

# Reality Check

## young adults with diabetes

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### 1. *Name*

The incorporated association is **Reality Check Young Adults with Diabetes Incorporated** (*in these Rules called "the Association"*).

### 2. *Definitions*

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

"**Act**" means the Associations Incorporation Act 1981;

"**committee**" means the committee of management of the Association;

"**financial year**" means the year ending on 30 June;

"**general meeting**" means a general meeting of members

convened in accordance with rule 12, and includes the annual general meeting.

"**member**" means a member of the Association;

"**ordinary member of the committee**" means a member of

the committee who is not an officer of the Association

under Rule 21;

"**Regulations**" means regulations under the Act;

"**relevant documents**" has the same meaning as in the Act.

### 3 *Alteration of the rules*

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

4 *Membership, entry fees and subscriptions*

- (1) A person who applies and is approved for membership as provided in these Rules is a member of the Association when the committee resolves that the person is a member.
- (2) As soon as practicable after the receipt of an application for membership, the committee must determine whether to approve or reject the application.
- (3) If the committee approves an application for membership, the Secretary or President must enter the applicant's name in the register of members.
- (4) An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register of members.
- (5) 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.
- (6) No annual subscription, levy, fee or other similar charge may be imposed on a member unless it is in exchange for goods or services provided by the Association.
- (7) Members shall inform the Secretary or President of any change of contact details as soon as practicable.
- (8) Members must not speak publicly on behalf of the Association without the prior consent of the President, Secretary or Treasurer.

5. *Register of members*

- (1) The Secretary or President must keep and maintain a register of members containing-
  - (a) the name and address of each member; and
  - (b) the date on which each member's name was entered in the register.
- (2) The register is available for inspection free of charge by any member upon request.

6. *Ceasing membership*

- (1) A member of the Association may resign from the Association by giving written notice to the Secretary or President of his or her intention to resign.
- (2) The member ceases to be a member upon the giving of the written notice referred to in sub rule (1) and the Secretary or President must record in the register of members the date on which the member ceased to be a member.

7. *Discipline, suspension and expulsion of members*

- (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 by 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.
- (3) A meeting 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).
- (4) For the purposes of giving notice in accordance with sub-rule (3), the Secretary or President 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 or President a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (5) 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.
- (6) 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 or President a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (7) If the Secretary or President 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 or President received the notice.
- (8) At a general meeting of the Association convened under sub-rule (7)-
  - (a) the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
  - (b) the member, or his or her representative, must be given an opportunity to be heard; and
  - (c) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (9) 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.

8. *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 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 otherwise at law.

9. *Annual general meetings*

- (1) The committee may determine the date, time and place of the annual general meeting of the Association.
- (2) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (3) The ordinary business of the annual general meeting shall be-
  - (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
  - (b) to receive from the committee reports upon the transactions of the Association during the last preceding financial year, and a report on feedback received during the preceding year from people with diabetes, their families, friends and health professionals in regard to the Association's activities.
  - (c) to elect officers of the Association and the ordinary members of the committee; and
  - (d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
- (4) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

10. *Special general meetings*

- (1) In addition to the annual general meeting, any other general meeting may be held in the same year.
- (2) All general meetings other than the annual general meeting are special general meetings.
- (3) The committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (4) If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.

- (5) The committee must, on the request 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.
- (6) The request for a special general meeting must-
  - (a) state the main agenda items for the meeting; and
  - (b) be signed by the members requesting the meeting; and
  - (c) be sent to the address of the Secretary or President.
- (7) If the committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary or President, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (8) If a special general meeting is convened by members in accordance with this rule, it must be convened by the committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

#### 11. *Special business*

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

#### 12. *Notice of general meetings*

- (1) The Secretary or President of the Association, at least one day, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- (2) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- (3) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary or President of that business, who must include that business in the notice calling the next general meeting.

13. *Quorum*

- (1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- (2) Five members personally present or present by way of a telephone conference or internet live forum (all being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
- (3) If, within half an hour after the appointment time for the commencement of a general meeting, a quorum is not present-
  - (i) in the case of a meeting convened upon the request of members- the meeting must be dissolved; and
  - (ii) in any other case- the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 3) shall be a quorum.

