

RULES

OF

JEWISH CARE (VICTORIA) INC.

(Incorporating amendments approved by Members of the association on 27 November
2025)

INDEX

1.	NAME OF ASSOCIATION	3
2.	STATEMENT OF PURPOSES	3
3.	POWERS OF THE ASSOCIATION	4
4.	DEFINITIONS.....	7
5.	MEMBERS	8
6.	LIFE GOVERNORS.....	9
7.	SPECIAL MEMBERSHIP	10
8.	ANNUAL SUBSCRIPTION	11
9.	RESIGNATION OF MEMBERS	11
10.	DISCIPLINE OF MEMBERS.....	11
11.	MEETINGS OF MEMBERS	13
12.	MINUTES OF MEETINGS.....	177
13.	ACCOUNTS AND AUDIT	177
14.	COMMITTEE OF MANAGEMENT (THE BOARD).....	18
15.	ELECTION OF MEMBERS OF THE BOARD.....	19
16.	VACANCIES	20
17.	OFFICERS	21
18.	MEETINGS OF THE BOARD	22
19.	POWERS OF THE BOARD.....	23
20.	GENERAL DUTIES OF BOARD MEMBERS	25
21.	BOARD MEMBERS & OFFICERS INDEMNITY	26
22.	ADMISSION OF RESIDENTS.....	28
23.	ALTERATION OF THE RULES	28
24.	INCOME AND PROPERTY	28
25.	THE COMMON SEAL AND EXECUTION OF DOCUMENTS	29
26.	CUSTODY OF RECORDS	29
27.	INSPECTION OF RECORDS	29
28.	FUNDS.....	30
29.	NOTICE TO MEMBERS.....	30
30.	DISPUTES	31
31.	ESTABLISHMENT AND OPERATION OF GIFT FUND.....	32
32.	WINDING UP OF GIFT FUND	33
33.	WINDING UP OF ASSOCIATION.....	33
34.	ASSOCIATION SECRETARY	34

RULES OF JEWISH CARE (VICTORIA) INC.

1. NAME OF ASSOCIATION

The name of the Association is Jewish Care (Victoria) Inc.

2. STATEMENT OF PURPOSES

- (1) The principal purpose of Jewish Care (Victoria) Inc. (“Jewish Care”) is to provide a range of wellbeing and welfare services to the Jewish community and in doing so will enhance the wellbeing, social cohesion and strength and resilience of the community and provide direct relief of suffering, helplessness, misfortune, poverty, sickness and distress. Jewish Care will provide its services in a way which is sensitive to and respectful of traditional Jewish observances, practices and cultural values including the observance of kashrut in any homes or other institutions under the control of Jewish Care.
- (2) Jewish Care seeks to create a supportive, inclusive, and vibrant community where everyone can thrive. Jewish Care believes in the importance of caring for the whole person - physically, emotionally, and spiritually - while honouring the rich tapestry of Jewish culture and heritage that binds the Jewish community together. To enable this, Jewish Care must use all reasonable endeavours to ensure that each member of our community can access the support they need to lead fulfilling, dignified, and meaningful lives.
- (3) Jewish Care will seek to address existing and emerging service needs by providing a comprehensive service offering in the areas of aged care, disability and community services. It will also seek to prevent and minimise the need for welfare services by providing preventative programs, educational programs, training, information and referrals and other programs which are consistent with the welfare and wellbeing purposes of Jewish Care.
- (4) In fulfilling its purposes, Jewish Care will provide such programs and services as the Board decides, such as, without limitation:
 - (a) residential care services for the aged;
 - (b) in-home and community-based care and support services for the aged, isolated, disabled or sick;
 - (c) mental health and counselling services;
 - (d) residential services for people living with a disability;

- (e) respite care;
- (f) housing and employment services to those unable to access other services;
- (g) health promotion services to address social and community issues impacting the Jewish community;
- (h) services for young persons; and
- (i) any other services Jewish Care deems necessary to support the health and well-being of the Jewish community.

3. POWERS OF THE ASSOCIATION

Solely for the objective of furthering the purposes set out above, the Association shall have the power in addition to those powers referred to in the Act:

- (1) To take over the funds and other assets and liabilities and all new, ongoing or enduring bequests, gifts, trusts and endowments of predecessor organisations.
- (2) To buy, sell and deal in all kinds of articles, commodities and provisions, for the Members of the Association or its employees or other persons frequenting, living in or visiting any of the Association's premises;
- (3) To purchase, lease, exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with any of the purposes of the Association provided that where the Association takes or holds any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- (4) To enter into any arrangements with any Government Authority, organisation or other persons that are incidental or conducive to the attainment of the purposes and the exercise of the powers of the Association; to obtain from any such Government Authority, organisation or person any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (5) To appoint, employ, remove or suspend staff as may be necessary or convenient for the purposes of the Association;

- (6) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences in order to directly or indirectly advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- (7) To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit;
- (8) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
- (9) To lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
- (10) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the Association's property or assets present or future and to purchase, redeem or pay-off any such securities;
- (11) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (12) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;
- (13) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any moneys due to the Association from purchasers and others;
- (14) To take any gift of property by way of direct donations bequests or devises and whether subject to any special trust or not, for any one or more of the purposes of the Association but subject always to the proviso in sub-rule 3(3);

- (15) To take such action whether by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purposes of procuring contributions to the funds of the Association, in the form of donations, bequests, annual subscriptions or otherwise;
- (16) To publish and distribute any information that the Association may think desirable for the promotion of its purposes;
- (17) To amalgamate with any other one or more incorporated associations or other organisations having similar purposes to those of the Association and the rules of which prohibit the distribution of its assets and income to members and which is exempt from income tax and is accepted by the Commissioner of Taxation as a public benevolent institution for the purposes of any Commonwealth Taxation Act;
- (18) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations or other organisations with which the Association is authorised to amalgamate;
- (19) To transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations or other organisations with which the Association is authorised to amalgamate;
- (20) To make donations for charitable or community purposes;
- (21) To issue, pursue, commence, defend or settle any legal proceeding, potential proceedings, action or claim relating to the Association; and
- (22) 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 Association.

