

**Victorian AIDS Council / Gay Men's Health Centre**

**By-law 01/2017**

***Authorisation for the Chief Executive Officer to request documents and/or information to ascertain eligibility for Board membership***

1. Pursuant to [35.1] of the Constitution, the following by-law is made by the Board of the Victorian AIDS Council / Gay Men's Health Centre:
  - a. The Chief Executive Officer is authorised to request from any person seeking to nominate for election to the Board any document and/or information as, in the opinion of the Chief Executive Officer, is necessary to ascertain that person's eligibility for membership to the Board in accordance with [27] of the Constitution. The Chief Executive Officer may make such requests before the close of any relevant nomination period, and/or at any time after the nomination period closes and before the relevant date for the Annual General Meeting.
  - b. In the event that a person seeking to nominate for election to the Board fails to provide any document and/or information requested by the Chief Executive Officer under paragraph 1(a) above, the person's nomination will be deemed as not complying with the procedure for nominations within the meaning of [28.1.3] of the Constitution, and is entirely invalid for all purposes under [28] of the Constitution. To avoid doubt, the effect of invalidity includes the following matters:
    - i. Such person is not considered to be, or ever to have been, a nominee for election to the Board.
    - ii. If a vote has been cast for that person after the close of the nomination period and before the close of the postal ballot conducted under [28.4] of the Constitution, those votes are to be appropriately disregarded by the Returning Officer.
  - c. The Chief Executive Officer is also authorised to request any person nominated by the Board to be appointed to the Board to request any document and/or information as, in the opinion of the Chief Executive Officer, is necessary to ascertain that person's eligibility for membership to the Board in accordance with [27] of the Constitution. If a person fails to provide the documents or information so requested, the Chief Executive Officer is to refer this matter to the Board for its consideration of withdrawal of the proposed appointment.
  - d. The Chief Executive Officer is also authorised, from time-to-time (and not in a manner that is unreasonably frequent or oppressive) to request from any Board member any document and/or information as, in the opinion of the Chief Executive Officer, is necessary to

ascertain that Board member's continuing eligibility under [27.4] and [29.1.8] of the Constitution to remain as a Board member.

- e. The Chief Executive Officer may take all steps necessary and convenient to take any action that, in the opinion of the Chief Executive Officer, is necessary upon receipt of the documents and/or information requested from a person seeking to join the Board. Such steps must include conferral with the President and/or the Executive of the Victorian AIDS Council / Gay Men's Health Centre in resolution of any matter identified in this by-law.
  - f. In making all requests, and acting upon the documents and information received, the Chief Executive Officer must take all reasonable steps to ensure that the privacy of such persons is not unnecessarily or unfairly compromised. To avoid doubt, and subject to the view of the Board in its unanimous determination, all steps properly taken under this by-law are deemed necessary and fair.
  - g. A person may make a complaint to the President about any matter arising under this by-law, and the President may take all action as the President considers necessary and convenient to resolve that complaint, including taking no action, or referring the matter to the Executive, or the Board, for its consideration and determination of the complaint.
2. This by-law is operative from the date adopted by the Board by its resolution.
  3. This by-law is made subject to the Constitution, and to the extent of any direct inconsistency between this by-law and the Constitution, the Constitution takes precedence.

**Adopted by the Board**

18 October 2017