



THE VICTORIAN ICT NETWORK FOR EDUCATION (VINE) BYLAWS

Bylaws are not law excepting that they must not contradict the intent of the Model Rules for an Incorporated Association. Our Bylaws establish procedures for holding elections, organising meetings, quorum requirements, membership structure and other essential operations of VINE.

Date of Approval: 11 February 2019

A. MEMBERSHIP

Section 1. Eligibility for Membership

Application for membership is open to primarily any employee of an educational institution but is also open to any individual who supports the aims and objectives and agrees to be bound by the rules of the association. The association does not accept membership applications from commercial businesses. Membership is granted after completion and receipt of a membership application and annual dues.

The association committee decides the process for receiving and approving or rejecting membership applications.

After the committee has approved or rejected a membership application, the committee must write to the applicant as soon as possible to tell them whether their application was approved or rejected. If an application is rejected, the association does not have to give reasons.

Section 2. Annual Dues

The amount required for annual dues shall be \$600 ex GST each year for a school or \$150 ex GST per school employed individual or \$50 ex GST for concession, retiree, student individual unless changed by a majority vote of the committee and published at an annual meeting of the association. Continued membership is contingent upon being up-to-date on membership dues.

Members must pay any membership fee and any unpaid joining fee within one month of being asked. If a member does not pay in time, their membership may be suspended by the committee. If the member does not pay all amounts owing within six months of their membership being suspended, their membership may be cancelled by the committee.

Section 3. Rights of Members

Each school (made up of many or one member) and individual members shall be eligible to appoint one voting representative to cast the member's vote in association elections.

Section 4. Resignation and Termination

Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the association committee.

When membership is suspended, a member cannot exercise their members' rights such as voting at a general meeting.

A person immediately stops being a member if:

- i. their membership is cancelled under these rules
- ii. they resign by writing to the committee; or
- iii. they die.

Section 5. Non-voting Membership

The committee of the association shall have the authority to establish and define non-voting categories of membership.

B. MEETINGS OF MEMBERS

Section 1. Regular Meetings

Regular meetings of the members shall be held at a minimum of quarterly, at a time and place designated by the VINE President.

Section 2. Annual Meetings

An annual meeting of the members shall take place, the specific date, time and location of which will be designated by the President. At the annual meeting the members shall elect Committee officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.

Section 3. Special Meetings

Special meetings may be called by the President and the Committee. A petition signed by five percent (10%) of voting members may also call a special meeting.

Section 4. Notice of Meetings

A notice of each meeting shall be given to each member, not less than two weeks prior to the meeting.

Section 5. Quorum

If a vote of the members is required a quorum for a meeting of the members shall consist of at least fifteen percent of the active membership.

Section 6. Voting

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place assuming a quorum exists.

C. COMMITTEE

Section 1. General Powers

The primary functions of the association shall be managed by its Committee. The Committee shall have control of and be responsible for the management of the affairs and property of the association.

Section 2. Number, Tenure, Process

The number of Committee roles shall be fixed from time-to-time by the Committee but shall consist of no less than four (4) nor more than twelve (12) including the following officers: President, Vice-President, Secretary and Treasurer.

The members of the Committee shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected. All members of the Committee must be approved by a majority vote of the members voting subject to a quorum.

Each member of the Committee shall be a member of the association whose membership dues are paid in full and shall hold office for one year.

A member can nominate to be on the Committee by advising the Secretary a minimum of two weeks in advance of an annual general meeting where an election for the Committee is held.

If there are less nominees than Committee roles, no vote is required, the members are duly elected to the Committee.

If there are more nominees than committee vacancies an election will be held to fill the vacancies at the annual meeting. The association will follow the procedure set out in clause 54 of the Model Rules.

At the first committee meeting after each AGM, the committee must appoint committee roles. This meeting may occur immediately after the AGM.

Each committee member finishes their time on the committee at the end of the next AGM after they were appointed, but they can be elected again for as many consecutive terms as they wish.

Committee members receive no compensation other than reasonable expenses.

Committee members shall actively participate in education community membership drives, events and association activity planning.

Vacancies occurring on the Committee may be filled at any time by appointment of the President with approval of two-thirds vote of the Committee. The appointment will be for the unexpired term of the position. Fulfillment of appointed partial terms shall not count toward a Committee member's term.

D. SUB-COMMITTEES

Section 1. Sub-committee Formation

The association may create sub-committees as needed, such as membership, sponsorship, events, etc. The association President chair appoints all sub-committee chairs.

E. Conflict of Interest and Compensation

Section 1: Purpose

The purpose of the conflict of interest policy is to protect VINE's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a member or might result in a possible excess benefit transaction.

Section 2: Definitions

a. Interested Person

Any member of VINE, Committee officer, or member of a sub-committee with governing

powers, who has a direct or indirect financial interest, as defined below, is an interested

person.

a. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which VINE has a transaction or arrangement,
2. A compensation arrangement with VINE or with any entity or individual with which VINE has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which VINE is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favours that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate committee decides that a conflict of interest exists.

Section 3. Procedures

a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the members of committees with delegated powers considering the proposed transaction or arrangement.

b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining committee members shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest

1. An interested person may make a presentation at the committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The President of the committee shall, if appropriate, appoint a disinterested person or a sub-committee to investigate alternatives to the proposed transaction or arrangement.

3. After exercising due diligence, the committee shall determine whether VINE can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in VINE's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy

1. If the committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Compensation

- a. A voting member of the committee who receives compensation, directly or indirectly, from the VINE for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from VINE for services is precluded from voting on matters pertaining to that member's compensation.

F. AMENDMENTS

Section 1. Bylaws

The association committee may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to

each Committee member within the time and the manner provided for the giving of notice of meetings of directors.

ADOPTION OF BYLAWS

We, the undersigned, are the initial VINE Executive Committee members, and we consent to, and hereby do, adopt these Bylaws, consisting of the 6 preceding pages, as the Bylaws of VINE.