



Constitution of  
the Victorian  
Simulation Alliance  
Incorporated

ABN 62 502 251 344

**VSA**

Victorian Simulation Alliance

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## 1. NAME OF THE ASSOCIATION

The name of the Incorporated Association is “Victorian Simulation Alliance Incorporated”.

## 2. STATEMENT OF PURPOSE

The purpose of the Association is to support the ongoing development and implementation of simulation within health professional education. The Alliance provides members with: valuable networking opportunities; access to expert advice and information; collaboration in research and development; high quality education and training and fully validated simulation scenarios. The Association will provide health professional educators with a ‘community of practice’ and a platform for:

- 2.1. Facilitating ongoing professional development and education
- 2.2. Scenario development and sharing
- 2.3. Information dissemination
- 2.4. Linking metropolitan, rural and regional areas
- 2.5. Creating a cohesive voice and common language
- 2.6. Best-practice identification and sharing
- 2.7. Fostering interprofessional practice, collaboration and partnerships
- 2.8. Facilitating inter-organisational research and projects
- 2.9. Informing standard and policy setting
- 2.10. Identifying opportunities and lobbying for funding
- 2.11. Linking nationally and internationally.

## 3. DEFINITIONS

In this Constitution, unless the contrary intention appears -

**Act** means the Associations Incorporation Reform Act 2012 and includes any regulations made under that Act;

**Board** means the Board of Management having management of the business of the Association;

**Board meeting** means a meeting of the Board of Management held in accordance with this Constitution;

**Ordinary Board member** means a member of the Board of Management elected or appointed in accordance with this Constitution;

**Executive Board member** means someone who fulfils an office holder position;

**Chairperson of the Board of Management meeting** means the person chairing the meeting in accordance with this Constitution;

**Disciplinary appeal meeting** means a meeting of the members of the Association convened under Rule 7.12;

**Disciplinary meeting** means a meeting of the disciplinary committee convened for the purposes of Rule 7.6;

**Financial year** means each period of 12 months ending on 30th June;

**General meeting** means a general meeting of the members of the Association convened in accordance with this Constitution and can include an annual general meeting, a special general meeting and a disciplinary appeal meeting;

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

**Office Holder** has the same meaning as in the Act;

**Special resolution** means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

**The Registrar** means the Registrar of Incorporated Associations.

#### **4. POWERS OF ASSOCIATION**

- 4.1. Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- 4.2. The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

#### **5. NOT FOR PROFIT ORGANISATION**

- 5.1. The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- 5.2. Rule 5.1 does not prevent the Association from paying a member –
  - 5.2.1. Reimbursement for expenses properly incurred by the member; or
  - 5.2.2. For goods or services provided by the member –  
if this is done in good faith on terms no more favourable than if the member was not a member.

#### **6. MEMBERSHIP**

##### **Eligibility**

- 6.1. Any person or organisation that supports the purposes of the Association is eligible for membership.
- 6.2. To apply to become a member of the Association, a person or organisation must complete the application form and submit to the Secretary.
- 6.3. The application –
  - 6.3.1. Must include name, address, contact details; and
  - 6.3.2. Must be accompanied by the annual membership fee.

##### **New membership**

- 6.4. If an application for membership is received –
  - 6.4.1. The Secretary must, as soon as practicable, notify the applicant in writing via email or post that the application has been received and accepted.
  - 6.4.2. If the application is accepted, the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
  - 6.4.3. A person or organisation becomes a member of the Association and, subject to Rule 6.4.2 and Rule 6.10, is entitled to exercise his/her rights of membership from the date, on which confirmation of membership is received.

##### **Annual membership and fee on joining**

- 6.5. The Board must determine –
  - 6.5.1. The amount of the annual membership fee for each financial year; and
  - 6.5.2. The date for payment of the annual membership.
- 6.6. The Board may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to –
  - 6.6.1. The full annual membership; or
  - 6.6.2. A pro rata annual membership fee based on the remaining part of the financial year; or
  - 6.6.3. A fixed amount determined from time to time by the Board.

