



Rules of the Young People's Legal Rights Centre Incorporated

Registered No A0041616E

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RULES OF THE YOUNG PEOPLE'S LEGAL RIGHTS CENTRE INC

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RULES OF THE YOUNG PEOPLE'S LEGAL RIGHTS CENTRE INC

1. NAME

The name of the incorporated association is the Young People's Legal Rights Centre Inc ("the **Association**").

2. PURPOSES

The purposes of the Association are ("the **Purposes**"):

- A. To provide legal advice and casework services to children and young people aged under 25 years of age.
- B. To provide advice and information about children's and young people's legal rights and responsibilities to:
 - i. children and young people;
 - ii. advocates for children and young people; and
 - iii. the wider community in Victoria.
- C. To bring about changes to laws, policies and practices to advance the interests and rights of children and young people in Victoria.
- D. To promote the implementation of the United Nations Convention on the Rights of the Child in Victoria and the recommendations in Seen and Heard (1997), the Inquiry into Children and the Legal Process.
- E. To promote opportunities for participation by children and young people in decision making at all levels in Victoria.
- F. To undertake selected test cases in Victoria on behalf of children and young people to clarify or further their legal rights.
- G. To co-ordinate and support a network of lawyers and advocates who regularly act for children and young people, by providing research, training and policy development in matters of children's and young people's rights.
- H. To do all such lawful things as are conducive or incidental to the attainment of any of the above purposes.

3. POWERS

- a. The Association has the power to do all things that help it to achieve the Purposes.
- b. The Association and its Board may only exercise their powers and use the income and assets of the Association for the Purposes of the Association. No part of the income or property of the Association may be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or among the Members.

- c. Rule 3(b) does not prevent the payment in good faith and on an "arms length" basis of:
- i. interest to a Member on money advanced by the Member to the Association or otherwise owing by the Association to the Member;
 - ii. reasonable and proper charges for goods sold to or hired by the Association from a Member;
 - iii. remuneration to any officer or employee of the Association or to a Member or other person in return for any services actually rendered to the Association; or
 - iv. money representing reimbursement to a Member for out of pocket expenses incurred by the Member,
- to which the Member would be entitled if that Member were not a Member.

4. 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 the annual general meeting of the Association to be held in accordance with the provisions of Rule 14.

"**Board**" means the board of the Association.

"**Board Meeting**" means a meeting of the Board convened in accordance with these Rules.

"**Board Member**" means a Member elected or appointed to the Board of the Association in accordance with these Rules.

"**Board Secretary**" means the person who holds office under these Rules as Secretary of the Association.

"**Business Day**" means a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Melbourne.

"**Chairperson**" means the person who holds office under these Rules as Chairperson of the Association.

"**Elected Board Member**" means a Board Member elected under Rule 12.3.

"**General Meeting**" means a general meeting of Members convened in accordance with these Rules.

"**Member**" means a member of the Association as defined in Rule 7.

"**Officer**" means the Board Secretary or the Treasurer or the Chairperson of the Association.

"Relevant Documents" has the same meaning as in the Act and includes documents such as financial records, contracts and asset records of the Association.

"Relevant Tax Provisions" means as the expression relates to, or is used in the context of, the deductibility of gifts made to the Association or to matters in, or referred to in section 30-125 of the *Income Tax Assessment Act 1997* (Cth).

"Statutory Secretary" means the Secretary of the Association as defined by the Act.

"Special General Meeting" has the meaning set out in Rule 14.2.

"Special Resolution" has the same meaning as in the Act.

"Treasurer" means the person who holds office under these Rules as Treasurer of the Association.

4.2 Interpretation

Headings are for convenience only, and do not affect interpretation. The following rules also apply in interpreting these Rules, except where the context makes it clear that a rule is not intended to apply.

