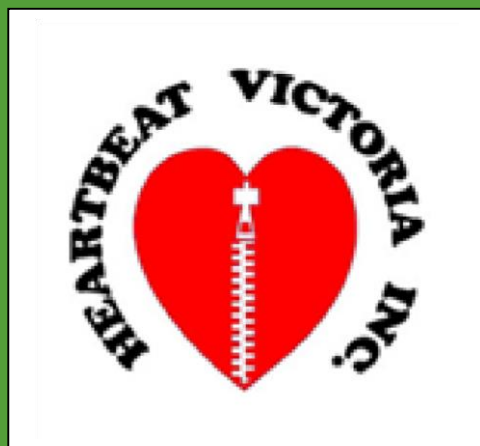


HEARTBEAT VICTORIA BENDIGO INC. RULES OF ASSOCIATION



Derived from
Model Rules 2012
THE ASSOCIATIONS INCORPORATIONS REFORM ACT (2012)
(Effected from 26th November 2012)
Constitution of Heartbeat Victoria Bendigo Inc 1988

AMENDMENTS APPROVED AT A SPECIAL MEETING

16 SEPTEMBER 2018

Table of Contents

Part 1	PRELIMINARY.....	5
1.	Name	5
2.	Vision, Purposes (Mission) and Objectives.....	5
4.	Definitions.....	6
5.	Powers of Association.....	7
PART 3	MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES.....	8
	Division 1—Membership.....	8
7.	Minimum number of members	8
8.	Who is eligible to be a member.....	8
9.	Category of membership	8
10.	Application for membership.....	8
11.	Not Used.	9
13.	Membership levy and fees	9
14.	General rights and liabilities of members.....	9
16.	Honorary Life Membership.....	10
19.	Register of members	11
20.	Grounds for taking disciplinary action.....	12
	Division 3—Grievance procedure	13
21.	Grievance procedure	13
	PART 4—GENERAL MEETINGS OF THE ASSOCIATION.....	13
22.	Holding and Calling Annual General Meetings.....	13
24.	Special general meetings.....	14
26.	Notice of general meetings	14
33.	Special resolutions.....	17
35.	Minutes of general meeting	18
	Division 1—Powers of the Committee	18
36.	Role, powers and duties of the Committee of Management.....	18
37.	Composition of the Committee	19
	Division 3—Election of Committee members and tenure of office.....	22
39.	Who is eligible to be a Committee of Management member.....	22
40.	Positions to be declared vacant.....	22
41.	Nominations	22
42.	Election of Nominated Positions	22

43.	Election of committee members	23
44.	Ballot.....	23
46.	Vacation of office.....	24
47.	Filling casual vacancies	24
48.	Meetings of the Committee	25
49.	Notice of meetings.....	25
51.	Procedure and order of business.....	25
52.	Quorum.....	25
53.	Voting.....	26
54.	Conflict of interest.....	26
56.	Leave of absence	26
PART 6—FINANCIAL MATTERS.....		27
7.	Source of funds.....	27
60.	Financial statements.....	28
PART 7 —GENERAL MATTERS		28
61.	Common seal	28
62.	Registered address	28
63.	Notice requirements.....	28
64.	Custody and inspection of books and records	29
65.	Winding up and cancellation	29

Version Control

Part 1 PRELIMINARY

1. Name

The name of the Association is **HEARTBEAT VICTORIA BENDIGO INC**

1.1 Association Structure

Heartbeat Victoria Bendigo Inc is a charitable institution.

The Committee of Management of **Heartbeat Victoria Bendigo Inc** controls and manages the business and affairs of **Heartbeat Victoria Bendigo Inc** in accordance with The Act and these Rules.

Heartbeat Victoria Bendigo Inc is an Affiliate of **Heartbeat Victoria Council Inc** and operates under its organisational structure. **Heartbeat Victoria Council Inc** is a charitable institution and is endorsed as a deductible gift recipient.

2. Vision, Purposes (Mission) and Objectives

2.1 Vision

To be an excellent and well recognised peer support organisation which assists in improving the emotional, social, and physical wellbeing of people living with heart disease or a heart condition.

2.2 Purpose (Mission)

To advise and promote associated support groups in conducting peer support activities for people living with heart disease or a heart condition, to ensure they have a better understanding of the impact of their heart condition, to advise how they might seek ongoing services and support in their local area and how to raise funds to improve cardiac services.

2.3 Objectives

The objectives of Heartbeat Victoria Bendigo Inc shall be:

- 2.3.1 To provide a network that supports cardiac rehabilitation and promotes maintenance of wellbeing for people who have a heart condition or have had cardiac intervention, and their families and carers, which:
- a) encourages help seeking behaviours, build capability and empower individuals through raising awareness, providing information and support
 - b) provides opportunities for friendship and peer support enabling people to:
 - I. be reassured
 - II. share their story and experiences
 - III. participate in social, education and exercise meetings and activities
- 2.3.2 To promote, assist and support community education and health promotion programs that enhance awareness of heart disease and the facilities and services available in the Victorian community.

- 2.3.3 To assist or co-operate with heart researchers in appropriate research programs which foster the advancement of knowledge on the prevention, treatment and rehabilitation of heart disease with member's informed consent.
- 2.3.4 To promote and assist cardiac units, emergency care, cardiac rehabilitation and cardiac related health services in Victoria in a voluntary capacity by accepting, attracting, investing and using any bequest, legacy or gift, funds provided by other foundations, trusts or funding bodies, or fundraising income after the deduction of appropriate administration costs, to:
 - a) provide medical equipment
 - b) enhance the delivery of care
- 2.3.5 To do all the things which the Committee of Management of **Heartbeat Victoria Bendigo Inc** may think necessary or desirable to promote the purposes of **Heartbeat Victoria Bendigo Inc** for the benefits of its members.
- 2.3.6 To undertake any other activity that remains consistent with the above.