- 6.7. The rights of a member (including the right to vote) who has not paid the annual membership by the due date are suspended until the membership is paid.
- 6.8. The Board of Management shall not be required to pay annual membership fees.

#### **General rights of members**

- 6.9. A member of the Association who is entitled to vote has the right –
  - 6.9.1. To receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by this Constitution; and
  - 6.9.2. To submit items of business for consideration at a general meeting; and
  - 6.9.3. To attend and be heard at general meetings; and
  - 6.9.4. To vote at a general meeting; and
  - 6.9.5. To have access to the minutes of general meetings and other documents of the Association as provided in accordance with this Constitution; and
  - 6.9.6. To inspect the register of members.
- 6.10. A member is entitled to vote if –
  - 6.10.1. More than 14 business days have passed since he or she became member of the Association; and
  - 6.10.2. The member's membership rights are not suspended for any reason.

#### **Rights not transferable**

- 6.11. The rights of a member are not transferable and end when membership ceases.

#### **Ceasing membership**

- 6.12. The membership of a person or organisation ceases on resignation, expulsion or death.
- 6.13. If a person or organisation ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

#### **Resigning as a member**

- 6.14. A member may resign by notice in writing given to the Secretary.
- 6.15. The resigning member shall not be entitled to any refund of membership fees paid.
- 6.16. A member is taken to have resigned if –
  - 6.16.1. The member's annual fee is more than 12 months in arrears; or
  - 6.16.2. Where no annual membership is payable –
    - 6.16.2.1. The Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
    - 6.16.2.2. The member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

#### **Register of members**

- 6.17. The Secretary must keep and maintain a register of members that includes –
  - 6.17.1. For each current member –
    - 6.17.1.1. The member's name;
    - 6.17.1.2. The address last given by the member;
    - 6.17.1.3. The date of becoming a member;
    - 6.17.1.4. Any other information determined by the Board; and
  - 6.17.2. For each former member, the date of ceasing to be a member.
- 6.18. Any member may, at a reasonable time and free of charge, inspect the register of members.

## **7. DISCIPLINARY, SUSPENSION AND EXPULSION OF MEMBERS**

### **Grounds for taking disciplinary action**

- 7.1. The Board of Management may by resolution determine that disciplinary action is to be taken against a member if in the opinion of the Board, a member –
  - 7.1.1. Has failed to comply with this Constitution; or
  - 7.1.2. Refuses to support the purposes of the Association; or
  - 7.1.3. Has engaged in conduct prejudicial to the Association.

### **Disciplinary committee**

- 7.2. If the Board determines under Rule 7.1 that disciplinary action is to be taken against a member, the Board must appoint a disciplinary committee to hear the matter and determine what action, if any, to take against the member.
- 7.3. The members of the disciplinary committee –
  - 7.3.1. May be Board members, members of the Association or anyone else; but
  - 7.3.2. Must not be biased against, or in favour of, the member concerned.

### **Notice to member**

- 7.4. Before disciplinary action is taken against a member, the Secretary must give written notice to the member –
  - 7.4.1. Stating that the Association proposes to take disciplinary action against the member; and
  - 7.4.2. Stating the grounds for the proposed disciplinary action; and
  - 7.4.3. Specifying the date, place and time of the meeting at which the disciplinary committee intends to consider the disciplinary action (the disciplinary meeting); and
  - 7.4.4. Advising the member that he or she may do one or both of the following –
    - 7.4.4.1. Attend the disciplinary meeting and address the disciplinary committee at that meeting;
    - 7.4.4.2. Give a written statement to the disciplinary committee at any time before the disciplinary meeting; and
  - 7.4.5. Setting out the member's appeal rights.
- 7.5. The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

### **Decision of committee**

- 7.6. At the disciplinary meeting, the disciplinary committee must –
  - 7.6.1. Give the member an opportunity to be heard; and
  - 7.6.2. Consider any written statement submitted by the member.
- 7.7. After complying with 7.6 the disciplinary committee may –
  - 7.7.1. Take no further action against the member; or
  - 7.7.2. Reprimand the member; or
  - 7.7.3. Suspend the membership rights of the member for a specific period; or
  - 7.7.4. Expel the member from the Association.
- 7.8. The disciplinary committee may not fine the member.
- 7.9. The suspension of membership rights or the expulsion of a member by the disciplinary committee under this Rule takes effect immediately after the vote is passed.

