

Constitution

Women in Insolvency and Restructuring Victoria
Incorporated

Contents

1. Name	1
2. Mission	1
3. Purposes	1
4. Interpretation	1
5. Powers of Association	3
6. Not for profit	3
7. Application for membership	4
8. Annual Subscription Fee	4
9. Register of members	5
10. General rights of members	5
11. Ceasing membership	6
12. Resignation of members	6
13. Expulsion of members	6
14. Application	8
15. Parties must attempt to resolve the dispute	8
16. Appointment of mediator	8
17. Mediation process	9
18. Failure to resolve dispute by mediation	9
19. Annual general meeting	9
20. Special general meetings	10
21. Special general meetings held at the request of members	10
22. Special Business	10
23. Notice of general meetings	11
24. Use of technology	11
25. Quorum at general meeting	12
26. Adjournment of general meeting	12
27. Presiding at general meetings	12

28. Voting at general meetings	12
29. Special resolutions	13
30. Determining whether resolution carried	13
31. Proxies	13
32. Minutes of general meeting	14
33. Role and powers	14
34. Delegation	14
35. Composition of Committee	15
36. Officers	15
37. Ordinary Members of the Committee	16
38. General Duties	16
39. Positions to be declared vacant	17
40. Election of Officers	17
41. Election of Ordinary Members of the Committee	17
42. Ballot	18
43. Term of office	19
44. Vacancies	19
45. Filling casual vacancies	19
46. Meetings of the Committee	20
47. Notice of meetings	20
48. Urgent meetings	20
49. Procedure and order of business	20
50. Use of technology	20
51. Quorum	21
52. Presiding at meetings	21
53. Voting	21
54. Conflict of interest	21
55. Minutes of meeting	22
56. Leave of absence	22
57. Alternate Committee Member	22

58. Removal of Committee Member	23
59. Secretary	23
60. Treasurer	23
61. Subcommittees	24
62. Funds	24
63. Financial records	24
64. Financial statements	25
65. Alteration of Constitution and Statement of Purposes	25
66. Notices	25
67. Winding up or cancellation	26
68. Custody of records	26
69. Officeholders' Indemnity and Insurance	26

Constitution

Part 1 Preliminary

1. Name

The name of the Incorporated Association is Women in Insolvency and Restructuring Victoria Incorporated.

2. Mission

Women in Insolvency and Restructuring Victoria Incorporated is a not-for-profit professional organisation, which through a female executive, connects, empowers and contributes to its members, the insolvency industry and the wider community.

3. Purposes

The purpose of the Incorporated Association is to:

- (a) empower women in the insolvency industry;
- (b) provide networking opportunities;
- (c) provide professional development opportunities;
- (d) provide leadership opportunities;
- (e) foster lasting professional relationships; and
- (f) contribute to the wider community.

4. Interpretation

4.1 In this Constitution, unless the contrary intention appears-

"Association" means Women In Insolvency and Restructuring Victoria Incorporated A0033987Z.

"Committee" means the Committee of Management of the Association.

"Committee Member" means a member of the Committee referred to in clause 35.

"Annual Subscription Fee" means the annual membership fee payable as determined by the Committee from time to time.

"Entrance Fee" means the sum of \$10.00, or such other amount as determined by the Committee from time to time.

"Financial Year" means the year ending on 31 December.

"general meeting" means a general meeting of members convened in accordance with clause 23.

"Immediate Past President" means the person who has vacated their position as President at an annual general meeting in accordance with clause 39 and is not re-elected as President at that annual general meeting.

"Member" means a member of the Association.

"Officeholder" means:

- (a) a Committee Member; or
- (b) a person:
 - (i) who makes, or participates in making, decisions that affect the whole, or a substantial part, of the affairs of the Association;
 - (ii) who has the capacity to affect significantly the Association's financial standing; or
 - (iii) in accordance with whose instructions or wishes the Committee Member are accustomed to act (excluding advice given by the person in a proper performance of functions attaching to the person's professional capacity or their business relationship with the Committee Members).

"Officer" means a member of the Committee referred to in clause 36.

"Ordinary Member of the Committee" means a member of the Committee who is not an officer of the Association under clause 36.

"Proceedings" means any proceedings, whether civil or criminal, being proceedings in which it is alleged that the person has done or omitted to do some act, matter or thing in his or her capacity as such an Officeholder, or in the course of acting in connection with the affairs of the Association, or otherwise arising out of the Officeholder holding such office (including proceedings alleging that he or she was guilty of negligence, default, breach of trust, or breach of duty in relation to the Association).

