

**SOUTHERN WOMEN'S ACTION NETWORK
INCORPORATED
(SWAN)
A0038144Z**

**AMENDMENTS
to
MODEL RULES**

in line with

ASSOCIATIONS INCORPORATION ACT (1981)

5 AUGUST - 2013

**SOUTHERN WOMEN'S ACTION NETWORK
(SWAN)
RULES and REGULATIONS
in line with
ASSOCIATIONS INCORPORATION ACT (1981)**

The proposed amendments to the Model Rules of the Association Incorporation Act (1981) are to reflect the Southern Women's Action Network (SWAN) purpose and Special needs. Upon adoption of the Rules of our Association by the Membership at the Annual General Meeting (2013), the Rules will be forwarded to the Registrar of Association for approval.

SWAN purpose and Special needs are defined as follows:

To encourage and empower women to participate in the activities of the local and broader community, enabling them to influence decision making and outcomes. In achieving its purpose, SWAN adopts a co-operative, non-hierarchical approach to administrative and Meeting procedures.

1. NAME

The incorporated association (SWAN) is in these Rules called "the Association".

2. DEFINITIONS

(1) In these amended Rules, unless the contrary intention appears –
"Act" means the Associations Incorporation Act (1981):

"Committee" means the Administrative Committee comprising six Members appointed for a period of twelve months in line with the Associations Incorporation Act model Rules and guidelines.

"Financial year" means the year ending 30 June;

"General Meeting" means a General Meeting of Members convened in accordance with Rule 12.

"Member" means a participant in the activities of the Association;

"Regulations" means regulations under the Act;

"Relevant Documents" has the same meaning as in the Act.

(2) In these Rules, a reference to the Secretary of the Association is reference to the person holding office under these Rules as the Minute Secretary of the Association.

3. ALTERATION OF THE RULES

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

4. MEMBERSHIP AND SUBSCRIPTION

(1) Persons attending one or more ordinary Meetings of the Association, having paid the required fee, which may be altered by agreement of the Committee, are considered a Member.

(2) A person may renew Membership by attending a Meeting and paying the required entrance fee.

(3) The Membership Secretary will ensure a list of Members is recorded in a Register and contains Members' names, addresses and contact details, and their attendance record.

5. REGISTER OF MEMBERS

(1) The Membership Secretary is required to keep and maintain a Register of Members containing:

(a) the name, telephone, mobile, email and address of each Member

(b) the date on which a new Member's name is entered in the Register.

6. CEASING MEMBERSHIP

(1) A Member is deemed to have resigned from the Association if they have not attended and paid an entrance fee for a period of twelve (12) months.

(2) The Membership Secretary is to record in the Register the lapsed Membership after the expiry of the period referred to in sub-rule 6(1) above.

7. DISCIPLINE, SUSPENSION AND CANCELLATION OF MEMBERSHIP

(1) Subject to these Rules, if the Committee is of the opinion that a Member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming of a Member or prejudicial to the interests of the Association, the Committee may:

(a) Suspend that Member from Membership of the Association for a specific period; or

(b) Cancel that person's Membership.

(2) A Resolution of the Committee under sub-rule (1) above, does not take effect unless:

- (a) At a Meeting held in accordance with sub-rule (3) below, the Committee confirms the Resolution; and
 - (b) If the Member exercises a right of appeal to the Association Under this Rule, the Association confirms the Resolution in accordance with this Rule.
- (3) A Meeting of the Committee to confirm or revoke a Resolution passed under sub-rule (1), above, must be held not earlier than 14 days, and not later than 28 days, after Notice has been given to the Member in accordance with sub-rule (4) below.
- (4) For the purposes of giving Notice in accordance with sub-rule (3) above, the Membership Secretary will, as soon as practicable, cause to be given to the Member a written Notice:
- (a) Setting out the Resolution of the Committee and the grounds on which it is based; and
 - (b) Stating that the Member, or her representative, may address the Committee at a Meeting to be held not earlier than 14 days and not later than 28 days after the Notice has been given to that Member; and
 - (c) Stating the date, place and time of that Meeting; and
 - (d) Informing the Member that she may do one or both of the following:
 - (i) Attend that Meeting;
 - (ii) Give to the Committee before the date of that Meeting a written statement seeking the revocation of the Resolution;
 - (e) Informing the Member that, if at that Meeting, the Committee confirms the Resolution, the Member may, not later than 48 hours after that Meeting, give the Membership Secretary a Notice to the effect that she wishes to appeal to the Association in a General Meeting against the Resolution.
- (5) At a Meeting of the Committee to confirm or revoke a Resolution passed under sub-rule (1) above, the Committee must:
- (a) Give the Member, or the Member's representative, an opportunity to be heard; and
 - (b) Give due consideration to any written statement submitted by the Member; and