### **Appeal rights**

- 7.10. A person or organisation whose membership rights have been suspended or who has been expelled from the Association under Rule 7.7 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- 7.11. The notice must be in writing and given –
  - 7.11.1. To the disciplinary committee immediately after the vote to suspend or expel the person is taken; or
  - 7.11.2. To the Secretary not later than 48 hours after the vote.
- 7.12. If a person or organisation has given notice under Rule 7.11 a disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event not later than 35 days, after the notice is received.
- 7.13. Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must –
  - 7.13.1. Specify the date, time and place of the meeting; and
  - 7.13.2. State –
    - 7.13.2.1. The name of the person or organisation against whom the disciplinary action has been taken; and
    - 7.13.2.2. The grounds for taking that action; and
    - 7.13.2.3. That at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

### **Conduct of disciplinary appeal meeting**

- 7.14. At a disciplinary appeal meeting –
  - 7.14.1. No business other than the question of the appeal may be conducted; and
  - 7.14.2. The Board must state the disciplinary committee's grounds for suspending or expelling the member and the reasons for taking that action; and
  - 7.14.3. The member must be given an opportunity to be heard.
- 7.15. After complying with 7.14 the members present and entitled to vote at the meeting, must vote by secret ballot on the question of whether the decision on the disciplinary committee's resolution should be upheld or revoked.
- 7.16. A member may not vote by proxy at the meeting.
- 7.17. The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

## **8. GRIEVANCE PROCEDURE**

### **Application**

- 8.1. The grievance procedure applies to disputes under this Constitution between –
  - 8.1.1. A member and another member;
  - 8.1.2. A member and the Board;
  - 8.1.3. A member and the Association.
- 8.2. A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

### **Parties must attempt to resolve the dispute**

- 8.3. The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.



### **Appointment of mediator**

- 8.4. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 8.3, the parties must within 10 days –
  - 8.4.1. Notify the Board of the dispute; and
  - 8.4.2. Agree to or request the appointment of a mediator; and
  - 8.4.3. Attempt in good faith to settle the dispute by mediation.
- 8.5. The mediator must be –
  - 8.5.1. A person chosen by agreement between the parties; or
  - 8.5.2. In the absence of agreement –
    - 8.5.2.1. If the dispute is between a member and another member - a person appointed by the Board; or
    - 8.5.2.2. If the dispute is between a member and the Board or the Association - a person appointed or employed by the Dispute Settlement Centre of Victoria.
- 8.6. A mediator appointed by the Board may be a member or former member of the Association but in any case must not be a person who –
  - 8.6.1. Has a personal interest in the dispute; or
  - 8.6.2. Is biased in favour of or against any party.

### **Mediation process**

- 8.7. The mediator to the dispute, in conducting the mediation, must –
  - 8.7.1. Give each party every opportunity to be heard; and
  - 8.7.2. Allow due consideration by all parties of any written statement submitted by any party; and
  - 8.7.3. Ensure that natural justice is accorded to the parties throughout the mediation process.
- 8.8. The mediator must not determine the dispute.

### **Failure to resolve dispute by mediation**

- 8.9. If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **9. GENERAL MEETINGS OF THE ASSOCIATION**

### **Annual general meetings**

- 9.1. The Board must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- 9.2. Despite Rule 9.1 the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- 9.3. The Board may determine the date, time and place of the annual general meeting.
- 9.4. The ordinary business of the annual general meeting is as follows –
  - 9.4.1. To confirm the minutes of the preceding annual general meeting and of any special general meeting held since then;
  - 9.4.2. To receive and consider –
    - 9.4.2.1. The annual report of the Board on the activities of the Association during the preceding financial year;
    - 9.4.2.2. The financial statements of the Association for the preceding financial year submitted by the Board in accordance with relevant legislation.
- 9.5. The annual general meeting may also conduct any other business of which notice has been given in accordance with this Constitution.

