



VOLUNTEER FIRE  
BRIGADES VICTORIA

## **Volunteer Fire Brigades Victoria Inc.**

Registered No.: A0043424H

### **Association Rules**

**Adopted at VFBV AGM  
On 4<sup>th</sup> October 2008**

*Amended:*      *11<sup>th</sup> April 2010*  
                      *17<sup>th</sup> September 2011*  
                      *16<sup>th</sup> September 2012*

Association Address

Level 9/24 Lakeside Drive  
Burwood East Vic 3151  
Tel: 03 9886 1141  
Fax: 03 9886 1618

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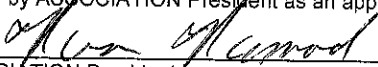
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Signed by ASSOCIATION President as an approved document

  
ASSOCIATION President

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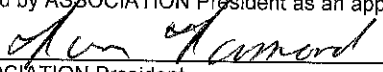
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ASSOCIATION President

5/10/12  
Date

## **Association Rules**

### **1.0 NAME**

The name of the Incorporated Association is **Volunteer Fire Brigades Victoria** (in these Rules called the "Association").

### **2.0 DEFINITIONS**

In these Rules, unless the contrary intention appears -

"Act" means the Associations Incorporation Act 1981;

"Annual General Meeting" means the Association's Annual Meeting of Members convened in accordance with Clause 9.1;

"Association" means Volunteer Fire Brigades Victoria;

"Associate Member" means a member of the Association who has paid the affiliation fee set down for associate members and is not eligible to be a member of a District Council.

"Auxiliary" means Auxiliary of a Fire Brigade as established under the Country Fire Authority Act 1958.

"Association Board" means the Board of Volunteer Fire Brigades Victoria elected in accordance with Clause 4.2;

"Board Member" means a volunteer member of a fire brigade appointed to the Association Board in accordance with Clause 4.4;

"By-laws" mean the by-laws made by the Association Board under Clause 16.0;

"CEO" means Chief Executive Officer of the Association in accordance with Clause 13.0;

"CFA" means Country Fire Authority;

"District Council" means a District Council established in accordance with Clause 8.1 as defined in these Rules

"Member" means a member of the Association which can be a Fire Brigade, Group or another entity approved by the Association Board;

"Financial Year" means the year ending June 30;

"Fire Brigade" means a volunteer fire brigade formed under the Country Fire Authority Act 1958;

"Group" means any group of brigades formed as a Group under the Country Fire Authority Act 1958;

"Public Officer" means an employee of the Association nominated by the Association Board to undertake functions nominated in these Rules of Association or other functions designated by the Association Board in accordance with Clause 18.0;

"Regulation" means regulations under the Act;

"Relevant Documents" has the same meaning as in the Act;

"Rural Brigade" means a fire brigade registered under the Country Fire Authority Act 1958 as a rural fire brigade;

"Urban Brigade" means a fire brigade registered under the Country Fire Authority Act 1958 as an urban fire brigade;

"VFBV" means Volunteer Fire Brigades Victoria;

"Volunteer" means a volunteer officer or member of a fire brigade registered as a volunteer under the Country Fire Authority Act 1958.

Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958, and the Act as in force from time to time.

### **2.1 Transitional Definition**

With regard to the definition of Rural Brigade, Urban Brigades and Fire Brigades, during CFA's transition to new Risk Based Brigade Classifications which commence from January 2013; for the purposes of these Rules, a Brigade's classification as recorded by CFA immediately prior to any removal of the Rural or Urban classification from their record, will be the determinant of whether a Brigade is considered by these Rules as being either a Rural or Urban Brigade.

## **3.0 MEMBERSHIP**

### **3.1 Membership Eligibility**

Membership of the Association shall be open to Fire Brigades, Groups of Fire Brigades; Junior Fire Brigades, Auxiliaries, any other entity approved by the Association Board.

### **3.2 Membership Categories**

Association has the following categories of membership:

Member:

- (i) Fire Brigades
- (ii) Groups
- (iii) Any other entity approved by the Association Board

Associate Member:

- (i) Junior Fire Brigades
- (ii) Auxiliaries
- (iii) Any other entity approved by the Association Board

### 3.3 Membership Affiliations

- (i) All registered Fire Brigades, Groups of Brigades and other approved entities shall by virtue of the payment of an annual subscription fee be regarded as affiliated brigades and groups.
- (ii) Each member shall pay an annual affiliation fee as determined by the Association Board from time to time and ratified by State Council. The annual affiliation fee shall become due and payable in advance on the issuing of notices and shall be paid in full by members to the Association. The Association may approve the collection of a contribution in addition to the affiliation fee for the funding of District Councils should they so request.

### 3.4 Service of Notices

The CEO shall forward affiliation notices as early as practicable in each financial year to each registered Fire Brigade, Group of Brigades, or other approved entities.

### 3.5 Register of Members

The CEO shall keep and maintain a register of members in which shall be entered the name, address and date of affiliation of each member and the register shall be open for inspection by members at the address of the Association.

### 3.6 Member Resignation

A member of the Association who has paid all moneys due and payable to the Association may resign from the Association by first giving one months notice in writing to the CEO of the intention to resign, and upon the expiration of that period of notice, the member shall cease to be a member.

- (i) Upon the expiration of a notice given under this sub-clause, the CEO shall make in the register of members an entry recording the date on which the member ceased to be a member.
- (ii) On the cancellation of the registration of a Fire Brigade, or a Group of Brigades by the Country Fire Authority that brigade or group shall automatically cease to be a member.

