



Straight Arrows Inc.

Statement of Purposes

&

Rules

(23 March 2003)

Statement of Purposes and Rules

Name

1. The name of the incorporated association is Straight Arrows (Vic) (in these rules called the Association).

Statement of Purposes

- 2.0 The principal and guiding objectives of the Association are to provide services and relief of suffering to **people** infected with Human Immunodeficiency Virus (HIV), who identify as heterosexual. To achieve these principal objectives, the Association may include, but not be limited to the following activities:
- 2.1 The provision of low or no cost:
- i) Medical services
 - ii) Allied Health Services
 - iii) Alternative or Complementary therapies
 - iv) Counselling and outreach services
- As principal provider or in partnership with another group or organisation.
- 2.2 The disbursement of funds to members who face immediate financial hardship and distress, or destitution.
- 2.3 The provision of assistance to the partners and dependants, particularly children, of members. Where appropriate this may include financial support.
- 2.4 The provision of peer support counselling and activities.
- 2.5 The provision of a safe and confidential environment for the delivery of services, exchange of information and social support between members, and where appropriate, their partners and dependents.
- 2.6 Collect and exchange information relevant to living with HIV/AIDS.
- 2.7 The monitoring of new developments in treatments and HealthCare.
- 2.8 The promotion of discussion of the issues relevant to **heterosexuals** infected with the HIV virus, their partners and dependents.
- 2.9 Advocacy for the development of appropriate services sensitive to the needs of **heterosexuals** infected with the HIV virus, their partners and dependents.
- 2.10 The lobbying of government and community organisations to address the issues and needs specific to **heterosexuals** infected with the HIV virus and their partners and dependents.
- 2.11 Network and encourage liaison with other HIV/AIDS organisations, both nationally and internationally, to create a wider forum for information exchange and mutual assistance.
- 2.12 **Provision of services, support and relief to other members of the community who:**
- (i) identify as heterosexual and are HIV+;**
 - (ii) identify as heterosexual and have or have had a partner who is HIV+;**
 - (iii) are an HIV+ parent, or the child of an HIV+ parent.**

Powers

3. Subject to the Statement of Purposes and Rules the Association shall have power:
- 1) To invest and deal with moneys of the incorporated association not immediately required in such manner as is from time to time thought fit;
 - 2) To raise or borrow money upon such terms and in such manner as it thinks fit;
 - 3) To secure the repayment of moneys so raised or borrowed or the payment of a debt or liability of the incorporated association by giving mortgages, charges or securities upon or over all or any of the property of the incorporated association;
 - 4) To do all such other things as are incidental or conducive to the attainment of the purposes and the exercise of the powers of the incorporated association;
 - 5) To act as trustee and accept and hold upon trust real and personal property insofar as this power is not in contravention of the provisions of the Associations Incorporation Act 1981 or the statement of purposes or the rules.

Membership

4. 1) A natural person who is nominated and approved for membership as provided in these rules is eligible to be a member of the Association.
- 2) A person who is not a member of the Association at the time of the incorporation of the Association (or who was such a member at that time but has ceased to be a member) shall not be admitted to membership:
- a) Unless they are nominated as provided in sub-clause (3); and
 - b) Their admission as a member is approved by the Committee.
- 3) A nomination of a person for membership of the Association;
- a) Shall be made in writing in the form set out in Appendix 1 or such other form that the committee may approve; and
 - b) Shall be lodged with the secretary of the Association.
- 4) As soon as is practicable after the receipt of a nomination, the secretary shall refer the nomination to the Committee.
- 5) Upon a nomination being referred to the Committee, the Committee shall determine whether to approve or reject the nomination.
- 6) Upon a nomination being approved by the Committee, the secretary shall, with as little delay as possible, notify the nominee in writing that they are approved for membership of the Association.
- 7) The secretary shall enter the nominee's name in the register of members kept by the secretary and, upon the name being so entered; the nominee becomes a member of the Association.
- 8) A right, privilege, or obligation of a person by reason of their membership of the Association:
- a) Is not capable of being transferred or transmitted to another person; and
 - b) Terminates upon the cessation of their membership whether by death or resignation or otherwise.

Entrance Fee and Annual Subscription

5. 1) The entrance fee is Nil.
- 2) The annual subscription is Nil.
- 3) The members in general meeting may vary the amount of annual subscription payable for future years by ordinary resolution.

Register of Members

6. The Secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection by members at the address of the Public Officer.

Resignation of Member

7. 1) A member of the Association who has paid all moneys due and payable by them to the Association may resign from the Association by first giving one months notice in writing to the secretary of their intention to resign and upon the expiration date of that period of notice, the member shall cease to be a member.
- 2) Upon the expiration of a notice given under sub-clause (1), the secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be a member
- 3) A member who does not renew their membership shall cease to be a member on 30th June.
- 4) The register of members must be kept stored in a safe and secure place at all times.