- (c) Determine by Resolution whether to confirm or to revoke the Resolution.
- (6) If at the Meeting of the Committee, the Committee confirms the Resolution, the Member may, not later than 48 hours after that Meeting, give the Minute Secretary Notice of the wish to appeal to the Association in a General Meeting against the Resolution.
- (7) If the Minute Secretary receives, a Notice under sub-rule (6) above, the Minute Secretary is to notify the Committee and the Committee will convene a General Meeting of the Association to be held within 21 days after the day on which the Minute Secretary received the Notice.
- (8) At a General Meeting of the Association convened under sub-rule 7:
 - (a) No business other than the question of the appeal will be conducted; and
 - (b) The Committee may place before the Meeting details of the grounds for the Resolution and the reasons for the passing of the Resolution; and
 - (c) The Member or the Member's Representative, to be given an opportunity to be heard; and
 - (d) The Members present will vote by secret ballot on the question whether the Resolution should be confirmed or revoked.
- (9) A Resolution is confirmed, if, at the General Meeting, not less than two-thirds of the Members vote in person, or by proxy, in favour of the Resolution. In any other case, the Resolution is revoked.

(8) **DISPUTES AND MEDIATION**

- (1) The grievance procedure set out in this Rule applies to disputes under these Rules between:
 - (a) a Member and another Member; or
 - (b) a Member and the Association.
- (2) The parties to the dispute will meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the Meeting, or if a party fails to attend that Meeting, then the parties will, within 10 days, hold a Meeting in the presence of a mediator.

- (4) The mediator will be:
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of Agreement:
 - (i) in the case of a dispute between a Member and another Member, a person appointed by the Committee of the Association; or
 - (ii) in the case of a dispute between a Member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A Member of the Association can be a Mediator.
- (6) The Mediator cannot be a Member who is a party to the dispute.
- (7) The parties to the dispute will, in good faith, attempt to settle the dispute by mediation.
- (8) The Mediator, in conducting the mediation, will:
- (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The Mediator will not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

9. **ANNUAL GENERAL MEETINGS**

- (1) The Committee may determine the date, time and place of the Annual General Meeting of the Association.
- (2) The Notice convening the Annual General Meeting will specify that the Meeting is an Annual General Meeting.
- (3) The ordinary business of the Annual General Meeting shall be:

- (a) To confirm the Minutes of the previous Annual General Meeting and of any General Meeting held since that Meeting; and
- (b) To receive from the Committee reports upon the transactions of the Association during the last preceding financial year; and
- (c) To elect six Committee Officers whose individual duties will be decided by the Committee. Extra Members may be co-opted by the Administrative Committee from time to time as deemed necessary. Roles for the Committee include:
Facilitator; Minutes Secretary; Membership Secretary; Correspondence Secretary; Treasurer; Public Officer; Newsletter Editor; Speaker Coordinator; Website Coordinator; Purchasing Officer.
- (d) To receive and consider the statement submitted by the Association in accordance with Section 30(3) of the Act.