### 3.7 Termination of a member

Discipline, suspension and expulsion of members and appointed delegates or officers of the Association:

- (i) Any member, appointed delegate or officer of the Association as detailed in subrule (ii) below may be removed by the Association Board following a recommendation carried by three quarters of the State Council members present at a State Council meeting, if a member, appointed delegate or officer of the Association acts contrary to, or in disregard of, the Rules of the Association.
- (ii) For the purposes of this Clause, an appointed delegate or officer of the Association includes:
  - (a) VFBV Board members (as per Clause 4 of these Rules);
  - (b) VFBV State Councillors (as per Clause 8.5 of these Rules);
  - (c) District Council Committee of Management (as per Clause 8.3 of these Rules);
  - (d) Officers of the Association (as per Clause 4.17 of these Rules).
- (iii) Subject to these Association Rules, if a determination is made in accordance with subrule (i) that a member, appointed delegate or officer of

- the Association has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member, appointed delegate or officer of the Association or prejudicial to the interests of the Association, the Association Board may by resolution –
- (a) Suspend that member, appointed delegate or officer of the Association from membership of the Association for a specified period; or
  - (b) Expel that member, appointed delegate or officer of the Association from the Association.
- (iv) A resolution of the Association Board under subrule (iii) does not take effect unless–
- (a) At a meeting held in accordance with subrule (v), the Association Board confirms the resolution, and
  - (b) If the member, appointed delegate or officer of the Association exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- (v) A meeting of the Association Board to confirm or revoke a resolution passed under subrule (iii) must be held not earlier than 14 days, and not later than 31 days, after notice has been given to the member, appointed delegate or officer of the Association in accordance with subrule (vi).
- (vi) For the purposes of giving notice in accordance with subrule (v), the Association CEO must, as soon as practicable, cause to be given to the member, appointed delegate or officer of the Association a written notice –
- (a) Setting out the resolution of the Association Board and the grounds on which it is based; and
  - (b) Stating that the member, appointed delegate or officer of the Association or his or her representative, may address the Association Board at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member, appointed delegate or officer of the Association; and
  - (c) Stating the date, place and time of that meeting; and
  - (d) Informing the member, appointed delegate or officer of the Association that he or she may do one or both of the following –
    - i) Attend that meeting;
    - ii) Give to the Association Board before the date of that meeting a written statement seeking the revocation of the resolution; and
  - (e) Informing the member, appointed delegate or officer of the Association that, if at that meeting, the Association Board confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Association CEO a notice to the effect that he or she wishes to appeal to an Association general meeting of members against the resolution.
- (vii) At a meeting of the Association Board to confirm or revoke a resolution passed under subrule (iii), the Association Board must –
- (a) Give the member, appointed delegate or officer of the Association, or his or her representative, an opportunity to be heard; and
  - (b) Give due consideration to any written statement submitted by the member, appointed delegate or officer of the Association; and
  - (c) Determine by resolution whether to confirm or to revoke the resolution.



- (viii) If at the meeting of the Association Board, the Association Board confirms the resolution, the member, appointed delegate or officer of the Association may, not later than 48 hours after that meeting, give the Association CEO a notice to the effect that he or she wishes to appeal to the Association in general meeting of members against the resolution.
- (ix) If the Association CEO receives a notice under subrule (viii), he or she must notify the Association Board and the Association Board must convene a general meeting of members of the Association to be held within 60 days after the date on which the Association CEO received the notice.
- (x) At a general meeting of members of the Association convened under subrule (ix) –
- (a) No business other than the question of the appeal may be conducted; and
  - (b) The Association Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
  - (c) The member, appointed delegate or officer of the Association, or his or her representative, must be given an opportunity to be heard; and
  - (d) The members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (xi) A resolution is confirmed if, at the general meeting of members, not less than two-thirds of the members vote in person in favour of the resolution. In any other case, the resolution is revoked.

### **3.8 Honorary Life Membership**

The Association Board, on the recommendation of State Council, may confer honorary life membership of the Association on any person who has served at least ten years as a Association Board member and or State Councillor or provided outstanding service to the Association. Honorary Life Members may attend meetings of the State Council and may enter into discussions, but shall have no voting rights unless they are an appointed District Council representative to the State Council.

## **4.0 ASSOCIATION BOARD**

### **4.1 Governance and performance of the Association**

Control of the policy determination, performance and governance of the Association shall be vested in the Association Board.

### **4.2 How Constituted**

The Association Board shall consist of ten members comprising:

- four representatives appointed from urban brigades;
- four representatives appointed from rural brigades; and
- the Vice President Urban and Vice President Rural elected in accordance with Clause 7.2.

### **4.3 Eligibility to Hold Office as Board Member**

To be eligible to become a Board Member of the Association, appointees must be a volunteer member of a Fire Brigade, Group or other entity approved by the

Association Board with current membership of the Association. A person over 70 years of age shall be ineligible to be appointed to the Board, however current Board members on turning 70 years of age, may serve out their term.

#### 4.4 Selection of Association Board Members

In each year:

- (i) Two Association Board Members will be appointed by a panel of rural members of the State Council Executive Committee following advertising and selection process involving affiliated Rural Brigades to replace the rural delegates whose term of office has expired.
- (ii) Two Association Board Members will be appointed by a panel of urban members of the State Council Executive Committee following advertising and selection process involving affiliated Urban Brigades to replace the urban delegates whose term of office has expired.
- (iii) Two Association Board Member positions will be held by the Vice President Urban and Vice President Rural respectively as elected by the State Council members in accordance with Clause 7.2. .