- a. A reference to:
 - i. legislation (including subordinate legislation) is to that legislation as amended, re-enacted or replaced, and includes any subordinate legislation issued under it;
 - ii. a document or agreement, or a provision of a document or agreement, is to that document, agreement or provision as amended, supplemented, replaced or novated;
 - iii. a person includes any type of entity or body of persons, whether or not it is incorporated or has a separate legal identity, and any executor, administrator or successor in law of the person; and
 - iv. anything (including a right, obligation or concept) includes each part of it.
- b. A singular word includes the plural, and vice versa.
- c. A word which suggests one gender includes the other genders.
- d. If a word is defined, another part of speech has a corresponding meaning.
- e. If an example is given of anything (including a right, obligation or concept), such as by saying it includes something else, the example does not limit the scope of that thing.
- f. The word "agreement" includes an undertaking or other binding arrangement or understanding, whether or not in writing.

5. ALTERATION OF THE RULES

These Rules may be changed, added to, or replaced by Special Resolution of the Association's Members at a General Meeting.

6. **FINANCIAL YEAR**

The financial year of the Association starts on 1 July of each year.

7. **MEMBERSHIP**

7.1 Members

- a. Anyone who supports the Purposes of the Association is eligible to join the Association as a Member.
- b. A person can apply to join the Association by writing to the Statutory Secretary in the form approved from time to time by the Board.
- c. There is no membership subscription fee.
- d. As soon as is practicable after the receipt of an application, the Statutory Secretary must refer the application to the Board.
- e. The Board must determine whether to approve or reject the application. If the Board rejects an application, the Board must, as soon as practicable, notify the applicant in writing that the application has been rejected. The Board is not required to give reasons for that decision.
- f. A person becomes a Member when:
 - i. the Board has approved their application to join the Association; and
 - ii. the Statutory Secretary has entered the person's name, address and date they became a Member on the register of Members.
- g. Members have rights and liabilities as set out in the Act and in these Rules. A right, privilege or obligation of a person by reason of membership of the Association:
 - i. is not capable of being transferred or transmitted to another person; and
 - ii. terminates upon the cessation of membership whether by death (or, in the case of a Member which is a body corporate, ceasing to exist) or resignation or otherwise.
- h. Each member's liability is limited to the joining fee and annual subscription fee (if any)

7.2 Resignation of membership

- a. A Member may resign from the Association by giving one month's notice in writing to the Statutory Secretary of that Member's intention to resign.
- b. The Statutory Secretary must record in the register of Members the date on which any Member ceases to be a Member, within 14 days of that date.
- c. Information about a former Member of the Association, other than the name of the person and the date on which the person ceased to be a Member, must be removed

from the register of Members within 14 days after the person ceases to be a Member of the Association.

7.3 Disciplining Members

- a. The Board can discipline (including suspend or expel) any Member who:
 - i. in the opinion of the Board, has failed to comply with these Rules or any rule of the Association; or
 - ii. in the opinion of the Board, has been guilty of conduct unbecoming a Member or whose conduct is causing (or has caused) damage or harm to the Association.
- b. The Board must give notice in writing to the Member to tell them why disciplinary action is proposed to be taken. The notice must specify the relevant allegation and invite the Member to present a verbal or written submission to the Board Meeting at which the matter is to be considered.
- c. The Board must arrange a disciplinary procedure that meets these requirements:
 - i. the outcome must be determined by a unbiased decision-maker;
 - ii. the Member must have opportunity to be heard; and
 - iii. the disciplinary procedure must be completed as soon as reasonably practicable.
- d. The outcome of a disciplinary procedure can be that the Member must leave the Association, for a period of time or indefinitely. The Association cannot fine a Member.
- e. Any Member who is aggrieved by a decision of the Board under this Rule 7.3 may appeal against the decision to a General Meeting by notice in writing given to the Statutory Secretary within 7 days of being notified of the decision. Such notice must state the grounds of the appeal.
- f. The Statutory Secretary must convene a General Meeting for hearing of the appeal, to take place within 2 months after receipt of a notice of appeal, at which the aggrieved Member must be given a reasonable opportunity to be heard. Until the hearing of any such appeal, the decision of the Board has full force and effect. The aggrieved person will not form part of the quorum or be entitled to vote at such General Meeting.
- g. The decision of the General Meeting in relation to any appeal heard under Rule 7.3(f) is final.

