

Boroondara Stroke Support Group

STATEMENT OF PURPOSE AND RULES

Associations Incorporation
Act 1981

<p style="text-align: center;">Statement of Purpose Boroondara Stroke Support Group</p>

- 1. The name of the incorporated Association is Boroondara Stroke Support Group**

- 2. The purposes for which the incorporated Association is established are: -**
 - 2.1. To provide regular meetings for members to have social connectedness with others sharing a common experience.
 - 2.2. To provide a venue where invited guest speakers and allied health professionals can disseminate up-to-date information, advice, service and resources.
 - 2.3. To nurture members back to mainstream activities in the community and have a quality of life.
 - 2.4. To promote stroke awareness and stroke prevention.
 - 2.5. To promote community involvement in its activities.

Statement of Rules Boroondara Stroke Support Group

1. Name

The name of the Inc Association is Boroondara Stroke Support Group (in these Rules call “the Association”).

2. Definitions

2.1. In these rules unless the contrary intention appears:

- a) **Committee** means the committee of management of the Association
- b) **Financial year** means the period of 12 calendar months commencing 1st July.
- c) **General meeting** means a meeting of Members convened in accordance with the Rules.
- d) **Member** means the person whose name is entered in the Register and whose membership has not lapsed.
- e) **Register** means the register of members.
- f) **Ordinary member of the committee** means a member of the committee who is not an officer of the Association.
- g) **Regulations** means regulations under the Act.
- h) **Relevant documents** has the same meaning as in the Act.
- i) **The Act** means the **Associations Incorporation Act 1981**.

2.2. In these Rules, a reference to the Secretary of the Association is that a reference-

- a) If a person holds office under these Rules as Secretary of the Association - to that person; and
- b) In any other case, to the public officer of the Association.

3. Alteration to rules

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

4. Membership

4.1. A person who applies and is approved for membership is provided in these Rules is eligible to be a member of the Association on payment of the annual subscription payable under these Rules. This annual subscription may be waived at the discretion of the Committee.

- 4.2. A person who is not a member of the Association at the time of incorporation of the Association (or there was a member of the time but has ceased to be member) must not be admitted to membership unless -
 - he or she applies for membership in accordance with subrule (4.3); and
 - the admission as a member is approved by the committee.
- 4.3. An application of a person for membership of the Association must -
 - be made in writing in the form set out in the Appendix 1; and
 - be lodged with the Membership Officer of the Association.
- 4.4. As soon as practicable after the receipt of an application, the Membership Officer must refer the application to the committee.
- 4.5. The committee must determine whether to approve or reject the application.
- 4.6. If the committee approves an application for membership the Secretary must, as soon as practicable -
 - notify the applicant of the approval for membership; and
 - request annual subscription payment, if not already received.
- 4.7. If the committee rejects an application, the committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- 4.8. A right, privilege, or obligation of a person by reason of membership of the Association -
 - Is not capable of being transferred or transmitted to another person; and
 - terminates upon the cessation of membership whether by death or resignation or otherwise.

5. Register of members

- 5.1. The Membership Officer must keep a register of Members. As soon as practicable after the receipt of valid application for membership, the Membership Officer must enter in the Register the applicant's full name, address and date of entry whereupon the applicant becomes a Member.
- 5.2. The Membership Officer must keep and maintain a register of members containing -
 - The name and address of each member,
 - The date of which each member's name was entered into the register
 - The register is available for inspection by any member upon request.

6. Ceasing membership

- 6.1. Membership ceases when the member advises the Secretary of their intention to resign
- 6.2. An existing member does not renew their annual subscription.

7. Annual subscription

The annual subscription is set each year by the committee.

