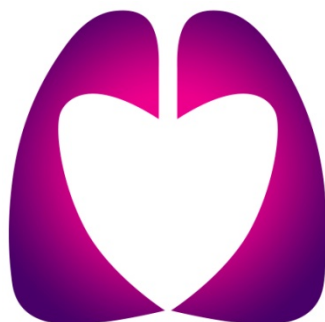


The Constitution of the
HEART AND LUNG TRANSPLANT TRUST (VICTORIA) INC.



A0037327C

Incorporated under the Victorian Associations Incorporation Act of 1981

ABN 68 585 966 022

STATEMENT OF PURPOSES
AND RULES



HEART AND LUNG TRANSPLANT TRUST (VICTORIA) INC.
A0037327C
ABN 68 585 966 022
PO BOX 25036 MELBOURNE VIC 3004

STATEMENT OF PURPOSES

OBJECTS OF THE ASSOCIATION

1. The name of the incorporated association is Heart and Lung Transplant Trust (Victoria) Incorporated.
2. The objects for which the Association is established and maintained are to:
 - (a) increase public awareness of the need for organ donation;
 - (b) promote the recognition and acknowledgment of the donor and donor family;
 - (c) raise funds and accept donations as appropriate for the transplant clinics at The Alfred;
 - (d) provide general assistance (including accommodation, equipment and related services or financial assistance with any such matters), peer support and encouragement for all pre and post heart and lung transplant patients, their families and/or their carers;
 - (e) provide relevant information to the public and encourage healthy lifestyle choices to ensure the maintenance of optimal physical health;
 - (f) inform the public about the prevention of diseases that may result in organ transplantation;
 - (g) engender fraternal feeling amongst pre and post heart and lung transplant patients and their families through social activities;
 - (h) communicate to members and other interested parties through a periodic newsletter;
 - (i) consider and deal with all matters submitted to the Association by any member;
 - (j) represent the interests of its members in any appropriate forum;
 - (k) foster links with other bodies with similar interests in the pursuit of these objects;
 - (l) procure the provision of (on its own or in conjunction with other bodies) accommodation and associated goods and services primarily to pre and post heart and lung transplant patients and their families and/or carers, and also to other patients of The Alfred Hospital, Melbourne and/or their families and/or carers; and
 - (m) undertake to do all things which are necessary, incidental or conducive to the advancement of these objects.



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STATEMENT OF PURPOSES

POWERS OF THE ASSOCIATION

Solely for the purpose of furthering the objects set out above and (except to the extent of any inconsistency), the powers of the Association shall be all powers to enable it to achieve its objects, including without limitation, to:

- (a) correspond with bodies or individuals in Australia on any matter to do with the objects of the Association;
- (b) print newsletters, notices, leaflets and communicate through any electronic means that the Association may think desirable for the promotion of its objects;
- (c) raise money by any lawful means and to conduct fundraising activities, to solicit, receive subscriptions, donations, gifts and bequests from individuals, associations, societies, companies, corporations or other bodies, generally or for the purpose of any specific object;
- (d) apply the assets and income of the Association solely in furtherance of its objects in this Statement of Purposes, and distribute no portion to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association;
- (e) pay or reimburse any legitimate out of pocket expenses incurred by a member on behalf of the Association which have been properly authorised or requested by the committee;
- (f) contract or otherwise cooperate and work with other bodies to provide goods and services (including accommodation) in pursuing its objects in this Statement of Purposes; and
- (g) generally do all such acts and things as are incidental, conductive or subsidiary to all or any of the objects of the Association.



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RULES FOR THE HEART & LUNG TRANSPLANT TRUST (VICTORIA) INCORPORATED

1. *Name*

The name of the incorporated association is “Heart and Lung Transplant Trust (Victoria) Incorporated” (in these Rules called “the Association”).

2. *Definitions*

(1) In these Rules, unless the contrary intention appear—

“**Act**” means the **Associations Incorporation Reform Act 2012**;

“**committee**” means the committee of management of the Association;

“**financial year**” means the 12 month period ending on 30 June;

“**general meeting**” means a general meeting of members convened in accordance with Rule 12;

“**member**” means a member of the Association;

“**Membership Officer**” means:

(a) if a person holds office under these Rules as Membership Officer of the Association—that person; and

(b) in any other case, the Secretary;

“**ordinary member of the committee**” means a member of the committee who is not an officer of the Association under Rule 21;

“**Registrar**” has the same meaning as in the Act;

“**regulations**” means regulations under the Act; and

“**relevant documents**” has the same meaning as in the Act.