14. *Chairperson at general meetings*

- (1) The President, or in the President's absence, the Secretary or Treasurer, shall reside as Chairperson at each general meeting of the Association.
- (2) If the President and the Vice-President are absent from a general meeting, or are unable to act as Chair, the members present must select one of their number to chair the meeting.

15. *Adjournment of meetings*

- (1) The Chair may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

- (3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 12.
- (4) Except as provided in rule 13, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

16. *Voting at general meetings*

- (1) Upon any question arising at a general meeting of the Association, a member has one vote only.
- (2) All votes must be given personally (including by verbal or electronic indication, as considered appropriate by the Chair).
- (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. *Poll at general meetings*

- (1) If at a meeting a poll on any question is demanded by not less than 3 members, it must 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 must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

18. *Manner of determining whether resolution carried*

- (1) If a question arising at a general meeting of the Association is determined on a show of hands or a verbal or electronic indication –
  - (a) a declaration by the Chairperson that a resolution has been-
    - (i) carried; or
    - (ii) carried unanimously; or
    - (iii) carried by a particular majority; or
    - (iv) lost; and

(b) an entry to that effect in the minute book of the Association

is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

19. *Proxies*

Proxies are not permitted.

20. *Committee of Management*

(1) The affairs of the Association shall be managed by the committee of management.

(2) The committee-

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

(b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and

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

(3) Subject to section 23 of the Act, the committee shall consist of-

(a) the officers of the Association; and

(b) no less than two ordinary members-

each of whom shall be elected at the annual general meeting of the Association in each year.

21. *Office holders*

(1) The officers of the Association shall be-

(a) a President;

(b) a Treasurer; and

(c) a Secretary.

- (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 other offices referred to in sub-rule (1).
- (3) Each officer of the Association shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.
- (4) In the event of a casual vacancy in any office referred to in sub-rule (1), the committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

22. *Ordinary members of the committee*

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

23. *Election of officers and ordinary committee members*

- (1) Nominations of candidates for election of officers of the Association or as ordinary members of the committee must be-
  - (a) made in writing, including electronic communication, signed by the candidate; and
  - (b) delivered to the Secretary or President of the Association not less than one day before the date fixed for the holding of the annual general meeting.
- (2) A candidate may be nominated for more than one office prior to the annual general meeting.
- (3) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- (4) 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.

- (5) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (6) The ballot for the election of officers and ordinary members of the committee must be conducted at the annual general meeting in a usual and proper manner.

24. *Vacancies*

- (1) 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; or
  - (b) resigns from office by notice in writing given to the Secretary or President.

25. *Meetings of the committee*

- (1) The committee must meet at least twice 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 3 members of the committee.

26. *Notice of committee meetings*

- (1) Written notice, including electronic communication, of each committee meeting must be given to each member of the committee at least one day before the date of the meeting.
- (2) Written notice, including electronic communication, must be given to members of the committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

27. *Quorum for committee meetings*

- (1) Any 4 members of the committee constitute a quorum for the conduct of the

business of a meeting of the committee.

- (2) No business may be conducted unless a quorum is present.
- (3) If within half of hour of the time appointed for the meeting a quorum is not present-
  - (i) in the case of a special meeting- the meeting lapses;
  - (ii) in any other case- the meeting shall stand adjourned to the same place and the same time and day in the following week.
- (4) The committee may act notwithstanding any vacancy on the committee.

28. *Chairing committee meetings*

At meetings of the committee-

- (a) the President or, in the President's absence, the Secretary or Treasurer acts as Chair; or
- (b) if the President, Secretary and Treasurer are absent, or are unable to act as Chair, the members present must choose one of their number to chair.

29. *Voting at committee meetings*

- (1) Questions arising at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee, shall be determined on a show of hands or a verbal or electronic indication or, if a member requests, by a poll taken in such manner as the Chair may determine.
- (2) Each member present at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee (including the Chair), is entitled to one vote and, in the event of an equality of votes on any question, the Chair may exercise a second or casting vote.

30. *Removal of committee member*

- (1) The Association in general meeting may, by resolution, remove any member of the committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.