10. SPECIAL GENERAL MEETING

- (1) In addition to the Annual General Meeting, any other General Meeting may be held in the same year.
- (2) All General Meetings other than the Annual General Meeting are Special General Meetings.
- (3) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
- (4) If, but for this sub-rule, more than 15 months would elapse between Annual General Meetings, the Committee will convene a Special General Meeting before the expiration of that period.
- (5) The Committee will, on the request in writing of Members representing not less than five per cent of the total number of Members, convene a Special General Meeting of the Association.
- (6) The request for a Special General Meeting will:
 - (a) State the objects of the Meeting; and
 - (b) be signed by the Members requesting the Meeting;
 - (c) be sent to the address of the Minute Secretary.
- (7) If the Committee does not cause a Special General Meeting to be held within one month after the date on which the request is sent to the address of the Minute Secretary, the Members making the request, or any of them,

may convene a Special General Meeting to be held not later than three months after that date.

- (8) If a Special General Meeting is convened by Members in accordance with this Rule, the Committee must convene it and the Association will refund all reasonable expenses incurred in convening the Special General Meeting to the persons incurring the expenses.

11. **SPECIAL BUSINESS**

All business that is conducted at a Special General Meeting and all business that is conducted at the Annual General Meeting, except for business conducted under the Rules as ordinary business of the Annual General Meeting, is deemed to be Special Business.

12. **NOTICE OF GENERAL MEETINGS**

- (1) The Minute Secretary of the Association, at least 14 days, or if a Special Resolution has been proposed at least 21 days, before the date fixed for holding a General Meeting of the Association, must cause to be sent to each Member of the Association, a Notice stating the place, date and time of the Meeting and the nature of the business to be conducted at the Meeting.

- (2) Notice may be sent:

- (a) by prepaid post to the address appearing in the Register of Members; or

- (b) if the Member requests, by facsimile transmission or electronic transmission.

- (3) No business other than that set out in the Notice convening the Meeting may be conducted at the Meeting.

- (4) A Member intending to bring any business before a Meeting may notify in writing, or by electronic transmission, the Minute Secretary of that business, who will include that business in the Notice calling the next General Meeting.

13. **QUORUM AT GENERAL MEETINGS**

- (1) General Meetings are defined as our bi-monthly Sunday open Meetings.
- (2) No item of business may be conducted at a General Meeting unless a quorum of four Members entitled under these Rules to vote is present at the time when the Meeting is considering that item.

(3) Four Members personally present (being Members entitled under these Rules to vote at a General Meeting) constitute a quorum for the conduct of the business of a General Meeting.

(4) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 3) shall be a quorum.

14. THE FACILITATOR AT GENERAL MEETINGS

(1) The Facilitator, or in the Facilitator's absence, a Member of the Administrative Committee, shall preside at each General Meeting of the Association.

(2) If the Facilitator and no other Committee Members are present at a General Meeting or are unable to preside, the Meeting shall be dissolved.

15. ADJOURNMENT OF MEETINGS

(1) The person presiding may, with the consent of a majority of Members present at the Meeting, adjourn the Meeting from time to time and place to place.

(2) No business may be conducted at an adjourned Meeting other than the unfinished business from the Meeting that was adjourned.

(3) If a Meeting is adjourned for 14 days or more, Notice of the adjourned Meeting will be given in accordance with Rule 12.

(4) Except as provided in sub-rule (13) above, it is not necessary to give Notice of an adjournment or of the business to be conducted at an adjourned Meeting.

16. VOTING AT GENERAL MEETING

(1) Upon any question arising at a General Meeting of the Association, a Member has one vote only.

(2) All votes must be given personally or by proxy.

(3) In the case of an equality of voting on a question, the Facilitator of the Meeting is entitled to exercise a second or casting vote.

(4) A Member is not entitled to vote at a General Meeting unless monies due and payable by Members, being entrance fee(s) have been paid in respect of the current financial year.

17. POLL AT GENERAL MEETINGS

- (1) If at a Meeting, a Poll on any question is demanded by not less than three Members, it will be taken at that Meeting in such manner as the Facilitator may direct and the Resolution of the Poll shall be deemed to be a Resolution of the Meeting on that question.
- (2) A Poll that is demanded on the election of Facilitator or on a question of an adjournment will be taken immediately and a Poll that is demanded on any other question will be taken at such time before the close of the Meeting as the Facilitator may direct.