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

"the Registrar" means the Registrar of Incorporated Associations.

"the Regulations" means regulations under the Act.

"to the Relevant Extent" means:

- (a) to the extent the Association is not precluded by law from doing so;
- (b) to the extent, and for the amount that the Officeholder is not otherwise entitled, to be indemnified and is not otherwise actually indemnified;
- (c) where the liability is incurred in or arising out of the conduct of the business of another corporation or association, or in the discharge of the duties of the Officeholder in relation to another corporation or association, to the extent and for the amount that the Officeholder is not entitled to be indemnified out of the assets of that corporation or association.

- 4.2 In this Constitution, a reference to the Secretary of the Association is a reference:
- (a) where a person holds office under this Constitution as Secretary of the Association to that person; and
 - (b) in any other case, to the public officer of the Association.
- 4.3 Words or expressions contained in this Constitution shall be interpreted in accordance with the *Interpretation of Legislation Act 1984* (Vic) and the Act as in force from time to time.

Part 2 Powers of Association

5. Powers of Association

- (a) Subject to the Act, the Association has the power to do all things incidental or conducive to achieve its purposes.
- (b) Without limiting subclause (a), the Association may:
 - (i) acquire, hold and dispose of real or personal property;
 - (ii) open and operate accounts with financial institutions;
 - (iii) invest its money in any security in which trust monies may lawfully be invested;
 - (iv) raise and borrow money on any terms and in any manner as it thinks fit;
 - (v) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (vi) appoint agents to transact business on its behalf; and
 - (vii) enter into any other contract it considers necessary or desirable.
- (c) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6. Not for profit

- (a) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (b) Subclause (a) does not prevent the Association from paying a member:
 - (i) reimbursement for expenses properly incurred by the member; or
 - (ii) for goods or services provided by the member,if this is done in good faith on terms no more favourable than if the member was not a member.

Part 3 Members, Disciplinary Procedures and Grievances

Division 1 - Membership

7. Application for membership

- 7.1 A person who is approved for membership as provided in this Constitution is eligible to be a member of the Association on payment of the Entrance Fee and Annual Subscription Fee payable under this Constitution.
- 7.2 To apply to become a member of the Association a person must submit with the Secretary of the Association a written application in the form approved by the Committee from time to time.
- 7.3 The application must be accompanied by the relevant Entrance Fee and the Annual Subscription Fee. As soon as is practicable after the receipt of a completed application, the Secretary must refer the application to the Committee for consideration.
- 7.4 Upon an application being referred to the Committee, the Committee must determine whether to approve or to reject the application.
- 7.5 Upon the application being approved by the Committee, the Secretary, must as soon as practicable:
- (a) notify the applicant in writing of the approval for membership; and
 - (b) enter the applicant's name in the register of members.
- 7.6 An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register of members.
- 7.7 If it is determined to reject an application for membership, the Secretary must, as soon as practicable, notify the applicant in writing of the rejection of that application and return any money accompanying the application to the applicant. No reason need be given for the rejection of the application.
- 7.8 A right, privilege, or obligation of a person by reason of membership of the Association-
- (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.

8. Annual Subscription Fee

- 8.1 The Annual Subscription Fee is payable in advance on or before 31 December in each year.
- 8.2 If a member is given notice by the Association:
- (a) that the member's Annual Subscription Fee is overdue; and
 - (b) that the membership will cease at the end of 1 month from the date of that notification unless the subscription is received by the Association within that period,

the member ceases to be a member of the Association unless the Association receives the Annual Subscription Fee within that period.

- 8.3 For the avoidance of doubt, the rights of a member (including the right to vote) who has not paid the Annual Subscription Fee by the due date are suspended until the Annual Subscription Fee is paid or membership ceases (whichever is earlier).

9. Register of members

- 9.1 The Secretary must keep and maintain a register of members containing:

- (a) for each current member:
 - (i) the member's name;
 - (ii) the address for notice last given by the member;
 - (iii) the date of becoming a member; and
 - (iv) any other information determined by the Committee; and
- (b) for each former member, the date of ceasing to be a member.

- 9.2 The register is available for inspection free of charge by any member upon request.

10. General rights of members

- 10.1 A member of the Association who is entitled to vote has the right:

- (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by this Constitution;
- (b) to submit items of business for consideration at a general meeting;
- (c) to attend and be heard at general meetings;
- (d) to vote at a general meeting;
- (e) to have access to the minutes of general meetings and other documents of the Association as provided under subclause 68.2; and
- (f) to inspect the register of members.