4. DEFINITIONS

In these Rules, unless the contrary intention appears:-

"Act" means the Associations Incorporation Reform Act 2012 and any regulations made thereunder as amended, consolidated or replaced.

"Annual Subscription" means the Annual Subscription referred to in rule 8.

"Association" means Jewish Care (Victoria) Inc.

"Association Secretary" means the Association Secretary appointed pursuant to rule 34 being the "secretary" for the purposes of the Act.

"Board" means the Committee of Management of the Association referred to in rule 14.

"Board Secretary" means the Board Secretary appointed pursuant to rule 17(1)(f) and holds the position of "Association Secretary" referred to in rule 34 and in accordance with the Act.

"Eligible Board Member" means a Member who is not:

- (a) disqualified from, and in respect of whom there are not grounds for disqualification from, managing corporations under Part 2D.6 of the *Corporations Act 2001*(Cth);
- (b) a 'disqualified individual' within the meaning of the *Aged Care Act 1997* (Cth);
- (c) prohibited from being involved in the management of retirement villages pursuant to the *Retirement Villages Act 1986* (Vic); or
- (d) a person whose appointment to the Board would result in a breach of any law by that person or the Association or the breach of any agreement or binding arrangement to which the Association is a party.

"Financial Year" means each period of twelve months ending on 30th June in each year provided firstly that the period commencing on the date of incorporation under the Act and ending on the 30th June next ensuing shall be a Financial Year and secondly that the period commencing on the day following the last 30th June before the winding up of the Association and ending on the date of winding up shall be a Financial Year.

"Financial Statement" shall include the statements required by the Act to be submitted to the Members at the Annual General Meeting.

"General Meeting" means a General Meeting of Members convened in accordance with rule 11.

"Member" means a member of the Association including a Life Governor appointed in accordance with rule 6.

"Officers" means, except in rule 21, the Officers of the Association referred to in rule 17.

"Rules" means the Rules of the Association as set out herein.

"Special Resolution" has the meaning given in the Act.

References to the singular shall include the plural and vice versa and references to any gender shall include all other genders.

5. MEMBERS

- (1) Any Jewish Person who is nominated and approved for membership as provided in these Rules, and who has paid the Annual Subscription from time to time fixed by the Board shall be, subject to rule 5(7), a member of the Association.
- (2) A Jewish person who is not a Member of the Association may only be admitted to membership by:-
 - (a) being nominated as provided in rule 5(3); and
 - (b) her/his admission as a Member being approved by the Board.
- (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;
 - (b) shall be signed by two Members and the nominee for membership; and
 - (c) shall be lodged with the Board Secretary.
- (4) As soon as is practicable after the receipt of a nomination, the Board Secretary shall refer the nomination to the Board.
- (5) Upon a nomination being referred to the Board the Board shall determine whether to approve or reject the nomination but shall not reject the nomination unless reasonable grounds to do so exist.

- (6) Upon a nomination being approved by the Board the Board Secretary shall, with as little delay as possible, notify the nominee in writing that they are approved for membership of the Association and request payment within the period of twenty-five (25) days after receipt of the notification of the sum equal to the amount payable under the Rules as the Annual Subscription.
- (7) The Board Secretary shall, upon payment of the amount referred to in rule 5(6) within the period referred to in that sub-rule, enter the nominee's name in the register of Members kept 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 failure to pay the Annual Subscription or death or resignation or otherwise.
- (9) (a) The Board Secretary shall keep and maintain a register of Members containing:
 - (i) the name, postal and email address of each Member; and
 - (ii) the date on which each Member's name was entered in the register.
 - (b) The Board Secretary shall make the register available for inspection free of charge by any Member upon request in accordance with rule 27.
 - (c) Members shall advise the Board Secretary in writing within fourteen (14) days of any change of name or address.

6. LIFE GOVERNORS

- (1) The Board may at its discretion from time to time confer upon any Member a Life Governorship of the Association in recognition of outstanding service or assistance given by that person to the Association.
- (2) A person conferred a Life Governorship by the Board shall thereafter be entitled to all the same rights and privileges of a Member without having to pay the Annual Subscription or any calls or special payment.

7. SPECIAL MEMBERSHIP

- (1) The Board may at its discretion from time to time confer upon any Jewish person a Special Membership of the Association in recognition of outstanding service or assistance given by that person, particularly by way of financial support, to the Association.
- (2) In addition to determining that a Special Membership is to be conferred, the Board shall also determine a period after which that Special Membership shall lapse.
- (3) The Board may attach such conditions or limitations to a Special Membership as it deems appropriate provided that it shall advise the Special Member of any such limitation or condition in writing.
- (4) Upon the Board conferring a Special Membership upon any person, the Board Secretary shall write to that person advising them of the Board's decision, including details of the period of the Special Membership and any other conditions or limitations that are to apply to the Special Membership, and advising that person that if they object to being conferred a Special Membership, they may advise the Board accordingly within 21 days of delivery of that notice ("Rejection Advice").
- (5) Provided that no Rejection Advice is received from the person within 21 days of service of the notice referred to in rule 7(4), the Board Secretary shall enter the person's name in the register of Members kept and, upon the name being so entered, the person shall become a Member of the Association, notwithstanding the provisions of rule 5. At the time of entering the person's name in the register of Members, the Board Secretary shall also enter the period of the Special Membership and any conditions or limitations applying to that Special Membership.
- (6) Subject to rule 7(3), a person conferred a Special Membership by the Board shall thereafter be entitled to all of the same rights and privileges of a Member without having to pay the Annual Subscription or any call or special payment, for such period as the Board determines in accordance with rule 7(2).