18. MANNER OF DETERMINING WHETHER RESOLUTION CARRIED

If a question, arising at a General Meeting of the Association is determined on a show of hands:

- (a) A declaration by the Facilitator that the Resolution has been:
 - (i) Carried; or
 - (ii) Carried unanimously; or
 - (iii) Lost; and
- (b) An entry to that effect in the Minute Book of the Association; is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that Resolution.

19. PROXIES

Not applicable to this organisation unless it's in the Act

- (1) Each Member is entitled to appoint another Member as a proxy by Notice given to the Membership Secretary no later than 24 hours before the time of the Meeting in respect of which the proxy is appointed.
- (2) The Notice appointing the proxy will be:
 - (a) for a Meeting of the Association convened under Rule 7(7), in the Form set out in Appendix 1; or
 - (b) In any other case, in the form set out in Appendix 3.

20. ADMINISTRATIVE COMMITTEE

- (1) The Affairs of the Association shall be managed by the Administrative Committee.
- (2) The Committee:

- (a) shall control and manage the business and affair of the Association;
and
- (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions as required by these Rules to be exercised by General Meeting of the Association;
and
- (c) subject to these Rules, the Act and Regulations, the power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.

(3) Subject to Section 23 of the Act, the Committee shall consist of:

- (a) six Committee Members who will be elected at the Annual General Meeting
- (b) other Members may be co-opted to the Committee for Special events or functions.

21. **OFFICE HOLDERS**

(1) The Officers of the Association shall be:

- (a) Facilitator
- (b) Minute Secretary
- (c) Treasurer
- (d) Public Officer
- (e) Memberships Secretary
- (f) Correspondence Secretary
- (g) Purchasing Officer
- (h) Speaker Coordinator
- (i) Newsletter Editor
- (j) Website Co-ordinator

(2) The provisions of Rule 23, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any other offices referred to in sub-rule (1) above.

(3) Each Officer of the Association shall hold office until the Annual General Meeting next after the date of the election but is eligible for re-election.

(4) In the event of a casual vacancy in any office referred to in sub-rule (1) above, the Committee may appoint one of its Members to the vacant office and the Member appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of the appointment.

22. MEMBERS OF THE COMMITTEE

- (1) In the event of a casual vacancy occurring, the Committee may seek an interested Member of the Association to fill the vacancy and the Member appointed shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of the appointment or at the end of the period stipulated by the vacating Member in her Agreement to become a Committee Member.

23. ELECTION OF COMMITTEE MEMBERS

- (1) All Committee positions are deemed vacant at the Annual General Meeting.
- (2) Nominations of candidates for election will be:
 - (a) Made in writing, signed by two Members of the Association and accompanied by the written consent of the candidate; and
 - (b) Delivered to the Minute Secretary of the Association delivered before the Annual General Meeting or nominations may be taken on the day and voted on by the Members present.
- (3) If the number of nominations are received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (5) The ballot for the election of Members of the Committee will be conducted at the Annual General Meeting in such manner as the Committee may direct.

24. VACANCIES

The office of an Officer of the Association becomes vacant if the Officer or Member:

- (a) Ceases to be a Member of the Association; or
- (b) Becomes an insolvent under administration within the meaning of the Corporations Law; or
- (c) Resigns from office by Notice in writing given to the Minute Secretary.

25. MEETINGS OF THE COMMITTEE

- (1) The Committee will meet at least five times in each year at such place and such times as the Committee may determine.
- (2) Committee Meetings take place in alternative months to General Meetings.
- (3) Special Meetings of the Committee may be convened by the Facilitator or by any four Members of the Committee.

26. NOTICE OF COMMITTEE MEETINGS

- (1) Written Notice of each Committee Meeting will be given to each Member of the Committee at least (2) two business days before the date of the Meeting.
- (2) Written Notice will be given to Members of the Committee of any Special Meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a Meeting.