- 10.2 A member is entitled to vote if:

- (a) more than 10 business days have passed since the member became a member of the Association; and
- (b) the member's membership rights are not suspended for any reason.

11. Ceasing membership

- 11.1 The membership of a person ceases on resignation, expulsion or death.
- 11.2 If a person ceases to be a member of the Association, the Secretary must, within 14 days, enter the date the person ceased to be a member in the register of members.
- 11.3 Information about a person who is no longer a member of the Association, other than the name of the person and the date on which the person ceased to be a member of the Association, must be removed from the register of members within 14 days after the person ceases to be a member of the Association.

12. Resignation of members

- 12.1 A member of the Association who has paid all moneys due and payable by a member to the Association may resign from the Association by giving one month's notice in writing to the Secretary of his or her intention to resign.
- 12.2 Upon the expiry of the period referred to in subclause (1):
- (a) the member ceases to be a member; and
 - (b) the Secretary must record in the register of members the date on which the member ceased to be a member.
- 12.3 A member is taken to have resigned if the member is given a notice in accordance with subclause 8.2 after failing to pay the Annual Subscription Fee by 31 December and fails to pay the Annual Subscription Fee within 1 month from the date of the notice.

Division 2 - Disciplinary action

13. Expulsion of members

- 13.1 Subject to this Constitution, the Committee may by resolution –
- (a) expel a member from the Association; or
 - (b) suspend a member from membership of the Association for a specified period; if the Committee is of the opinion that the member
 - (c) has refused or neglected to comply with this Constitution; or
 - (d) has been guilty of conduct unbecoming or prejudicial to the interests of the Association.
- 13.2 A resolution of the Committee under subclause 13.1 does not take effect unless –
- (a) the Committee, at a meeting held in accordance with subclause 13.3 confirms the resolution; and
 - (b) where the member exercises a right of appeal to the Association under this clause, the Association confirms the resolution in accordance with this clause.

- 13.3 A meeting of the Committee to confirm or revoke a resolution passed under subclause 13.1 must be held no earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with subclause 13.4.
- 13.4 If the Committee passes a resolution under subclause 13.1 and for the purposes of the notice required by subclause 13.3, the Secretary must, as soon as practicable, cause to be served on the member a notice in writing -
- (a) setting out the resolution of the Committee and the grounds on which it is based;
 - (b) stating that the member, or his 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 service of the notice;
 - (c) stating the date, place and time of that meeting;
 - (d) informing the member that he or 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; and
 - (e) informing the member that if at that meeting, the Committee confirms the resolution, he or she may, not later than 24 hours after that meeting, lodge with the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- 13.5 At a meeting of the Committee held in accordance with subclause 13.2(a), the Committee must-
- (a) give to the member, or his or her representative, an opportunity to be heard; and
 - (b) give due consideration to any written statement submitted by the member;
- 13.6 If at the meeting of the Committee, the Committee confirms the resolution, the member may, not later than 24 hours after that meeting, lodge with the Secretary notice under subclause (3)(e) that he or she wishes to appeal to the Association in general meeting against the resolution.
- 13.7 If the Secretary receives a notice under subclause 13.6, he or she shall notify the Committee and the Committee must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice. Notice of the general meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must:
- (a) specify the date, time and place of the meeting; and
 - (b) state:
 - (i) the name of the person against whom the disciplinary action has been taken;
 - (ii) the grounds for taking that action; and
 - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

- 13.8 At a general meeting of the Association convened under subclause 13.7-
- (a) no business other than the question of the appeal may be conducted;
 - (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) the member, or his or her representative, must be given an opportunity to be heard; and
 - (d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 13.9 If at the general meeting -
- (a) not less than two-thirds of the members attending the meeting vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
 - (b) in any other case, the resolution is revoked.

Division 2 – Grievance Procedure

14. Application

- 14.1 The grievance procedure set out in this clause applies to disputes under this Constitution between-
- (a) a member and another member;
 - (b) a member and the Committee; or
 - (c) a member and the Association.

15. Parties must attempt to resolve the dispute

The parties to the dispute must 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.

16. Appointment of mediator

- 16.1 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 16.2 The mediator must 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).

16.3 A member of the Association can be a mediator.

16.4 The mediator cannot be a member who is a party to the dispute.

16.5 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

17. Mediation process

17.1 The mediator, in conducting the mediation, must-

- (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.

17.2 The mediator must not determine the dispute.

18. Failure to resolve dispute by mediation

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 or otherwise at law.