8. GRIEVANCE PROCEDURE

8.1 Application and early dispute resolution

- a. Subject to Rule 7.3(g), this grievance procedure applies to all disputes under these Rules between a Member and another Member, a Member and the Association, or a Member and the Board.
- b. Nothing in these Rules limits the ability of the parties to seek to resolve the dispute in accordance with the Act or otherwise at law.
- c. The parties to the dispute must first 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 parties involved.
- d. If the parties to the dispute are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, the party with a grievance may write to the Association and any other people affected, and explain the issues in dispute.

8.2 Mediation

- a. If a party has written to the Association and any other people affected as per Rule 8.1(d), the parties must, within 10 days, hold a meeting in the presence of a mediator. The Board must give the people involved reasonable notice of the time and place of the meeting.
- b. The parties to the dispute must meet the costs of any mediation equally, unless the Board determines otherwise.
- c. The mediator must be:
 - i. a person chosen by agreement between the parties; or
 - ii. in the absence of agreement:
 - a. in the case of a dispute between a Member and another Member, a person appointed by the Board. The appointed mediator may be a Member, but not the Member who is a party to the dispute; and
 - b. in the case of a dispute between a Member and the Association or the Board, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- d. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation. However, the mediator must not determine the dispute.
- e. The mediator, in conducting the mediation, must:
 - i. give the parties to the mediation process every opportunity to be heard;

- 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 to the dispute throughout the mediation process.

8.3 Alternative Dispute Resolution

- a. If the parties cannot resolve the dispute with the assistance of the mediator under Rule 8.2, then an unbiased decision-maker must determine the outcome of the dispute.
- b. The parties to the dispute must meet the costs of this dispute resolution process equally, unless the Board determines otherwise.
- c. The unbiased decision-maker must be:
 - i. a person chosen by agreement between the parties; or
 - ii. in the absence of agreement:
 - a. in the case of a dispute between a Member and another Member, a person appointed by the Board. The appointed decision-maker may be a Member, but not the Member who is a party to the dispute; and
 - b. in the case of a dispute between a Member and the Association or the Board, a person who is an unbiased decision-maker appointed or employed by the I Dispute Settlement Centre of Victoria (Department of Justice), or, if the Dispute Settlement Centre of Victoria (Department of Justice) declines to appoint an unbiased decision-maker, the Institute of Arbitrators and Mediators Australia (Victorian Chapter).
- d. In coming to a decision about the outcome of the dispute, the unbiased decision-maker must:
 - i. give the parties every opportunity to be heard;
 - 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 to the dispute throughout the decision-making process.

9. NOTICE TO MEMBERS

Any notice that is required to be given to a Member, by or 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 or e-mail message at the facsimile number or email address shown in the register of Members.

10. MEMBERS' ACCESS TO DOCUMENTS

- a. A Member may, subject to Rules 10(b) to 10(e), inspect the Rules of the Association, General Meeting minutes, Relevant Documents and the register of Members at a reasonable time.
- b. A Member can write to the Statutory Secretary asking for electronic copies of these documents. Subject to these Rules, any documents requested must be provided (in electronic form) within 14 days of the request.
- c. The Statutory Secretary can refuse a request to inspect or get copies of relevant documents, or provide only limited access, if the documents contain confidential, personal, employment, commercial or legal matters, or if granting the request would breach a law or may cause damage or harm to the Association.
- d. Members cannot inspect or get copies of Board Meeting minutes or parts of the minutes, unless the Board specifically allows it.
- e. Members can write to the Statutory Secretary to ask that the Statutory Secretary restrict access to their details on the register of Members if they have special circumstances. The Statutory Secretary will decide if there are special circumstances, and will write to the Member outlining their decision.

11. THE STATUTORY SECRETARY

11.1 Appointment of Statutory Secretary

- a. The Statutory Secretary of the Association shall be appointed by resolution of the Board.
- b. The Statutory Secretary must be over 18 years of age, and live in Australia.
- c. If the Statutory Secretary stops living in Australia, they cannot remain the Statutory Secretary.
- d. If the Statutory Secretary stops being the Statutory Secretary, the Board must appoint a new Statutory Secretary within 14 days (and inform Consumer Affairs Victoria of this change within 14 days).

