

# STAR - VICTORIA INC.

## NAME

1.0 The name of the Incorporated Association is "STAR-VICTORIA, INC. (In these rules called the "Association")

## INTERPRETATION

2.0 In these rules, unless contrary intention appears:-

"The Act"	means the association Incorporated Act, 1981
"Board"	means the Board of Management of the Association
"Financial Year"	means the year ending on the 30 June.
"General Meeting"	means a general meeting of the members convened in accordance with Rule 10.
"Member"	means a member of the Association as defined in these rules.
"Ordinary Member the Board"	means a member of the board who is not an officer of the Association under the rule 15.

2.2 In these rules a reference to the secretary of the Association is a reference: Where a person/s is appointed to the paid office of the Administrator, however styled to that position: or Where a person holds office under these rules as Honorary secretary of the Board of the Association, to that person..

2.3 Expressions referring to the writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form; Words or expressions contained in these regulations shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 of the State of Victoria and of the Act as in force from time to time.

## 3.0 OBJECTIVES

A.To build a coalition of all people who are committed to the active support of the following principals:

- 1.Every person with an intellectual disability has the same rights, same value and the same worth as any other member of the community. The child with an intellectual disability has the same right as all other children to grow up with his/her family.
- 2.The person with an intellectual disability has. the same rights as all other persons to a natural progression through life.
- 3.The person with an intellectual disability has the right from "birth to death to such support from the community as is necessary to enable this natural progression.
- 4.Any supports or' services required by people wit intellectual disabilities should be provided through the same channels, and by the same means, as would b used to provide supports and services to other member of the community.
- 5.No person, because of having an intellectual disability, should be segregated from regular family and community life or regular community activities.
- 6.No person because of having an intellectual disability, should have his/her rights and freedom restricted c removed unless it can be demonstrated that such action is the only means available to either:

- (a) Protect the person from abuse and exploitation; or
- (b) Promote the person's capacity to control his/her own life.

8. STAR recognises that amongst people with an intellectual disability issues of gender sexual preference race and age require affirmative Identification and action.

9. Any person with an intellectual disability - and, where a child is concerned, parents or guardians - have the right to:

- (a) play a major role in the development of legislation, politics and procedures that affect the lives of persons with an intellectual disability; and
- (b) the range of supports necessary for each individual to fulfil that role.

10. Every person with an intellectual disability has the right and should have the opportunity to learn, grow, to develop and to be an active, contribution member of the community.

11. Government, at all levels and in all departments, the Chief administrative arm of the community, has primary responsibility for ensuring that the above principles are implemented to obtain recognition of the rights of all persons with intellectual disabilities.

B. To advocate for the range of additional support required each family to enable it to nurture and assist the member with intellectual disability, to progress through life does any other member of the community.

C. To instigate and promote the exchange and distribution information and ideas, toward the development of an informed public opinion around the principles outlined in A., and on other matters of concern to all persons with intellectual disabilities.

D. To stimulate community action and other measures direct at the promotion of the rights and welfare of all persons with intellectual disabilities, their parents and other family members.

E. To collect and distribute information concerning the rights of all persons with intellectual disabilities in relation to: health, housing, education, employment, training, recreation, and personal development, including sexuality and any other areas of human life.

F. To foster affirmative attitudes and actions among those ~ provide services to persons with intellectual disabilities based on the "Declaration of Rights of the Mentally Retarded of the United Nations".

G. To promote the enactment and implementation of policy (legislation to secure the rights and welfare of all persons with intellectual disabilities.

H. To establish and maintain networks with organisation (throughout Australia and the world, through membership of NCID, and by other means.

I. To act as a resource for organisations and persons (throughout Victoria, having as their object, the promotion of rights and welfare of all persons with intellectual disabilities.