3. Financial Year

The financial year of **Heartbeat Victoria Bendigo Inc** is each period of 12 months ending on 30 June

4. Definitions

- 4.1 **Annual general meeting:** means the annual meeting of **Heartbeat Victoria Bendigo Inc**
- 4.2 **Committee of Management means:** only members elected to the Committee of Management of **Heartbeat Victoria Bendigo Inc**
- 4.3 **The Committee means:** the committee who have management of the business of **Heartbeat Victoria Bendigo Inc**
- 4.4 **Committee member means:** a member of the Committee elected or appointed in accordance with the Rules
- 4.5 **Committee meetings means:** the regular meetings of the Committee of Management
- 4.6 **The Executive means:** the office bearers of the Committee of Management
- 4.7 **Affiliate means:** a separate legal entity (incorporated) which is approved for membership of **Heartbeat Victoria Council Inc** pursuant to PART 3 MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES and which is permitted to use the word "Heartbeat" in its name.
- 4.8 **Branch means:** an un-incorporated group of people who are approved to operate a Branch of **Heartbeat Victoria Council Inc** pursuant to PART 3 MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES and who are permitted to use the word "Heartbeat" as part of the Branch name. For the purposes of these rules, a Branch is deemed to be a separate entity.
- 4.9 **General Meetings means:** the regular meetings of **Heartbeat Victoria Bendigo Inc**

- 4.10 **Heart condition:** means cardiac event including surgery or other cardiac intervention and cardiac disease in all forms.
- 4.11 **Honorary Life Member:** Means a member, so rewarded in accordance with the Rules
- 4.12 **Member:** means a Registered member of **Heartbeat Victoria Bendigo Inc** who has paid the joining fee or membership fee if any
- 4.13 **Related persons:** means members related by blood, marriage, in a domestic relationship, or business partnership
- 4.14 **Membership fee:** means the annual fee set by a **Heartbeat Victoria Bendigo Inc** and charged to individual members
- 4.15 **Membership Levy:** means the annual fee set by **Heartbeat Victoria Council Inc** payable by **Heartbeat Victoria Bendigo Inc** and based on the number of members registered at 30 June of the year in which the levy is set.
- 4.16 **Proxy:** the authority to represent someone else, especially in voting.
- 4.17 **Special General Meeting:** means a meeting of all members called to review special resolutions
- 4.18 **Special resolution:** Means a resolution that requires not less than 75% of the members present at a Special General Meeting or Annual General Member to vote in favour of the resolution
- 4.19 **The Act means:** The Association Incorporation Reform Act 2012 (Vic) and includes any regulations made under that Act
- 4.20 **The Registrar:** means the Registrar of Incorporated Associations

PART 2—POWERS OF ASSOCIATION

5. Powers of Association

- 5.1 Subject to the Act, **Heartbeat Victoria Bendigo Inc** has power to do all things incidental or conducive to achieve its purposes.
- 5.2 Without limiting Rule 5.1, **Heartbeat Victoria Bendigo Inc** may:
- a) acquire, hold and dispose of real or personal property
 - b) open and operate accounts with financial institutions
 - c) invest its money in any security in which trust monies may lawfully be invested
 - d) raise and borrow money on any terms and in any manner as it thinks fit
 - e) secure the repayment of money raised or borrowed, or the payment of a debt or liability
 - f) hire and employ staff or any other person and to pay them and other persons in return for services rendered to **Heartbeat Victoria Bendigo Inc** by way of salaries and gratuities
 - g) appoint agents to transact business on its behalf

h) enter into any other contract it considers necessary or desirable.

5.3 **Heartbeat Victoria Bendigo Inc** may only exercise its powers and use its income and assets (including any surplus) for its vision, purposes (mission) and objects

6. Not for profit organisation

6.1 **Heartbeat Victoria Bendigo Inc** must not distribute any surplus, income or assets directly or indirectly to its members.

6.2 Rule 6.1 does not prevent **Heartbeat Victoria Bendigo Inc** from paying a member:

- a) reimbursement for expenses properly incurred by the member; or
- b) for goods or services provided by the member - if this is done in good faith on terms no more favourable than if the member was not a member.

PART 3 MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7. Minimum number of members

Heartbeat Victoria Bendigo Inc must have at least 5 members.

8. Who is eligible to be a member

8.1 Any person or organisation that supports the vision, purposes (mission) and objectives of **Heartbeat Victoria Bendigo Inc** is eligible for membership provided that the membership application is approved by:

- a) the Committee of Management in relation to an organisation
- b) the Committee of Management in relation to a person.

9. Category of membership

9.1 There are 2 categories of membership

- a) Registered member
- b) Honorary Life member

9.2 The Committee of Management may determine other categories of membership from time to time.

10. Application for membership

10.1 To apply to become a member of **Heartbeat Victoria Bendigo Inc**,

- a) An organisation must submit a written application to the Committee of Management
- b) a person must submit a written membership application to the Committee of Management of **Heartbeat Victoria Bendigo Inc**

10.2 A written membership application must state that the organisation or person:

- a) wishes to become a member of **Heartbeat Victoria Bendigo Inc**; and
- b) supports the purposes of **Heartbeat Victoria Bendigo Inc**; and

c) agrees to comply with these Rules.

10.3 The application:

a) must be signed

I. for an organisation by 2 representatives

II. for a person by the applicant ; and

b) may be accompanied by the joining fee if any.

11. Not Used.

12. New membership

12.1 If an application for membership is received with payment —

a) the Secretary of the Committee of Management must, as soon as practicable, enter the member class, organisation or affiliation, name and address of the new member, and the date of becoming a member, in the register of members.