### **Special general meetings**

- 9.6. Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- 9.7. The Board may convene a special general meeting whenever it thinks fit.
- 9.8. No business other than that set out in the notice under Rule 9.9 may be conducted at the meeting.

### **Notice of general meetings**

- 9.9. The Secretary must give to each member of the Association –
  - 9.9.1. At least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - 9.9.2. At least 14 days' notice of a general meeting in any other case.
- 9.10. The notice must –
  - 9.10.1. Specify the date, time and place of the meeting; and
  - 9.10.2. Indicate the general nature of each item of business to be considered at the meeting; and
  - 9.10.3. If a special resolution is to be proposed –
    - 9.10.3.1. State in full the proposed resolution; and
    - 9.10.3.2. State the intention to propose the resolution as a special resolution.
- 9.11. This Rule does not apply to a disciplinary appeal meeting.

### **Proxies**

- 9.12. A member may appoint another member as their proxy to vote and speak on their behalf at a general meeting.
- 9.13. The appointment of a proxy must be in writing and signed by the member making the appointment on the form approved by the Board.
- 9.14. The member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- 9.15. A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- 9.16. A form appointing a proxy sent by post or electronically is of no effect unless, it is received by the Secretary no later than 24 hours before the commencement of the meeting.

### **Quorum at general meetings**

- 9.17. No business may be conducted at a general meeting unless a quorum of members is present.
- 9.18. The quorum for a general meeting is the presence (physically or by proxy) of 10% of the members entitled to vote.
- 9.19. If a quorum is not present within 30 minutes after the notified commencement time of a general meeting –
  - 9.19.1. The meeting shall be adjourned to a date not more than 28 days after the adjournment; and
  - 9.19.2. Notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- 9.20. If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under Rule 9.19.1 the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

### **Adjournment of general meeting**

- 9.21. The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members adjourn the meeting to another time at the same place or at another place.
- 9.22. A meeting may be adjourned –
  - 9.22.1. If there is insufficient time to deal with the business at hand; or
  - 9.22.2. To give the members more time to consider an item of business.
- 9.23. No business may be conducted at an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 9.24. Notice of the adjournment of a meeting under this Rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with Rule 9.19.2.

### **Voting at general meeting**

- 9.25. On any question arising at a general meeting –
  - 9.25.1. Subject to Rule 9.27, each member who is entitled to vote has one vote; and
  - 9.25.2. Members may vote personally or by proxy; and
  - 9.25.3. Except in the case of a special resolution, the question must be decided on a majority of votes.
- 9.26. If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- 9.27. If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- 9.28. This rule does not apply to a vote at a disciplinary appeal meeting.

### **Determining whether resolution carried**

- 9.29. Subject to Rule 9.30, the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been –
  - 9.29.1. Carried; or
  - 9.29.2. Carried unanimously; or
  - 9.29.3. Carried by a particular majority; or
  - 9.29.4. Lost –and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- 9.30. If a poll (where votes are cast in writing) is demanded by three or more members on any question –
  - 9.30.1. The poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
  - 9.30.2. The Chairperson must declare the result of the resolution on the basis of the poll.
  - 9.30.3. A poll demanded on the election of the Chairperson or a question of an adjournment must be taken immediately.
  - 9.30.4. A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

### **Minutes of general meeting**

- 9.31. The Board must ensure that minutes are taken and kept of each general meeting.
- 9.32. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 9.33. In addition, the minutes of each annual general meeting must include –
  - 9.33.1. The names of the members attending the meeting; and
  - 9.33.2. Proxy forms given to the Chairperson of the meeting; and
  - 9.33.3. The financial statements submitted to the members in accordance with this Constitution; and