#### 4.5 Duration of Association Board Members' Term of Office

- (i) Two representatives from rural brigades and two members from urban brigades will be appointed to the Association Board each year in accordance with Clause 4.4 (i) and 4.4(ii) respectively, for a two year term to fill vacancies as they arise.
- (ii) Board members who have been appointed by their members in accordance with Clause 4.4 (i) and 4.4 (ii) respectively shall take office as from the first day of October of that year and shall retire from office after two years but shall be eligible for re-election.
- (iii) The two Board member positions held in accordance with Clause 4.4 (iii) will be filled each year for a one year term.
- (iv) Board members appointed in accordance with Clause 4.4 (iii) shall take office as from the first day of October of that year and shall retire from office after one year but shall be eligible for re-election.

#### 4.6 Conflicts of Interest

- (i) Board Members will declare any conflicts of interest as soon as they become known to the Board Member. Each Board Member is required to annually declare other interests on an annual basis in writing. A register will be maintained by the Public Officer for this purpose and it will record all other interests and potential conflicts of interest.
- (ii) Questions concerning conflict of interest will be determined by the VFBV President or in the case of the VFBV President by the VFBV Vice President. A conflict of interest does not preclude a member from taking office. Board Members who have conflicts of interest as determined by the VFBV President or VFBV Vice President will abstain from voting on affected issues.

#### 4.7 Association Board Vacancy

For the purposes of these Rules, the office of an officer of the Association held by a Board Member may be deemed vacant by the Association Board if the Board Member:-

- (i) becomes an insolvent under administration within the meaning of the Corporations Act, 2001; or
- (ii) resigns from office by notice in writing given to the Public Officer; or
- (iii) ceases to be a volunteer member of a Fire Brigade, Group or other entity approved by the Association Board holding current membership of the Association.

#### 4.8 Casual Vacancies

Casual vacancies on the Association Board will be resolved at the discretion of the Association Board and if required the State Council Executive Committee will appoint a replacement delegate from the same classification of brigade for the unexpired period of office.

#### 4.9 Removal of Board Members

A Board Member may be removed from office by a resolution of three quarters of the Association Board at a general meeting or special meeting. The member shall first receive not less than thirty days notice of the proposal for the removal and shall have had the opportunity to appear before the Association Board to render personal explanation or have delivered to the Association Board an explanation in writing.

#### 4.10 Powers and duties of the Association Board

The Association Board will:

- (i) Be the governing body, responsible and accountable for the control of the business affairs, performance and governance of the Association;
- (ii) Determine policy and direction for the Association;
- (iii) Determine powers of delegation and authority required to implement the policy and direction of the Association;
- (iv) Determine VFBV policy or position on matters referred by the State Council or CEO;
- (v) Appoint the CEO and monitor the CEO's performance.
- (vi) Ensure the VFBV's financial affairs are effectively managed and controlled.
- (vii) Ensure adherence to the Associations statement of purpose;
- (viii) Ensure internal communication and consultative processes effectively engage VFBV membership;
- (ix) As called on by members interpret these rules and the by-laws and orders made hereunder;
- (x) Subject to these Rules, exercise all powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by special general meetings of members of the Association;
- (xi) Subject to these Rules perform all such acts and things as appear to the Association Board to be essential for the proper management of the business and affairs of the Association;
- (xii) Ensure recommendations made by State Council are given due regard and provide opportunity for State Council to receive rationale and feedback about decisions made; and
- (xiii) Appoint Association Officers.

#### 4.11 General Meetings of Association Board

- (i) There will be General Meetings of Board Members on at least a two monthly basis (with the exception of January each year). The VFBV President, or in his absence the VFBV Vice President may schedule other General Meetings at such times or places as required..
- (ii) Meetings will be held in Melbourne and country locations. Board Members may attend general meetings by electronic means where available (e.g., telephone meetings or video conference).
- (iii) Written notice of each meeting of the Association Board, including notice of motions where appropriate, shall be served by the CEO on each Board Member by delivering to the Board Member at least one week before the meeting or by sending it in electronic form to Board Members' nominated e-mail address or by facsimile transfer to Board Members' nominated fax number or by pre-paid post addressed to the Board Member's usual or last known place of abode at least one week before the date of the meeting.
- (iv) Invitation of non-board members at General Meetings of the Association Board will be at the discretion of the Association Board.

#### 4.12 Special General Meetings of the Association Board

All meetings of the Association Board, not being the Annual General Meeting of Members or General Meetings of the Association Board shall be called Special General Meetings of the Association Board. A Special General Meeting of the Association Board shall be convened as follows:-

- (i) The VFBV President may call a special general meeting of the Association Board at any time.
- (ii) Upon sufficient cause, the Board Members may be requested by the CEO on twenty-one (21) days notice to attend a meeting at the direction of the VFBV President, the object of the meeting to be included in the notice calling same.
- (iii) The VFBV President or CEO shall call a meeting at any time when requested by at least six (6) members of the Association Board or a majority of State Council members.
- (iv) Invitation of non-board members at Special General Meetings of the Association Board will be at the discretion of the Association Board.

#### 4.13 Quorum

- (i) At all meetings of the Association Board, except as in Clause 4.13(ii), six (6) Board Members shall be a quorum. No item of business may be conducted at a general meeting unless a quorum is present.
- (ii) If within half an hour after the appointed time for the commencement of a Special General Meeting, the required number of Board Members are not present, the meeting shall be dissolved and stand adjourned to the same day in the next week at the same place (unless another place is specified by the chairperson of that meeting at the time of the adjournment) and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being less than six (6)) shall form a quorum.