11.2 Removal of Statutory Secretary

- a. The Statutory Secretary automatically stops being Statutory Secretary if they:
 - i. cease to be a Member;

- ii. cease to live in Australia;
 - iii. resign from office by notice in writing to the Board or otherwise refuse to act;
 - iv. are removed by a Special Resolution of Members of the Association;
 - v. become insolvent (as the term is used in the *Corporations Act 2001*);
 - vi. become a represented person (under the *Guardianship and Administration Act 1986*);
 - vii. fail to attend more than 3 Board Meetings in succession without apology; or
 - viii. die.
- b. The Board may remove the Statutory Secretary from that office whether or not the appointment was expressed to be for a specified term.

11.3 Functions

The Statutory Secretary shall:

- a. retain accurate minutes of the resolutions and proceedings of each General Meeting, and each Board Meeting, together with a record of the names of persons present at Board Meetings;
- b. keep and maintain the register of Members (including the name and address of each Member and the date on which each Member's name was entered in the register); and
- c. perform such other duties as the Board may prescribe from time to time.

12. THE BOARD

12.1 Management of the Association

- a. The Association is governed by the Board, which is made up of Board Members.
- b. The Board:
 - i. will oversee the business and affairs of the Association (consistently with these Rules and the Act);
 - ii. may, subject to these Rules and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by General Meetings; and
 - iii. subject to these Rules and the Act, has power to perform all such acts and things as appear to the Board to be necessary for the proper management of the business and affairs of the Association.

- c. The Board may delegate any of its powers and functions as permitted under the Act to:
 - i. a Board Member;
 - ii. a sub-committee or working group;
 - iii. a staff member; or
 - iv. a Member,
 other than the power of delegation or a duty imposed by the Act.
- d. A delegation of powers under Rule 12.1(c) must be in writing and can be revoked by the Board in writing at any time (whether or not the delegation is expressed to be for a specified period).
- e. A delegation of powers under Rule 12.1(c) may be made:
 - i. for a specified period or without specifying a period; and
 - ii. on the terms and subject to any restrictions the Board decides from time to time.

12.2 Composition of the Board

- a. The Board will comprise no less than 8 and up to 12 Board Members, as the Board Members think fit, being:
 - i. up to 2 Board Members appointed by Ashurst; and
 - ii. no less than 6 and up to 10 Elected Board Members elected in accordance with the provisions of Rule 12.3.
- b. Of the Elected Board Members elected in accordance with the provisions of Rule 12.3, 2 Elected Board Members must be aged under 25 years of age as at the date of their election.
- c. If the Board Member appointed by Ashurst ceases for any reason to be a member of the Board, Ashurst may, within 28 days of receipt of notice that such person has ceased to be a member of the Board, appoint a new Board Member by written notice to the Board.

12.3 Elected Board Members

- a. Elected Board Members are elected by the Members at the Annual General Meeting by ballot.
- b. Nominations of eligible candidates for election as an Elected Board Member must be made in writing to the Statutory Secretary, endorsed by 1 Member in writing. The supported nomination must be received no later than 5pm the previous business day before the AGM.

- c. Paid employees and contractors of the Association are not eligible to become Board Members until at least 18 months after the expiration of their paid employment or contract.
- d. To be eligible for election as an Elected Board Member, the candidate must, at the time of his or her nomination, be a Member.
- e. If insufficient nominations are received to fill all vacancies for Elected Board Members, other Members of the Association can nominate themselves at the Annual General Meeting.
- f. If the number of eligible candidates nominated to be Elected Board Members is equal to the number of vacancies to be filled, the Annual General Meeting chair may declare the positions filled without holding a ballot.
- g. If the number of nominations received for eligible candidates prior to the Annual General Meeting exceeds the number of vacancies to be filled, a ballot must be held at the Annual General Meeting in such manner as the chair may direct.
- h. Subject to these Rules, all Elected Board Members shall hold office for no more than three consecutive terms. A “term” is defined as a single period of no more than two consecutive years from the date of appointment or election until the second Annual General Meeting after that date.
- i. In the event of a casual vacancy occurring in the office of an Elected Board Member, the Board may appoint any Member other than a paid employee of the Association to fill the vacancy and the appointee will hold office, subject to these Rules, until the next Annual General Meeting.
- j. A Board Member (including an Officer) stops being on the Board (or holding that office) if they:
 - i. cease to be a Member;
 - ii. resign from office by notice in writing to the Board or the Statutory Secretary or otherwise refuse to act;
 - iii. are removed by a Special Resolution of Members of the Association;
 - iv. become insolvent (as the term is used in the *Corporations Act 2001*);
 - v. become a represented person (under the *Guardianship and Administration Act 1986*);
 - vi. fail to attend more than 3 Board Meetings in succession without apology; or
 - vii. die.
- k. A Board Member who is the subject of a proposed resolution referred to in Rule 12.3(j)(iii) may make representations in writing to the Statutory Secretary (not