8. ANNUAL SUBSCRIPTION

- (1) There shall be no Entrance Fee payable save that in accordance with rule 5(6) new Members shall pay an amount equal to the Annual Subscription upon approval of their nomination.
- (2) An Annual Subscription shall be payable by each Member in advance on or after 1st July in each year but not later than fourteen (14) days prior to the Annual General Meeting in that year.
- (3) The rates of the Annual Subscription shall be determined by the Board.
- (4) The Board shall have the absolute discretion to reduce or waive the Annual Subscription of a Member in necessitous circumstances.
- (5) A Member who fails to pay the Annual Subscription by the due date for payment of the Annual Subscription referred to in rule 8(2) shall cease to be a Member.

9. RESIGNATION OF MEMBERS

- (1) A Member of the Association who has paid all money due and payable by them to the Association may resign from the Association by first giving one month's notice in writing to the Board Secretary of their intention to resign and upon the expiration of that period of notice, the Member shall cease to be a Member.
- (2) Upon the expiration of a notice under rule 9(1), the Board 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.

10. DISCIPLINE OF MEMBERS

- (1) Subject to these rules, the Board may by resolution:-
 - (a) expel a Member from the Association; or
 - (b) suspend a Member from membership of the Association for a specified period -
 - if the Board is of the opinion that the Member:
 - (i) has refused or neglected to comply with the Rules; or

- (ii) has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Association.
- (2) A resolution of the Board under rule 10(1):-
 - (a) does not take effect unless the Board at a meeting held not earlier than 14 days and not later than 28 days after the service on the Member of a notice under rule 10(3) confirms the resolution in accordance with rule 10(4)(c); and
 - (b) where the Member exercises a right of appeal to the Association under rule 10(3)(d)(iii) a notice under rule 10(3) does not take effect unless the Association confirms the resolution in accordance with rule 10(6).
- (3) Where the Board passes a resolution under rule 10(1), the Board Secretary shall, as soon as practicable, cause to be served on the Member a notice in writing:-
 - (a) setting out the resolution of the Board and the grounds on which it is based;
 - (b) stating that the Member may address the Board at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the Member that they may do one or more of the following:
 - (i) attend that meeting;
 - (ii) give to the Board 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 Board Secretary a notice to the effect that they wish to appeal to the Association in general meeting against the resolution.
- (4) At the meeting of the Board held in accordance with rule 10(2)(a), the Board:-
 - (a) shall give to the Member an opportunity to be heard;
 - (b) shall give due consideration to any written statement submitted by the Member; and
 - (c) shall by resolution determine whether to confirm or to revoke the resolution.

- (5) Where the Board Secretary receives a notice under rule 10(3)(d)(iii), they shall notify the Board and the Board shall convene a General Meeting of the Association to be held within 30 days after the date on which the Board Secretary received the notice.
- (6) Written Notice of General Meeting shall be given to each Member of the Association in accordance with rule 11(5), however, the General Meeting shall not be advertised in accordance with that sub-rule.
- (7) At a General Meeting of the Association convened in accordance with rule 10(5):-
 - (a) no business other than the question of the appeal shall be transacted;
 - (b) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) the Member shall be given an opportunity to be heard; and
 - (d) the Members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (8) If at the General Meeting:-
 - (a) two-thirds of the Members present vote in favour of the confirmation of the resolution, the resolution is confirmed; and
 - (b) in any other case, the resolution is revoked.

11. MEETINGS OF MEMBERS

- (1) An Annual General Meeting of the Members of the Association shall be held at such time and such place as the Board shall determine between 1 July and 30 November in every year.
- (2) All General Meetings other than the Annual General Meeting shall be called Special General Meetings.
- (3) The President or in their absence the Vice-President, may whenever they think fit, convene a Special General Meeting.
- (4) The President, or in their absence the Vice President, shall after requisition arising out of a resolution of the Board, or a requisition of not less than 10 percent of the Members of the Association stating in writing their purpose for calling the meeting, convene a Special General Meeting to be held within thirty (30) days of the date upon which such meeting is so requisitioned.

- (5) Subject to rule 11(6), a General Meeting shall be convened as follows:
- (a) by notice in accordance with rule 29 to all Members of the Association, at least twenty-one (21) days prior to such meeting and stating:
 - (i) the place or mode of the meeting;
 - (ii) the day and time of the meeting;
 - (iii) that any items of special business to be dealt with at the meeting must be notified to the Board Secretary at least twelve (12) days prior to the date of the meeting;
 - (iv) in the case of an Annual General Meeting, that nominations are invited for the election of Members to the Board and that such nominations must be lodged with the Board Secretary at least ten (10) days prior to the date of the meeting;
 - (v) in the case of an Annual General Meeting, that the memberships of all Members that have not paid the Annual Subscription referred to in rule 8 shall lapse fourteen (14) days prior to the date of the meeting and that Members wishing to maintain their membership must pay the Annual Subscription at least fourteen (14) days prior to the date of the meeting. That statement shall also set out the amount of the Annual Subscription payable;
 - (vi) in the case of any Special Resolution to be considered at the meeting, the particulars of the Special Resolution; and
 - (vii) any written notice required in accordance with rule 14(7)(b)(i).
 - (b) If any items of special business have been received by the Board Secretary, a second notice in accordance with rule 29 must be sent to all Members of the Association, at least seven (7) days prior to such meeting stating:
 - (i) the place or mode of the meeting;
 - (ii) the day and time of the meeting;
 - (iii) details of items of special business to be dealt with at the meeting that have been notified to the Board Secretary in accordance with rule 11(6) and details of any Special Resolution;

