ASSOCIATIONS INCORPORATION ACT 1981 - SCHEDULE 6

RULES FOR INCORPORATED ASSOCIATION
IEPA Early Intervention in Mental Health Inc.

NAME

1. The name of the Incorporated Association is IEPA Early Intervention in Mental Health Inc. (in these Rules called "the Association").

INTERPRETATION

2. (1) In these Rules, unless the contrary intention appears-

"Committee" means the Committee of Management of the Association which is commonly referred to as IEPA Board.
"Financial Year" means the year ending on 30 June.
"General Meeting" means a general meeting of members convened in accordance with Rule 11.
"Member" means a member of the Association.
"Ordinary Member of the Committee" means a member of the Committee (IEPA Board) who is not an officer of the Association under Rule 21.
"The Act" means the *Associations Incorporation Act* 1981.
"The Regulations" means Regulations under the Act.

(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; or
(b) the Executive Officer who is appointed to perform the duties of Secretary of the Association
(c) 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 *Interpretation of Legislation Act* 1984 and the Act as in force from time to time.

APPLICATION FOR MEMBERSHIP

3. (1) A natural person whose application for membership is approved 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 a member at that time but has ceased to be a member) shall not be admitted to membership-
(a) unless application is made as provided in sub-clause (3); and
(b) the admission as a member is approved by the Committee.

(3) An application for membership of the Association-
(a) shall be made in writing in the form set out in Appendix 1; and
(b) shall be lodged with the Secretary of the Association.

(4) As soon as is practicable after the receipt of an application, the Secretary shall refer the nomination to the Committee.

(5) Upon an application being referred to the Committee, the Committee shall determine whether to approve or to reject the application.

(6) Upon an application being approved by the Committee, the Secretary shall, with as little delay as possible, notify the nominee in writing of the approval for membership of the Association.

(7) The Secretary shall, upon approval as referred to in sub-clause (6) within the period referred to in that sub-clause, enter the applicant's name in the register of members and, upon the name being so entered, the applicant becomes a member of the Association.

(8) A right, privilege, or obligation of a person by reason of membership of the Association-
(a) is not capable of being transferred or transmitted to another person; and
(b) terminates upon the cessation of membership whether by death or resignation or otherwise.

ENTRANCE FEE AND ANNUAL SUBSCRIPTION

4. (1) There is currently no entrance fee.

(2) There is currently no annual subscription.

REGISTER OF MEMBERS

5. 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, together with membership number, telephone number, facsimile number, email address, profession and place of work details and such other particulars as the committee from time to time deems appropriate, and the register shall be available for inspection and copying by members upon request.

RESIGNATION AND EXPULSION OF MEMBER

6. (1) A member of the Association may resign from the Association by first giving one months notice in writing to the Secretary of his or her intention to resign and upon the expiration of that period of notice, the member ceases 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.

7. (1) Subject to these Rules, the Committee may by resolution-
(a) expel a member from the Association;
(b) suspend a member from membership of the Association for a specified period; or
if the Committee is of the opinion that the member-
(c) has refused or neglected to comply with these Rules; or
(d) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association.

(2) A resolution of the Committee under sub-clause (1)-
(a) does not take effect unless the Committee, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under sub-clause (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.

(3) If the Committee passes a resolution under sub-clause (1), the Secretary shall, as soon as practicable, caused to be served on the member a notice in writing-
(a) setting out the resolution of the Committee and the grounds on which it is based;
(b) stating that the member may address the Committee at a meeting to be held not earlier than 14 and not less than 28 days after service of the notice;
(c) stating the date, place manner (i.e. video conference) and time of that meeting;
(d) informing the member that he or she may do one or more of the following:
(i) Attend that meeting;
(ii) Give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution; and
(iii) Not later than 24 hours before the date of the meeting lodge with the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the Resolution.

(4) At a meeting of the Committee held in accordance with sub-clause (2), the Committee-
(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.

(5) If the Secretary receives a notice under sub-clause (3), he or she shall notify the Committee and the Committee shall convene a general meeting of the Association to be held within twenty-one days after the date on which the Secretary received the notice.

(6) At a general meeting of the Association convened under sub-clause (5)-
(a) no business other than the question of the appeal shall be transacted;
(b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
(c) the member 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.

(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, the resolution is confirmed; and
(b) in any other case, the resolution is revoked.

ANNUAL GENERAL MEETING

8. (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 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 last preceding annual general meeting and of any general meeting held since that meeting;
(b) to receive from the Committee reports upon the transactions of the Association during the last preceding financial year;
(2) to elect officers of the Association
(d) to receive and consider the statement submitted by the Association in accordance with section 30 (3) of the Act.

(5) The annual general meeting may transact special business of which notice is given in accordance with these Rules.

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

(3) The Board may determine in its discretion whether the annual general meeting will be held by video or teleconferencing or how otherwise.