Part 4 General Meetings of the Association

19. Annual general meeting

19.1 The Association shall convene an annual general meeting of its members to be held within 3 months after the end of each Financial Year.

19.2 The annual general meeting shall be held on such day, time and place as the Committee determines.

19.3 The annual general meeting shall be specified as such in the notice convening it.

19.4 The ordinary business of the annual general meeting shall be-

- (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
- (b) to receive from the Committee reports upon the transactions of the Association during the last preceding financial year;

- (c) to elect the Committee Members;
- (d) to receive and consider the financial statements of the Association for the preceding Financial Year submitted by the Committee in accordance with Part 7 of the Act.

19.5 The annual general meeting may transact special business of which notice is given in accordance with this Constitution.

19.6 The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

20. Special general meetings

20.1 All general meetings other than the annual general meeting shall be called special general meetings. No business other than that set out in the notice under clause 23 may be conducted at the meeting.

20.2 The Committee may, whenever it thinks fit, convene a special general meeting of the Association and, where, but for this subclause, more than fifteen months would elapse between annual general meetings, must convene a special general meeting before the expiration of that period.

21. Special general meetings held at the request of members

21.1 The Committee must, on the requisition in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the Association.

21.2 The requisition for a special general meeting must-

- (a) state the objects of the meeting and any proposed resolutions; and
- (b) be signed by the members making the requisition; and
- (c) be sent to the address of the Secretary.

21.3 If the Committee does not cause a special general meeting to be held within the 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 special general meeting to be held not later than 3 months after that date.

21.4 A special general meeting convened by members pursuant to subclause 21.3 may only consider the business stated in the requisition and shall be convened in the same manner so far as possible as that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

22. Special Business

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting with the exception of that specially referred to in

this Constitution as being the ordinary business of the annual general meeting shall be deemed to be special business.

23. Notice of general meetings

- 23.1 The Secretary of the Association (or, in the case of a special general meeting convened under clause 21, the members convening the meeting) must give to each member of the Association:
- (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- 23.2 The notice must:
- (a) specify the date, time and place of the meeting;
 - (b) indicate the general nature of each item of business to be considered at the meeting;
 - (c) if a special resolution is to be proposed:
 - (A) state in full the proposed resolution; and
 - (B) state the intention to propose the resolution as a special resolution; and
 - (ii) state that the member may appoint another member as proxy for the meeting; and
 - (iii) include a copy of the relevant form referred to in subclause 31.4.
- 23.3 No business other than that set out in the notice convening the meeting shall be conducted at the meeting.
- 23.4 A member desiring to bring any business before a meeting may give notice of that business in writing, to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

24. Use of technology

- 24.1 A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- 24.2 For the purposes of this Part, a member participating in a general meeting as permitted under subclause 24.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

25. Quorum at general meeting

- 25.1 No item of business shall be conducted at a general meeting unless a quorum of members entitled under this Constitution to vote is present during the time when the meeting is considering that item.
- 25.2 Five members personally present (being members entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 25.3 If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting-
- (a) if convened upon the requisition of members, shall be dissolved; and
 - (b) 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.
- 25.4 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.

26. Adjournment of general meeting

- 26.1 The Chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business may be conducted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 26.2 Notice of the adjournment of a meeting under this clause is not required if unless the meeting is adjourned for 14 days or more, in which case notice of the adjourned meeting shall be given in accordance with clause 23.

27. Presiding at general meetings

- 27.1 The President, or in the President's absence, the Vice-President or in the Vice-President's absence, the Secretary, shall preside as Chairperson at each general meeting of the Association.
- 27.2 If the President, the Vice-President and the Secretary are absent from a general meeting, the members present shall select one of their number to preside as Chairperson at the meeting.

28. Voting at general meetings

- 28.1 Upon any question arising at a general meeting of the Association:
- (a) a member has one vote only;
 - (b) all votes shall be given in person or by proxy; and

- (c) except in the case of a special resolution, or a meeting conducted under clause 13, the question must be decided on a majority of votes.
- 28.2 In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 28.3 If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

29. Special resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

30. Determining whether resolution carried

- 30.1 Subject to subclause 30.2, a question arising at a general meeting of the Association 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 the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.
- 30.2 If at a meeting a poll on any question is demanded by not less than 3 members, 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.
- 30.3 A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any question shall be taken at such time before the close of the meeting as the Chairperson may direct.
- 30.4 A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid.