- (iv) in the case of an Annual General Meeting, that nominations are invited for the election of members to the Board and that such nominations must be lodged with the Board Secretary at least ten (10) days prior to the date of the meeting;
 - (v) any written notice required in accordance with rule 14(7)(b)(i).
- (6) No business shall be conducted at a General Meeting unless the detail of such business is provided in writing to the Board Secretary at least twelve (12) days prior to such meeting save that, in the case of a meeting requisitioned in accordance with rule 11(4), the resolution of the Board or the written statement of 10 percent of the Members shall be treated as notice to the Board Secretary for the purposes of this rule 11(6).
- (7) Save for those matters referred to in rule 11(9) no business other than that stated in the notice referred to in rule 11(5)(a) or 11(5)(b) will be conducted at the General Meeting.
- (8) Where a General Meeting is convened by providing notice to all Members in accordance with rule 29 and rule 11(5), the non-receipt of a notice convening a General Meeting by any Member of the Association shall not invalidate the proceedings at any General Meeting, unless such non-receipt is reported in writing to the Board by at least 40% of the total number of Members. Should such non-receipt by 40% of Members be reported to the Board, the proceedings at that General Meeting shall be invalid.
- (9) The following general business shall be transacted at the Annual General Meeting:
 - (a) confirmation of minutes of the preceding Annual General Meeting and any subsequent Special General Meeting;
 - (b) consideration of the President's Report;
 - (c) consideration of the Treasurer's Report including the submission to the meeting of the Financial Statements in accordance with the Act;
 - (d) the election of members of the Board; and
 - (e) such other business as shall have been notified to the Board Secretary in accordance with rule 11(6).
- (10) All business shall be special that is transacted at a Special General Meeting and also all that is transacted at an Annual General Meeting with the exception of that referred to in rule 11(9)(a), (b), (c) and (d).

- (11) No business shall be transacted at any General Meeting unless a quorum of Members of the Association is present at the time when the meeting proceeds to business. Save as herein otherwise provided seven (7) Members of the Association personally present shall constitute a quorum.
- (12) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and such other time or place as the President, or in their absence, the Vice-President, may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present being not less than five (5) shall constitute a quorum.
- (13) The President, or failing them the Vice-President, shall preside as Chairperson at any General Meeting, or if none of the aforesaid are present or willing to act, the Members present shall elect one of their number to be Chairperson of the meeting.
- (14) The President, may, with the consent of any meeting at which a quorum is present (and shall if so directed by a majority of Members present at the meeting), adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting.
- (15) Subject to the requirements of the Act, including those relating to Special Resolutions:
 - (a) at any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands or on the voices of those present, unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
 - (i) by the Chairperson; or
 - (ii) in the case of a Special Resolution, by any Member present; or
 - (iii) in any other case, by at least five (5) Members of the Association present;
 - (b) unless a poll is so demanded in accordance with rule 11(15)(a), the Chairperson shall make a declaration that a resolution has, on a show

of hands or on the voices of those present or via electronic voting, been carried or carried unanimously, or by a particular majority, or lost. An entry to that effect in the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

- (c) If a poll is duly demanded in accordance with rule 11(15)(a) it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the Chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.
- (16) In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- (17) Every Member of the Association shall have one vote.
- (18) All votes shall be given personally.
- (19) No Member of the Association shall be entitled to vote at any General Meeting unless they are over the age of eighteen years.
- (20) There shall be no provision for voting by proxy.

12. MINUTES OF MEETINGS

The Board Secretary must cause minutes to be kept of the resolutions and proceedings of each General Meeting, and each Board meeting, together with a record of the names of persons present at General Meetings and Board meetings.

13. ACCOUNTS AND AUDIT

- (1) The financial year of the Association shall commence on the 1st day of July each year.
- (2) The Treasurer shall see that a distinct and accurate account of all monies received and paid on account of the Association is kept, in accordance with the Act
- (3) The Treasurer shall as early as practicable in each financial year cause to be prepared Financial Statements of the Association for the preceding financial year in accordance with the requirements of the Act which shall be submitted to the Board at least one month prior to the Annual General Meeting.

- (4) All electronic funds transfers (EFTs) or other payments made on behalf of the Association shall be authorised by signatories appointed by the Board, subject to such powers and for such duration as the Board determines at its absolute discretion. The details of any such appointment shall be recorded by the Board Secretary in the minutes of the Board meeting at which the appointment is made.
- (5) The Association's auditor may only be removed in accordance with the Act.
- (6) The Board must ensure that a copy of the Association's Financial Statements, prepared in accordance with the Act, together with the auditor's report (if any), is made available to all Members at least fourteen (14) days prior to the Annual General Meeting at which those statements are to be presented.

14. COMMITTEE OF MANAGEMENT (THE BOARD).

- (1) The affairs of the Association shall be managed by a committee of management and shall be known as "the Board".
- (2) Subject to rule 14(6) the Board may comprise up to twelve (12) persons, with the number to be determined by the Board from time to time.
- (3) Subject to the Rules, each member of the Board holds their position on the Board from the Annual General Meeting at which they were elected until the Annual General Meeting occurring approximately three (3) years after their election, that is to say for a period of approximately three (3) years.
- (4) The up to twelve (12) positions on the Board shall be managed on a rotating basis, such that up to four (4) positions on the Board are filled at one Annual General Meeting, a second group of up to four (4) positions on the Board are filled at the second Annual General Meeting and the final up to four (4) positions on the Board are filled at the third Annual General Meeting, within the context of a three (3) year cycle, where applicable, or as reasonable to balance both continuity and revitalisation of the Board
- (5) In the event of a casual vacancy occurring in the Board the Board may appoint a Member of the Association to fill the vacancy and the Member so appointed shall hold office, subject to the Rules, until the term of the person replaced would have expired.
- (6) The Board shall have the power from time to time to co-opt up to four (4) additional Members as members of the Board. Members so co-opted shall hold office only until the Annual General Meeting following their co-option. Members so co-opted shall be considered as forming a part of the quorum referred to in rule 18(4), shall be entitled to a vote on questions arising in

accordance with rule 18(5) and shall be entitled to hold any office referred to in rule 17.