8. Discipline, suspension and expulsion of members

- 8.1. Subject to these Rules, if the committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member all prejudicial to the interests of the Association, the committee may by resolution -
 - suspend that member from membership of the Association for a specified period; or
 - expel that member from the Association.
- 8.2. A resolution of the committee under subrule 8.1 does not take effect unless -
 - at a meeting held in accordance with subrule 8.3, the committee confirms the resolution; and
 - if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- 8.3. A meeting of the committee to confirm or revoke a resolution passed under subrule 8.1 must be held not earlier than 14 days, or not later than 28 days, after notice has been given to the member in accordance with subrule 8.4.
- 8.4. For the purposes of giving notice in accordance with subrule 8.3, the Secretary must, as soon as practicable, cause to be given to the member a written notice -
 - setting out the resolution of the committee and the grounds on which it is based; and
 - 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 the notice has been given to the member, and
 - stating the date, place and time of that meeting, and
 - informing the member that he or she may do one or both on the following -
 - attending that meeting;
 - give to the committee before the date of that meeting a written statement seeking the revocation of the resolution.
- 8.5. Informing the member that, if at that meeting, the committee confirms the resolution, he or she may, no later than 48 hours after

that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.

- 8.6. At a meeting of the committee to confirm or revoke a resolution passed under subrule 8.1, the committee must -
- give the member, or his or her representative, an opportunity to be heard; and
 - give due consideration to any written statement submitted by the member; and
 - determine by resolution whether to confirm or to revoke the resolution.
- 8.7. If at the meeting of the committee, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- 8.8. If the Secretary receives a notice under subrule 8.7, he or she must 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.
- 8.9. At a general meeting of the Association convened under subrule (8.10)-
- no business other than the question of the appeal may be conducting; and
 - the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - the member, or his or her representative, must be given an opportunity to be heard; and
 - the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 8.10. A resolution is confirmed if, at the general meeting, not less than two thirds of the members of vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

9. Disputes and mediation

- 9.1. The grievance procedure set out in this rule applies to disputes under these Rules between -
- a member and another member; or
 - a member and the Association.
- 9.2. 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.

- 9.3. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 9.4. The mediator must be-
- a person chosen by agreement between the parties; or
 - in the absence of agreement-
 - in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
 - 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).
- 9.5. A member of the Association can be a mediator.
- 9.6. The mediator cannot be a member who is a party to the dispute.
- 9.7. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 9.8. The mediator, in conducting the mediation, must-
- give the parties to the mediation process every opportunity to be heard; and
 - allow due consideration by all parties of any written statement submitted by any party; and
 - ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 9.9. The mediator must not determine the dispute.
- 9.10. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the act or otherwise at law.

10. Annual general meeting

- 10.1. The committee may determine the date, time and place of the annual general meeting of the Association.
- 10.2. The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- 10.3. The ordinary business of the annual general meeting shall be-
- to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
 - to receive from the committee reports upon the transactions of the Association during the last preceding financial year; and
 - to elect officers of the Association and the ordinary members of the committee; and

- the annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

11. Special general meetings

- 11.1. In addition to the annual general meeting, any other general meetings may be held in the same year.
- 11.2. All general meetings other than the annual general meeting are special general meetings.
- 11.3. The committee may, whenever it thinks fit, convene a special general meeting of the Association.
- 11.4. The committee must, on the request in writing of members representing not less than 5% of the total number of members, convene a special general meeting of the Association.
- 11.5. The request for a special general meeting must
 - state the objects of the meeting; and
 - be signed by the members requesting the meeting; and
 - be sent to the address of the Secretary.
- 11.6. If the committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than three months after that date.
- 11.7. If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

12. Special Business

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.

13. Notice of general meetings

- 13.1. The secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- 13.2. No business other than that set out in the notice convening the meeting may be conducted at the meeting.

13.3. A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

14. Quorum at General Meetings

14.1. No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.

14.2. Five members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.

14.3. If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present-

- in the case of a meeting convened upon the request of members – the meeting must be dissolved; and
- in any other case – 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 members given before the day to which the meeting is adjourned) at the same place.