- 9.33.4. The certificate signed by two Board members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
- 9.33.5. Any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

## **10. BOARD OF MANAGEMENT**

### **Role and powers**

- 10.1. The business of the Association shall be managed by the Board of Management.
- 10.2. The Board may exercise all the powers of the Association except those powers that this Constitution or the Act requires to be exercised by general meetings of the members of the Association.
- 10.3. Subject to this Constitution, the Act and the Regulations, the Board has power to perform all such acts and tasks as appear to the Board to be essential for the proper management of the business and affairs of the Association.
- 10.4. The Board may –
  - 10.4.1. Appoint and remove Board members;
  - 10.4.2. Establish committees consisting of members with terms of reference as it considers appropriate.

## **11. COMPOSITION AND DUTIES OF THE BOARD**

### **Composition of the Board**

- 11.1. The positions on the Board shall be –
  - 11.1.1. The Executive of the Association will hold up to 5 of the following roles:
    - 11.1.1.1. President; and
    - 11.1.1.2. Vice-President;
    - 11.1.1.3. Executive Officer;
    - 11.1.1.4. Secretary; and
    - 11.1.1.5. Treasurer;
  - and
  - 11.1.2. Minimum of 7 up to 10 ordinary board members.
- 11.2. A person may hold more than one position on the Executive.

### **General duties**

- 11.3. As soon as practicable after being elected or appointed to the Board, each Board member must become familiar with this Constitution and the Act.
- 11.4. The Board is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Board comply with this Constitution.
- 11.5. Board members must exercise their powers and discharge their duties –
  - 11.5.1. With reasonable care and diligence; and
  - 11.5.2. In good faith in the best interests of the Association; and
  - 11.5.3. For a proper purpose.
- 11.6. Board members and former Board members must not make improper use of –
  - 11.6.1. Their position; or
  - 11.6.2. Information acquired by virtue of holding their position – so as to gain an advantage for themselves or any other person or to cause detriment to the Association.
- 11.7. In addition to any duties imposed by this Constitution, a Board member must perform any other duties imposed from time to time by resolution at a Board meeting.

### **President and Vice-President**

- 11.8. The President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any Board meetings.
- 11.9. If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be the Executive Officer.

### **Secretary**

- 11.10. The Secretary must perform any duty or function required under the Act to be performed by the Secretary of an incorporated association.
- 11.11. The Secretary must –
  - 11.11.1. Maintain the register of members; and
  - 11.11.2. Keep custody of the common seal of the Association and, except for the financial records referred to in Rule 14.10, all books, documents and securities of the Association; and
  - 11.11.3. Subject to the Act and this Constitution, provide members with access to the minutes of general meetings and other books and documents; and
  - 11.11.4. Perform any other duty or function imposed on the Secretary by this Constitution.
- 11.12. The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

### **Treasurer**

- 11.13. The Treasurer must –
  - 11.13.1. Receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
  - 11.13.2. Ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
  - 11.13.3. Make any payments authorized by the Board or by a general meeting of the Association from the Association's funds.
- 11.14. The Treasurer must –
  - 11.14.1. Ensure that the financial records of the Association are kept in accordance with the Act; and
  - 11.14.2. Coordinate the preparation of the financial statements of the Association and their certification by the Board prior to their submission to the annual general meeting of the Association.
- 11.15. The Treasurer must ensure that at least one other Executive member has access to the accounts and financial records of the Association.

## **12. ELECTION OF BOARD MEMBERS AND TENURE OF OFFICE**

### **Appointment of Board members**

- 12.1. This Rule applies to –
  - 12.1.1. The first Board meeting of the Association after its incorporation; or
  - 12.1.2. The first Board meeting of the Association of the financial year.
- 12.2. The Chairperson of the meeting must declare positions on the Board vacant and hold elections for those positions in accordance with this Constitution.

### **Appointment of Executive**

- 12.3. The Board shall appoint the Executive from amongst their Board members at the first Board meeting of the Association of the financial year.