8 Discipline, suspension expulsion of members and Disputes

- (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 or prejudicial to the interests of the Association, the committee may be resolution-
 - (a) fine that member an amount not exceeding \$500; or
 - (b) suspend that member from membership of the Association for a specified period; or
 - (c) expel that member from the Association.
- (2) A resolution of the committee under sub-rule (1) does not take effect unless-
 - (a) at a meeting held in accordance with sub-rule (3), the committee confirms the resolution; and
 - (b) if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.

A member of the committee to confirm or revoke a resolution passed under sub-rule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule (4).

- (3) For the purposes of giving notice in accordance with sub-rule (3), the Secretary must, as soon as practicable, cause to be given to the member a written notice-
 - (a) setting out the resolution of the committee and the grounds on which it is based: and
 - (b) stating that the member, or 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 that member; and
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that he or she may do one or both of the following-
 - (i) attending that meeting;
 - (ii) give to the committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - (e) informing the member that, if at that meeting, the committee confirms the resolution, he or she 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.
- (4) At a meeting of the committee to confirm or revoke a resolution passed under sub-rule (1), the committee must-
 - (a) give 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; and
 - (c) determine by resolution whether to confirm or to revoke the resolution.
- (5) 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.
- (6) If the Secretary receives a notice under sub-rule (6), 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.

- (7) At a general meeting of the Association convened under sub-rule (7)-
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - (c) the member, or his or her representative, must be given an opportunity to be heard; and
 - (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (8) A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

8A 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.

Annual General Meeting**9.**

- 1) The Association shall in each calendar year convene an annual general meeting of its members.
- 2) The annual general meeting shall be held on such day, time and place as the committee determines.
- 3) The annual general meeting shall be specified as such in the notice convening it.
- 4) The ordinary business of the annual general meeting shall be:
 - a) To confirm the minutes of the 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 officers of the Association and the ordinary members of the Committee
 - d) To receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act ; and, if necessary
 - e) To appoint an auditor.
- 5) The annual general meeting may transact special business of which not less than twenty-one days notice is given to members in accordance with these Rules.
- 6) The annual general meeting shall be in addition to any other general meeting that may be held in the same year.

Special General Meetings

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

11.

- 1) The Committee may, whenever it thinks fit, convene a special general meeting of the Association and, where, but for this sub-clause, more than fifteen months would elapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
- 2) The Committee shall, on the requisition in writing of members representing not less than five per cent of the total number of members, convene a special general meeting of the Association.
- 3) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and shall be sent to the address of the secretary and may consist of several documents of a like form, each signed by one or more of the members making the requisition.
- 4) If the Committee does not cause a special general meeting to be held within one 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 three months after that date.
- 5) A special general meeting convened by members in pursuance of these Rules shall be convened in the same matter as nearly 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.

Convening of General Meetings**12.**

- 1) The secretary of the Association shall, at least twenty one days before the date fixed for holding a general meeting of the Association, cause to be sent to each member of the Association at their address appearing in the register of members, a notice by prepaid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 2) No Business other than that set out in the notice convening the meetings shall be transacted at the meeting.
- 3) 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.

Proceeding At Meetings**13.**

All business that is transacted at either a special general meeting or a annual general meeting with the exception of that requiring a special resolution, shall be deemed to be ordinary business.

- 1) No items of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- 2) Five members personally present (being members entitled under these rules to vote a general meeting) constitute a quorum for the transaction of the business of the general meeting.
- 3) If within half an hour after the appointment time for the commencement of a general meeting, a quorum is not present, the meeting is convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time (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 and if at the adjournment meeting the quorum is not present within half an hour after the appointed time for the commencement of the meeting, the members present (being not less than three) shall be a quorum.

14.

- 1) The President, or in the absence, the Vice-President, shall preside as chairperson at each general meeting of the association.
- 2) If the President and Vice-President are absence from a general meeting. The members present shall elect one of their members to preside as a chairperson at this meeting.

15.

- 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 shall be transacted at an adjourned meeting other that the business left unfinished at the meeting at which the adjournment took place.
- 2) Where a meeting is adjourned for fourteen days or more, a like notice of adjourned meeting shall be given as in the case of the general meeting.
- 3) Except as provided in sub-clause (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

8

16.

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 loss, 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.

17.

- 1) Upon any question arising at a general meeting of the association a member has one vote only.
- 2) All votes shall be given personally or by proxy.
- 3) 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.

18.

- 1) If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting of the members present personally or by proxy 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 the question.
- 2) 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.

19.

A member is not entitled to vote at any general meeting unless all moneys due and payable by them to the association have been paid, other than the amount of the annual subscription payable in respect of the financial year.

20.