#### 4.14 Adjournment Meetings of the Association Board

The chairperson of meetings of the Association Board at which a quorum is present may, with the consent of the meeting:-

- (i) adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place;
- (ii) where a meeting is adjourned for 14 days or more, a notice of the adjourned meeting shall be sent to those members required to attend; except as provided in Clause 4.13, sub-clauses (i) and (ii), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

#### **4.15 Voting**

- (i) At all meetings of the Association Board all votes will be given personally and voting by proxy is not permitted.
- (ii) Decisions shall be by a majority vote of Board Members.
- (iii) The VFBV President shall have a deliberative vote and in the case of an equality of votes shall have a casting vote.
- (iv) Subject to Clause 4.13 the Association Board may act notwithstanding any vacancy of an elected Board Member.

#### **4.16 Penalty of Absence from Meetings**

Any Board Member failing to attend three (3) consecutive meetings without leave of absence from the Association Board shall cease to be a Board Member and shall be deemed to have been removed from office.

#### **4.17 Officers of the Association**

The officers of the Association shall be:-

- (i) a VFBV President;
- (ii) a VFBV Vice President;
- (iii) a CEO;
- (iv) a Treasurer, and
- (v) such other office bearers as the Association Board may determine from time to time.

#### **4.18 Election of VFBV President, VFBV Vice President, Treasurer and other Officers as required**

At its first opportunity in October of each year, following the Annual General Meeting, the VFBV Board Members shall elect one Board member to be the VFBV President, and one Board member to be the VFBV Vice President, and if necessary a Treasurer and other office bearers as determined by the Association Board, for a one year period of office. The elections, if contested, shall be by secret ballot and the successful candidate will be the person receiving the greatest number of votes.

The CEO will be appointed in accordance with clause 13.1

#### **4.19 Powers and Duties of VFBV President and VFBV Vice President**

The VFBV President shall preside at meetings of the Association Board and ensure that decisions of the Association Board are carried out in accordance with these Rules of Association.

At all Association Board Meetings the VFBV President, or if absent, the VFBV Vice President, shall occupy the chair and should neither be present the members present shall elect a chairperson for that meeting.

#### **4.20 Duties of Treasurer**

The Treasurer shall, at every Annual General Meeting of Members (per Clause 9.1), or at any other time if so required by the Association Board, render a duly audited statement showing all monies received into and expended from the funds of the Association and of its assets and liabilities at the date of such statement.

#### **4.21 Voting for Election of Office Bearers**

Each Board Member present at the Annual General Meeting of the Board shall, if a ballot be required, vote on the election of the Association's office bearers.

#### **4.22 Minutes**

The CEO shall ensure that the proceedings of the Association Board are minuted and that both printed and electronic copies stored in an appropriate place.

### **5.0 SPECIFIC PURPOSE COMMITTEES**

#### **5.1 Formation of Specific Purpose Committees**

The Association Board:-

- (i) may form Specific Purpose Committees to advise on any matter or class of matters;
- (ii) may appoint a chairperson of each committee;
- (iii) may appoint the CEO as a delegate to each committee;
- (iv) may nominate to these committees a number of volunteer delegates as may be required ;
- (v) may co-opt persons to committees in an ex-officio capacity;
- (vi) will formulate each committee's terms of reference including the point at which a committee's work is concluded and when the committee should be dissolved.
- (vii) May determine the extent to which a committee can commit the Association or its funds

The CEO:

- (i) may nominate delegates to Specific Purpose Committees
- (ii) may from time to time appoint Specific Purpose Committees and working parties subject to the approval of the Association Board.

The State Council:

- (i) may recommend the formulation of Specific Purpose Committees to the Association Board.

#### **5.2 Casual Vacancy**

If a casual vacancy arises in a Specific Purpose Committee, the VFBV President or VFBV Vice President will nominate a suitable person to fill that vacancy.

### 5.3 Presiding at Specific Purpose Committees

Where a committee chairperson is not appointed or at meetings where the appointed Chairperson is absent the meeting shall elect a chairperson from the committee members present.

### 5.4 Meetings of Specific Purpose Committees

Committees formed according to this clause will meet at such times and places as each committee chairperson or the CEO determines.

### 5.5 Quorum

A quorum at a meeting of any Specific Purpose Committee shall be more than half of committee delegates entitled to attend unless otherwise determined by the Association Board. No item of business may be conducted unless a quorum is present. Subject to this Clause the members of a Specific Purpose Committee may act notwithstanding any vacancy of the committee.

### 5.6 Minutes

The chairperson of each committee will keep or cause to be kept minutes of each meeting.

### 5.7 Functions of Specific Purpose Committees

The functions of the Specific Purpose Committee shall be:-

- (i) To formulate views concerning the matter or class of matters pertaining to the terms of reference formulated for that committee.
- (ii) To make policy recommendations to the Association Board on the matter or class of matters in terms of reference formulated for that committee.
- (iii) To assist with the implementation of Association policy by Association staff and any such matters as the Association Board may delegate.
- (iv) To undertake any other matters that the Association Board may delegate.

## 6.0 STATE COUNCIL

### 6.1 How Constituted

The State Council shall be a Committee of the Association Board and shall consist of representatives of each constituted District Council elected in accordance with Clause 8.5. In addition, the four Association nominees to the CFA Board shall be ex-officio members of the State Council if they are not elected representatives of a District Council.

### 6.2 Voting

Subject to Clause 10, each constituted District Council will have two (2) votes at each meeting of State Council and the VFBV President will have a casting vote in the case of an equality of votes on any question.

### 6.3 Ineligibility

A person who is not registered by CFA as a volunteer member of a fire brigade shall be ineligible to be elected to the State Council. A person over 70 years of age

shall be ineligible to be elected to State Council, however current State Councillors on turning 70 years of age, may serve out their term.

