

Women's Legal Service WA Inc.

Constitution

Contents

1.	Name.....	4
2.	Definitions	4
3.	Interpretation.....	5
4.	Purposes and Guiding Principles	6
	4.1 Purposes	6
	4.2 Guiding Principles	6
5.	Application of property and income	7
6.	Membership.....	7
	6.1 Classes of Membership	7
	6.2 Eligibility for Membership.....	8
	6.3 Rights of Members	8
	6.4 Membership applications	8
	6.5 Dealing with Membership applications.....	9
	6.6 Representatives of Organisational Members	10
	6.7 Membership fees.....	10
	6.8 Ceasing of Membership.....	10
7.	Disciplinary action	11
	7.1 Suspension or expulsion	11
	7.2 Consequences of suspension.....	12
8.	Resignation	12
9.	Resolving disputes	13
	9.1 Terms used	13
	9.2 Application of clause.....	13
	9.3 Parties to attempt to resolve dispute.....	13
	9.4 How grievance procedure is started	13
	9.5 Determination of dispute by Board.....	14
10.	Mediation.....	14
	10.1 Application of Division	14
	10.2 Appointment of mediator	14
	10.3 Mediation process	15
	10.4 If mediation results in decision to suspend or expel being revoked	15
	10.5 Appeals	16
	10.6 Liability of Members.....	16
11.	Register of Members	16
	11.1 Maintaining the Register	16
	11.2 Inspecting and copying the Register.....	17
12.	Annual General Meetings	17
	12.1 Convening	17
	12.2 Order of business	17
13.	Special General Meetings.....	18
14.	Notification of General Meetings	19
15.	Proxies.....	20

16.	Quorum and decision-making at General Meetings	20
16.1	Quorum at General Meetings	20
16.2	Decision-making at General Meetings	21
17.	General Meetings procedures and venue	21
18.	Adjournment of General Meetings.....	22
19.	Board	22
19.1	Duties of the Board.....	22
19.2	Declaring interests.....	24
19.3	Composition of the Board	24
19.4	Appointment and tenure	25
19.5	Chairperson.....	26
19.6	Secretary	26
19.7	Treasurer.....	26
19.8	Vacancies.....	27
19.9	Resignation and Removal of a Board Member	28
19.10	Convening of Board meetings	28
19.11	Notification of Board meetings	28
19.12	Quorum at Board meetings.....	29
19.13	Decision-making at Board meetings	29
19.14	Decision making without a meeting	30
19.15	Board meeting procedures	30
19.16	Validity of acts	30
20.	Minutes	30
21.	Written resolution of the Board	30
22.	Establishment of working structures	31
23.	Finances	31
24.	Gift Fund.....	32
24.1	Maintaining the Gift Fund.....	32
24.2	Limitation of Gift Fund	32
24.3	Not for Profit	32
24.4	Bank Account	32
24.5	Winding up	32
25.	The Seal.....	33
26.	Changes to the Constitution	33
27.	Dissolution or winding up of Association.....	34
28.	Books, documents and securities	34
29.	Notice to Members.....	34

1. Name

The name of the association is "Women's Legal Service WA Inc.".

2. Definitions

In these rules:

Act means the *Associations Incorporation Act 2015* (WA).

Annual General Meeting means a General Meeting called under clause 12.

Associate Member means a Member of the Association with the rights referred to in clause 6.3(b).

Association means the incorporated association to which this Constitution applies.

Board means the management committee of the Association appointed under clause 19.4.

Board Member means a member of the Board.

Business Day means a day on which banks are open in Perth, other than a Saturday or a Sunday.

Chairperson means the Board Member holding office as the chairperson of the Association.

Chief Executive Officer means the individual holding position of chief executive officer of the Association from time to time.

Commissioner means the person for the time being designated as the Commissioner under section 153 of the Act.

Constitution means these rules of the Association.