(2) In these Rules, a reference to the Secretary of an Association is a reference—

(a) if a person holds office under these Rules as Secretary of the Association—to that person; and

(b) in any other case, to the public officer of the Association.

3. *Alteration of the rules*

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



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4. *Membership, joining fees and annual subscription fees*

- (1) A person who applies and is approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the joining fee payable (if any) under these Rules.
- (2) A person who is not a member of the Association at the time of the incorporation of the Association (or who was a member at that time but has ceased to be a member) must not be admitted to membership unless—
 - (a) he or she applies for membership in accordance with sub-rule (3); and
 - (b) the admission as a member is approved by the committee.
- (3) An application of a person for membership of the Association must—
 - (a) be made in writing in the form set out in Appendix 1, or in another form as otherwise approved by the committee; and
 - (b) be lodged with the Membership Officer of the Association.
- (4) As soon as practicable after the receipt of an application, the Membership Officer must refer the application to the committee.
- (5) The committee must determine whether to approve or reject the application.
- (6) If the committee approves an application for membership, the Membership Officer must, as soon as practicable—
 - (a) notify the applicant in writing of the approval for membership; and
 - (b) request payment within 28 days after receipt of the notification of the sum payable under these Rules as the joining fee (if any). The annual subscription fee for the financial year in which a member joins is waived.
- (7) The Membership Officer must, within 28 days after:
 - (a) notifying the applicant under rule 4(6)(a), in the case an applicant whose joining fee is waived; or
 - (b) the receipt of the joining fee, in the case of all other applicants, enter the applicant's name in the register of members.
- (8) An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register of members.



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- (9) If the committee rejects an application, the Membership Officer must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- (10) A right, privilege, or obligation of a person by reason of membership of the Association—
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.
- (11) Subject to rules 4(14) and 4(15), the joining fee is the relevant amount set out in Appendix 4, or as otherwise set by the committee from time to time.
- (12) Subject to rules 4(14) and 4(15), the annual subscription fee for each financial year is the relevant amount set out in Appendix 4, or as otherwise set by the committee from time to time, and is payable in advance on or before 1 July in each financial year.
- (13) If the committee determines in its absolute discretion that a person has provided exceptional service to the Association over a lengthy period, the committee may decide to invite that person to become a life member, whether they are an existing member or not. If that person accepts the invitation to become a life member all joining fees, if applicable, and future annual subscription fees are waived for that member. Such a person will be deemed a life member in the register of members and have all the rights and obligations of membership.
- (14) The committee may waive in its discretion the joining fee and/or the annual subscription fee for a member or applicant (or classes of members or applicants).
- (15) In addition to rule 4(13), the committee may offer and accept applications from persons for life membership. The terms of such membership, including the joining fee and annual subscription fee payable (if any), may be determined by the committee from time to time in its discretion.

5. *Register of members*

- (1) The Membership Officer must keep and maintain a register of members which—
 - (a) contains the name and address details of each member;



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- (b) contains the date on which each member's name was entered in the register;
 - (c) notes whether the member is pre-transplant, a transplant recipient or a carer of a transplant patient (if the member provides this information); and
 - (d) notes whether the member is a life member.
- (2) The register is available for inspection free of charge by any member upon request.
 - (3) A member may make a copy of entries in the register.

6. *Ceasing membership*

- (1) A member of the Association who has paid all moneys due and payable by them to the Association may resign from the Association by giving one month's notice in writing to the Membership Officer of his or her intention to resign.
- (2) After the expiry of the period referred to in sub-rule (1) the member ceases to be a member.
- (3) Within 14 days of a member ceasing to be a member under sub-rule (2)-
 - (a) the Membership Officer must record in the register of members that the person has ceased to be a member and the date on which the member ceased to be a member; and
 - (b) any information other than the name and date the member ceased to be a member of the Association must be removed from the record.

7. *Discipline, suspension and expulsion of members*

- (1) Subject to these Rules, if the committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the committee may by resolution—
 - (a) fine that member an amount not exceeding \$500.00; or
 - (b) suspend that member from membership of the Association for a specified period; or
 - (c) expel that member from the Association.