- (7)
 - (a) Subject to rule 14(7)(b) a person shall not be eligible to be a member of the Board for more than three (3) consecutive terms, save where the total number of years of all such consecutive terms is less than eight (8).
 - (b) A person who would otherwise be ineligible to be a member of the Board pursuant to rule 14(7)(a) may, by resolution stating the number of consecutive terms and years that person has served, being a resolution:
 - (i) of which not less than seven (7) days' notice has been given to the Members of the Association entitled to vote stating that the person is a candidate for election who has served three (3) or more consecutive terms and stating the number of consecutive terms and years that person has served; and
 - (ii) which is passed by a majority of such Members of the Association as being entitled to do so, voted at a General Meeting of the Association,be elected as a member of the Board.
- (8)
 - (a) Each member of the Board must at all times remain an Eligible Board Member.
 - (b) If a member of the Board ceases to be an Eligible Board Member, then that member's position on the Board shall immediately be terminated without the need for further action by the Board or the Association.

15. ELECTION OF MEMBERS OF THE BOARD

- (1) Members shall be notified of a forthcoming Annual General Meeting and invited to lodge nominations for election as a member of the Board in accordance with rules 11(5)(a)(iv) and 11(5)(b)(iv).
- (2) Such nominations:
 - (a) shall only name as a candidate for election a Member who is an Eligible Board Member;
 - (b) shall be made either in the form contained in Appendix 2, be signed by another Member and be accompanied by the written consent of the candidate (which may be endorsed on the written nomination), or by

written statement, as outlined in Appendix 2, and sent electronically to the Board Secretary via email, provided that the email address from which the email is received is an email address that that Voting Member has previously advised the Board in writing to be an email address from which it may receive such emails;

- (c) shall be delivered to the Board Secretary of the Association no less than ten (10) days before the date fixed for the holding of the Annual General Meeting; and
- (d) include the candidate's consent to the conduct of:
 - (i) any checks required by legislation, regulation or registration in accordance with their obligations; and
 - (ii) any other checks or assessments reasonably required by the Board to confirm the candidate's status as an Eligible Board Member,

and be accompanied by such other documents as are reasonably required by the Board to conduct such checks or assessments.

- (3) If the number of nominations received is equal to the number of vacancies to be filled, as a result of vacancies arising under Rule 16, the persons nominated shall be elected.
- (4) If the number of nominations received exceed the number of vacancies to be filled, as a result of vacancies arising under Rule 16, a ballot shall be held.
- (5) The ballot for election of members of the Board shall be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct, including the use of technological methods

16. VACANCIES

For the purposes of these Rules a position on the Board becomes vacant if the member of the Board:

- (1) ceases to be a Member of the Association;
- (2) becomes an insolvent under administration within the meaning of the Corporations Law;
- (3) resigns from office by notice in writing given to the Board Secretary;
- (4) reaches the end of their term in accordance with rule 14(3);

- (5) ceases to be a member of the Board pursuant to rules 14(8)(b); or
- (6) otherwise ceases to be a member of the Board pursuant to the Act.

17. OFFICERS

- (1) There shall be five to six (5 - 6) Officers of the Association comprising:-
 - (a) a President;
 - (b) a Vice-President;
 - (c) if determined by the Board, either a second “Co” President or a second “Co” Vice-President, but not both;
 - (d) a Treasurer; and
 - (e) a Board Secretary.
- (2) Each of the Officers referred to in the preceding sub-rule shall be appointed by the Board. The Board shall make such appointments at the first Board meeting after the relevant Annual General Meeting, that is to say, at the time when the said positions fall vacant. The Board meeting for the making of such appointments is to be held as soon as practicable after the relevant Annual General Meeting.
- (3) In the event that the Board appoints Co-Presidents or Co-Vice Presidents, any reference to ‘President’ or ‘Vice-President’ within these rules shall be taken to apply to each person holding that appointed position. Where there is any disagreement or dispute between the Co-Presidents (or Co-Vice Presidents) as to who should exercise a particular power, responsibility or duty, the Board shall determine which person is to formally undertake that function.
- (4) Subject to these Rules and provided they remains on the Board each of the Officers shall hold their positions from their appointment until the first Board meeting after the Annual General Meeting after their appointment, that is to say for a term of approximately one year. A person shall not be eligible to hold a particular office set out in rule 17(1) for more than eight consecutive terms.
- (5) In the event of a casual vacancy of one of the Officers referred to in rule 17(1), the Board may appoint one of its members to the vacant office and the member so appointed may continue in office until the term of the person replaced would have expired.

18. MEETINGS OF THE BOARD

- (1) The Board shall meet at least eight (8) times in each year.
- (2) All meetings of the Board shall be convened by written notice.
- (3) Board meetings may be conducted by telephone conference or similar means of audio or audio-visual communication or by such other means as the Board determines from time to time and attendance by electronic means counts as presence for quorum.
- (4) The quorum necessary for the transaction of the business of the Board shall be five (5).
- (5) The President shall serve as Chairperson or may, at their discretion, appoint a chairperson to chair, any or all meetings of the Board. In the absence of the President the Vice-President may act as the chairperson or may at their discretion appoint a chairperson to Chair. In the absence of both the President and Vice President, the members present may choose one of their number to be Chairperson of the meeting.
- (6) Questions arising at any meeting of the Board shall be decided by a vote, which may be conducted by a show of hands or verbally, unless a poll is (before or on the declaration of the result of the vote) demanded:-
 - (a) by the Chairperson; or
 - (b) by at least three (3) members of the Board present in person.
- (7) Unless a poll is demanded, the Chairperson shall make a declaration that a question has been decided unanimously or by a particular majority, or lost. An entry to that effect in the minutes of the proceedings of the Board shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the question. The demand for a poll may be withdrawn.
- (8) If a poll is duly demanded it shall be taken in such manner and whether at once or after an interval or adjournment or otherwise as the Chairperson directs and the result of the poll shall be the determination of the meeting at which the poll was demanded.
- (9) In the case of an equality of votes, the Chairperson of the meeting at which the vote takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

- (10) A resolution in writing, signed by a majority of the members of the Board entitled to vote at meetings of the Board (“Voting Member”) shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held, provided that each of the Voting Members are given notice of any such resolution. Any such resolution may consist of several documents in like form, each signed by one or more members of the Board.
- (11) For the purposes of sub-rule (10), a resolution shall be deemed to be in writing and signed by a Voting Member if a Voting Member sends an email containing the details of the resolution and indicating the Voting Member’s consent to the resolution provided that the email address from which the email is received is an email address that that Voting Member has previously advised the Board in writing to be an email address from which it may receive such emails.