### **Nominations**

- 12.4. Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- 12.5. An eligible member of the Association may –
  - 12.5.1. Nominate himself or herself; or
  - 12.5.2. With the member's consent, be nominated by another member.
- 12.6. A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.
- 12.7. If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- 12.8. If more than one member is nominated, a ballot must be held in accordance with this Constitution.
- 12.9. On his or her election, the new President may take over as Chairperson of the meeting.

### **Appointment of Ordinary Board members**

- 12.10. The first Board meeting of the financial year must by resolution decide the number of ordinary members of the Board it wishes to hold office for the next year.
- 12.11. A single election may be held to fill all of those positions.
- 12.12. If the number of members nominated for the position of Ordinary Board member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- 12.13. If the number of members nominated exceeds the number to be elected, a ballot must be held.

### **Ballot**

- 12.14. If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- 12.15. The returning officer must not be a member nominated for the position.
- 12.16. Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- 12.17. The election must be by secret ballot.
- 12.18. The returning officer must give a blank piece of paper to –
  - 12.18.1. Each member present in person; and
  - 12.18.2. Each proxy appointed by a member.
- 12.19. If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- 12.20. If the ballot is for more than one position –
  - 12.20.1. The voter must write on the ballot paper the name of each candidate for whom they wish to vote;
  - 12.20.2. The voter must not write the names of more candidates than the number to be elected.
- 12.21. Ballot papers that do not comply with Rule 12.20.2 are not to be counted.
- 12.22. Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- 12.23. The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- 12.24. If the returning officer is unable to declare the result of an election under Rule 12.23 because 2 or more candidates received the same number of votes, the returning officer must –
  - 12.24.1. Conduct a further election for the position in accordance with this Constitution to decide which of those candidates is to be elected; or
  - 12.24.2. With the agreement of those candidates, decide by lot which of them is to be elected.

### **Term of office**

- 12.25. The term of each position of the Board shall be determined by the Board at the time a candidate is elected to such position, unless vacated in accordance with this Constitution.
- 12.26. Board members who are elected to fill a vacant Board position shall be elected for the remainder of the term of the vacating Board member.
- 12.27. A Board member may be re-elected.
- 12.28. A Board meeting of the Association may –
  - 12.28.1. By special resolution remove a Board member from office; and
  - 12.28.2. Elect an eligible member of the Association to fill the vacant position in accordance with this Constitution.
- 12.29. A general meeting of the Association may by special resolution remove a Board member from the Board.
- 12.30. A member who is the subject of a proposed special resolution 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.
- 12.31. 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 at which the special resolution is to be proposed.

### **Vacation of office**

- 12.32. A Board member may resign from the Board by written notice addressed to the Board.
- 12.33. A person ceases to be a Board member if he or she –
  - 12.33.1. Ceases to be a member of the Association; or
  - 12.33.2. Fails to attend 3 consecutive Board meetings (other than special or urgent Board meetings) without leave of absence under Rule 13.28; or
  - 12.33.3. Otherwise ceases to be a Board member by operation of section 78 of the Act.

### **Filling casual vacancies**

- 12.34. The Board may appoint an eligible member of the Association to fill a position on the Board that –
  - 12.34.1. Has become vacant; or
  - 12.34.2. Was not filled by election at the last Board meeting.
- 12.35. If the position of Secretary becomes vacant, the Board must appoint a member to the position within 14 days after the vacancy arises, and –
  - 12.35.1. Notify the Registrar of his or her appointment within 14 days after the appointment.
- 12.36. The Board may continue to act despite any vacancy in its membership.

## **13. MEETINGS OF THE BOARD**

### **Meetings of Board**

- 13.1. The Board must meet at least 4 times in each calendar year at the dates, times and places determined by the Board.
- 13.2. The date, time and place of Board meetings must be determined by the members of the Board at the first board meeting of the financial year.
- 13.3. Special Board meetings may be convened by the President, Vice-President or by any 2 members of the Board.