12.2 An organisation or person becomes a member of **Heartbeat Victoria Bendigo Inc** and is entitled to exercise rights of membership from the date on which the organisation or person pays the joining fee, if any.

13. Membership levy and fees

13.1 **Heartbeat Victoria Council Inc** Committee of Management will:

- a) set the annual membership levy before the end of the financial year for the following financial year.
- b) forward an annual membership levy account to the Branches and Affiliates which is based on the number of registered members at the end of the financial year
- c) set an insurance levy for Branches and Affiliates which require volunteer insurance
- d) forward an insurance levy account and ensure Branches and Affiliates are aware of their rights and obligations

13.2 **Heartbeat Victoria Bendigo Inc** will:

- a) determine the annual membership fee at their meeting immediately following the commencement of the financial year taking into account the Membership levy, insurance levy and the financial situation of **Heartbeat Victoria Bendigo Inc**
- b) pay the annual membership levy and insurance levy within one month of being asked by **Heartbeat Victoria Council Inc**

14. General rights and liabilities of members

14.1 Members have rights and liabilities as set out in the Act and in these Rules.

14.2 Each member's liability is limited to the annual membership fees

14.3 Subject to Rule 14.5, upon any question arising at a general meeting of **Heartbeat Victoria Bendigo Inc**, the classes of membership have the following number of votes (if any) ascribed to them:

- a) **Registered members** have:
 - the right to be present, to debate and to vote at General meetings, Special Meetings, Annual General Meetings of **Heartbeat Victoria Bendigo Inc**
- b) **Honorary Life members** shall have:
 - the right to be present, to debate and to vote at General meetings, Special Meetings, Annual General Meetings of **Heartbeat Victoria Bendigo Inc**

14.4 A member of **Heartbeat Victoria Bendigo Inc** who is entitled to vote has the right—

- a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
- b) to submit items of business for consideration at a general meeting; and
- c) to attend and be heard at general meetings; and
- d) to vote at a general meeting; and
- e) to have access to the minutes of general meetings and other documents of **Heartbeat Victoria Bendigo Inc**; as provided under the rules; and
- f) to inspect the register of members.

14.5 A member is entitled to vote if the member's membership rights are not suspended for any reason.

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

15. Registered members

15.1 Registered members of **Heartbeat Victoria Bendigo Inc** include—

- a) an individual person who has paid the joining fee if any; and
- b) any other category of member as determined by special resolution at a general meeting.

15.2 Registered members have the right to be present, to debate and to vote at meetings of **Heartbeat Victoria Bendigo Inc**

16. Honorary Life Membership

16.1 **Heartbeat Victoria Council Inc** may award an Honorary Life Membership to a member nominated by their Branch or Affiliate that fits the criteria set out by **Heartbeat Victoria Council Inc**

16.2 The application for Honorary Life Membership must be made in writing to **Heartbeat Victoria Council Inc** Committee of Management for consideration. The application is to be accompanied by an outline of the significant meritorious service pertaining to the purposes of **Heartbeat Victoria Bendigo Inc** over a period of at least fifteen years

16.3 Honorary Life Members so appointed will have the rights and privileges of a member including the right to vote at Annual General Meetings or Special General Meetings.

16.4 Honorary Life members will have their annual membership fees waived while continuing as an active member.

16.5 Records of active life members will be maintained on the **Heartbeat Victoria Bendigo Inc** Register and **Heartbeat Victoria Council Inc** Register

17. Ceasing membership

17.1 The membership of

- a) an organisation ceases on resignation, expulsion or if it is wound up or disbanded
- b) a person ceases on resignation, expulsion or death.

17.2 If an organisation or person ceases to be a member of **Heartbeat Victoria Bendigo Inc**, the Secretary of the Committee of Management must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

18. Resigning as a member

18.1 A member may resign by giving notice in writing:

- a) a registered member or honorary life member will provide this notice to the **Heartbeat Victoria Bendigo Inc** Committee of Management

18.2 A member is taken to have resigned if—

- a) the member's annual subscription is more than 12 months in arrears; or
- b) where no annual membership is payable (as in the case of an Honorary Life Member) —
 - i. the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
 - ii. the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

19. Register of members

19.1 The Secretary of the Committee of must keep and maintain a register of members that includes—

- a) for each current member—
 - i. the category of membership
 - ii. member's name;
 - iii. the address for notice last given by the member;
 - iv. the date of becoming a member;
 - v. if the member is an Honorary Life Member, a note to that effect;
 - vi. any other information determined by the Committee; and
- b) for each former member, the date of ceasing to be a member.

19.2 The Secretary of **Heartbeat Victoria Bendigo Inc** must provide the Secretary of **Heartbeat Victoria Council Inc** Committee of Management with a copy of the register of members, in the approved format, –

- a) as at 30 June by the 31 July or
 - b) within 5 working days of being requested should it be required for any reporting purposes
- 19.3 A member may request in writing to the Secretary to restrict access to the member’s personal information on the register.
- 19.4 The date on which a person ceases to be a member must be entered in the register of members, within 14 days of the cessation of membership.
- 19.5 Information about a person who is no longer a member, other than the name of the person and the date on which the person ceased to be a member, must be removed from the register of members, within 14 days of the cessation of membership.
- 19.6 The register of members (less any personal information the Secretary has agreed to restrict access to) must be available for inspection by members on the member providing reasons for the inspection and giving reasonable notice to the Committee. **Heartbeat Victoria Bendigo Inc** may require the member to confirm in writing they will only use information for a proper purpose as permitted by the Act. **Heartbeat Victoria Bendigo Inc** may require a fee for any copy of the register provided.