Deductible Gift Recipient means an association, institution or other body that has received endorsement as a 'deductible gift recipient' under Division 30 of the Tax Act.

Deputy Chairperson means the Board Member holding office as the deputy chairperson of the Association.

Financial Records includes:

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain:
 - (i) the methods by which Financial Statements are prepared; and
 - (ii) adjustments to be made in preparing Financial Statements.

Financial Report of a Tier 2 Association or Tier 3 Association, has the meaning given in section 63 of the Act.

Financial Statements means the financial statements in relation to the Association required under Part 5 of Division 3 of the Act;

Financial Year means a period of 12 months commencing on 1 July and ending on 30 June each year.

General Meeting means a meeting of the Association that all Members are entitled to receive notice of and to attend.

Member means an Ordinary Member, an Associate Member or a Member of another class of Membership prescribed under clause 6.1(b).

Membership means membership of the Association.

Ordinary Board Member means a Board Member who is not an office holder of the Association under clause 19.3(c).

Ordinary Member means a Member of the Association with the rights referred to in clause 6.3(a).

Organisational Member means a Member that is not an individual.

Register means the register of Members referred to in section 53 of the Act.

Regulations means the *Associations Incorporations Regulations 2016* (WA) and any other regulations made under the Act.

Secretary means the Board Member holding office as the secretary of the Association.

Special General Meeting means any General Meeting of Members that is not an Annual General Meeting.

Special Resolution means a resolution passed by the Members at a General Meeting in accordance with section 51 of the Act.

Subcommittee means a subcommittee appointed by the Board under clause 22.

Surplus Property has the meaning given to 'surplus property' in section 3 of the Act.

Tax Act means the *Income Tax Assessment Act 1997* (Cth).

Tier 1 Association means an incorporated association to which section 64(1) of the Act applies.

Tier 2 Association means an incorporated association to which section 64(2) of the Act applies.

Tier 3 Association means an incorporated association to which section 64(3) of the Act applies.

Treasurer means the Board Member holding office as treasurer of the Association.

3. Interpretation

In this Constitution unless a contrary intention is expressed:

- (a) all singular words also mean and include the plural;

- (b) a reference to a "person" includes any individual or body corporate;
- (c) headings are used for convenience only and do not affect the interpretation of this Constitution;
- (d) a reference to a clause is a reference to a clause of this Constitution;
- (e) the words 'include', 'including', 'for example', 'such as' or any form of those words or similar expressions in do not limit what else is included and must be construed as if they are followed by the words 'without limitation';
- (f) a reference to any legislation includes all regulations and delegated legislation made under it and includes all consolidations, amendments, re-enactments or replacements of any of them, from time to time; and
- (g) a reference to the Chairperson, the Deputy Chairperson, the Treasurer or the Secretary of the Association is a reference to the Board Member who holds that office under this Constitution.

4. Purposes and Guiding Principles

4.1 Purposes

- (a) The purposes of the Association are:
 - (i) To provide legal advice, information, representation, and case work, within a social model of legal health, prioritising service for women who need assistance the most, including women on low incomes, women who are experiencing, or have experienced, violence, and women disadvantaged by pregnancy, breastfeeding or family responsibilities, race, culture or religion, disability, age, sexual orientation and/or gender identity.
 - (ii) To provide legal assistance and knowledge to empower women to make informed legal choices.
 - (iii) To design and deliver community legal education that upholds and advocates women's legal rights and just legal outcomes for women.
 - (iv) To actively involve women in the development and provision of services by the Association to ensure that these reflect their socio-legal needs and priorities.
 - (v) To undertake policy development and law reform activities that contributes to the redress of inequalities, promotion of human rights and legal and social changes needed for women.
- (b) The Association is not required to promote all the Association's objects at the same time or in any order and may, in its absolute discretion, determine the level and amount of promotion, funding, or any other support which should be applied to any of the Association objects at any given time.