19. POWERS OF THE BOARD

(1) The Board:-

- (a) shall control and manage the business and affairs of the Association;
 - (b) may, subject to the Rules 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 the Rules or the Act to be exercised by General Meetings of the Members of the Association;
 - (c) shall, subject to the Rules and the Act, have power to perform all such acts, matters and things as appear to the Board to be desirable or appropriate for the proper management of the business and affairs of the Association.
- (2) The Association in General Meeting may prescribe further rules governing the activities of the Board being not inconsistent with the Rules or the Act provided that no such further rule shall invalidate any act of the Board which predates the making of such further rule.
- (3) The Board may appoint sub-Committees to investigate, determine and make recommendations upon issues affecting the Association provided always that any such sub-Committee shall have at least one member of the Board serving as a member of the sub-Committee.
- (4) The Board may prescribe the functions of such sub-Committees. Any sub-Committee so formed shall in the exercise of functions prescribed conform to any rules that may be imposed on it by the Board.
- (5) The Board shall appoint a Board member as Chairperson of each sub-Committee formed by it pursuant to rule 19(4) or, alternatively, provide

specific instructions as to the method of appointment of such Chairperson. If at any meeting the Chairperson is not present, the members of the sub-Committee present may choose one of their number to be Chairperson of the meeting.

- (6) A sub-Committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a sub-Committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the Chairperson shall have a second or casting vote.
- (7) The Board or its appointed delegates shall have the power to make rules governing all the operations of the Association provided that such rules are within the objects, purposes and powers of the Association.
- (8) The Board shall be empowered to appoint employees of the Association, define their duties, fix their salaries, take such guarantees as may be advisable for the due performance of their respective duties, remove, dismiss or suspend any employee, and generally, to make such policy with respect to them as may be necessary. The Board may delegate this power to staff with managerial responsibilities.
- (9) The Board shall have the power to cause or permit all or any part of the property/assets of the Association to be held by or registered in the name of any other person or corporation situate in Australia as nominee, custodians and/or trustees for or on behalf of the Association. Any person and/or corporation holding any property on trust for the Association shall only invest such property in investments permitted by law for investments by trustees.
- (10)
 - (a) The Board may delegate any of its powers or functions and on such conditions as it thinks fit to:
 - (i) a sub-committee of the Board;
 - (ii) a member of the Board;
 - (iii) a Member of the Association;
 - (iv) an employee of the Association, or
 - (v) an advisor, agent or attorney.
 - (b) The delegate must exercise the powers delegated in accordance with any directions of the Board.

- (c) The exercise of the power by the delegate is as effective as if the Board had exercised it.
 - (d) The Board may at any time withdraw any delegation of power previously made by it.
- (11)
 - (a) The Board shall cause minutes to be made:
 - (i) of the appointment of the Officers;
 - (ii) the names of members of the Board present at all meetings of the Association and of the Board; and
 - (iii) of all proceedings at all meetings of the Association and of the Board.
 - (b) Such minutes shall be signed, including via electronic endorsement, by the Chairperson of the meeting at which the proceedings were held or by the Chairperson of the next succeeding meeting.
- (12) In the event of any matter arising which is not herein provided for, the Board shall, subject to the Act, be empowered to adjudicate thereon and its decision shall be final.

20. GENERAL DUTIES OF BOARD MEMBERS

- (1) As soon as practicable after being appointed to the Board, each member of the Board must become familiar with these Rules and the Act.
- (2) Members of the Board must exercise their powers and discharge their duties:
 - (a) with reasonable care and diligence.
 - (b) in good faith in the best interests of the Association;
 - (c) for a proper purpose; and
 - (d) in accordance with the requirements of the Act.
- (3) Members of the Board and former members of the Board must not make improper use of:
 - (a) their position; or
 - (b) information acquired by virtue of holding their position in the Association,

so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

- (4) Without limiting any other duty of members of the Board, a member of the Board who has any direct or indirect pecuniary interest in a contract, or proposed contract, or who may receive any financial benefit as a result of a decision of the Board shall:
- (a) as soon as they become aware of their interest or potential financial benefit, disclose the nature and extent of that interest or potential financial benefit to the Board; and
 - (b) cause the nature and extent of their interest in any contract or potential financial benefit to be disclosed in the financial statements of the Association,

provided that this rule 20(4) shall not apply in respect of a pecuniary interest or financial benefit that exists only by virtue of the fact that:

- (i) the member of the Board is a person who is a member of a class of persons for whose benefit the Association is established; or
- (ii) the member of the Board has the pecuniary interest or may receive the financial benefit in common with all or a substantial proportion of the Members of the Association.