Division 2—Disciplinary action

20. Grounds for taking disciplinary action

- 20.1 **Heartbeat Victoria Bendigo Inc** Committee of Management may take disciplinary action against a member in accordance with this Division if it is determined that the member—
- a) has failed to comply with these Rules or any procedures or policies of **Heartbeat Victoria Bendigo Inc**; or
 - b) refuses to support the purposes of **Heartbeat Victoria Bendigo Inc**; or
 - c) has engaged in behaviour which is causing (or has caused) damage or harm to **Heartbeat Victoria Bendigo Inc**
- 20.2 **Heartbeat Victoria Bendigo Inc**:
- a) may take disciplinary action against an organisation or Individual member, in accordance with this Division and it is determined they have acted in accordance with Rule 20.1 (a), (b) or (c)
 - b) must advise **Heartbeat Victoria Council Inc** Committee of Management that it is taking disciplinary action within 14 days of the decision
- 20.3 The **Heartbeat Victoria Council Inc** Committee of Management will develop a disciplinary policy and procedure which is aligned with the Act and clearly sets out:
- a) the roles and responsibilities
 - b) timeframes
 - c) information to be provided to a member

- d) reporting requirements
- e) guide to decision making
- f) appeal rights and linkage to the grievance procedure

Division 3—Grievance procedure

21. Grievance procedure

- 21.1 The grievance procedure applies to disputes under these Rules between—
- a) a member and another member;
 - b) a member and the Committee of Management;
 - c) a member and **Heartbeat Victoria Bendigo Inc**
- 21.2 A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.
- 21.3 The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- 21.4 The **Heartbeat Victoria Council Inc** Committee of Management will develop a Grievance policy and procedure which is aligned with the Act

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

22. Holding and Calling Annual General Meetings

- 22.1 The Committee of Management must convene an annual general meeting of **Heartbeat Victoria Bendigo Inc** to be held within 3 months after the end of each financial year.
- 22.2 The Committee may determine the date, time and place of the annual general meeting.
- 22.3 The ordinary business of the annual general meeting is as follows—
- a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - b) to receive and consider—
 - I. the annual report of the Committee on the activities of **Heartbeat Victoria Bendigo Inc** during the preceding financial year; and
 - II. the financial statements of **Heartbeat Victoria Bendigo Inc** for the preceding financial year submitted by the Committee of Management and any sub-committees in accordance with Part 7 of the Act;
 - III. to elect the members of the Committee;
- 22.4 The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.
- 22.5 Registered Members and Honorary Life Members only may vote at an Annual General Meeting

23. General Meetings

- 23.1 A general meeting is a meeting of members held regularly to report and discuss the business of **Heartbeat Victoria Bendigo Inc**

24. Special general meetings

- 24.1 Any general meeting of **Heartbeat Victoria Bendigo Inc**, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- 24.2 The Committee of Management may convene a special general meeting whenever it thinks fit
- 24.3 No business other than that set out in the notice under Rule 26 may be conducted at the meeting.

25. Special general meeting held at request of members

- 25.1 The Committee must convene a special general meeting if a request to do so is made in accordance with Rule 25.2 by at least five (5) members with voting rights.
- 25.2 A request for a special general meeting must—
- a) be in writing; and
 - b) state the general nature of the business to be considered at the meeting and set out the form of the special resolutions; and
 - c) include:
 - I. the name of the member requesting the item of special business; or
 - II. the name and signature of the Committee member requesting the item of special business; and
 - d) be given to the Secretary.
- 25.3 If the Committee of Management does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- 25.4 A special general meeting convened by members under Rule 25.3:
- a) must be held within 3 months after the date on which the original request was made; and
 - b) may only consider the business stated in that request.
 - c) May be chaired by a member requesting the special general meeting who has been chosen by members making the request
- 25.5 **Heartbeat Victoria Bendigo Inc** must reimburse all reasonable expenses incurred by the members convening a special general meeting under Rule 25.3.

26. Notice of general meetings

- 26.1 The Secretary (or, in the case of a special general meeting convened under Rule 25.3, the members convening the meeting) must give to each member of **Heartbeat Victoria Bendigo Inc** who is entitled to vote —
- a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - b) at least 14 days' notice of a general meeting in any other case.
- 26.2 The notice must—
- a) specify the date, time and place of the meeting; and

- b) if a special resolution is to be proposed—
 - I. state in full the proposed resolution; and
 - II. state the intention to propose the resolution as a special resolution.

26.3 The non-receipt of notice of a general meeting by any person entitled to receive notice of a general meeting does not invalidate anything done or resolution passed at the general meeting if the non-receipt or failure occurred by accident or error.

26.4 A person's attendance at a general meeting waives any objection to a failure to give notice, or the giving of a defective notice, of the meeting.

27. Quorum at general meetings

27.1 No business may be transacted at a general meeting, except the election of a chairperson and the adjournment of the meeting, unless a quorum of members is present when the meeting proceeds to business.

27.2 A quorum for a general meeting is the presence at the meeting of 10% of the members entitled to vote.

27.3 If a quorum is not present within 30 minutes after the time appointed for

- a) a general meeting, the meeting stands adjourned to the day, and at the time and place, that the Committee of Management decides at the meeting or, if the Committee of Management does not make a decision, to the same day in the next week at the same time and place.
- b) in the case of a meeting convened by, or at the request of, members under Rule 25—the meeting must be dissolved

27.4 If at the adjourned general meeting under Rule 27.3 (a), a quorum is not present within 30 minutes after the time appointed for the meeting, the members present at the meeting may proceed with the business of the meeting as if a quorum were present.

28. Use of Technology

28.1 A member not physically present at a general meeting may be permitted participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.