#### 6.4 Duration of Office

The State Council members who have been elected by their District Councils shall retire from office annually or biennially as determined by the District council but shall be eligible for re-election.

#### 6.5 Powers and duties of State Council

The State Council will:

- (i) Provide a forum for the expression of views from District Councils and ensure issues raised by District Councils are addressed in timely and satisfactory manner;
- (ii) Consider matters referred to it by the Association Board and CEO and make recommendation on action to be taken;
- (iii) Elect the State Council Executive Committee;
- (iv) Select representatives to the Association/CFA Joint Committees;
- (v) Manage the process for selection of Association Board members;
- (vi) Manage the process to make recommendation to the Association Board for CFA Board member nominations;
- (vii) Provide guidance to VFBV representatives on CFA/VFBV Joint Committees and be a conduit between Association Board and District I Councils;
- (viii) Advise the Association Board on the business and affairs of the Association;

#### 6.6 Decisions

- (i) The recommendations of the State Council shall be referred to the Association Board or CEO of the Association for action.
- (ii) A combined meeting of the Association Board and the State Council may be called in accordance with these rules when requested by a majority of State Council members to resolve specific issues of conflict between the State Council and the Association Board.

The business to be discussed at the meeting must relate specifically to the issue or decision identified as the subject of conflict. Resolutions proposed at the meeting shall be limited to establishing a process to resolve the specific issue of conflict. All Board Members and State Council members may vote on resolutions proposed at the meeting and notwithstanding any limitations or obligations as set out in relevant legislation or these Rules, the decision taken shall be binding upon the Association.

#### 6.7 Meetings

- (i) The State Council shall meet at least three times in each year at such times and places as it shall determine, and may regulate its affairs as it thinks fit. Decisions shall be by majority vote and the chairperson shall have a casting vote in the case of an equality of votes.
- (ii) At all meetings of the State Council more than half of the State Council representatives entitled to attend shall be a quorum.
- (iii) Written notice of each State Council meeting shall be served on each member of the State Council by delivery at a reasonable time before the meeting or by sending it by pre-paid post addressed to the State Councillor at their usual or



last known place of abode, at least five business days before the date of the meeting.

- (iv) Subject to sub-clause (ii) the State Council may act notwithstanding any vacancy on the State Council.
- (v) At all meetings of State Council the VFBV President, or if absent the VFBV Vice President shall occupy the chair and should neither be present the members present will elect a chairperson for that meeting..

### **6.8 Penalty of Absence from Meetings**

Any State Council member failing to attend three consecutive meetings without leave of absence from the State Council shall cease to be a State Council member and shall be deemed to have been removed from office.

### **6.9 State Council Vacancy**

For the purposes of these Rules, the position of a member of the State Council becomes vacant if the member:

- (i) becomes an insolvent under administration within the meaning of the Corporations Act 2001; or
- (ii) resigns his office by notice in writing given to the CEO
- (iii) ceases to be a representative of an affiliated fire brigade, group or other entity approved by the Association Board by virtue of resignation from same, or loss of affiliation status of the said body.

### **6.10 Removal of State Council Members**

An Extraordinary General Meeting of members of the State Council may at any time, by a resolution passed by three quarters of the members as are present in person or represented thereat, remove a member of the State Council.

### **6.11 CFA/Association Joint Committees**

The State Council will manage the process of appointing representatives to CFA/Association joint committees constituted by the Country Fire Authority. The State Council may at any time remove any of its representatives on these committees.

## **7.0 STATE COUNCIL EXECUTIVE COMMITTEE**

### **7.1 Membership of State Council Executive Committee**

There shall be 9 members selected from and elected by State Council delegates representing urban brigades and 9 members selected from and elected by State Council delegates representing rural brigades.

### **7.2 Election of Vice President Urban and Vice President Rural**

There shall be a Vice President Urban and a Vice President Rural elected by the State Council every year at the first meeting of State Council in the financial year, for a one year term. The Vice President Rural will be elected by and from the rural brigade representatives of State Council and the Vice President Urban will be elected by and from the urban brigade representatives of State Council.

The Vice President Urban and Vice President Rural will become members of the Association Board during their one year term. The Vice President Urban or the Vice President Rural will chair meetings of the State Council Executive Committee as determined by the State Council Executive Committee members.

### **7.3 Duration of Office**

State Council Executive Committee members will be elected every year at the first meeting of State Council in the financial year.

### **7.4 State Council Executive Committee Subcommittees**

The State Council Executive Committee may form separate urban and rural sub committees to enable specific detailed consideration of issues not common to both urban and rural brigades. The Vice President Urban will chair meetings of the State Council Executive Urban Sub-committee and the Vice President Rural will chair meetings of the State Council Executive Rural Sub-committee. The State Council Executive Urban Sub-committee shall comprise the nine urban State Council Executive Committee representatives and the State Council Executive Rural Sub-committee shall comprise the nine rural State Council Executive Committee representatives

### **7.5 Powers and Duties of State Council Executive Committee**

The State Council Executive Committee will:

- (i) make recommendations to State Council on matters brought forward by District Councils;
- (ii) Assist State Council and the Association to maintain an adequate focus on the culture, history, differences and other matters relating to Urban and Rural Brigades;
- (iii) provide an opportunity for the urban members of the State Council Executive Committee and the rural members of the State Council Executive Committee to meet separately to discuss matters of particular importance to that group.

### **7.6 Meetings**

The State Council Executive Committee shall meet prior to each State Council meeting and at any other time as required.

## **8.0 DISTRICT COUNCILS**

### **8.1 Establishment of District Councils**

For the purpose of these Rules the State shall be divided into Regions, the areas of which shall be determined by the Association Board from time to time. Each Region shall form a District Council to operate as a committee of the Association.