exceeding a reasonable length) and may request that the representations be provided to the Members in accordance with the provisions of Rule 12.3(j)(iii).

- l. The Statutory Secretary may give a copy of the representations to each Member or, if they are not so given, the Member may require that they be read out at the meeting.
- m. Among its other responsibilities, the Board is responsible for making sure that:
 - i. accurate minutes of General Meetings, Board Meetings and meetings of any sub-committee appointed by the Board are made and kept, and
 - ii. all records, securities and relevant documents of the Association are kept properly.

12.4 Officers

- a. The Board is made up of the following roles:
 - i. The Chairperson
 - ii. The Treasurer
 - iii. The Board Secretary

(these are the **Officers**)
- b. At the first Board Meeting after each Annual General Meeting, the Board will elect Board Members to each position of Officer and will decide the responsibilities of each Officer.
- c. A candidate may only be nominated for one position of Officer.
- d. If only one nomination is received in respect of each position of Officer, the candidates nominated shall be deemed to be elected. If no nominations are received, further nominations may be received at the Board Meeting.
- e. If the number of nominations for any position of Officer exceeds the number of vacancies to be filled, a ballot must be held. The ballot for the election of Officers must be conducted at the Board Meeting in such manner as the Chairperson may direct.

12.5 Too few Board Members

If the number of Board Members is reduced below the minimum required by Rule 12.2, the continuing Board Members may act as the Board only:

- a. to appoint Board Members up to that minimum number;
- b. to convene a meeting of Members; and
- c. in emergencies.

13. BOARD MEETINGS

13.1 General

- a. The Board must meet at least 6 times in each year at such place and such times as the Board may determine.
- b. A special meeting of the Board may be convened by any 4 members of the Board.
- c. Board Members may attend meetings through technology (such as phone or video conferencing) so long as everyone can hear and be heard at the same time.
- d. The Statutory Secretary must give 7 days' notice of a Board Meeting to Board Members in writing, unless the meeting is an urgent meeting.
- e. Written notice must be given to members of the Board of any special meeting at least 7 days before the meeting. The notice must specify the general nature of the business to be conducted and no other business may be conducted at such a meeting.
- f. The chair of Board Meetings is the Chairperson, or if the Chairperson cannot attend, the Board Members can choose who will be chair for that meeting.

13.2 Voting at Board Meetings

- a. If a vote of the Board is tied, the chair of the meeting has the deciding vote.
- b. No item of business may be conducted at a Board Meeting unless a quorum of Board Members entitled under these Rules to vote is present (either in person or through the use of technology) at the time when the meeting is considering that item.
- c. A quorum of the Board is half of the current Board Members plus one.
- d. If, within half an hour after the appointed time for the commencement of a Board Meeting, a quorum is not present, the meeting 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 Board Members given before the day to which the meeting is adjourned) at the same place.
- e. If, at the adjourned Board Meeting, a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the quorum will be deemed to be reduced to 3 Board Members and those Board Members may cast all of the votes able to be cast on each resolution of which notice has been given when the Board Meeting was initially called.
- f. Questions arising at a Board Meeting, or at a meeting of any sub-committee appointed by the Board, shall be determined on a show of hands or, if a Board Member requests, by a poll taken in such manner as the chair of that meeting may determine.