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- (2) A resolution of the committee under sub-rule (1) does not take effect unless—
 - (a) at a meeting held in accordance with sub-rule (3), the committee confirms the resolution; and
 - (b) if the member exercises a right of appeal to the Association under this rule 7, the Association confirms the resolution in accordance with this rule.
- (3) A meeting of the committee to confirm or revoke a resolution passed under sub-rule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule (4).
- (4) For the purposes of giving notice in accordance with sub-rule (3), the Secretary must, as soon as practicable, cause to be given to the member a written notice—
 - (a) setting out the resolution of the committee and the grounds on which it is based; and
 - (b) stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that he or she may do one or both of the following—
 - (i) attend that meeting;
 - (ii) give to the committee before the date of that meeting a written statement seeking the revocation of the resolution; and
 - (e) informing the member that, if at that meeting, the committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (5) At a meeting of the committee to confirm or revoke a resolution passed under sub-rule (1), the committee must—
 - (a) give the member, or his or her representative, an opportunity to be heard; and



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- (b) give due consideration to any written statement submitted by the member; and
 - (c) determine by resolution whether to confirm or to revoke the resolution.
- (6) If at the meeting of the committee, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (7) If the Secretary receives a notice under sub-rule (6), he or she must notify the committee and the committee must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- (8) At a general meeting of the Association convened under sub-rule (7)—
- (a) no business other than the question of the appeal may be conducted; and
 - (b) the committee 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, 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.
- (9) A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.
- (10) Any disciplinary procedure conducted under this section must be completed as soon as is reasonably practical.

8. *Disputes and mediation*

- (1) The grievance procedure set out in this rule applies to disputes under these Rules between—
 - (a) a member and another member; or
 - (b) a member and the Association.
- (2) A member may appoint any person to act on their behalf throughout the grievance procedure.



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- (3) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 28 days after the dispute comes to the attention of all of the parties.
- (4) If the parties are unable to resolve the dispute at the meeting described in rule 8(2), or if a party fails to attend that meeting, then the parties must, within 14 days, hold a meeting in the presence of a mediator.
- (5) The mediator must be—
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
 - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (6) A member of the Association can be a mediator.
- (7) The mediator cannot be a member who is a party to the dispute.
- (8) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (9) The mediator, in conducting the mediation, must—
 - (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (10) The mediator must not determine the dispute.
- (11) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.
- (12) Unless the parties to the dispute agree otherwise, the parties will share the costs of the mediator equally.



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9. *Annual general meetings*

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

10. *Special general meetings*

- (1) In addition to the annual general meeting, any other general meetings may be held in the same year.
- (2) All general meetings other than the annual general meeting are special general meetings.
- (3) The committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (4) If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.
- (5) The committee must, on the request in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the Association.
- (6) The request for a special general meeting must—
 - (a) state the objects of the meeting; and
 - (b) be signed by the members requesting the meeting; and
 - (c) be sent to the address of the Association, marked to the attention of the Secretary.



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- (7) If the committee does not cause a special general meeting to be held within one month after the date on which the request is received by the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (8) If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the committee and all reasonable expenses incurred in convening the special general meeting must be reimbursed by the Association to the persons incurring the expenses.

11. *Special business*

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

12. *Notice of general meetings*

- (1) The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting, attaching the Form of Appointment of Proxy (set out in Appendix 3).
- (2) Notice may be sent—
 - (a) by prepaid post to the address appearing in the register of members; or
 - (b) if the member requests, by facsimile transmission or other electronic transmission.
- (3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- (4) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.



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13. *Quorum at general meetings*

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

14. *Presiding at general meetings*

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

15. *Adjournment of meetings*

- (1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with Rule 12.
- (4) Except as provided in sub-rule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.



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16. *Voting at general meetings*

- (1) Upon any question arising at a general meeting of the Association, a member has one vote only.
- (2) All votes must be given personally or by proxy.
- (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid, other than the amount of the annual subscription fee payable in respect of the current financial year.

17. *Poll at general meetings*

- (1) If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

18. *Manner of determining whether resolution carried*

If a question arising at a general meeting of the Association is determined on a show of hands—

- (1) a declaration by the Chairperson that a resolution has been—
 - (i) carried; or
 - (ii) carried unanimously; or
 - (iii) carried by a particular majority; or
 - (iv) lost; and
- (2) an entry to that effect in the minute book of the Association—

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



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19. Proxies

- (1) Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting, or handed to the Secretary by the time of the meeting, in respect of which the proxy is appointed.
- (2) The notice appointing the proxy must be—
 - (a) for a meeting of the Association convened under Rule 7(7), in the form set out in Appendix 2; or
 - (b) in any other case, in the form set out in Appendix 3.

20. Committee of management

- (1) The affairs of the Association shall be managed by the committee of management.
- (2) The committee—
 - (a) shall control and manage the business and affairs of the Association; and
 - (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
 - (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Association.
- (3) Subject to section 23 of the Act, the committee shall consist of—
 - (a) the officers of the Association; and
 - (b) at least one, and not more than five, ordinary members—
each of whom shall be elected at the annual general meeting of the Association in each year.