## 8.2 Membership of District Councils

Any member of the Association is eligible to be a member of the District Council which covers the majority of its assignment area.

## 8.3 Representation on District Councils

Each District Council shall consist of two representatives biennially elected by and representing each affiliated Member in that Region. Each District Council representative shall be a registered CFA volunteer.

## 8.4 Management of District Councils

- (i) District Councils shall meet for their dispatch of business, adjourn and regulate their meetings and proceedings as they think fit. No action taken by any District Council shall be derogatory to or binding on the Association.
- (ii) Each District Council Secretary shall forward a copy of the minutes of each meeting of the District Council to the CEO within fourteen (14) days of the holding of such meeting, and a certified statement of receipts and expenditure and a balance sheet before 15th August in each year, or at such other times as may be required by the Association Board.
- (iii) Each District Council shall elect annually, or biennially, as so determined by the District Council, a District Council committee of management to be known as the Executive Committee, and such other officers as are determined by the District Council. The election, if contested, shall be by secret ballot. The District Council may delegate all or any of its powers to the District Council committee of management. All office bearers shall retire annually, or biennially, as so determined by the District Council but shall be eligible for re-election.

## 8.5 Election of State Council Representatives

- (i) Other than where approved in accordance with clause 8.5(vi) each District Council shall elect two representatives to the State Council. The representatives shall be elected annually, or biennially, as so determined by the District Council, at a duly constituted meeting of the District Council.
- (ii) The District Council is to determine how the two elected delegates will effectively represent the respective views of those brigades serving predominantly rural communities and those brigades serving predominantly urban communities.
- (iii) To enable State Council or State Council Executive to consider specific matters, each District Council is to nominate one of their elected State Council delegates to be the delegate to vote or represent the District Council where required on matters specifically impacting on brigades serving predominantly Urban communities herein referred to as the Urban State Council Delegate, and one of their elected State Council delegates to be the delegate to vote or represent the District Council where required on matters specifically impacting on brigades serving predominantly Rural communities herein referred to as the Rural State Council Delegate.
- (iv) The name of the representatives so elected in clause 8.5(i) shall be forwarded by the District Council Secretary to the CEO of the Association so as to reach him or her prior to the first meeting of the State Council in each financial year. In the event of any vacancy in the representation of a District

Council during the currency of a year the District Council shall appoint a representative to fill the vacancy for the remainder of the term of appointment.

- (v) District Council may appoint a Deputy Representative to attend meetings of the State Council in the absence of their elected representative.
- (vi) A District Council may seek approval from State Council to elect more than two representatives to State Council, in accordance with guidelines and approval criteria approved by the Association Board. State Council will determine whether or not to approve any request for a District Council to elect more than two representatives to State Council.

## 8.6 Powers and Duties of District Councils

The powers and duties of District Councils shall be exercised as directed in writing from time to time by the State Council. The role of District Councils is to:

- (i) Provide a forum for affiliated brigades to express volunteer concerns/views;
- (ii) Help brigades resolve matters of concern at local level;
- (iii) Provide volunteer leadership and represent volunteers at CFA Regional level;
- (iv) Provide a conduit for communication and information flow between the Association Board, State Council and brigades;
- (v) Refer matters that cannot be resolved at local level to the State Council or CEO.

## 8.7 Conflict of Interest

In order to avoid a conflict of interest, the following will apply where a person has been elected to a District Council office, or is a delegate to State Council, and they have a direct or indirect pecuniary interest in any contract or proposed contract with the Association or with the Country Fire Authority (CFA).

- (i) Where an issue or item is to be, or is likely to be considered or discussed at a District Council meeting, a meeting of the State Council, or a committee of State Council, where a conflict of interest, or perceived conflict of interest, is likely to exist, the individual concerned should determine whether a conflict exists and declare that interest.
- (ii) Where a conflict of interest is identified, the individual concerned shall not vote on any resolution relating to the issue or item. The individual can remain in the room during any discussion or participate in any debate or discussion with the approval of the Chairperson of the meeting. Such occurrences shall be minuted.
- (iii) Where a State Council delegate is unable to vote on an issue at a meeting of State Council because of a conflict of interest, then the deputy delegate for the District shall be empowered to vote on the issue.
- (iv) If a District Council President or the VFBV President becomes aware of a real or potential conflict of interest involving one or more District or State Council office bearers, he/she must take whatever steps are necessary to ensure that the conflict of interest is managed in an appropriate manner.

## 9.0 GENERAL MEETINGS OF MEMBERS

### 9.1 Annual General Meeting of Members

The Association in each calendar year shall convene an Annual General Meeting of Members to be held on a date to be determined before 30 October each year.

At least three weeks notice of such meeting shall be given by the CEO to the members of the Association and an Agenda shall be forwarded one week prior to the meeting, to all Members.

### 9.2 Business of Annual General Meeting of Members

The ordinary business of the Annual General Meeting of Members shall be:-

- (i) To confirm the minutes of the preceding Annual General Meeting.
- (ii) To receive and consider a written report from the CEO reviewing the activities of the Association during the preceding financial year.
- (iii) To receive and consider the audited statement of receipts and expenditure, and a balance sheet certified by an independent auditor. The statement shall be in accordance with section 30(3) of the Act as a prescribed Association.
- (iv) To welcome new Association Board Members and to recognise the contribution of retiring Association Board Members.
- (v) To appoint the Association auditors.
- (vi) To consider reports and any recommendations from the committees of the Association.
- (vii) To transact any other business brought forward on written notice received by the CEO not less than two weeks before the Annual General Meeting date.