31. Proxies

- 31.1 Each member is entitled to appoint another member as a proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- 31.2 The notice must be in writing and received by the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 31.3 The member appointing the proxy may give specific directions as to how the proxy is to vote on her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- 31.4 The notice appointing the proxy shall be:
 - (a) for a meeting of the Association convened under clause 13.7 in the form set out in Appendix 1; or
 - (b) in any other case, in the form set out in Appendix 2.

32. Minutes of general meeting

- 32.1 The Committee must ensure that minutes are taken and kept of each general meeting.
- 32.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 32.3 In addition, the minutes of each annual general meeting must include:
- (a) the names of the members attending the meeting;
 - (b) proxy forms given to the Secretary under clause 31.2;
 - (c) the financial statements submitted to the members in accordance with clause 19.4(d);
 - (d) the certificate signed by two Committee Members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

Part 5 Committee

Division 1 - Powers of Committee

33. Role and powers

- 33.1 The affairs of the Association shall be managed by the Committee of Management constituted as provided in clause 35.
- 33.2 The Committee-
- (a) shall control and manage the business and affairs of the Association; and
 - (b) may, subject to this Constitution, the Regulations 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 this Constitution to be exercised by general meetings of the members of the Association; and
 - (c) subject to this Constitution, the regulations and the Act, has 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.

34. Delegation

- 34.1 The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than:
- (a) this power of delegation; or

- (b) a duty imposed on the Committee by the Act or any other law.
- 34.2 The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- 34.3 The Committee may, in writing, revoke a delegation wholly or in part.

Division 2 - Composition of Committee and duties of Committee Members

35. Composition of Committee

- 35.1 Subject to section 77 of the Act, the Committee shall consist of-
 - (a) the Officers of the Association; and
 - (b) up to thirteen Ordinary Members-

each of whom shall be elected at the annual general meeting of the Association in each year, save for the Ordinary Member of the Committee office held by the Immediate Past President in accordance with subclause 35.4.
- 35.2 All Committee Members must be current members of the Association at the time of election.
- 35.3 In electing Committee Members, the following eligibility criteria must be observed:
 - (a) the number of Officers of the Association who are, as at the date of nomination, employed by the same organisation shall not exceed one; and
 - (b) the number of Ordinary Members of the Committee who are, as at the date of nomination, employed by the same organisation shall not exceed one, unless otherwise determined by the President in her discretion. The President in exercising her discretion should give consideration to the number of nominees for Ordinary Members and the mix of organisations represented.
- 35.4 Unless they are elected to another Officer position in accordance with clause 40, the Immediate Past President will hold office on the Committee as an Ordinary Member of the Committee until the annual general meeting immediately following the annual general meeting at which their tenure as President ended, subject to the Immediate Past President consenting to act in such capacity.

36. Officers

- 36.1 The officers of the Association shall be –
 - (a) a President;
 - (b) a Vice President;
 - (c) a Treasurer; and
 - (d) a Secretary.

37. Ordinary Members of the Committee

- 37.1 The Ordinary Members of the Committee may occupy the following positions:
- (a) an assistant to the Secretary;
 - (b) an assistant to the Treasurer;
 - (c) a Sponsorship Chair;
 - (d) a Networking Chair;
 - (e) an Advocacy Chair;
 - (f) a Communications Chair;
 - (g) a Professional Development Chair; and/or
 - (h) such other roles as the Committee may determine as being necessary from time to time.
- 37.2 The Committee may at the first meeting of the Committee after the annual general meeting of the Association in each year, appoint persons to the roles in subclause 37.1 and any other roles from among the Ordinary Members and Officers of the Committee in such a manner as the Committee may deem appropriate.

38. General Duties

- 38.1 As soon as practicable after being elected or appointed to the Committee, each Committee Member must become familiar with this Constitution and the Act.
- 38.2 The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with this Constitution.
- 38.3 Committee Members must exercise their powers and discharge their duties with reasonable care and diligence.
- 38.4 Committee Members must exercise their powers and discharge their duties:
- (a) in good faith in the best interests of the Association; and
 - (b) for a proper purpose.
- 38.5 Committee Members and former Committee Members must not make improper use of:
- (a) their position; or
 - (b) 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 the Association.
- 38.6 In addition to any duties imposed by this Constitution, a Committee Member must perform any other duties imposed from time to time by resolution at a general meeting.

Division 3 - Election of Committee Members and Tenure of Office

39. Positions to be declared vacant

The Chair of the annual general meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with clauses 40 to 42.