- g. Each Board Member present at a Board Meeting, or at a meeting of any sub-committee appointed by the Board (including the chair of the meeting), is entitled to 1 vote and, in the event of an equality of votes on any question, the chair may exercise a second or casting vote.

13.3 Written resolution

- a. If all the Board Members entitled to cast a vote on a resolution sign a document containing a statement that they are in favour of the resolution set out in the document, a Board resolution in those terms is passed at the time when the last Board Member signs.
- b. For the purpose of Rule 13.3(a):
 - i. two or more separate documents in identical terms, each of which is signed by one or more Board Members, are treated as one document;
 - ii. a facsimile or electronic message containing the text of the document expressed to have been signed by a Board Member that is sent to the Statutory Secretary is a document signed by that Board Member at the time of its receipt by the Statutory Secretary.

14. GENERAL MEETINGS

14.1 Annual General Meetings

- a. The Association must hold an Annual General Meeting within 5 months of the end of the Association's financial year. The Board may otherwise determine the date, time and place of the Annual General Meeting.
- b. The notice of Annual General Meeting must specify that the meeting is an Annual General Meeting and must include any special business or motions to be considered.
- c. The ordinary business of the Annual General Meeting is to:
 - i. confirm the minutes of the previous Annual General Meeting;
 - ii. receive from the Board reports and statements for the previous financial year; and
 - iii. elect Elected Board Members.

14.2 Special General Meetings

- a. The Board may convene a Special General Meeting whenever it thinks fit. All General Meetings other than Annual General Meetings are Special General Meetings.
- b. The Board must, on receiving a request in writing from not less than 10 Members entitled under these Rules to vote, convene a Special General Meeting. Such request for a Special General Meeting must:

- i. state the objects of the meeting;
 - ii. be signed by the Members requesting the meeting; and
 - iii. be sent to the address of the Statutory Secretary.
- c. If the Board does not cause a Special General Meeting to be held within 1 month after the date on which the Statutory Secretary receives such a request, the Members making the request or any of them may convene a Special General Meeting to be held not later than 3 months after that date.

14.3 Conduct of General Meetings

- a. No item of business may be conducted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present (either in person or through the use of technology, or by proxy) at the time when the meeting is considering that item.
- b. 15 Members 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.
- c. The chair may adjourn the meeting if there are not enough Members at the meeting within 30 minutes of the meeting time, or if there is not enough time at a meeting to address all business. A new notice must be sent to Members before the adjourned meeting (but does not have to comply with time for notice requirements, unless the adjourned meeting is more than 21 days after the original meeting date).
- d. If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present:
 - i. in the case of a meeting convened upon the request of Members - the meeting must be dissolved; and
 - ii. in any other case - the meeting shall stand adjourned to the same day in the next week at the same time and at the same place (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).
- e. If at the adjourned meeting referred to in Rule 14.3(c) a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the quorum will be deemed to be reduced to 5 Members (being Members entitled under these Rules to vote at a General Meeting) and those Members may cast all of the votes able to be cast on each resolution of which notice has been given when the General Meeting was initially called.

14.4 Adjournment of General Meetings

- a. The chair of a General Meeting may, with the consent of a majority of Members present at the meeting, adjourn the meeting from time to time and place to place.
- b. No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- c. If a General Meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with Rule 14.5. It is not otherwise necessary to give notice of an adjournment or of the business to be conducted at an adjourned General Meeting.

14.5 Notice of General Meetings

- a. Notice of General Meetings must be provided to Members at least 21 days before the meeting in writing to each Member's postal or email address listed on the register of Members (in the case of email addresses, so long as the email address was provided for receiving notices). The notice must state the place, date and time of the meeting.
- b. Notices of General Meetings must include the nature of the business to be conducted at that meeting.
- c. No business other than that set out in the notice convening the General Meeting may be conducted at the General Meeting.
- d. A Member intending to bring any business before a General Meeting may notify the Statutory Secretary of that business, who must include it in the notice calling the next General Meeting.