### 9.3 Special General Meeting of Members

All General Meetings of Members of the Association not being the Annual General Meeting of Members shall be called Special General Meetings of Members. A Special General Meeting of Members may be convened as follows:

- (i) Convened by the Association Board

The Association Board may at any time convene a Special General Meeting of Members. Three weeks notice of such meeting and the business to be transacted at the meeting shall be given by the CEO to Members of the Association. Notice of the meeting shall be given by the CEO to District Council Secretaries and the meeting shall be notified generally to Members via appropriate internal Association communication mechanisms.

- (ii) Convened by Members

The Association Board shall on the requisition in writing of not fewer than 100 Members call a Special General Meeting of Members. The request for a Special General Meeting of Members must be made in writing to the CEO stating the objects of the meeting. Three weeks notice of such meeting and the business to be transacted at the meeting shall be given by the CEO to Members of the Association. Notice of the meeting shall be given by the CEO to District Council Secretaries and

the meeting shall be notified generally to Members via appropriate internal Association communication mechanisms.

#### **9.4 Quorum for General Meetings of Members**

Except as described in Clause 18.1, six (6) Members present in person, shall constitute a quorum for the transaction of the business of an Annual General Meeting or Special General Meeting of Members.

### **10.0 VOTING AT MEETINGS**

#### **10.1 Questions How Determined**

A question arising at any meeting of the Association shall be determined on a show of hands or call of voices and unless before or on a declaration of a show of hands or call of voices a poll is demanded, a declaration by the chairperson of that meeting that a resolution has, on a show of hands or call of voices, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the minutes of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

#### **10.2 Votes**

Other than where specifically covered in these rules, upon any question arising at any meeting of the Association:-

- (i) a delegate member has one vote only;
- (ii) All votes shall be given personally;
- (iii) Decisions shall be made by a majority vote.
- (iv) Notwithstanding clause 4.15 and 6.7, the chairperson of that meeting shall have a deliberative vote and in the case of an equality of votes shall have a casting vote.

#### **10.3 Demanding a Poll**

If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such manner as the chairperson of that meeting may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

A poll that is demanded on the election of the chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the chairperson of that meeting may direct.

### **11.0 SECRET BALLOTS**

#### **11.1 Procedure**

Whenever pursuant to these Rules a meeting is to be held and an election which, if contested, is to be determined by secret ballot, the meeting will appoint the CEO or

other person(s) as agreed by the members present as returning officer and scrutineer.

## 12.0 RULES OF DEBATE

### 12.1 Rules of Debate to be observed

The ordinary rules of debate (Magner, 2001<sup>1</sup>) shall be observed at all meetings of the Association.

## 13.0 SECRETARIAT

### 13.1 Appointment of Employees

The Association Board may at its discretion appoint or remove a Chief Executive Officer (CEO) and approve such other staff and assistants as are required.

The Association Board shall fix the remuneration, terms and conditions for the CEO who shall carry out such duties as the Association Board may from time to time determine. The functions of a Treasurer shall be carried out by the CEO if so directed.

With the approval of the Association Board, the CEO will be responsible for appointing and managing all other paid employees or contractors and fixing their remuneration.

### 13.2 Duties of CEO

The CEO will manage the affairs of the Association and consideration of issues referred to the Association by its members and shall carry into effect the objects and resolutions carried at Association Board meetings.

In addition to the duties outlined in the job description, the CEO shall under normal circumstances attend all meetings of the Association Board and shall cause to be kept all minutes of meetings of the Association Board and State Council and the books of account of the Association, and shall conduct all correspondence and generally carry out the instructions and directions of the VFBV President and Association Board.

The CEO shall manage the income, funds and expenditure of the Association, rendering an audited account to the Annual General Meeting each year and circulating to all financial members and the Registrar of Associations in accordance with the Act;

### 13.3 Custody of Books

The CEO shall keep in custody and under control, all books, documents and securities of the Association.

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<sup>1</sup> Joske's Law and Procedure at Meetings in Australia', 9th edition. Edited by Ellis S Magner. Lawbook Co:2001.

### 13.4 CEO May Not Vote

The CEO or any other employees of the Association may speak at any meetings of the Association but may not vote on any matter before the meeting.

### 13.5 Acting CEO

During any absence of the CEO the Association Board may from time to time appoint an acting CEO.

## 14.0 FUNDS

### 14.1 Banking Account - Expenditure of Funds

The CEO shall be responsible together with the Treasurer for the efficient management of Association Funds at the direction of the Association Board, and:-

- (i) Shall account for all monies received by the Association and make all payments authorised by the Association Board.
- (ii) Shall keep proper books of account for a period of seven (7) years or as long as required by legislation.

The funds of the Association shall be paid into such bank accounts as approved by the Association Board. The Association Board shall determine delegations for expenditure of Association funds and signatories to cheques.

The Association Board may invest for the benefit of the Association any surplus monies which may accrue but no member of the Association Board shall be responsible for any loss that may arise from such investment unless such loss be caused by wilful neglect or default.

### 14.2 Control of Funds

All membership fees and other monies paid to the Association shall be at the disposal and control of the Association Board.

### 14.3 Non Profit Clause

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

### 14.4 Inspection of Books

The accounts and books referred to in sub-clause 13.2 shall be available for inspection by members by appointment at the Association offices.

### 14.5 Source of Funds

The Association will be funded through a combination of membership fees, operating grants, donations and interest paid on investments. The Association may also receive fee for service payments for work specifically undertaken for the furtherance of the Statement of Purpose.



## 15.0 ACCOUNTS AND AUDIT

### 15.1 Financial Year

The Financial Year of the Association shall terminate on the 30th day of June in each year.