## 4.0 MEMBERSHIP

4.1 (i) A person who supports the purposes of Association and who is approved as a member set out in these rules) is eligible to be a member on payment of the annual subscription prescribed from time to time by members of Association in General meeting in accordance with these rules. The annual subscription shall be: Families/Individuals - \$15.00 Concession - \$10 (or less) Organisations with annual income under \$25,000 - negotiable; \$25,001 to \$150,000 \$60.00; \$150,001 to \$350,000 - \$100.00; \$350,001 to \$500,000 - \$150.00; \$500,001 to \$750,000 - \$200.00; \$750,001 and more - \$275.00.

(ii) Any person who is nominated by an organisation which has been approved by the Association for the purposes of these rules shall, subject to compliance with rule 5 hereof, be admitted to membership of the Association.

(iii) Each member organisation shall be entitled to one vote which shall be exercised by the person nominated in accordance with rule 4.1(i) & (ii) or by a proxy in accordance with rules 12.1(i) & (ii)

4.2 A person shall not become a member unless her/his membership is approved by the Board.

4.3 An application by a person for membership of the Association

i) shall be made in writing in the form as determined by the Board from time to time.

ii) shall be lodged with the secretary of-the Association.

4.4 The secretary shall refer the application to the Board as soon as is practicable.

4.5 If the application is approved by the Board the secretary shall notify the person in writing as soon as possible and request payment of the entrance fee and annual subscription within twenty-eight days.

4.6 Upon receipt of the annual subscription, the secretary shall enter the person's name in the register of members and, upon entry; the person shall become a member of the Association.

4.7 A right or responsibility of a person due to her/his membership

a) Cannot be transferred to another person

b) terminates when his/her membership terminates

## 5.0 **ENTRANCE FEE AND ANNUAL SUBSCRIPTION**

5.1 The entrance fee and annual subscription payable by members of the Association shall be such as the Association in general meeting shall from time to time prescribe, provided that until the Association shall otherwise resolve no entrance fee shall be payable.

5.2 Unless otherwise provided all annual subscriptions shall become due and payable on the 1st day of May in every year.

## 6.0 **REGISTER OF MEMBERS**

6.1 The secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of name of each member.

6.2 The register shall be available for inspection by members at the address of the Public Officer.

## 7.0 **RESIGNATION**

7.1 A member may resign from the Association by giving one month's notice, in writing to the secretary or at a general meeting of her/his intention to resign and then will not be a member when the said one month's notice period has passed.

7.2 The secretary will record the date that this person ceased to be a member in the register after the said one month's notice has passed.

## 8.0 **EXPULSION OF A MEMBER**

8.1 The Board may make a resolution to:

a) expel a member from the Association

b) suspend a member from the Association for a specified period, if the 'Board believes the member:-

i) has refused or neglected to comply with these rules; or

ii) has behaved in a way which is detrimental to the Association.

8.2 A resolution of the Board under sub-clause 8.1:-

a) does not take effect unless the Board, at a meeting held not earlier than 14 days and not later than 28 days after the service on the member of a notice under sub-clause 8.3 confirms the resolution in accordance with this clause; and

b)where the member exercises a right of appeal to the Association under this clause does not take effect unless the Association confirms the resolution in accordance with this clause.

8.3 Where the Board passes a resolution under sub-clause 8.1, the secretary shall, as soon as practicable cause to be served on the member a notice in writing;

a)setting out the resolution of the Board 'and the grounds on which it is based;

b)stating that the member may address the Board 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;

c)informing the member that he/she may do one or more of the following -

i) attend that meeting;

ii) give to the Board before the date of the meeting a written statement seeking revocation of the resolution;

iii) not later than 24 hours before the date of the meeting, lodge with the secretary a notice to the effect that she/he wishes to appeal to the Association in general meeting against the resolution ..

8.4 At a meeting of the Board held in accordance with the subclause 8.2 the Board:-

a) shall give to the member an opportunity to be heard;

b)shall give due consideration to any written statement submitted by the member; and

c)shall by resolution determine whether to confirm or to revoke the resolution

8.5 Where the secretary receives a notice under sub-clause 8.3 he/she shall notify the. Board and the Board shall convene a general meeting of the Association to beheld within 21 days after the date on which the secretary received the notice.