27. QUORUM FOR COMMITTEE MEETINGS

- (1) Any four Members of the Committee constitute a quorum for the conduct of the business of a Meeting of the Committee.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half an hour of the time appointed for the Meeting a quorum is not present:
 - (i) in the case of a meeting convened upon the request of members- the meeting must be dissolved.
 - (ii) in the case of a Special Meeting, the Meeting lapses;
 - (iii) in any other case, the Meeting shall stand adjourned to the same place and the same time and day in the following week.

28. PRESIDING AT COMMITTEE MEETINGS

At Meetings of the Committee:

- (a) The Facilitator or in the Facilitator's absence the nominated Committee Member presides; or

- (b) If the Facilitator and the nominated Committee Members are absent, or are unable to preside, Members present will choose one of their numbers to preside.

29. VOTING AT COMMITTEE MEETING

- (1) Questions arising at a Meeting of the Committee, or at a Meeting of any sub-Committee appointed by the Committee, shall be determined on a show of hands or, if a Member requests, by a Poll taken in such manner as the person presiding at that Meeting may determine.
- (2) Each Member present at a Meeting of the Committee, or at a Meeting of any sub-Committee appointed by the Committee (including the person presiding at the Meeting) is entitled to one vote and, in the event of an equality of votes on any questions, the person presiding may exercise a second or casting vote.

30. REMOVAL OF COMMITTEE MEMBER

- (1) The Association in General Meeting may, by Resolution, remove any Member of the Committee before the expiration of the Member's term of office and appoint another Member in their place to hold office until the expiration of the term of the first mentioned Member.
- (2) A Member who is the subject of a proposed Resolution referred to in sub-rule (1) may make representations in writing to the Minute Secretary or Facilitator of the Association, which is not exceeding a reasonable length, and may request that the representations be provided to the Members of the Association.
- (3) The Minute Secretary or the Facilitator may give a copy of the representations to each Member of the Association or, if they are not so given, the Member may require that they be read out at the Meeting.

31. MINUTES OF MEETING

The Minute Secretary of the Association will keep the Minutes of the Resolutions and proceedings of each General Meeting, and each Committee Meeting, together with a record of the names of persons present at Committee Meetings.

32. FUNDS

- (1) The Treasurer will:
 - (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and

(b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments will be signed by the Treasurer and two other authorised Committee Members to be authorised by the Bank.
- (3) The funds of the Association shall be derived from entrance fees, donations and such other sources as the Committee determines.
- (4) One thousand dollars (\$1,000.00) is to be available at the time of the Annual General Meeting for use by the incoming Administrative Committee.

33. SEAL

- (1) The Common Seal of the Association will be kept in the custody of the Minute Secretary.
- (2) The Common Seal will not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal will be attested by the signatures either of two Members of the Committee or, of one Member of the Committee and of the Public Officer of the Association.

34. NOTICE TO MEMBERS

Except for the requirement in Rule 12, any Notice that is required to be given to a Member, on behalf of the Association, under these Rules may be given by:

- (a) delivering the Notice to the Member personally; or
- (b) sending it by prepaid post addressed to the Member at that Member's address shown in the Register of Members; or
- (c) facsimile transmission, if the Member has requested that the Notice be given in this manner; or
- (d) electronic transmission, if the Member has requested that the Notice be given in this manner.

35. WINDING UP

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

36. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

(1) Except as otherwise provided in these Rules, all books, documents and securities of the Association will be kept in the custody and control of the Minute Secretary.

**Southern Women's Action Network (SWAN)
Incorporation Number: A0038144Z**

**APPENDIX 1
FORM OF APPOINTMENT OF PROXY FOR MEETING
OF
ASSOCIATION CONVENED UNDER RULE 7(7)**

I.....
(Name)

of.....
(Address)

Being a member of the Southern Women’s Action Network (SWAN)

Appoint.....
(Name of Proxy Holder)

of.....
(Address of Proxy Holder)

Being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the appeal to the General Meeting of the Association convened under Rule 7(7), to be held on

.....
(Date of Meeting)

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution (insert details of Resolution passed under Rule 7(7)).

Signed.....

Date.....