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

15. Presiding at General Meetings

15.1. The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the Association.

15.2. If the President and the Vice-President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

16. Adjournment of Meetings

16.1. The person presiding may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place.

16.2. No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

16.3. If a meeting is adjourned for 14 days or more, notice of the adjournment of notice of the adjourned meeting must be given in accordance with rule 11.

16.4. Except as provided in subrule 16.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

17. Voting at General Meetings

17.1. Upon any question arising at a general meeting of the Association, a member has one vote only.

17.2. All votes must be given personally or by proxy.

17.3. In the case of an equality of voting on the question, the Chairperson of the meeting is entitled to exercise a second or casting vote.

17.4. 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, other than the amount of the annual subscription payable in respect of the current financial year.

18. Manner of Determining Whether Resolution is Carried

If a question arising at a general meeting of the Association is determined on a show of hands-

18.1. A declaration by the Chairperson that a resolution has been-

- carried; or
- carried unanimously; or
- carried by a particular majority; or
- lost; and

18.2. An entry to that effect in the minute book of the Association – is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

19. Proxies

19.1. Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

19.2. The notice appointing the proxy must be -

- for a meeting of the Association convened under rule 9, in the form set out in Appendix 2; or
- in any other case, in the form set out in Appendix 3.

20. Committee of Management

20.1. The affairs of the Association may be managed by the committee of management.

20.2. The committee -

- shall control and manage the business and affairs of the Association; and

- may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
 - subject to these Rules, the Act and the Regulations, 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.
- 20.3. Subject to section 23 of the act, the committee shall consist of -
- the officers of the Association; and
 - up to four ordinary members – each of whom shall be elected at the annual general meeting of the Association in each year.

21. Office Holders

- 21.1. The officers of the Association shall be -
- President;
 - Vice-President;
 - Treasurer;
 - Secretary; and
 - Membership Officer
- 21.2. The provisions of rule 21, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in subrule 21.1.
- 21.3. Each officer of the Association shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.
- 21.4. In the event of a casual vacancy in any office referred to in subrule 21.1, the committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

22. Ordinary Members of the Committee

- 22.1. Subject to these Rules, each ordinary member of the committee shall hold office until the annual general meeting next after the date of the election but is eligible for re-election.
- 22.2. In the event of a casual vacancy occurring in the office of an ordinary member of the committee, the committee may appoint a member of the Association to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

23. Election of Office Bearers and ordinary Committee Members

- 23.1. Nominations of candidates for election as officers of the Association or as ordinary members of the committee will occur at the Annual General Meeting.
- 23.2. A candidate may only be nominated for one office, or as an ordinary member of the committee, prior to the annual general meeting.
- 23.3. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 23.4. If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- 23.5. The ballot for the election of officers and ordinary members of the committee must be conducted at the annual general meeting in such manner as the committee may direct.

24. Vacancies

The office of an officer of the Association, or of an ordinary member of the committee, becomes vacant if the officer or member -

- 24.1. ceases to be a member of the Association; or
- 24.2. becomes an insolvent under administration within the meaning of the Corporations Act; or
- 24.3. resigns from office by notice in writing given to the secretary.

25. Meetings of Committee

- 25.1. The committee must meet at least three times in each year at such place and such times as the committee may determine.
- 25.2. Special meetings of the committee may be convened by the President or by any 4 members of the committee.

26. Notice of Committee Meetings

- 26.1. Written notice of each committee meeting must be given to each member of the committee at least two business days before the date of the meeting.
- 26.2. Written notice must be given to members of the committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

27. Quorum for Committee Meetings

- 27.1. Any four members of the committee constitute a quorum for the conduct of the business of a meeting of the committee.
- 27.2. No business may be conducted unless a quorum is present.

- 27.3. If within half an hour of the time appointed for the meeting a quorum is not present -
- in the case of a special meeting – the meeting lapses;
 - in any other case – the meeting shall stand adjourned to the same place and the same time and day in the following week.
- 27.4. The committee may act notwithstanding any vacancy on the committee.