8.6 At a general meeting:-

a)no business other than the question of- the appeal, shall be transacted;

b)the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;

c)the member shall 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.

8.7 If at the general meeting:-

a)two-thirds of the members vote in person or by proxy in favour of the confirmation of the resolution is confirmed; and

b)in any other case, the resolution is revoked.

## 9.0 **DISPUTES AND MEDIATION**

(1) The grievance procedure set out in this rule applies to disputes under these Rules between-

(a) a member and another member; or

(b) a member and the Association.

(2) The parties to the dispute 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.

(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.

- (4) 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 or Victoria (Department of Justice).
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) 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.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

## 10 **ANNUAL GENERAL MEETING**

10.1 The Association in each calendar year shall hold an annual general meeting of its members.

10.2 The annual general meeting 'shall be held on such day as the Board determines.

10.3 The annual general meeting shall be specified as such in the notice convening it, which shall be sent to members at least 28 days before the date selected for the AGM.

10.4 The ordinary business of the annual general meeting shall be:-

- a) to confirm the minutes of the last annual general meeting and of any general meeting held since that meeting;
- b) to receive from the Board reports upon transactions of the Association during the last preceding financial year;
- c) to elect the ordinary members of the Board; and
- d), to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
- e) from time to time to develop and/or endorse the policy of the Association

10.5 The annual general meeting may transact special business of which notice is given in accordance with these rules.'

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

## 11.0 **SPECIAL GENERAL MEETING**

All general meetings other than the annual general meeting shall be called special general meetings.

11.1 The Board may call a special general meeting whenever it thinks fit" and/or when there is more than 15

months between annual general meetings~

11.2 The Board shall call a special general meeting if requested in writing by not less than 5% of, the members.

11.3 The request for the special general meeting shall state the objects of the meeting and shall be signed by the necessary number of members and be sent to the Secretary.

11.4 If the Board does not hold a special general meeting within one month after the request was sent to the secretary, the members making the request or any of them, may convene a special general meeting within 3 months of that date.

11.5 A special general meeting convened by members shall be held in the same way as meetings held by the Board and all reasonable expenses incurred in holding the meeting shall be refunded by the Association.

## 12.0 **NOTICE OF MEETINGS OTHER THAN THE AGM**

12.1 The secretary shall ensure that a notice of a special general meeting of, the Association other than the AGM will be sent to every member at least 14 days before the date of the meeting, stating the place, date and time of the meeting, and the business to be done.

12.2 No other business will be transacted at the meeting unless agreed by the meeting.

## 13.0 **PROCEEDINGS AT MEETINGS**

13.1 All business which is transacted at special general meetings and annual general meetings apart from the ordinary business as set out in these rules shall be special business.

13.2 No business will be transacted unless there is a quorum of members entitled, under these rules, to vote, is present at the time when the meeting is addressing that item.

13.3 Twelve members personally present (being members, entitled under these rules to vote at a general meeting) shall constitute a quorum for the business of a general meeting. For the purposes of these rules "member" includes (in accordance with rules 12.11 (i) & (ii) ) a person attending as a proxy or as a nominated representative of an organisation which is a member in accordance with rule 4.1 (i) & ( ii)

13.4 If, within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall be adjourned to the same day in the next week at the same time and place, or to such other day and at such time and place as the Board may ,determine, and if at the adjournment meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than ten) shall be a quorum.

13.5 (i) The President shall preside as Chairperson at every general meeting of the Association, or if there is no President, or if .the President is not present within fifteen minutes after the time appointed for the holding of the meeting, the Vice-President shall be the Chairperson.

13.5(ii) If the President, and Vice-President are absent from a general meeting, the members present shall elect one of their number to preside as Chairperson at the meeting.

13.6 (i) The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

13.6 (ii) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.

13.6 (iii) Except as provided in sub-clauses 12.6(i) & (i), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

13.7 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, that resolution.

13.8 (i) If at a meeting a poll on any question is demanded by, not less than three 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~

13.8 (ii) A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairperson may direct.