- 1) Each member shall be entitled to appoint another member as their proxy by notice given to the secretary no later than twenty four hours before the time of the meeting in respect of which the proxy is appointed.
- 2) The notice appointing the proxy shall be in the form set out in appendix 2.

Committee of Management

21.

- 1) The affairs of the association shall be managed by a Committee of Management constituted as provided in rule 22.
- 2) The Committee -
 - a) Shall control and manage the business affairs of the association;
 - b) May, subject to these rules, 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 these rules to be exercised by the 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 Committee to be essential for the proper management of the business and affairs of the association.

22.

- 1) The officers of the association shall be:
 - a) A President,
 - b) A Vice-President,
 - c) A Treasurer; and
 - d) A Secretary.

9

- 2) The provisions of rule 23 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-clause (1).
- 3) Each officer of the association shall hold office until the annual general meeting next after the date of their election but is eligible for re-election.
- 4) In the event of a casual vacancy in any office referred to in sub-clause (1) the committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of their appointment.

23.

- 1) Subject to section 23 of the Act, the committee shall consist of -
 - a) The officers of the association; and
 - b) six ordinary members -Each of whom shall be elected at the annual general meeting of the Association in each year.
- 2) Each ordinary member of the committee shall, subject to these rules, hold office until the annual general meeting next after the date of their election but is eligible for re-election.
- 3) 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 so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of their appointment.
- (4) Consistent with the principal and guiding objectives of the association, members of the committee of management identify as heterosexual, and the President and Vice-President of the association, and at least half of the ordinary members of the Committee of Management shall be people infected with the Human Immunodeficiency Virus (HIV).

Election of Committee

24.

- 1) Nominations of candidates for election as officers of the association or as ordinary members of the committee -
 - 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 seven days before the date fixed for the holding of the annual general meeting.
- 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.
- 4) If the number of the nominations is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 5) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- 5) The ballot for the election of officers and ordinary members of the committee shall be conducted at the annual general meeting in such usual and proper manner as the committee may direct but to the following:
 - a) Voting shall be by secret ballot;
 - b) The positions on the ballot paper of candidates' names shall be determined by lot;
 - c) a members vote shall not be invalid if they do not vote for all candidates but merely some of the candidates;
 - d) a preferential system of voting shall be used similar to that used for the election for municipal councilors under section 140 to 147 of the Local Government Act 1958, as amended; and
 - e) if two or more candidates receive a equal number of votes the results shall be decided by lot.

Vacancy of Committee Membership

25.

For the purpose of these rules, the office of an officer of the association or of an ordinary member of the committee becomes vacant if the officer or member -

- 1) Ceases to be a member of the association;
- 2) Becomes an insolvent under administration within the meaning of the corporations law; or
- 3) Resigns their office by notice in writing given to the secretary.
- 4) Fails to attend three consecutive meetings of the committee, the committee may at the subsequent (fourth) meeting, move, second and carry a motion declaring that position vacant.

Procedure of Committee

26.

- 1) The committee shall meet at least three times in each year at such place and such times as the committee may determine.
- 2) Special meetings of the committee may be convened by the President or by any four of the members of the committee.
- 3) Notice shall be given to members of the committee 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.
- 4) Any four members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- 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.
- 6) At meetings of the Committee -
 - a) The President or in their absence the Vice-President shall preside; or
 - b) If the President and Vice-President are absent, such one of the remaining members of the committee as may be chosen by the members present shall preside.
- 7) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such a manner as the person presiding at the meeting may determine.
- 8) 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 vote. The Chairperson shall not have a casting vote. If the voting is tied the resolution shall be deemed lost.
- 9) Written notice of each committee meeting shall be served on each member of the Committee by delivering it to them either in person or facsimile machine at a reasonable time before the meeting or by sending it by pre-paid post addressed to them at their usual or last known place of abode at least two business days before the date of the meeting.
- 10) Subject to sub-clause (4) the Committee may act notwithstanding any vacancy on the Committee.

Duties of Secretary

27.

The secretary of the Association shall keep minutes of the resolutions and proceeding of each general meeting and each committee meeting in books provided for that purpose together with a record of the names of the persons present at committee meetings.

Duties of Treasurer

28.

- 1) The Treasurer of the association -
 - a) Shall collect and receive all monies 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.
- 2) The accounts and books referred to in sub-clause (1) shall be available for inspection by members.

Removal of Committee Member

29.

- 1) The Association in general meeting may by resolution remove any member of the Committee before the expiration of their term of office and appoint another member in their place to hold office until the expiration of the term of the first-mentioned member.
- 2) Where the member to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the secretary or the 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 sent, the member may require that they be read out at the meeting.

Cheques Etc.

30.

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Committee.

Common Seal

31.

- 1) The common seal of the Association shall be kept in the custody of the secretary.
- 2) The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall 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.