14.6 Presiding at General Meetings

- a. The Board may appoint a chair from among the Members to preside at General Meetings.
- b. If the chair appointed by the Board is not in attendance or is unable to preside, the Members at the meeting can choose another Member to be chair.

14.7 Voting at General Meetings

- a. Upon any question arising at a General Meeting, each Member has 1 vote only. All votes must be given personally or by proxy.
- b. Votes may be held by a show of hands or written ballot, or another method determined by the chair that is fair and reasonable in the circumstances. If a vote is held initially by show of hands, any member may request a vote be held again by written ballot.
- c. If a vote of the Members is tied, the chair of the General Meeting is entitled to exercise a second or casting vote.

- d. If a question arising at a General Meeting is determined on a show of hands:
 - i. a declaration by the chair of the General Meeting that a resolution has been:
 - a. carried; or
 - b. carried unanimously; or
 - c. carried by a particular majority; or
 - d. lost; and
 - ii. 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.

14.8 Proxies

- a. Each Member entitled under these Rules to vote is entitled to appoint another Member as a proxy by notice given to the Statutory Secretary no later than 5pm the previous business day before the meeting in respect of which the proxy is appointed.
- b. The notice appointing the proxy must be in the form set out in Appendix 1.

15. FUNDS

- a. The Association must maintain a separate bank account or accounts in the name of the Association into which all gifts that it receives are deposited. That bank account or those bank accounts must constitute, and satisfy the conditions of, a "gift fund" for the purposes of the Relevant Tax Provisions.
- b. The Association must not distribute funds, income or assets to Members except as reasonable compensation for services provided or expenses incurred on behalf of the Association.
- c. The Association may derive or generate funds from joining and annual subscription fees, donations, grants, fundraising, interests, and any other sources approved by the Board that are consistent with furthering the Association's Purposes.
- d. Financial records must be kept and stored for 7 years, and in accordance with any other applicable laws.
- e. The Association does not have a common seal.

16. WINDING UP

- a. The Members may vote by Special Resolution at a General Meeting to wind up the Association.
- b. If on the dissolution of the Association and satisfaction of all its debts and liabilities any money or property remains, that money or property must not be paid to or

distributed among the Members, but must be given or transferred to one or more institutions, bodies, funds or organisations which:

- i. are public benevolent institutions for the purposes of any Commonwealth Tax Act;
 - ii. has or have, so far as possible, purposes similar to the Purposes of the Association;
 - iii. is or are charitable at law; and
 - iv. prohibits or prohibit the distribution of income and property among its or their members to an extent at least as great as is imposed on the Association.
- c. The institutions, bodies, funds or organisations referred to in Rule 16(b) are to be decided by the Members at or before the time of the dissolution, and, if they cannot agree, by application to the Supreme Court of Victoria for determination, with the intention that, on dissolution, any remaining money or property will only be distributed for a charitable purpose.
- d. Notwithstanding Rules 16(a) and 16(b), if the "gift fund" is wound up, or endorsement under the Relevant Tax Provisions is revoked, the surplus assets of the "gift fund" must be transferred to another gift deductible fund, authority or institution at the earlier of the "gift fund" being wound up and the revocation of endorsement.

17. INDEMNITY AND INSURANCE

- a. To the extent permitted by law, the Association must indemnify a person who is or has been a Board Member against a liability incurred by that person in his or her capacity as a Board Member;
- i. to any other person; and
 - ii. for costs and expenses 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 those proceedings, in which the court grants relief to that person.
- b. The Association 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 a Board Member against a liability incurred by that person as a Board Member, except in circumstances prohibited by law.

APPENDIX 1

FORM OF APPOINTMENT OF PROXY

I **[name]** of **[address]**

being a Member of the Young People's Legal Rights Centre Inc 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 Annual/Special* General Meeting of the Association to be held on **[date of meeting]** and at any adjournment of that meeting.

Either

My proxy is authorised to vote in favour of/against* the following resolutions:

[insert details of resolutions].

And/or

I authorise my proxy to vote on my behalf at his/her discretion in respect of the following resolution(s):

[insert details of resolutions].

Signed

Date

*delete if not applicable.