### **Notice of meetings**

- 13.4. Notice of each Board meeting must be given to each Board member no later than 7 days before the date of the meeting.
- 13.5. Notice may be given of more than one Board meeting at the same time.
- 13.6. The notice must state the date, time and place of the meeting.
- 13.7. If a special Board meeting is convened, the notice must include the general nature of the business to be conducted.
- 13.8. The only business that may be conducted at the meeting is the business for which the meeting is convened.

### **Urgent meetings**

- 13.9. In cases of urgency, a meeting can be held without notice being given in accordance with Rule 13.4 provided that as much notice as practicable is given to each Board member by the quickest means practicable.
- 13.10. Any resolution made at the meeting must be passed by a majority of the Board.
- 13.11. The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

### **Procedure and order of business**

- 13.12. The procedure to be followed at a meeting of a Board must be determined from time to time by the Board.
- 13.13. The order of business may be determined by the members present at the meeting.

### **Use of technology**

- 13.14. A Board member who is not physically present at a meeting may participate in the meeting by the use of technology that allows that Board member and the Board members present at the meeting to clearly and simultaneously communicate with each other.
- 13.15. A Board member participating in a Board meeting as permitted under Rule 13.14 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

### **Quorum**

- 13.16. No business may be conducted at a Board meeting unless a quorum is present.
- 13.17. The quorum for a Board meeting is the presence (in person or as allowed under Rule 13.14) of a majority of the Board members holding office.
- 13.18. If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting –
  - 13.18.1. In the case of a special meeting - the meeting lapses;
  - 13.18.2. In any other case - the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with Rule 13.4.

### **Voting**

- 13.19. On any question arising at a Board meeting, each Board member present at the meeting has one vote.
- 13.20. A motion is carried if a majority of Board members present at the meeting vote in favour of the motion.
- 13.21. If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- 13.22. Voting by proxy is not permitted.



### **Conflict of interest**

- 13.23. A Board member who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- 13.24. The member –
- 13.24.1. Must not be present while the matter is being considered at the meeting; and
  - 13.24.2. Must not vote on the matter.
- 13.25. This rule does not apply to a material personal interest –
- 13.25.1. That exists only because the member belongs to a class of persons for whose benefit the Association is established; or
  - 13.25.2. That the member has in common with all, or a substantial proportion of, the members of the Association.

### **Minutes of meeting**

- 13.26. The Board must ensure that minutes are taken and kept of each Board meeting.
- 13.27. The minutes must record the following –
- 13.27.1. The names of the members in attendance at the meeting;
  - 13.27.2. The business considered at the meeting;
  - 13.27.3. Any resolution on which a vote is taken and the result of the vote;
  - 13.27.4. Any material personal interest disclosed under Rule 13.23.

### **Leave of absence**

- 13.28. The Board may grant a Board member leave of absence from Board meetings for a period not exceeding 5 months.
- 13.29. The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Board member to seek the leave in advance.

## **14. FINANCIAL MATTERS**

### **Source of funds**

- 14.1. The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Board.

### **Management of funds**

- 14.2. The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- 14.3. Subject to any restrictions imposed by a general meeting of the Association, the Board may approve expenditure on behalf of the Association.
- 14.4. The Board may authorize the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- 14.5. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Board members.
- 14.6. All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- 14.7. With the approval of the Board, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

### **Financial records**

- 14.8. The Association must keep financial records that –
  - 14.8.1. Correctly record and explain its transactions, financial position and performance; and
  - 14.8.2. Enable financial statements to be prepared as required by the Act.
- 14.9. The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- 14.10. The Treasurer must keep in his or her custody, or under his or her control –
  - 14.10.1. The financial records for the current financial year; and
  - 14.10.2. Any other financial records as authorized by the Board.