28.2 For the purposes of this part, a member participating in a general meeting as permitted under Rule 28.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

29. Proxies

29.1 A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.

29.2 The appointment of a proxy must be in writing and signed by the member making the appointment.

29.3 The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.

- 29.4 If the Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- 29.5 Notice of a general meeting given to a member under Rule 26 must—
- (a) state that the member may appoint another member as a proxy for the meeting; and
 - (b) include a copy of any form that the Committee has approved for the appointment of a proxy.
- 29.6 A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- 29.7 A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

30. Chairperson of general meetings

- 30.1 The chairperson of the Committee of Management must preside as chairperson at a general meeting if:
- a) present within 15 minutes after the time appointed for the meeting; and
 - b) willing to act.
- 30.2 If there is no chairperson of the Committee of Management the members present must elect another chairperson of the meeting.
- 30.3 A chairperson elected under Rule 30.2 must be:
- a) another Committee of Management member who is present and willing to act; or
 - b) if no other Committee of Management member present at the meeting is willing to act, a member who is present and willing to act.

31. Conducting and adjourning general meetings

- 31.1 A question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chairperson of the meeting, whose decision is final.
- 31.2 The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place. A meeting may be adjourned—
- a) if there is insufficient time to deal with the business at hand; or
 - b) to give the members more time to consider an item of business.
- 31.3 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 31.4 Where a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting – Rule 26.
- 31.5 Where a meeting is adjourned, the Committee of Management may change the venue of, or postpone or cancel, the adjourned meeting.

32. Decisions at general meetings

- 32.1 Except where by law a resolution requires a special majority, questions arising at a general meeting must be decided by a majority of votes cast by the members present (including by proxy) at the meeting. Such a decision is for all purposes a decision of the members.
- 32.2 A resolution put to the vote of a general meeting must be decided as the chairperson determines unless, before the vote is taken or before or immediately after the declaration of the result of the vote, a poll is demanded by:
- a) the chairperson of the meeting; or
 - b) 3 or more members
- 32.3 If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote
- 32.4 A demand for a poll does not prevent a general meeting continuing for the transaction of any business except the question on which the poll has been demanded.
- 32.5 Unless a poll is duly demanded, the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been:
- a) carried or
 - b) carried unanimously, or
 - c) carried by a particular majority, or
 - d) lost,

and an entry to that effect in the book containing the minutes of the proceedings of **Heartbeat Victoria Bendigo Inc**, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

- 32.6 If a poll is demanded by three or more members on any question—
- a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - b) the Chairperson must declare the result of the resolution on the basis of the poll.
- 32.7 A poll demanded at a general meeting on the election of a chairperson of the meeting or on a question of adjournment must be taken immediately.
- 32.8 A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.
- 32.9 The demand for a poll may be withdrawn.

33. Special resolutions

- 33.1 A special resolution is passed if not less than 75% of the members voting at a general meeting vote in favour of the resolution. .

34. Voting at general meeting

- 34.1 On any question arising at a general meeting—
- a) subject to Rule 34.3, each member who is entitled to vote has one vote; and
 - b) members may vote personally or by proxy

- c) except in the case of a special resolution, the question must be decided on a majority of votes.
- 34.2 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- 34.3 If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- 35. Minutes of general meeting**
- 35.1 The Committee of Management of **Heartbeat Victoria Bendigo Inc** must ensure that minutes are taken and kept of each general meeting.
- 35.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 35.3 In addition, the minutes of each annual general meeting must include—
- a) the number of members attending the meeting; and
 - b) the financial statements submitted to the members in accordance with the rules
 - c) proxy forms given to the Chairperson of the meeting under Rule 29.6; and
 - d) the certificate signed by the Chairman of the meeting, certifying that the financial statements give a true and fair view of the financial position and performance of **Heartbeat Victoria Bendigo Inc**; and
 - e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—COMMITTEE OF MANAGEMENT

Division 1—Powers of the Committee

36. Role, powers and duties of the Committee of Management

- 36.1 The business of **Heartbeat Victoria Bendigo Inc** must be managed by or under the direction of a Committee of Management.
- 36.2 The Committee of Management may exercise all the powers of **Heartbeat Victoria Bendigo Inc** except those powers that these Rules or the Act require to be exercised by general meetings of the members. The Committee of Management may—
- a) appoint, employ or engage any person and delegate the powers, discretions and duties vested in or exercisable by the Committee of Management members, on the terms the Committee of Management members decide other than —
 - I. this power of delegation; or
 - II. a duty imposed on the Committee of Management by the Act or any other law.
 - b) establish subcommittees consisting of members with terms of reference it considers appropriate
 - c) Any delegation must be in writing and may be subject to the conditions and limitations the Committee of Management considers appropriate.

- d) subject to any contract between **Heartbeat Victoria Bendigo Inc** and the relevant person, remove or dismiss the person at any time, with or without cause.

36.3 The Committee of Management members must exercise their powers and discharge their duties –

- a) set out in these Rules, the Act and in the regulations of the *Australian Charities and Not-for-profits Commission Act 2012* and must as soon as practicable after being elected or appointed to the Committee of Management, become familiar with these
- b) by managing the affairs of **Heartbeat Victoria Bendigo Inc** and carrying out the purposes of **Heartbeat Victoria Bendigo Inc** in good faith and the best interests of **Heartbeat Victoria Bendigo Inc** subject to the Act, *Australian Charities and Not-for-profits Commission Act 2012* and these Rules.

36.4 Committee members and former Committee members must not make improper use of—

- a) their position; or
- b) information acquired by virtue of holding their position—

so as to gain an advantage for themselves or any other person or to cause detriment to **Heartbeat Victoria Bendigo Inc**.