SPECIAL GENERAL MEETING

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

10. (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 5 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 be sent to the address of the Secretary and may consist of several documents in 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 the month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than three months after that date.

(2) A special general meeting convened by members in pursuance of these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee.

NOTICE OF MEETING

11. (1) The Secretary of the Association shall, at least 21 days before the date fixed for holding a general meeting of the Association, cause to be sent to each member of the Association by prepaid post to the address appearing in the register of members, or by facsimile transmission or electronic transmission a notice by pre-paid 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 meeting 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.

PROCEEDINGS AT MEETINGS

12. (1) All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these Rules as being the ordinary business of the annual general meeting shall be deemed to be special business.

(2) No item 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.

(3) Three members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

(4) If within half an hour after the appointed time for commencement of a general meeting, a quorum is not present, the meeting if 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 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 and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 2) shall be a quorum.

13. (1) The President, or in the President's absence, a Vice-President,or president-elect shall preside as Chairperson at each general meeting of the Association.

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

14. (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 than 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 the 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.

15. 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.

16. (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.

17. (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 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.

(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 question shall be taken at such time before the close of the meeting as the Chairperson may direct.

18. (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.

(2) The notice appointing the proxy shall be in the form set out in Appendix 2.

COMMITTEE OF MANAGEMENT

19. (1) The affairs of the Association shall be managed by the Committee of Management constituted as provided in Rule 22.

(2) The Committee-
(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 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
(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.

20. (1) The officers of the Association shall be-
(a) a President;
(b) three Vice-Presidents;
(c) Treasurer;
(d) the immediate Past president is "ex-officio" officer of the association.
(e) in addition to the 5 officers there will also be 6 ordinary members of the Board
(f) there will also be a president elect for 2 years prior to the new president taking office

(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 person to any of the offices mentioned in sub-clause (1).

(3) Each officer of the Association shall hold office for four calendar years after the date of his or her election but is eligible for re-election at the end of this period.

(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 the appointment.

21. (1) Subject to section 23 of the Act, the Committee shall consist of-
(a) the officers of the association; and
each of whom shall hold office for four calendar years and at the end of this period are eligible for re election at the annual general meeting of the Association in the year their position falls vacant.
(b) In order to maintain continuity of the Board only 50% of the board will be re-elected at any one time at biennial elections. This means that the very first Board as described above will require 50% of the officers to retain their positions for an extra two years so that the described above schedule of elections can take place.

(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 so appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

ELECTION OF OFFICERS AND VACANCY

22. (1) Nominations of candidates for election as officers of the Association
(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 ballot for election of officers

(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.

(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.

(4) 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 shall be conducted prior to the annual general meeting in such usual and proper manner as the Committee may direct.

(6) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another office for election at the same election.

23. For the purposes 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-
(a) ceases to be a member of the Association;
(b) resigns from office by notice in writing given to the Secretary.

PROCEEDINGS OF COMMITTEE

24. (1) The Office Bearers shall meet 2 times in a year at such place and in such manner including video and teleconferencing as the Committee and/or office Bearers may determine.

(2) Special meeting 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 three members of the Committee constitute a quorum for the transaction of 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 the President's absence the Vice-President shall preside; or

(b) if the President and the 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 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 one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

(9) Written notice of each committee meeting shall be served on each member of the Committee by delivering it to the member at a reasonable time before the meeting or by sending it by pre-paid post addressed to him or her at his or her usual or last known place or abode at least two business days before the date of the meeting.

(10) Subject to sub-clause (4) the Committee may not act notwithstanding any vacancy on the Committee.

SECRETARY

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

TREASURER

26. 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.

REMOVAL OF MEMBER OF COMMITTEE

27. (1) The Association in general meeting may by resolution remove any member of the Committee and appoint another member in his or her stead 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 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.

CHEQUES

28. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Committee or one member of the Committee and the Secretariat Officer

SEAL

29. (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

30. These Rules and the Statement of Purposes of the Association shall not be altered except in accordance with the Act.

NOTICES

31. (1) A notice may be served by or on behalf of the Association upon any member by prepaid post to the address appearing in the Register of Members or by facsimile transmission or electronic transmission.

(2) Where a document is properly addressed prepaid 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.

WINDING UP OR CANCELLATION

32. (1) The Association may be dissolved voluntarily by special resolution.

(2) In the event of the Association being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any association which the members resolve with similar purposes which is not carried on for the profit or gain of its individual members.

CUSTODY OF RECORDS

33. (1) Except as otherwise provided in these Rules, the Secretary shall keep in his or her custody or under his or her control all books, documents and securities of the Association.

(2) All accounts, books, documents and securities of the Association shall be available for inspection and copying by any member of the Association upon request.

FUNDS

34. (1) The funds of the Association shall be derived from sponsorship, donations and other such sources as the Committee determines.

(2) The assets and income of the Association shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

DISPUTES AND MEDIATION

35.(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 all of 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 by the Dispute Settlement Centre of 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 or otherwise at law.