### **Financial statements**

- 14.11. For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- 14.12. Without limiting Rule 14.11, those requirements include –
  - 14.12.1. The preparation of the financial statements;
  - 14.12.2. If required, the review or auditing of the financial statements;
  - 14.12.3. The certification of the financial statements by the Board;
  - 14.12.4. The submission of the financial statements to the annual general meeting of the Association;
  - 14.12.5. The lodgment with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## **15. GENERAL MATTERS**

### **Common seal**

- 15.1. The Association shall have a common seal.
- 15.2. The common seal must be kept in the custody of the Secretary.
- 15.3. The name of the Association must appear in legible characters on the common seal.
- 15.4. A document may only be sealed with the common seal by the authority of the Board and the sealing must be witnessed by the signatures of two Board members.

### **Registered address**

- 15.5. The registered address of the Association is –
  - 15.5.1. The address determined from time to time by resolution of the Board; or
  - 15.5.2. If the Board has not determined an address to be the registered address - the postal address of the Secretary.

### **Notice requirements**

- 15.6. Any notice required to be given to a member or a Board member under this Constitution may be given by handing the notice to the member personally; or by sending it via post or email or facsimile to the member at his/her address shown in the register of members and/or providing the information in the notice to the member over the telephone.
- 15.7. Where a notice is properly addressed, pre-paid and posted to the member or Board member, the notice shall, unless the contrary is proved, be deemed to have been given to the individual at the time, which the letter would have been delivered in the ordinary course of post.

### **Custody and inspection of books and records**

- 15.8. Members may on request inspect free of charge –
- 15.8.1. The register of members;
  - 15.8.2. The minutes of general meetings;
  - 15.8.3. Subject to Rule 15.9, the financial records, books, securities and any other relevant document of the Association, including minutes of Board meetings.
- 15.9. The Board may refuse to permit a member 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.
- 15.10. The Board must on request make copies of this Constitution available to members and applicants for membership free of charge.
- 15.11. Subject to Rule 15.9, a member 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.
- 15.12. 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 –
- 15.12.1 Its membership records;
  - 15.12.2 Its financial statements;
  - 15.12.3 Its financial records;
  - 15.12.4 Records and documents relating to transactions, dealings, business or property of the Association.

### **Winding up**

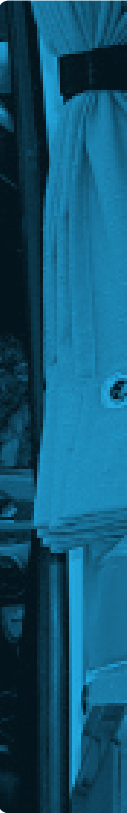
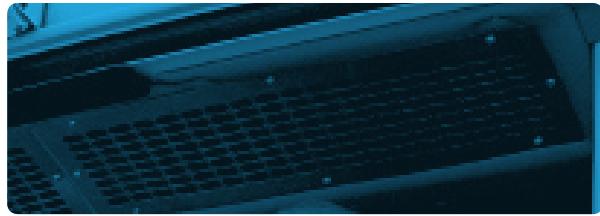
- 15.17. The Association may be wound up voluntarily by special resolution.
- 15.18. In the event of the winding up of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- 15.19. Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a not for profit body that supports the ongoing implementation of simulation into health professional education and training, and which is not carried on for the profit or gain of its members.
- 15.20. The body to which the surplus assets are to be given must be decided by special resolution.

### **Alteration of Constitution and Statement of Purpose**

- 15.21. This Constitution, including the name or any of the purposes of the Association may only be altered by special resolution of a general meeting of the Association.
- 15.22. The resolution of the meeting shall require a majority of three-quarters of members present (whether in person or by proxy) and voting to be passed.

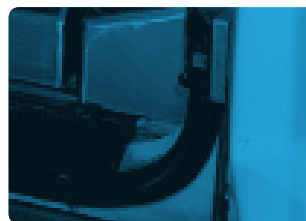
### **Indemnity**

- 15.23. The Association indemnifies each Office Holder against any liabilities incurred by in good faith in the course of performing her or her duties as an office holder of the Association.



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# VSA

Victorian Simulation Alliance

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