36.5 In addition to any duties imposed by these Rules, a Committee member must perform any other duties imposed from time to time by resolution at a general meeting.

Division 2—Composition of the Committee and duties of identified positions

37. Composition of the Committee

37.1 The Committee of Management members will be those persons who were Committee members immediately before the adoption of these Rules.

37.2 The Committee of Management consists of—

- a) a President; and
- b) a Vice-President; and
- c) a Secretary; and
- d) an Assistant Secretary; and
- e) a Treasurer;
- f) an Assistant Treasurer; and
- g) up to five (5) registered members

37.3 The minimum number of Committee of Management members is 7. The maximum number of Committee of Management members is to be fixed by the Committee of Management, but may not be more than 11 unless **Heartbeat Victoria Bendigo Inc** in a general meeting resolves otherwise.

- 37.4 The Committee of Management may adopt a composition policy which provides for the skills desired on the Committee of Management, a process of review, a nomination process by the members and any maximum term.
- 37.5 The Committee may appoint any individual as a Committee of Management member, either to fill a casual vacancy or as an addition to the existing Committee of Management members, provided:
- before their appointment, the proposed Committee of Management member signs a consent to act as a Committee of Management member
- 37.6 The Committee of Management may co-opt additional members with expertise for a special purpose as necessary and as approved by the Committee
- 37.7 To be eligible to be a Committee of Management member the person must not be disqualified from being a responsible entity under the Australian Charities and Not for Profit Commission Act (Cth)
- 37.8 The Committee of Management members hold office until they cease to be a Committee of Management member under Vacation of Office Rule 45 or until their office is vacated in accordance with Term of Office Rule 44.2

38. General Duties of Nominated Positions

38.1 President and Vice-President

- a) Subject to Rule 38.1(b), the President or, in the President's absence, the Vice President is the Chairperson for any general meetings, for any Annual General Meetings, for any committee meetings and for any Special Meetings
- b) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
 - I. in the case of a general meeting—a member elected by the other members present; or
 - II. in the case of a Committee of Management meeting—a Committee member elected by the other Committee members present; or
 - III. in the case of a special meeting – a member elected by the other members present

38.2 Secretary and Assistant Secretary

- a) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- b) The Secretary must—
 - I. maintain the register of members in accordance with Rule 19; and
 - II. keep custody of the common seal (if any) of the Association and, except for the financial records referred to in Rule 38.3 all books, documents and securities of the Association in accordance with Rules 59 and 60; and

- III. subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - IV. perform any other duty or function imposed on the Secretary by these Rules.
- c) The Secretary must give to the Registrar of Incorporated Associations notice of his or her appointment within 14 days after the appointment.
- d) The Assistant Secretary:
- I. will develop a thorough understanding of the role and responsibilities of the Secretary required under law
 - II. will assist the Committee Secretary in discharging their duties as required
 - III. may perform the duties of the Committee Secretary in a relief capacity in the absence of the Committee Secretary

38.3 Treasurer and Assistant Treasurer

- a) The Treasurer must—
- I. receive all moneys paid to or received by **Heartbeat Victoria Bendigo Inc** and issue receipts for those moneys in the name of **Heartbeat Victoria Bendigo Inc**; and
 - II. ensure that all moneys received are paid into the account of **Heartbeat Victoria Bendigo Inc** within 10 working days after receipt; and
 - III. make any payments authorised by the Committee of Management or by a general meeting of **Heartbeat Victoria Bendigo Inc** from **Heartbeat Victoria Bendigo Inc's** funds; and
 - IV. ensure cheques are signed by at least 2 unrelated Committee members or in the case of approved electronic funds transfer ensure the receipt is signed by 2 unrelated Committee members .
- b) The Treasurer must—
- I. ensure that the financial records of **Heartbeat Victoria Bendigo Inc** are kept in accordance with the Act; and
 - II. co-ordinate the preparation of the financial statements of the Association and their certification by the Committee of Management prior to their submission to the annual general meeting of the Association.
- c) The Treasurer must ensure that at least one other Committee of Management member has access to the accounts and financial records of **Heartbeat Victoria Bendigo Inc**
- d) The Assistant Treasurer:
- I. will develop a thorough understanding of the role and responsibilities of the Treasurer required under law
 - II. will assist the Committee Treasurer in discharging their duties as required

- III. may perform the duties of the Committee Treasurer in a relief capacity in the absence of the Committee Treasurer

Division 3—Election of Committee members and tenure of office

39. Who is eligible to be a Committee of Management member

- 39.1 A member is eligible to be elected or appointed as a Committee member if the member—
- a) is a current registered member of **Heartbeat Victoria Bendigo Inc**
 - b) is an Honorary Life Member
 - c) is 18 years or over.

40. Positions to be declared vacant

- 40.1 This Rule applies to—
- a) the first annual general meeting of **Heartbeat Victoria Bendigo Inc** after its incorporation; or
 - b) any subsequent annual general meeting of **Heartbeat Victoria Bendigo Inc**, after the annual report and financial statements of **Heartbeat Victoria Bendigo Inc** have been received.
- 40.2 The Chairperson of the meeting must declare all positions on the Committee of Management vacant and hold elections for those positions in accordance with Rules 41 to 47.

41. Nominations

- 41.1 Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- 41.2 Nominations for positions on **Heartbeat Victoria Bendigo Inc** Committee of Management may be received from—
- a) a registered member
 - b) an Honorary life member
- 41.3 A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held

42. Election of Nominated Positions

- 42.1 At the annual general meeting, separate elections must be held for each of the following positions where the position is vacant in accordance with Rule 45 and Rule 46:
- a) President;
 - b) Vice-President;
 - c) Secretary;
 - d) Assistant Secretary
 - e) Treasurer;
 - f) Assistant Treasurer

g) Up to five(5) registered members

42.2 If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.

42.3 If more than one member is nominated, a ballot must be held in accordance with Rule 44.

42.4 On his or her election, the new President may take over as Chairperson of the meeting.

43. Election of committee members

43.1 The annual general meeting must in accordance with Rule 40 and Rule 46 elect members to the Committee of Management.

a) A single election may be held to fill all of those positions.

b) If the number of members nominated for the position of non-executive committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.