21. BOARD MEMBERS & OFFICERS INDEMNITY

- (1) In this rule:

"Officer" means every person who at any time is, or at any time has been:

- (a) an "office holder" within the meaning of the Act, including- a member of the Board, President, Vice-President, Treasurer, Board Secretary, or Public Officer of the Association;
- (b) a member of a sub-committee of the Board;
- (c) the Chief Executive Officer, or a member of the Executive Leadership Team, or
- (d) Senior Manager, as defined as a 'Responsible Person' under the Aged Care Act 2024 (Cth)

but in respect of any person referred to in sub-rule (a) or (b) above shall not include any such person in respect of advice given by, or any act or omission of, the person in the performance of functions provided for a fee;

"to the relevant extent" means -

- (a) to the extent the Association is not precluded by law from doing so;
- (b) to the extent and for the amount that the Officer is not otherwise entitled to be indemnified and is not actually indemnified by another person; and
- (c) to the extent and for the amount that the Officer is not otherwise entitled to be indemnified under, covered by or receive proceeds from, any policy of insurance taken out by the Officer or the Association;

"liability" means all liabilities, losses, damages, costs, charges, expenses and penalties of any kind including, but not limited to, liability for negligence, legal costs incurred in obtaining advice or defending any proceedings (whether civil, criminal, judicial or administrative) or appearing before any court, tribunal, government authority or otherwise.

- (2) The Association shall indemnify each Officer out of the assets of the Association to the relevant extent against any liability incurred by the Officer in, or arising out of, the conduct of the business of the Association or in, or arising out of, the discharge of the duties of the Officer save that this indemnity shall not apply:
 - (a) where the liability arises out of any act or omission of the Officer not undertaken in good faith;
 - (b) to any liability owed by the Officer to the Association; or
 - (c) to any liability arising out of, or in circumstances constituting, a breach of any duty, including any fiduciary or statutory duty, owed by the Officer to the Association.
- (3) Where the Board considers it appropriate, and to the extent to which the Association is not precluded by law from doing so, the Association may make payments of amounts by way of premiums in respect of any contract effecting insurance on behalf of, or in respect of, an Officer against any liability incurred by the Officer in, or arising out of, the conduct of the business of the Association or in, or arising out of, the discharge of the duties of the Officer.
- (4) Nothing in this rule 21 is intended to limit the application of any indemnity, or similar right, referred to in the Act.

22. ADMISSION OF RESIDENTS

Applicants for admission to residential facilities operated by the Association must be approved by the Board or its delegate.

23. ALTERATION OF THE RULES

- (1) The Board may recommend the repeal, alteration or amendment of any of the provisions of the Rules.
- (2) Such repeal, alteration or amendment shall be put to a vote at a General Meeting of the Association of which not less than twenty one (21) days notice has been given and shall only be deemed to be passed by the Association by Special Resolution of the Members.
- (3) Any Member desirous of effecting a repeal, alteration or amendment to any of the provisions or the addition of any provision to the Rules may give notice in writing of such repeal, alteration, amendment or addition at any General Meeting of the Association and such repeal, alteration, amendment, or addition shall be taken into consideration and determined upon at the next following General Meeting of the Association in accordance with the requirements of rule 23(2).
- (4) An alteration of the Rules or Statement of Purposes is of no effect until the Registrar of Incorporated Associations has approved such alteration in accordance with the Act.
- (5) Unless the contrary intention appears in the Rules all persons, things and circumstances validly appointed or created by or under any rule of the Association which is subsequently repealed or amended shall under and subject to the amended Rules, continue to have the same status, operation and effect as they would have had if such amendment had not been made or the rule had not been repealed.

24. INCOME AND PROPERTY

The income and property of the Association shall be used and applied 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 dividend, 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 interest to any such Members in respect of moneys advanced by them to the Association or otherwise owing by the Association to them or of remuneration to any officers, servants or employees 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 constituted so as to prevent the payment or

repayment to any Member of out of pocket expenses, money, rent, reasonable and proper charges for goods hired by the Association, reasonable and proper rent for premises demised or let to the Association or the provision of services to a Member which such Member would be entitled to in accordance with the purposes if they were not a Member.

25. THE COMMON SEAL AND EXECUTION OF DOCUMENTS

- (1) The Common Seal of the Association shall be kept in the custody of the Board Secretary.
- (2) The Common Seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the Common Seal shall be attended by the signatures of two (2) members of the Board or a member of the Board and the Board Secretary.
- (3) If a document is not required by the Act to be executed under the common seal, it will be binding on the Association if signed by;
 - (a) the persons referred to in rule 25(2)
 - (b) some other person or person's appointed by the Board for that purpose.

26. CUSTODY OF RECORDS

Except as otherwise provided, the Board Secretary shall keep in their custody or under their control all books, documents, digital information and securities of the Association.

27. INSPECTION OF RECORDS

- (1) Members and each member of the Board may on request inspect free of charge:
 - (a) the register of Members;
 - (b) the minutes of General Meetings;
 - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Board Meetings.
- (2) The Board may refuse to permit a Member or a member of the Board to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association in accordance with section 58(2) of the Associations Incorporation Reform Act 2012 (Vic)..

- (3) The Board must on request make copies of these Rules available to Members, members of the Board and applicants for membership free of charge.
- (4) Subject to sub-rule (2), a Member or member of the Board may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule “relevant documents” means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:
 - (a) its membership records;
 - (b) its financial statements;
 - (c) its financial records;
 - (d) records and documents relating to transactions, dealings, business or property of the Association.
- (6) Members and members of the Board must comply with the requirements of the Act in relation to their use of information of the Association including information accessed pursuant to this rule 27.

28. FUNDS

The funds of the Association shall be derived from annual subscriptions, donations, bequests, government funds, business conducted under a trading name and such other sources as the Board determines.

29. NOTICE TO MEMBERS OR MEMBERS OF THE BOARD

- (1) Any notice that is required to be given to a Member or a member of the Board by or on behalf of the Association under these Rules may be given by:
 - (a) delivering the notice to the Member or member of the Board personally; or
 - (b) sending it by prepaid post addressed to the Member or member of the Board at that Member's address shown in the register of Members; or
 - (c) sent electronically to an electronic address nominated by that person.
- (2) For the purposes of these Rules, electronic communications, notices and signatures are deemed valid and effective forms of notice, consent, approval or execution, provided they are sent from or to an electronic address

previously nominated by that person and can be reliably identified as originating from that person.

