules

These Rules of SBFV may only be altered by Special Resolution of a General Meeting of SBFV.

24. Indemnity and insurance

24.1 Indemnity

To the extent permitted by law, SBFV may:

- (a) indemnify a person who is or has been an Officer of SBFV against a liability incurred by that person in his or her capacity as such an Officer to any person other than SBFV; and
- (b) indemnify a person who is or has been an Officer of SBFV against a liability for costs and expenses incurred by that person in his or her capacity as such an Officer in defending proceedings, whether civil or criminal, in which judgment is given in favour of that person or in which that person is acquitted or in connection with an application, in relation to such proceedings, in which the Court grants relief to that person,

insofar as such liability is not covered by a contract of insurance taken out by any person for the benefit of such Officer.

24.2 Insurance

SBFV may pay, agree to pay, or reimburse another person who has paid, a premium in respect of a contract insuring a person who is or has been an Officer of SBFV against a liability incurred by that person as such an Officer, except in circumstances prohibited by law.

25. Transitional Provisions

These Rules shall be read and construed in such manner that:

- (a) every member of the Board, President, Vice-President, Treasurer and Secretary in office immediately before the adoption of these Rules shall continue in office subject to, and shall be deemed to have been appointed under, these Rules;
- (b) any register maintained by SBFV immediately before the adoption of these Rules shall be deemed to be a register maintained pursuant to these Rules;
- (c) any regulations or by-laws made, adopted or passed before the adoption of these Rules shall be deemed to have been made as SBFV Regulations under these Rules;
- (d) any seal adopted by SBFV before the adoption of these Rules as the common seal of SBFV shall be deemed to be the common seal which SBFV has adopted under these Rules;
- (e) all subcommittees established by the Board and maintained immediately prior to the adoption of these Rules shall be deemed to be subcommittees established pursuant to Rule

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12, and shall be regulated as if established under Rule 12;

- (f) unless the contrary intention appears in these Rules, all persons, things and circumstances appointed or created by or under the Rules of SBFV in force before the adoption of these Rules shall continue to have the same status, operation and effect after the adoption of these Rules; and
- (g) within 30 days of the date of adoption of these Rules, the President shall request from each member which is an organisation, notification of the identity of its Representatives, being the details set out in Rule 5.10(g).