40. Election of Officers

- 40.1 Nominations of candidates for election as Officers of the Committee must be-
- (a) made in writing and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) delivered to the Secretary of the Association not less than seven days before the date fixed for the holding of the annual general meeting.
- 40.2 At the annual general meeting, separate elections must be held for each of the Officers of the Committee.
- 40.3 If only one candidate is nominated for the position, the Chair of the meeting must declare the candidate elected to the position.
- 40.4 If more than one candidate is nominated, a ballot must be held in accordance with clause 42 .
- 40.5 A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another office for election at the same election.

41. Election of Ordinary Members of the Committee

- 41.1 Nominations of candidates for election as Ordinary Members of the Committee must be-
- (a) made in writing and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) delivered to the Secretary of the Association not less than seven days before the date fixed for the holding of the annual general meeting.
- 41.2 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- 41.3 If the number of nominations received is equal to the number of vacancies to be filled, the candidates nominated shall be deemed to be elected.
- 41.4 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held in accordance with clause 42.
- 41.5 A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another office for election at the same election.

42. Ballot

- 42.1 If a ballot is required for the election for a position, the Chair of the meeting must appoint a member to act as returning officer to conduct the ballot.
- 42.2 The returning officer must not be a member nominated for the position.
- 42.3 Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- 42.4 The election must be by secret ballot.
- 42.5 The returning officer must give a blank piece of paper to:
- (a) each member present in person; and
 - (b) each proxy appointed by a member.
- 42.6 If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- 42.7 If the ballot is for more than one position:
- (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote; and
 - (b) the voter must not write the names of more candidates than the number to be elected.
- 42.8 Ballot papers that do not comply with subclause 42.7(b) are not to be counted.
- 42.9 Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- 42.10 The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- 42.11 If the returning officer is unable to declare the result of an election under subclause 42.10 because 2 or more candidates received the same number of votes, the returning officer must:
- (a) conduct a further election for the position in accordance with subclauses 42.4 to 42.10 to decide which of those candidates is to be elected; or
 - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

43. Term of office

- 43.1 Subject to subclause 43.3 and clause 44, a Committee Member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- 43.2 Subject to subclause 43.3, a Committee Member is eligible for re-election.
- 43.3 An Officer shall not be eligible for re-election for the same office for a period being greater than two consecutive years.
- 43.4 A general meeting of the Association may:
- (a) by special resolution remove a Committee Member from office; and
 - (b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- 43.5 A Committee Member who is the subject of a proposed special resolution under subclause 43.4 may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- 43.6 The Secretary or the President 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 at which the special resolution is to be proposed.

44. Vacancies

- 44.1 For the purposes of this Constitution, the office of a Committee Member becomes vacant if the officer or member-
- (a) ceases to be a member of the Association;
 - (b) fails to attend 3 consecutive Committee meetings (other than special or urgent Committee meetings) without leave of absence under clause 56;
 - (c) resigns from office by notice in writing given to the Secretary; or
 - (d) otherwise ceases to be a Committee Member by operation of section 78 of the Act.

45. Filling casual vacancies

- 45.1 The Committee may appoint an eligible member of the Association to fill a position on the Committee that:
- (a) has become vacant under clause 42; or
 - (b) was not filled by election at the last annual general meeting.
- 45.2 If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- 45.3 Subject to clause 44, a Committee Member appointed by the Committee under subclause 45.1 or 45.2 will hold office until the positions of the Committee are declared vacant at the next annual general meeting after their appointment.

- 45.4 The Committee may continue to act despite any vacancy in its membership.

Division 4 - Meetings of Committee

46. Meetings of the Committee

- 46.1 The Committee shall meet at least 8 times in each year at such place and such times as the Committee may determine.
- 46.2 Each member of the Committee must attend at least 50% of the Committee meetings held in each year, and in the event that a member does not so attend, the Committee may in its absolute discretion seek to convene a general meeting of the Association to remove that member of the Committee in accordance with clause 42.
- 46.3 Special meetings of the Committee may be convened by the President or by any four members of the Committee.

47. Notice of meetings

- 47.1 Written notice of each Committee meeting shall be given to each member of the Committee a reasonable time before the meeting.
- 47.2 Written notice of any special meeting shall be given to each member of the Committee a reasonable time before the meeting, such notice to specify the general nature of the business to be conducted and no other business shall be conducted at such a meeting.

48. Urgent meetings

- 48.1 In cases of urgency, a meeting can be held without notice being given in accordance with clause 47 provided that as much notice as practicable is given to each Committee Member by the quickest means practicable.
- 48.2 Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- 48.3 The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

49. Procedure and order of business

- 49.1 The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- 49.2 The order of business may be determined by the members present at the meeting.