28. Presiding at Committee Meetings

At meetings of the committee -

- 28.1. The President or, in the President's absence, the Vice-President presides; or
- 28.2. If the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.

29. Voting at Committee Meetings

- 29.1. Questions arising at a meeting of the committee, or at a meeting of any subcommittee appointed by the committee, shall be determined on a show of hands or, if a member requests, by a poll taking in such manner as the person presiding at that meeting may determine.
- 29.2. Each member present at a meeting of the committee, or at a meeting of any subcommittee appointed by the committee (including the person presiding at that 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.

30. Minutes of Meeting

The Secretary of the Association must keep minutes of the resolutions and the proceedings of each general meeting, and each committee meeting, together with a record of the names of persons present at committee meetings.

31. Funds

- 31.1. The Treasurer of the Association must -
- collect and receive all monies due to the Association and make all payments authorised by the Association; and
 - keep correct accounts and books showing the financial affairs of the Association with the full details of all receipts and expenditure connected with the activities of the Association.
- 31.2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the committee.

- 31.3. The funds of the Association shall be derived from annual subscriptions, donations, grants and such other sources as the committee determines.

32. Seal

- 32.1. The common seal of the Association must be kept in the custody of the Secretary.
- 32.2. The common seal must not be fixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of two members of the committee or, of one member of the committee and of the public officer of the Association.

33. Notice to Members

Except for the requirement in rule 11, any notice that it required to be given to a member, by or on behalf of the Association, under these Rules may be given by -

- 33.1. delivering the notice to the member personally; or
- 33.2. sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
- 33.3. facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
- 33.4. electronic transmission, if the member has requested that the notice be given to him or her in this manner.

34. Winding Up

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

35. Custody and inspection of books and records

- 35.1. Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- 35.2. All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.
- 35.3. A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

BOROONDARA STROKE SUPPORT GROUP
Membership Application Form

Please complete or update your contact details:

Title (Mr/Mrs/Ms/Dr): _____

Surname: _____ First name: _____

Postal address: _____ Postcode: _____

Phone (Home): _____ Phone (Work): _____

Mobile: _____ Birth date: ___/___/_____

Email address: _____

I wish to join the BSSG as a:-

- Stroke Survivor
- Carer, I care for _____
- Health professional, _____
(Organisation name)
- Volunteer helper
- "Friend of the BSSG"
- "Venerable members of BSSG" (Free for people who are 85 and over)

Please forward application form and annual membership of \$10 to:

Membership Officer
 Boroondara Stroke Support Group
 PO Box 2260,
 Hawthorn, VIC, 3122

**Note: cheques are made payable to Boroondara Stroke Support Group.
 Membership fee is payable upon joining the group and annually at the
 beginning of each year.**

Signature of applicant: _____ **Date:** ___/___/_____

FORM FOR APPOINTMENT OF PROXY FOR SPECIAL MEETING

I, _____
(name)

Of _____
(address)

being a member of Boroondara Stroke Support Group

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 appeal to a general meeting of the Association convened under rule 7, to be held on -

____/____/____
(date of meeting)

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution:

(insert details of resolution passed under rule 9)

Signed: _____

Date: ____/____/____

FORM OF APPOINTMENT OF PROXY

I, _____
(name)

Of _____
(address)

being a member of Boroondara Stroke Support Group

appoint _____
(name of proxy holder)

Of _____
(address of proxy holder)

being a member of the Incorporated Association, as my proxy to vote on my behalf at the *annual/special* (Note 1) 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* (Note 2) the following resolution:

(insert details of resolution)

Signed: _____

Date: ____/____/____

Notes:

1. Cross out the word '*annual*' or '*special*' depending on the type of general meeting to which you are appointing a proxy.
2. Cross out the phrase '*in favour of*' or '*against*' depending on how you have instructed your proxy to vote.