- (2) A member who is the subject of a proposed resolution referred to in sub-rule (1) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (3) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

31. *Minutes of meetings*

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

32. *Funds*

- (1) The Treasurer of the Association must-
  - (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
  - (b) 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) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the committee.
- (3) The funds of the Association shall be derived from donations, grants, bequests, sponsorship, advertising and such other sources as the committee determines.

33. *Seal*

- (1) The common seal of the Association must be kept in the custody of the Secretary or President.
- (2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of two members of the committee or, of one member of the committee and of the Public Officer of the Association.

34. *Notices under these Rules*

Any notice that is required to be given under these Rules may be given by-

- (a) delivering the notice personally; or
- (b) sending it by post; or
- (c) facsimile transmission; or
- (d) electronic transmission.

35. *Winding up*

- (1) If upon the winding-up or dissolution of the Association or of the Reality Check Young Adults with Diabetes Donations Fund, there remains after satisfaction of all its debts and liabilities, any property, the property must not be paid to or distributed among members, but instead must be given or transferred to some other organisation or organisations having objects similar to the objects and purposes of the Association, and whose rules prohibit the distribution of its or their income among its or their members. Such organisation or organisations must be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the Income Tax Assessment Act 1997.
- (2) Any process begun to wind-up or dissolve the Association or the Reality Check Young Adults with Diabetes Donations Fund must be notified in writing to the government body responsible for matters concerning tax deductible donations.

36. *Custody and inspection of books and records*

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

37.

The assets, income, profits, surplus funds, other amounts of the Association shall be applied solely towards the objects and purposes of the Association, as identified in these Rules and the Statement of Purposes. No portion shall be distributed directly or indirectly to members except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

38. *Tax Deductible Donations*

Paragraphs (1), (2) and (3) apply if the Association is to receive tax deductible donations.

- 1) The Association must have a public fund known as the Reality Check Young Adults with Diabetes Donations Fund (the "Fund"). The Fund is the public fund to which:
  - a) gifts of money or property for the Association's principal purpose are to be made ("Donations"); and
  - b) any money received because of those Donations (including any accrued interest) is to be credited.
- 2) The Fund must not receive any other money or property.
  - a) The Committee must have a subcommittee to deal with all matters concerning Donations and the Fund. That subcommittee must:
    - i) consist of at least three people;
    - ii) meet all requirements concerning membership imposed by the relevant law or government administrative body;
    - iii) maintain a separate bank account for Donations;
    - iv) report to the Committee at least twice a year (being approximately every six months) and to the relevant government body as required by law and that body;
    - v) only release money or property from the Fund where the subcommittee has approved the purpose for which that money or property is to be used; and
    - vi) act under the law and in good faith on all matters concerning the Association, Donations and the Fund.

- 3) All money and property in the Fund may only be used for the principal purposes of the Association.

#### *39. Objects and Purposes*

Without in any way limiting the powers of the Association as outlined in Section 16 of the Act, the objects and purposes of the Association are to do all things incidental, conducive or ancillary to matters set out in (1), (2), (3) and (4).

- 1) To promote the prevention, control and understanding of diabetes, its complications and associated health matters experienced by young adults living with diabetes.
- 2) To promote and facilitate communication about the advancement of research into a cure for diabetes and its complications and the advancement of clinical care and self-management tools for diabetes.
- 3) To create opportunities for the exchange of knowledge and experiences to assist young adults with diabetes to attain an optimum quality of life.
- 4) To provide information and education about diabetes which is reliable and culturally-appropriate, and in manner which is as inexpensive as possible to both the Association and its constituents.

#### *40. The Public Officer*

The Public Officer shall be the President of the Association.

The Public Officer has the following duties:

- 1) within 14 days to advise the Registrar of his/her own appointment and of his/her address within 14 days of that occurring;
- 2) within one month of the relevant resolution being passed, to lodge with the Registrar any application for approval of a change of name of the Association and any application for approval of any alteration to the statement of purposes or rules;
- 3) within one month of the Annual General Meeting (or of the last day of the period in which it ought to be held), to lodge with the Registrar the statement and accompanying documents relating to the association's finances; and
- 4) When requested to do so, to produce to the Registrar any books of the association such as accounts and minutes.