50. Use of technology

- 50.1 A Committee Member who is not physically present at a Committee meeting may participate in the meeting by the use of technology that allows that Committee Member and

the Committee Members present at the meeting to clearly and simultaneously communicate with each other.

- 50.2 For the purposes of this Part, a Committee Member participating in a Committee meeting as permitted under subclause 50.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

51. Quorum

- 51.1 Any 4 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- 51.2 No business shall be conducted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and the same hour of the same date in the following week unless the meeting was a special meeting in which case it lapses.

52. Presiding at meetings

- 52.1 At meetings of the Committee-
- (a) the President or, in the President's absence the Vice-President or in the Vice-President's absence, the Secretary shall preside; or
 - (b) if the President, the Vice-President and the Secretary are absent, such one of the remaining members of the Committee as may be chosen by the Committee Members present shall preside.

53. Voting

- 53.1 Questions arising at a meeting of the Committee, or of any subcommittee appointed by the Committee, shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at that meeting may determine.
- 53.2 A motion is carried if a majority of Committee Members present at the meeting vote in favour of the motion.
- 53.3 Each member present at a meeting of the Committee, or 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 question, the person presiding may exercise a second or casting vote.
- 53.4 Subject to subclause 47.1 the Committee may act notwithstanding any vacancy on the Committee.

54. Conflict of interest

- 54.1 A Committee Member who has a material personal interest in a matter being considered at a Committee meeting must disclose the nature and extent of that interest to the Committee.
- 54.2 The Committee Member:
- (a) must not be present while the matter is being considered at the meeting; and

- (b) must not vote on the matter.

54.3 This clause does not apply to a material personal interest:

- (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
- (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

55. Minutes of meeting

55.1 The Committee must ensure that minutes are taken and kept of each Committee meeting.

55.2 The minutes must record the following:

- (a) the names of the members in attendance at the meeting;
- (b) the business considered at the meeting;
- (c) any resolution on which a vote is taken and the result of the vote; and
- (d) any material personal interest disclosed under clause 54.

56. Leave of absence

56.1 The Committee may grant a Committee Member leave of absence from Committee meetings for a period not exceeding 3 months.

56.2 The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Committee Member to seek the leave in advance.

57. Alternate Committee Member

57.1 The Committee may, having obtained the consent of the proposed appointee, appoint an eligible member of the Association to be an alternate Committee Member in place of a Committee Member who has taken a leave of absence in accordance with clause 56.

57.2 In determining whether to appoint an alternate Committee Member in accordance with subclause 57.1, the Committee will have regard to the length of the leave of absence to be taken by the Committee Member and the operational requirements of the Committee Member during that period.

57.3 The member that holds office as an alternate Committee Member, while he or she so holds office, will be entitled to receive notice of meetings of the Committee and to attend and vote accordingly and to exercise all the powers of the Committee Member for whom they are acting as an alternate.

57.4 An alternate Committee Member must vacate office if:

- (a) the Committee Member for whom they are acting as an alternate returns from their leave of absence; or
- (b) the Committee Member for whom they are acting as an alternate vacates or is removed from office as a Committee Member pursuant to this Constitution; or

- (c) the Committee removes the alternate Committee Member from office.

58. Removal of Committee Member

- 58.1 The Association in general meeting may by resolution remove any Committee Member before the expiration of the Committee Member's term of office and appoint another member in his or her stead to hold office until the expiration of the term of the first-mentioned Committee Member.
- 58.2 Where the Committee Member to whom a proposed resolution referred to in subclause 58.1 makes representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association or, if they are not so sent, the Committee Member may request that they be read out at the meeting.

59. Secretary

- 59.1 The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- 59.2 The Secretary must:
 - (a) maintain the register of members in accordance with clause 9 (unless this role has been delegated to a Membership Officer appointed by the Committee in accordance with this Constitution);
 - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in clause 63.3, all books, documents and securities of the Association in accordance with clauses 63 and 64;
 - (c) subject to the Act and this Constitution, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the Secretary by this Constitution.
- 59.3 The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

60. Treasurer

- 60.1 The Treasurer of the Association must-
 - (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
 - (b) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (c) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.

- 60.2 The Treasurer must ensure that at least one other Committee Member has access to the accounts and financial records of the Association.

61. Subcommittees

- 61.1 The Committee may, from time to time, establish subcommittees with terms of reference it considers appropriate.
- 61.2 The Committee will have absolute discretion in appointing and removing members of a subcommittee.
- 61.3 Without limiting the generality of subclause 61.2, the Committee may remove a member of a subcommittee if that person has failed to attend at least 50% of that subcommittee's meetings.