If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with Rule 44.

44. Ballot

44.1 If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.

44.2 The returning officer must not be a member nominated for the position.

44.3 Before the ballot is taken, each candidate may make a short speech in support of his or her election.

44.4 The election must be by secret ballot

44.5 The returning officer must give a blank piece of paper to each member present in person; and

44.6 If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.

44.7 If the ballot is for more than one position—

a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;

b) the voter must not write the names of more candidates than the number to be elected.

c) Ballot papers that do not comply with Rule 44.7(b) are not to be counted.

44.8 Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.

44.9 The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.

44.10 If the returning officer is unable to declare the result of an election under Rule 44.9 because 2 or more candidates received the same number of votes, the returning officer must—

a) conduct a further election for the position in accordance with Rule 44.4 to

Rule 44.9 to decide which of those candidates is to be elected; or

- b) with the agreement of those candidates, decide by lot which of them is to be elected.

45. Term of office

45.1 Subject to Rule 46, a Committee member holds office until the positions of the Committee are declared vacant and Committee of Management executive positions (Office Bearers) and Committee Members voted for at the Annual General Meeting.

45.2 A general meeting of **Heartbeat Victoria Bendigo Inc** may—

- a) by special resolution remove a committee member from office; and
- b) elect an eligible person of **Heartbeat Victoria Bendigo Inc** to fill the vacant position in accordance with this Division.

45.3 A member who is the subject of a proposed special resolution under Rule 45.4(a) may make representations in writing to the Secretary or President of **Heartbeat Victoria Bendigo Inc** (not exceeding a reasonable length) and may request that the representations be provided to the members of **Heartbeat Victoria Bendigo Inc**

45.4 The Secretary or the President may give a copy of the representations to each member of **Heartbeat Victoria Bendigo Inc** or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

46. Vacation of office

46.1 A Committee member may resign from the Committee by written notice addressed to the Committee.

46.2 A person ceases to be a Committee member if he or she—

- a) ceases to be a member of **Heartbeat Victoria Bendigo Inc**; or
- b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under Rule 56; or
- c) otherwise ceases to be a committee member by operation of section 78 of the Act.

47. Filling casual vacancies

47.1 The Committee may appoint an eligible member to fill a position on the Committee that—

- a) has become vacant under Rule 45; or
- b) was not filled by election at the last annual general meeting.

47.2 If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.

47.3 Rule 45 applies to any committee member appointed by the Committee under Rule 43.1

47.4 The Committee may continue to act despite any vacancy in its membership.

Division 4—Meetings of the Committee

48. Meetings of the Committee

- 48.1 The Committee must meet at least 3 times in each year at the dates, times and places determined by the Committee.
- 48.2 The date, time and place of the first Committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of **Heartbeat Victoria Bendigo Inc** at which the members of the Committee were elected.
- 48.3 Special Committee meetings may be convened by the President or by any 4 members of the Committee.

49. Notice of meetings

- 49.1 Notice of each Committee meeting must be given to each Committee member no later than 7 days before the date of the meeting.
- 49.2 Notice may be given of more than one Committee meeting at the same time.
- 49.3 The notice must state the date, time and place of the meeting.
- 49.4 If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- 49.5 The only business that may be conducted at the meeting is the business for which the special committee meeting is convened

50. Urgent meetings

- 50.1 In cases of urgency, a meeting can be held without notice being given in accordance with Rule 49 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- 50.2 Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- 50.3 The only business that may be conducted at an urgent meeting is the business for which the urgent meeting is convened.

51. Procedure and order of business

- 51.1 The procedure to be followed at a meeting of the Committee must be determined from time to time by the Committee.
- 51.2 The order of business may be determined by the members present at the meeting

52. Quorum

- 52.1 No business may be conducted at a Committee meeting unless a quorum is present.
- 52.2 The quorum for a Committee meeting is the presence of a majority of the Committee members holding office.

- 52.3 If a quorum is not present within 30 minutes after the notified commencement time of a Committee meeting—
- a) in the case of a special meeting—the meeting lapses;
 - b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with Rule 48.

53. Voting

- 53.1 On any question arising at a Committee meeting, each Committee member present at the meeting has one vote.
- 53.2 A motion is carried if a majority of Committee members present at the meeting vote in favour of the motion.
- 53.3 Rule 52.2 does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- 53.4 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- 53.5 Voting by proxy at a Committee Meeting is not permitted

54. Conflict of interest

- 54.1 A Committee member who has a material personal interest in a matter being considered at a Committee meeting must disclose the nature and extent of that interest to the Committee.
- 54.2 The member—
- a) must not be present while the matter is being considered at the meeting; and
 - b) must not vote on the matter.

55. Minutes of meeting

- 55.1 The Committee must ensure that minutes are taken and kept of each Committee meeting.
- 55.2 The minutes must record the following—
- a) the names of the members in attendance at the meeting;
 - b) the business considered at the meeting;
 - c) any resolution on which a vote is taken and the result of the vote;
 - d) any material personal interest disclosed under Rule 54.

56. Leave of absence

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

PART 6—FINANCIAL MATTERS

7. Source of funds

The funds of **Heartbeat Victoria Bendigo Inc** may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

58. Management of funds

58.1 **Heartbeat Victoria Bendigo Inc** must open an account with a financial institution from which expenditure of **Heartbeat Victoria Bendigo Inc** is made and into which revenue of **Heartbeat Victoria Bendigo Inc** is deposited.