30. DISPUTES

- (1) For the purposes of this rule 30 "dispute" means a disagreement or difference in relation to a matter directly related to the Association.
- (2) The grievance procedure set out herein applies to disputes under these Rules between:-
 - (a) a Member and another Member; or
 - (b) a Member and the Association.
- (3) Where a Member or Members consider that a dispute has arisen in relation to these Rules or in relation to a matter directly relating to the Association, the Member or Members must give written notice to the President, or in their absence the Vice-President, confirming that the Member or Members are of the view that a dispute has arisen, setting out the nature of the dispute and providing details of the parties to the dispute.
- (4) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after written notice of the dispute is received in accordance with rule 30(3).
- (5) 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 ten (10) days, hold a meeting in the presence of a mediator.
- (6) 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 neither of whom are members of the Board, a person appointed by the Board; or
 - (ii) in the case of a dispute between a Member and the Association or between a Member and another Member at least one of whom is a member of the Board, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (7) A Member of the Association can be a mediator.

- (8) The mediator can not be a Member who is a party to the dispute.
- (9) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (10) The mediator, in conducting the mediation, must:-
 - (a) give the parties to the mediation process every opportunity to be heard;
 - (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.
- (11) The mediator must not determine the dispute.
- (12) Any costs associated with the appointment of the mediator will be met as follows:
 - (a) 50% by the Association; and
 - (b) 50% equally shared by the parties to the dispute (which may include the Association).
- (13) 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.
- (14) A Member who is the subject of a disciplinary procedure pursuant to rule 10 must not initiate a grievance procedure pursuant to this rule 30 in relation to the matter which is the subject of the disciplinary procedure until the disciplinary procedure has been completed.

31. ESTABLISHMENT AND OPERATION OF GIFT FUND

- (1) The Association must maintain for its principal purpose a fund (“Gift Fund”):
 - (a) to which gifts of money or property for that purpose are made;
 - (b) to which any money received by the Association because of those gifts is to be credited; and
 - (c) that does not receive any other money or property.
- (2) The Association must use the following only for its principal purpose:

- (a) gifts made to the Gift Fund; and
- (b) any money received because of those gifts.

32. WINDING UP OF GIFT FUND

(1) Subject to rule 33, upon the first occurrence of:

- (a) the winding up of the Gift Fund; or
- (b) the Association ceasing to be endorsed as a deductible gift recipient under Sub-division 30-BA of the Income Tax Assessment Act 1997 (Cth) ("ITAA 97"),

any surplus assets of the Gift Fund must be transferred to a fund, authority or institution:

- (c) which is charitable at law;
- (d) whose constitution prohibits distributions or payments to its members and directors (if any) to an extent at least as great as the Association; and
- (e) gifts to which can be deducted under Division 30-B of ITAA 97 due to it being characterised as a public benevolent institution under Item 4.1.1 of the table in section 30-45.

(2) The identity of the fund, authority or institution must be decided by the Board.

33. WINDING UP OF ASSOCIATION

- (1) The Association may only be wound up in accordance with the provisions of the Act.
- (2) If upon winding up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever (including moneys forming part of the Gift Fund), the same shall not be paid to or distributed amongst the Members of the Association, but shall be given or transferred to some other organisation determined by the Board which has similar purposes to those of the Association and which meets the criteria referred to in sub-rules 31(1)(c), (d) and (e).

34. ASSOCIATION SECRETARY

- (1) The Board shall appoint the Association Secretary who will be the “secretary” for the purposes of the Act and also as assumes the role, and is referred to as the Board Secretary.
- (2) The Association Secretary need not be a Member or Committee Member.
- (3) Before a person is appointed as the Association Secretary, that person must sign and deliver to the Association a written consent to act as the “secretary” for the purposes of the Act.
- (4) The Board may remove and replace the Association Secretary.
- (5) The Association Secretary shall perform the duties of the “secretary” set out in the Act.
- (6) If at any time there is no Association Secretary, the Board must appoint an Association Secretary within the time prescribed by the Act.

APPENDIX 1

APPLICATION FOR MEMBERSHIP OF JEWISH CARE VICTORIA INC.

I
(Name of Nominating Member)

And I
(Name of Second Nominating Member)

Nominate
(Full Name of Nominee)

Of
(Address of Nominee)

To be admitted as a member of Jewish Care (Victoria) Inc.

I, the Nominee, agree that in the event of my admission as a member, I will be bound by the Rules of the Association for the time being in force.

.....
(Signature of Nominee for Membership)

.....
(Signature of Nominating Member)

.....
(Signature of Second Nominating Member)

APPENDIX 2

**NOMINATION FOR ELECTION TO THE BOARD OF
JEWISH CARE (VICTORIA) INC.**

I
(Name of Nominating Member)

nominate("Nominee")
(Full Name of Nominee)

of
(Address of Nominee)

To be elected as a member of the Board of Jewish Care (Victoria) Inc.

.....
(Signature of Nominating Member)

Consent to Nomination

I, the Nominee, consent to my nomination as a member of the Board of Jewish Care (Victoria) Inc. (“Jewish Care”).

Declaration

I declare and warrant that I am an Eligible Board Member as defined in the Constitution of Jewish Care and specifically warrant that I am not:

- (a) disqualified from, and there are no grounds for my disqualification from, managing corporations under Part 2D.6 of the *Corporations Act 2001* (Cth);
- (b) a ‘disqualified individual’ within the meaning of the *Aged Care Act 1997* (Cth);
- (c) prohibited from being involved in the management of retirement villages under the *Retirement Villages Act 1986* (Vic); or
- (d) a person whose appointment to the Board would result in a breach of any law by me or Jewish Care or the breach of any agreement or binding arrangement to which Jewish Care is a party.

I hereby consent to the following:

- (a) a Police Record Check; and
- (b) any other checks or assessments reasonably required by the Board to confirm my status as an Eligible Board Member,

(“Checks”) and agree to promptly sign all such documents and provide all such details as are required to obtain such Checks.

.....
(Signature of Nominee for Election as Board Member)