4.2 Guiding Principles

- (a) The Association is committed to equitable access to legal services for all groups of women. It is a state-wide legal service, to support women's rights in line with the

principles embodied in the UN Convention on the Elimination of all Forms of Discrimination Against Women.

- (b) The Association advocates women's legal rights taking into account the social, economic and cultural contexts in which women live.
- (c) The Association recognises the barriers faced by women seeking access to the legal system and to justice through that system.
- (d) The Association recognises and values the diversity of women and their different needs and choices.
- (e) The Association acknowledges and recognises the injustices that Indigenous women have suffered and continue to suffer. The Association also acknowledges and recognises Indigenous women's cultural needs and aspirations and is committed to the process of reconciliation.

5. Application of property and income

- (a) The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Members of the Association, except in good faith in the promotion of those objects or purposes.
- (b) A payment may be made (directly or indirectly) to a Member out of the funds of the Association only if it is authorised under clause 5(c).
- (c) A payment to a Member out of the funds of the Association is authorised if it is:
 - (i) a payment in good faith to that Member of reasonable remuneration for services provided to the Association; or reasonable compensation for goods supplied to the Association, in the ordinary course of business; or
 - (ii) the payment of reasonable rent to the Member for premises leased by the Member to the Association; or
 - (iii) the reimbursement of reasonable expenses properly incurred by a Member on behalf of the Association.

6. Membership

6.1 Classes of Membership

- (a) The Association consists of:
 - (i) Ordinary Members;
 - (ii) Associate Members; and
 - (iii) any other classes of Members as may be established by the Board from time to time in accordance with clause 6.1(b).
- (b) Subject to the Act and without derogating from the rights of existing Members, the Board may at any time create additional classes of Membership of the Association

and determine the eligibility criteria, rights, obligations, restrictions and any nomination procedure attaching to those other classes of Membership.

6.2 Eligibility for Membership

- (a) Subject to clauses 6.2(b), 6.2(c), 6.2(d) and 6.2(e), any woman or non-binary person who supports the purposes and guiding principles of the Association set out in clause 4 is eligible to apply to become a Member.
- (b) Only an individual is eligible to apply to become an Ordinary Member.
- (c) Only a person who is willing to become actively involved in the Association's service provision activities is eligible to apply to become an Ordinary Member.
- (d) An individual who has not reached the age of 18 years is not eligible to apply for a class of Membership that confers full voting rights.
- (e) A person who does not satisfy the criteria for a particular class of Membership is not eligible to apply for that class of Membership.

6.3 Rights of Members

- (a) An Ordinary Member has full voting rights and any other rights conferred on Members under this Constitution, including (but not limited to) the right to:
 - (i) receive notices from the Association;
 - (ii) attend and vote at General Meetings of the Association; and
 - (iii) stand for election or appointment to the Board.
- (b) An Associate Member has the rights referred to in clause 6.3(a) other than:
 - (i) full voting rights; and
 - (ii) the right to stand for election or appointment to the Board, or in the case of Organisational Members, their representatives are not eligible for election or appointment to the Board.
- (c) The number of Members of any class is not limited unless otherwise approved by resolution at a General Meeting.

6.4 Membership applications

- (a) A person who wants to become a Member must apply in writing to the Association in the form approved by the Board for this purpose.
- (b) The application for Membership must be signed by the applicant.
- (c) In the application for Membership the applicant must:
 - (i) certify that they commit to the purpose and guiding principles of the Association set out in clause 4;
 - (ii) specify the class of Membership, if there is more than one, to which the application relates; and

- (iii) if the applicant will be an Organisational Member if admitted as a Member, nominate a natural person who is at least 18 years of age to, subject to clause 6.6, act as the applicant's representative in all matters in relation to its Membership, subject to the Act.
- (d) Application forms must be submitted to the Secretary.