58.2 The Committee of Management will pass necessary resolutions to enable suitable officers of the Branch to operate an account with a financial institution

58.3 Subject to any restrictions imposed by a general meeting of **Heartbeat Victoria Bendigo Inc**, the Committee may approve expenditure on behalf of **Heartbeat Victoria Bendigo Inc**

58.4 The Committee may authorise the Treasurer to expend funds on behalf of **Heartbeat Victoria Bendigo Inc** (including by electronic funds transfer) without requiring approval from the Committee for each item on which the funds are expended.

58.5 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 unrelated Committee members, in the case of electronic funds transfer a receipt will be signed by 2 unrelated Committee members

58.6 All funds of **Heartbeat Victoria Bendigo Inc** must be deposited into the financial account of **Heartbeat Victoria Bendigo Inc** no later than 10 working days after receipt.

58.7 With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

59. Financial records

59.1 **Heartbeat Victoria Bendigo Inc** must keep financial records that—

- a) correctly record and explain its transactions, financial position and performance; and
- b) enable financial statements to be prepared as required by the Act.

59.2 **Heartbeat Victoria Bendigo Inc** must retain the financial records for 7 years after the transactions covered by the records are completed.

59.3 The Treasurer of the Committee must keep in his or her custody, or under his or her control—

- a) the financial records for the current financial year; and
- b) any other financial records as authorised by the Committee.

60. Financial statements

- 60.1 For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of **Heartbeat Victoria Bendigo Inc** are met.
- 60.2 Without limiting Rule (59.1), those requirements include—
- a) the preparation of the financial statements;
 - b) if required, the review or auditing of the financial statements;
 - c) the certification of the financial statements by the Committee;
 - d) the submission of the financial statements to the annual general meeting of **Heartbeat Victoria Bendigo Inc**;
 - e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.
 - f) The lodgement with the Australian Charities and Not for Profits Commission (ACNC)

PART 7 —GENERAL MATTERS

61. Common seal

- 61.1 **Heartbeat Victoria Bendigo Inc** may have a common seal.
- 61.2 If **Heartbeat Victoria Bendigo Inc** has a common seal—
- a) the name of **Heartbeat Victoria Bendigo Inc** must appear in legible characters on the common seal;
 - b) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two Committee members;
 - c) the common seal must be kept in the custody of the Committee of Management Secretary.

62. Registered address

- 62.1 The registered address of **Heartbeat Victoria Bendigo Inc** is—
- a) the address determined from time to time by resolution of the Committee; or
 - b) if the Committee has not determined an address to be the registered address— the postal address of the Secretary.

63. Notice requirements

- 63.1 Any notice required to be given to a member or Committee member under these Rules may be given—
- a) by handing the notice to the member personally; or
 - b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - c) by email or facsimile transmission.

- 63.2 Any notice required to be given to **Heartbeat Victoria Bendigo Inc** or the Committee may be given—
- a) by handing the notice to a member of the Committee; or
 - b) by sending the notice by post to the registered address; or
 - c) by leaving the notice at the registered address; or
 - d) if the Committee determines that it is appropriate in the circumstances—
 - I. by email to the email address of **Heartbeat Victoria Bendigo Inc** or the Secretary; or
 - II. by facsimile transmission to the facsimile number of **Heartbeat Victoria Bendigo Inc** or the Secretary.

64. Custody and inspection of books and records

- 64.1 Members may on request inspect free of charge
- a) the register of members;
 - b) the minutes of general meetings;
 - c) subject to Rule 64.2, the financial records, books, securities and any other relevant documents of **Heartbeat Victoria Bendigo Inc** including minutes of Committee meetings.
- 64.2 The Committee may refuse to permit a member to inspect records **of Heartbeat Victoria Bendigo Inc** that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of **Heartbeat Victoria Bendigo Inc**
- 64.3 The Committee must on request make copies of these Rules available to members and applicants for membership free of charge.
- 64.4 Subject to Rule 64.2, a member may make a copy of any of the other records of **Heartbeat Victoria Bendigo Inc** referred to in this Rule **and Heartbeat Victoria Bendigo Inc** may charge a reasonable fee for provision of a copy of such a record.
- 64.5 For purposes of this Rule—**relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of **Heartbeat Victoria Bendigo Inc** and includes the following—
- a) its membership records;
 - b) its financial statements;
 - c) its financial records;
 - d) records and documents relating to transactions, dealings, business or property of **Heartbeat Victoria Bendigo Inc**

65. Winding up and cancellation

- 65.1 **Heartbeat Victoria Bendigo Inc** may be wound up voluntarily by special resolution.

- 65.2 In the event of the winding up or the cancellation of the incorporation of **Heartbeat Victoria Bendigo Inc**, the surplus assets of **Heartbeat Victoria Bendigo Inc** must not be distributed to any members or former members of **Heartbeat Victoria Bendigo Inc**
- 65.3 Subject to the Act and any court order made under section 132 of the Act, the surplus assets must be given to a body that has similar purposes to **Heartbeat Victoria Bendigo Inc** and which is not carried on for the profit or gain of its individual members.
- 65.4 The body to which the surplus assets are to be given must be decided by special resolution.

66. Revocation of Deductible Gift Recipient Endorsement

- 66.1 If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another charitable organisation with similar purposes to which income tax deductible gifts can be made:
- a) gifts of money or property for the principal purpose of the organisation
 - b) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation
 - c) money received by the organisation because of such gifts and contributions

67. Alteration of Rules

These Rules may only be altered by special resolution of a general meeting of **Heartbeat Victoria Bendigo Inc**