Alteration of Rules and Statement of Purposes.

32.

These Rules and the statement of purpose of the Association shall not be altered except in accordance with the Act *and as are approved by the Commissioner of Taxation for the purpose of Section 78(1)(a) or (ii) of the Income Tax Assessment Act 1936 or any amendment or re-enactment thereof. The consent of the Attorney General is required before:*

- 1) *Any change made to rule 20(3); and*
- 2) *Any change made to rule 33(b), which would permit a distribution on winding-up to other than charitable purposes.*

Notices

33.

- 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 their address shown in the Register of Members.
- 2) Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, 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.

Disposal of Assets**34.**

- 1) *The income and property of the Association shall be used and applied solely in promotion of its purposes and the exercise of its powers as set out herein and no proportion thereof shall be distributed paid or transferred directly or indirectly by way of dividends, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of the interest to any such members in respect of moneys advanced by a member to the Association or otherwise owing by the Association to a member or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the association or reasonable and proper rent for premises let to the Association or the provision of services to a member to which the member would be entitled in accordance with the purpose if they were not a member.*
- 2) *If the Association shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed amongst the members of the Association but shall be given or transferred to some other institution or institutions having purposes similar to the purposes of the Association, and which prohibits the distribution of its other income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of this rule and which is a fund authority or institution approved by the Commissioner of Taxation as a fund authority or institution for the purposes of Section 78 (l)(a)(l) or (ii) of the Income Tax Assessment Act 1936 or any amendment or re-enactment thereof, such institution or institutions to be determined in accordance with a special resolution of the members of the Association or, in the absence of a special resolution of the members, by the Registrar.*

Custody of Books**35.**

Except as otherwise provided in these rules, the secretary shall keep in their custody or under their control all books, documents and securities of the Association.

Source of Funds**36.**

The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determine.

Auditor**37.**

- 1) An Auditor or Auditors shall if required, be elected at the Annual Meeting each year and shall hold office until the next Annual Meeting. In the event of a casual vacancy in the office of Auditor, the Committee may temporarily appoint to such office some qualified person. That person so appointed may continue in office until immediately before the next Annual Meeting.
- 2) The fees and expenses of the Auditor:
 - a) In the case of an Auditor elected at an Annual Meeting, shall be fixed by members at the meeting or, if so authorised by the meeting at the last preceding Annual Meeting, by the Committee; and
 - b) In the case of an Auditor appointed by the Committee, may be fixed by the Committee.
- 3) An Auditor shall be a member of the Institute of Chartered Accountants in Australia or the Australian Society of Accountants or any body prescribed in Section 18 of the Companies (Vic) Code, or amendment thereto, preference in appointment being given to a person registered as a Company Auditor under Section 18 of that Code.

- 4) An examination of the accounts and records shall be undertaken and the Auditor shall attend at the offices of the Association for these purposes in the period July to September in each year, when they shall complete the audit program relating to the financial year which expired on the thirtieth day of June immediately preceding.
- 5) The Auditor shall have access to the books and accounts of the Association at all times and shall make such reports as the auditor considers necessary direct to the Committee.
- 6) The Auditor shall make a report to the members in the general meeting on every balance sheet and statement of income and expenditure laid before such general meeting during their term of office and shall state:
 - a) Whether they obtained the information and explanation required by them;
 - b) Whether in their own opinion the statements are drawn up so as to exhibit a true and correct view of the financial position of the Association according to the information at their disposal and explanation given to them, and as shown by the books of the Association.
- 7) The Auditor may, if they consider it desirable to do so, make a report direct to the members in the general meeting on any other matters coming within the scope of their duties.

Interpretation

38.

- 1) In these rules, unless the contrary intention appears:
 - a) "Committee" means the Committee of Management of the Association"
 - b) "Financial Year" means the year ending on 30 June.
 - c) "General Meeting" means a general meeting of the members convened in accordance with rule 11.
 - d) "Member" means a member of the Association.
 - e) "Ordinary Member of the Committee" means a member of the Committee who is not an officer of the Association under rule 21.
 - f) "The Act" means the Association Incorporation Act 1981.
 - g) "The Regulations" means the Regulations under the Act.
 - h) "Ordinary Resolution" means a resolution passed by a majority of the members present and voting personally or by proxy.
 - i) "Ordinary Business" means business that requires a ordinary resolution to be passed.
 - j) "Special Business" means business that requires a special resolution to be passed.
 - k) "Special Resolution" means a resolution passed by a majority of not less than three-fourths of such members of the Association as being entitled under these rules so to do, vote in person or by proxy at a general meeting of which not less than twenty one days notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules.
 - l) "Person" means a natural person or a corporation.
- 2) In these rules, a reference to the secretary of an Association is a reference:
 - a) Where 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) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Interpretations Act 1984 and the Act as in force from time to time.