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21. *Office holders*

- (1) The officers of the Association shall be—
 - (a) a President;
 - (b) a Vice-President;
 - (c) a Treasurer;
 - (d) a Membership Officer;
 - (e) a Secretary.
- (2) The provisions of Rule 23, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in sub-rule (1).
- (3) Each officer of the Association shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.
- (4) In the event of a casual vacancy in any office referred to in sub-rule (1), the committee may appoint a member to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment. Where the vacancy is in the office of the Secretary, the committee must appoint a member within 14 days.

22. *Ordinary members of the committee*

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

23. *Election of officers and ordinary committee members*

- (1) Nominations of candidates for election as officers of the Association or as ordinary members of the committee must be—
 - (a) made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and



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- (b) delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.
- (2) A candidate may only be nominated for one office, or as an ordinary member of the committee, prior to the annual general meeting.
- (3) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (5) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (6) The ballot for the election of officers and ordinary members of the committee must be conducted at the annual general meeting in such manner as the committee may direct.
- (7) Upon the appointment of the Secretary described in Rule 21(1)(e), the Secretary must give written notice to the Registrar of his or her appointment.

24. Vacancies

The office of an officer of the Association, or of an ordinary member of the committee, becomes vacant if the officer or member—

- (1) ceases to be a member of the Association; or
- (2) dies; or
- (3) becomes an insolvent under administration within the meaning of the Corporations Law; or
- (4) resigns from office by notice in writing given to the Secretary; or
- (5) is removed from office by special resolution; or
- (6) in the case of the Secretary of the Association – the Secretary ceases to reside in Australia.



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25. *Meetings of the committee*

- (1) The committee must meet at least 3 times in each year at such place and such times as the committee may determine.
- (2) Special meetings of the committee may be convened by the President or by any 4 members of the committee.

26. *Notice of committee meetings*

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

27. *Quorum for committee meetings*

- (1) Any 4 members of the committee, at least one of whom must be an officer of the Association, constitute a quorum for the conduct of the business of a meeting of the committee.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present—
 - (i) in the case of a special meeting—the meeting lapses;
 - (ii) in any other case—the meeting shall stand adjourned to the same place and the same time and day in the following week.
- (4) The committee may act notwithstanding any vacancy on the committee.

28. *Presiding at committee meetings*

At meetings of the committee—

- (1) the President or, in the President's absence, the Vice-President presides;
or
- (2) if the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.



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29. *Voting at committee meetings*

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

30. *Removal of committee member*

- (1) The Association in general meeting may, by resolution, remove any member of the committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- (2) A member who is the subject of a proposed resolution referred to in sub-rule (1) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (3) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

31. *Minutes of meetings*

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

32. *Funds*

- (1) The Treasurer of the Association must—
 - (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
 - (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.



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- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two officers of the Association.
- (3) The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the committee determines.

33. *Seal*

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

34. *Notice to members*

Except for the requirement in Rule 12, any notice that is required to be given to a member, by or on behalf of the Association, under these Rules may be given by—

- (1) delivering the notice to the member personally; or
- (2) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
- (3) facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
- (4) electronic transmission, if the member has requested that the notice be given to him or her in this manner.

35. *Winding up*

In the event of the winding up or the cancellation of the incorporation of the Association or endorsement as a deductible gift recipient is revoked, and after all debts and liabilities have been taken care of, and costs of winding up have been paid, the surplus assets are to be transferred to a fund, authority or institution in Australia which has similar objects and to which income tax deductible gifts for the purposes of any Commonwealth Taxation Act can be made.



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36. *Custody and inspection of books and records*

- (1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents, minutes of meetings and securities of the Association.
- (2) All accounts, books, securities, minutes of general meetings, minutes of committee meetings and any other relevant documents of the Association must be available for inspection at a reasonable time free of charge by any member upon request.
- (3) If a member makes a written request for the rules of the association or minutes of general meeting the association must provide that member with a copy of the requested document within 14 days.
- (4) A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

37. *Financial records and reporting*

- (1) The Association must keep financial records that:
 - (a) correctly record and explain its transactions and financial position and performance; and
 - (b) would enable true and fair financial statements to be prepared in accordance with sub-rule (2).
- (2) As soon as is practicable after the end of each financial year, the committee must cause financial statements for that year to be prepared:
 - (a) giving a true and fair view of the financial position and performance of the association during and at the end of its last financial year; and
 - (b) dealing with any matters prescribed by the regulations.
- (3) The Secretary must determine for each financial year whether the Association falls within Tier 1 or Tier 2 for the purposes of the Associations Incorporation Reform Act 2012 and ensure those financial statements are reviewed accordingly, including having regard to sub-rules (4) and (5) below.
- (4) If the Association is a Tier 1 association for the financial year in question, the financial statements must be reviewed by a person referred to in sub-rule (5)(a) and (b) before being submitted to the annual general meeting if:



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- (a) at a general meeting a majority of the members present at the meeting vote to do so; or
 - (b) the Association is directed by the Registrar in writing to do so.
- (5) If the Association is a Tier 2 association for the financial year in question, the financial statements must be reviewed before being submitted to the annual general meeting:
- (a) by an independent person who is a member of and holds a current practising certificate from:
 - i. CPA Australia; or
 - ii. the Institute of Chartered Accountants in Australia; or
 - iii. the Institute of Public Accountants; or
 - (b) is approved by the Registrar.
- (6) At the first annual general meeting following the end of a financial year the committee must submit to the members the financial statements for that year.
- (7) At the conclusion of the annual meeting referred to in sub-rule (6), a member of the committee must certify, in the approved form, that the committee member attended the annual general meeting and the financial statements were submitted to members.
- (8) The Secretary must lodge the financial statements and the certificate referred to in sub-rule (6) with the Registrar within one month of the annual general meeting in which the financial statements were submitted to the members.

38. *Dealing with the Commissioner of Taxation*

- (1) If requested by the Commissioner of Taxation, the Association must give to the Commissioner of Taxation any information or document relevant to the Association's entitlement to endorsement as a deductible gift recipient.
- (2) Before, or as soon as reasonably practicable after, the Association ceases to be entitled to be endorsed as a deductible gift recipient, it must give notice to the Commissioner of Taxation written notice of the cessation.



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APPENDIX 1
MEMBERSHIP FORM

Name
Partners Name (if applicable)
Address
..... Postcode
Telephone Mobile
Email address Date of Birth.....

New Member I wish to become a member of the Trust []

OR

Existing Member I wish to renew my membership of the Trust []

RECIPIENT (Please complete information re Transplant Type, Operation, Month and Year)

LUNG month [] year [] HEART month [] year []

HEART & LUNG month [] year []

OTHER – Please Specify month [] year []

**Are you happy for this information to be included in ‘The Circulator’ newsletter*

‘Transplant Anniversary’ each year Yes [] No []

OR

PRE TRANSPLANT (Waiting List)

OR

CARER/OTHER/Supporter (Please specify)

.....**Are you happy to receive ‘The Circulator’ newsletter in electronic rather than printed form*

Yes [] No []

Signature **Date**.....

Membership for Pre Transplant patients is free. For all other persons a joining fee of \$10 and an annual fee of \$10 applies. The annual fee for the financial year in which a member joins is waived. An invoice for membership will be forwarded with the June edition of The Circulator each year. Prompt payment on receipt of a membership invoice is appreciated and we are grateful for any donation. Donations over \$2 are tax deductible.¹

Please return this form to:

Membership Officer
Heart & Lung Transplant Trust (Victoria) Inc.
PO Box 25036
MELBOURNE Vic 3004

Members may also join online and pay membership and any donation via direct debit.

Please visit <http://www.hlty.org.au/> and follow the ‘Membership’ links.

For enquiries:

Email membershipofficer@hlty.org.au

¹ The committee may review this policy/procedure from time to time in accordance with the Rules.



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APPENDIX 2

FORM OF APPOINTMENT OF PROXY FOR MEETING OF ASSOCIATION CONVENED
UNDER RULE 7(7)

I,

(name)

of

(address)

being a member of the Heart and Lung Transplant Trust (Victoria) Inc

appoint

(name of proxy holder)

of

(address of proxy holder)

being a member of that Incorporated Association, as my proxy to vote on my behalf at the
meeting to be held on—

(date of meeting)

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following
resolution: [*insert details of resolution passed under Rule 7(1)*]

Signed

Date



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APPENDIX 3

FORM OF APPOINTMENT OF PROXY

I,

(name)

of

(address)

being a member of the Heart and Lung Transplant Trust (Victoria) Inc

appoint

(name of proxy holder)

of

(address of proxy holder)

being a member of that Incorporated Association, as my proxy to vote on my behalf at the
*annual/*special general meeting of the Association to be held on—

(date of meeting)

and at any adjournment of that meeting.

My proxy is authorised to vote *in favour of/*against the following resolution: [*insert details of resolution*]

Signed

Date

*Delete if not applicable



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APPENDIX 4

SCHEDULE OF FEES

Unless waived or otherwise amended by the committee, the Schedule of Fees for Full Members as at 1 December 2011 is shown in the following table:

<i>Fee</i>	<i>Amount</i>
Joining fee	\$10
Annual subscription fee	\$10