### 15.2 Audit

A yearly audit of the accounts of the Association shall be made by an independent auditor who shall be a Certified Practising Accountant or a Member of the Institute of Chartered Accountants of Australia and shall be elected each year at the Annual General Meeting.

### 15.3 Auditor's Duties

The auditor shall examine all books, vouchers, documents and securities of the Association and shall make a report thereon which shall be submitted together with the statement of receipts and expenditure and balance sheet to the Annual General Meeting by the CEO or appointed Treasurer.

## 16.0 BY-LAWS AND ORDERS

### 16.1 Making of By-Laws and Orders

The Association Board may from time to time make, repeal and amend by-laws and issue orders consistent with existing Rules as may appear to them to be conducive to the good management and effective working of the Association.

All by-laws and orders shall be passed by a minimum of three quarters of the Association Board.

### 16.2 By-Laws and Orders Binding

All By-Laws and orders shall be binding on all members and officers of the Association.

## 17.0 VOLUNTEER WELFARE FUND

### 17.1 Volunteer Welfare Fund

The Association may establish, operate and actively manage a welfare fund for the purpose of supporting CFA volunteers in times of personal financial hardship/crisis.

## 18.0 ALTERATION OF RULES / STATEMENT OF PURPOSES

### 18.1 Procedure

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

(i) At least thirty (30) days written notice of a special resolution to alter or add to the Rules or Statement of Purposes shall be given to all financial Members prior to any General Meeting of Members called to consider such special resolution.

(ii) At least thirty (30) days written notice of a special resolution to alter or add to the Rules or Statement of Purposes shall be given to all District Councils to enable such resolution to be discussed prior to any General Meeting of Members called to consider such special resolution.

(iii) Changes to these rules require support from 75% of Members present in person at a General Meeting of Members called to consider a special resolution to alter or add to the Rules or Statement of Purposes.

(iv) Thirty (30) Members personally present shall constitute a quorum for a General Meeting of Members called to consider to a special resolution to alter or add to the Rules or Statement of Purposes

## 19.0 PUBLIC OFFICER

### 19.1 Appointment of Chief Executive Officer

The CEO of the Association shall be appointed the Public Officer of the Association.

## 20.0 COMMON SEAL

### 20.1 Custody

The Common Seal of the Association shall be kept in the custody of the CEO.

### 20.2 Affixing of Common Seal

The Common Seal shall not be affixed to any instrument except by the authority of the Association Board and the affixing of the Common Seal shall be attested by the signatures of two members of the Association Board and the Public Officer of the Association.

## 21.0 DISPUTE AND MEDIATION

- (i) The grievance procedure set out in this rule applies to the disputes under these Rules between:
  - a. a member and another member; or
  - b. a member and Association
- (ii) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (iii) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (iv) The mediator must be
  - a. a person chosen by agreement between the parties; or
  - b. in the absence of agreement
    - i. in the case of a dispute between a member and another member, a person appointed by the VFBV President; or
    - ii. in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice)
- (v) A member of Association or a CFA volunteer can be a mediator.
- (vi) The mediator cannot be a member who is a party to the dispute.
- (vii) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (viii) The mediator, in conducting the mediation, must
  - a. give the parties to the mediation process every opportunity to be heard; and
  - b. allow due consideration by all parties of any written statement submitted by a party; and
  - c. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (ix) The mediator must not determine the dispute.
- (x) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act, otherwise at law.

## 22.0 DISPOSAL OF ASSETS

### 22.1 Dissolution Clause

In the event of the organisation being wound up, any surplus assets remaining after the payment of the organisation's liabilities shall be transferred to another organisation in Australia which is a public benevolent institution, to which deductible gifts can be made, for the purposes of any Commonwealth taxation Act.

## Volunteer Fire Brigades Victoria

(Registered Number: A0043424H)

### Statement of Purpose

The purposes of the VFBV are:-

1. To function as a non-profit association whose Members comprise Volunteer Fire Brigades registered by the Country Fire Authority under the Country Fire Authority Act (1958) and its Regulations.
2. To liaise and consult on the operation of the "Volunteer Charter" in the interests of CFA volunteers about all matters which might reasonably be expected to affect them. The Volunteer Charter is an agreed tripartite commitment between the State of Victoria, the CFA, and CFA Volunteers, committing the State of Victoria and the CFA to consultation with volunteers about all matters which might reasonably be expected to affect volunteers. VFBV represents its Members and CFA Volunteers in that consultation process.
3. To assist in maintaining high morale, ongoing health and welfare of CFA volunteer members and their families
4. Support CFA volunteers experiencing personal financial hardship/crisis by providing small welfare grants that may assist in alleviating stresses impacting on the individual's ability to maintain their involvement as a volunteer.
5. Preserve and strengthen CFA's community and volunteer based foundations by enabling members of CFA brigades to consider and bring to the notice of CFA all matters affecting their welfare and efficiency (other than questions of discipline and promotion).
6. To promote to CFA volunteers the comprehensive support services available to them including but not limited to: legal assistance, OH&S, equity and diversity, counselling and welfare, training, employment support and compensation for accidents, injuries and illness.
7. To develop awareness, respect and support for CFA volunteers and their fundamental and pivotal role in the CFA as a community based, volunteer based fire and emergency service for the people of Victoria.
8. To take any other action as determined by the Association Board consistent with these purposes.

Adopted at meeting on 4<sup>th</sup> October 2008

Adopted 4 October 2008, and amended at Special Meeting 11 April 2010, AGM 17 September 2011 and AGM 16 September 2012.  
Signed by ASSOCIATION President as an approved document

  
ASSOCIATION President

5/10/12  
Date