13.9 (i) Upon any question arising at a general meeting of the Association, a member has one vote only.

13.9 (ii) All votes shall be given personally or by proxy.

13.9 (iii) In the case of a tied vote on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.

13.10 A member is not entitled to vote at any general meeting unless all moneys due and payable by her/him to the Association have been paid.

13.11(i) each member Shall be entitled to appoint another member as his/her 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.

13.11(ii) the notice appointing the proxy shall be in the form set out in Appendix 1.

#### 14.0 **BOARD OF MANAGEMENT**

14.1 The affairs of the Association shall be managed by a Board of Management.

14.2. The Board of Management shall consist of twelve financial members of the Association.

14.3 Each year at the AGM one third of the members of the Board shall be elected for a period of 3 years to succeed those whose terms expire, provided that no member may be elected to the Board for more than two consecutive terms but such limitation shall not include any period where a member shall have been appointed under clause

14.4 In the event of a casual vacancy for an ordinary member of the Board, the Board shall have the power to appoint a member of the Association to fill the vacancy up to and including the next Annual General Meeting.

14.5 The Board:-

a)shall control and manage the business and affairs of the Association;

b)may, subject to these rules, the regulations and the Act, exercise all such powers and functions as maybe 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

c)subject to these rules, the regulations and the Act, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.

14.6 The Board shall have the power to employ office staff to work under its direction. Such staff shall include Executive Officer/s who shall have such executive powers as are decreed from time to time by a majority vote of the Board.

#### 15.0 **ELECTION OF BOARD MEMBERS AND, VACANCY**

15.1 Nominations of candidates for election as ordinary members of the Board:-

a) shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination; and

b) shall be delivered to the secretary' of the Association not less than 7 days before the date fixed for the holding of, the annual general meeting.

15.2 (i) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated

shall be deemed to be elected and further nominations shall be received at the annual general meeting.

15.2 (ii) 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.

15.2 (iii) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

15.2 (iv) The ballot for the election of ordinary members of the Board shall be conducted at the annual general meeting in such usual and proper manner as the Board may direct.

15.3 For the purposes of these rules, the office of an officer of the Association or of an 'ordinary member of the Board becomes vacant if the officer or member:-

- a) ceases to be a member of the Association;
- b) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code; or
- c) resigns his/her office by notice in writing given to the secretary.
- d) holds any office of profit under the Association.
- e) is absent from more than 3 consecutive meetings of the Board without apology.

## 16.0 **ELECTION OF OFFICERS OF THE BOARD AND VACANCY**

16.1 The officers of the Association shall be:-

- a) a President
- b) a Vice-President
- c) a Treasurer,

provided that the Board may as it thinks fit, from time to time, appoint an Honorary Secretary.

16.2 The officers of the Association shall be elected annually by the Board by a majority vote of those present and voting from amongst their numbers at the next meeting of the Board immediately following the Annual General Meeting. The said election shall be the first item to be dealt with at the said Board Meeting, unless the Board shall otherwise decide.

16.3 Each officer shall hold office until the next annual general meeting after her/his election but is eligible for re-election..

16.4 (i) An officer of the Association maybe removed from office, but not from membership of the Board, by a resolution carried by a , majority vote of Board members, providing that notice of intention to move such a motion shall be included in the notice of summoning the meeting at which the motion shall b e moved.

16.4 (ii) The Association in general meeting may by resolution remove any member of the Board before the expiration of his/her term of office and appoint another member in her/his stead to hold office until the expiration of the term of the, first-mentioned member.

16.5 Where the member to whom a proposed resolution referred to in sub-clause 15.4(ii) 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 member may require that they be read out at the meeting.

16.6 In the event of a casual vacancy the Board may appoint one of its members to the vacant office up to and including the next annual general meeting.

## 17.0 **PROCEEDING OF BOARD OF MANAGEMENT**

17.1 The Board shall meet at least eight times in each year in such places .and at such times as the Board may determine.