Part 6 Financial Matters

62. Funds

- 62.1 The funds of the Association shall be derived from entrance fees, annual subscriptions, donations, fundraising activities and such other sources as the Committee determines.
- 62.2 Without limiting the ability of the Association to make electronic payments, all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Committee.

63. Financial records

- 63.1 The Association must keep financial records that:
- (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- 63.2 The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- 63.3 The Treasurer must keep in his or her custody, or under his or her control:
- (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Committee.

64. Financial statements

- 64.1 For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- 64.2 Without limiting subclause 64.1, those requirements include:
- (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Committee;
 - (d) the submission of the financial statements to the annual general meeting of the Association; and
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

Part 7 General Matters

65. Alteration of Constitution and Statement of Purposes

This Constitution shall not be altered except by special resolution of a general meeting of the Association.

66. Notices

- 66.1 Except as otherwise specifically provided by this Constitution, any notice that is required to be given to a member, by or on behalf of the Association, including by any officer or member of the Committee of the Association, under this Constitution 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, addressed to the member at that member's facsimile number as shown in the register of members; or
 - (d) electronic transmission, addressed to the member at that member's electronic address as shown in the register of members.
- 66.2 Notice is deemed to be received by a member:
- (a) when delivered to the member personally; or
 - (b) if sent by prepaid post, two business days after posting; or
 - (c) if sent by facsimile, at the time and on the day shown in the sender's transmission report; or

- (d) if sent by electronic transmission, at the time and on the day shown in the senders electronic transmission report.

67. Winding up or cancellation

- 67.1 The Association may be wound up voluntarily by special resolution of a general meeting of the Association.
- 67.2 In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- 67.3 Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- 67.4 The body to which the surplus assets are to be given must be decided by special resolution.

68. Custody of records

- 68.1 Except as otherwise provided in this Constitution, the Secretary shall keep in his or her custody or under his or her control all books, documents and securities of the Association.
- 68.2 All accounts, books, documents and securities of the Association shall be available for inspection and copying by any member of the Association upon request.

69. Officeholders' Indemnity and Insurance

- 69.1 Subject to the Act, the Association shall indemnify every person who is or has been an Officeholder out of the assets of the Association to the Relevant Extent against:
 - (a) any liability incurred by the Officeholder in or arising out of the conduct of the affairs or business of the Association, or in or arising out of the discharge of the Duties of the Officeholder, unless such liability arises out of conduct involving a lack of good faith; and
 - (b) costs and expenses incurred by the person in defending Proceedings.
- 69.2 Without limiting subclause 69.1, the Association may, to the extent to which the Association is not precluded by law from doing so, execute and deliver any deed, agreement or other document in favour of any Officeholder or former Officeholder to whom this clause applies, confirming the indemnities contained in this clause, in relation to that person. This clause shall apply whether or not any such deed, agreement or other document is given.
- 69.3 To the extent permitted by law, the Association may (but is not obliged to) pay, or agree to:
 - (a) make payments of amounts by way of premium in respect of any contract effecting insurance on behalf, or in respect of, an Officeholder against any liability incurred by the Officer in, or arising out of, the conduct of the business of the Association, or in or arising out of, the discharge of the duties of the Officeholder; and
 - (b) bind itself in any deed (in such terms as the Committee consider appropriate) with any Officeholder to make the payments.

APPENDIX 1

**FORM OF APPOINTMENT OF PROXY FOR MEETING OF ASSOCIATION
CONVENED UNDER CLAUSE 13(7)**

I,

(name)

of

(address)

being a member of WOMEN IN INSOLVENCY AND RESTRUCTURING VICTORIA
INCORPORATED

appoint

(name of proxy holder)

of

(address of proxy holder)

being a member of that Incorporated Association, as my proxy to vote on my behalf at the at the
appeal to the general meeting of the Association convened under clause 13(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 clause 13(1)]

Signed

Date

APPENDIX 2

FORM OF APPOINTMENT OF PROXY

I,

(name)

of

(address)

being a member of WOMEN IN INSOLVENCY AND RESTRUCTURING VICTORIA
INCORPORATED.

appoint

(name of proxy holder)

of

(address of proxy holder)

being a member of that Incorporated Association, as my proxy to vote 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.

My proxy is authorised to vote *in favour of/*against the following resolution: [*insert details of
resolution*]

Signed

Date

**Delete if not applicable*