17.2 Special meetings of the Board may be convened by the President or by any four of the members of the Board.

17.3 Notice shall be given to members of the Board of any special meeting specifying the general nature of the



business to be transacted and no other business shall be transacted at such a meeting.

17.4 Any six members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.

17.5 No business shall be transacted 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 at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.

17.6 At meetings of the Board:-

a)The President or in her/his absence the Vice-President shall preside; or

b)If the President and the Vice-President are absent, one of the remaining members of the Board as may be chosen by the members present shall preside.

17.7 Questions arising at a meeting of the Board or of any subcommittee appointed by the Board 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 may determine.

17.8 (i) Each member present at a meeting of the Board or of any sub- committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote and, in the event of a tied vote on any question, the person presiding is entitled to a second or casting vote.

17.8 (ii) A member of the Board shall not vote in respect of any contract or proposed contract with the Association in which she/he has an interest in or in any matter arising thereof and if he/she does the vote shall not be counted.

17.9 Written notice of each Board meeting shall be served on each member of the Board by delivering it to him/her at reasonable time before the meeting or by sending it by prepaid post addressed to him/her at his/her usual or last known place of abode at least two days before the date of the meeting.

17.10 Subject to sub-clause 16.4 the Board may act notwithstanding any vacancy on the Board.

## 18.0 **SECRETARY**

18.1 The secretary of the Association shall keep minutes of the resolutions and proceedings of each general meeting and each Board meeting in books provided for that purpose together with a record of the names of persons present at Board meetings, all special general meetings and the AGM.

18.2 The secretary shall be the Public Officer of the, Association.

## 19.0 **TREASURER**

19.1 The Treasurer of the Association:-

a) shall collect and receive all moneys due to the Association and make all payments authorised by the Association; and

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

19.2 The accounts and books referred to in sub-clause 18.1b shall be available for inspection by members.

19.3 A properly audited statement of income and expenditure for the financial year shall be presented to the AGM.

## 20.0 **CHEQUES**

20.1 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by either the Treasurer or the President and the Executive Officer or by 2 officers of the Board, one of whom shall be the Treasurer.

## 21.0 **SEAL**

21.1 (i) The Common Seal of the Association shall be kept in the custody of the secretary.

21.1 (ii) The Common Seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the Common Seal shall be attested by the signatures either of two members of the Board or of one member of the Board and of the Public Officer of the Association.

## 22.0 **ALTERATION OF RULES AND STATEMENT OF PURPOSES**

22.1 These rules and the statement of purposes of the Association shall not be altered except in accordance with the Act.

22.2 Alternatives or amendments to the statement of purposes and/or to these rules shall only be made at the AGM. Notice of such proposed alterations or amendments shall be circulated to all members with the notice of the AGM as set down in rule 9.3.

## 23.0 **NOTICES**

23.1 A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at her/his address shown in the Register of Members.

23.2 Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is proven, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

## 24.0 **WINDING UP OR CANCELLATION**

24.1 (i) In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association shall be disposed of in accordance with the provisions of the Act.

24.1 (ii) Any and all assets remaining after full settlement of all just debts and liabilities incurred by the Association shall be disposed of by transfer to some other institution or organisation which qualifies under sub-paragraph (i) or (ii) of Section 78 (i) (a) in the income Tax Assessment Act 1936 (as amended) and which has in its constitution a clause or paragraph prohibiting the gift or transfer of its assets to any of its members provided that where the government of Victoria has paid a grant towards the cost erecting, purchasing or converting any building or purchasing any land or purchasing any furniture it shall be the prerogative of the appropriate Minister to determine the disposal of such buildings, land furniture and equipment having regard to capital costs which may have been defrayed by the Association.

## 25.0 **CUSTODY OF RECORDS**

25.1 Except as otherwise provided in these Rules, the secretary shall keep in his/her custody or under his/her control all books, documents and securities of the Association.

## 26.0 **FUNDS**

25.1 The funds of the Association shall be derived from annual subscriptions, donations and such other sources as the Board determines.