6.5 Dealing with Membership applications

- (a) As soon as practicable after the receipt of a Membership application, the Secretary must refer the application to the Board.
- (b) The Board must consider each application for Membership of the Association and determine whether to accept or reject the application.
- (c) Subject to clause 6.5(d), the Board must consider applications in the order in which they are received by the Association.
- (d) The Board may delay its consideration of an application if the Board considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- (e) The Board may determine to waive any applicable Membership fees, in whole or in part.
- (f) The Board must not accept an application unless the applicant:
 - (i) is eligible under clause 6.2; and
 - (ii) has applied in accordance with clause 6.4.
- (g) The Board may reject an application even if the applicant:
 - (i) is eligible under clause 6.2; and
 - (ii) has applied in accordance with clause 6.4.
- (h) If the Board approves the application for Membership, the Secretary must, as soon as practicable:
 - (i) notify the applicant in writing of the approval for Membership; and
 - (ii) request payment, within 28 days after receipt of the notification, of the Membership fee (if applicable).
- (i) An applicant for Membership of the Association becomes a Member when:
 - (i) the Board accepts the application; and
 - (ii) the applicant pays any Membership fees payable to the Association under clause 6.7.
- (j) If the Board rejects an application, the Secretary must, as soon as practicable, notify the applicant in writing that the application has been rejected but neither the Secretary nor the Board is required to give the applicant its reasons for doing so.

- (k) A right, privilege or obligation of a person by reason of Membership of the Association:
 - (i) is not capable of being transferred or transmitted to another person; and
 - (ii) terminates upon the cessation of Membership whether by death or resignation or otherwise.

6.6 Representatives of Organisational Members

An Organisational Member may, by notice in writing to the Secretary from time to time, replace with another natural person who is at least 18 years of age, any natural person nominated as its representative in relation to its Membership.

6.7 Membership fees

- (a) At its discretion, the Board may from time to time determine and charge a Membership fee (if any) for Membership to any, or all, classes of Membership of the Association. At all times, the Membership fee must be determined reflecting the needs of the Association and the purpose and guiding principles of the Association. The Membership fee should not be determined in a manner that would act as a barrier to Membership in accordance with these principles.
- (b) The fees determined under clause 6.7(a) may be different for different classes of Membership.
- (c) Membership fees (if applicable) must be paid in the manner and by the date directed by the Board from time to time (**due date**).
- (d) If any Membership fee remains unpaid for a period of three months after the due date then Membership can be cancelled at the discretion of the Board.
- (e) If a person who has ceased to be a Member under clause 6.7(d) offers to pay the annual Membership fee after the period referred to in that clause has expired:
 - (i) the Board may, in its absolute discretion, accept that payment; and
 - (ii) if the payment is accepted, the person's Membership is reinstated from the date the payment is accepted.

6.8 Ceasing of Membership

- (a) Subject to clause 6.8(b), a person ceases to be a Member when any of the following takes place:
 - (i) after the completion of the Annual General Meeting if a membership renewal, the form of which is determined at the discretion of the Board, has not been completed;
 - (ii) the person ceases to be a Member under clause 6.7(d);
 - (iii) for a Member who is an individual, the individual dies;
 - (iv) for a Member who is a body corporate, the body corporate is wound up;
 - (v) the person is expelled from the Association in accordance with clause 7.1;

- (vi) the person resigns from the Association under clause 8; or
- (vii) the Member expelled under clause 7.1.
- (b) The Board in its discretion, may from time to time, determine that a Membership or Memberships shall cease. If the Board has a current Membership cessation policy, the Board's discretion should be utilised in accordance with that Membership cessation policy.
- (c) The Secretary must keep a record, for at least one year after a person ceases to be a Member, of:
 - (i) the date on which the person ceased to be a Member; and
 - (ii) the reason why the person ceased to be a Member.

7. Disciplinary action

7.1 Suspension or expulsion

- (a) The Board may decide to suspend a Member's Membership or to expel a Member from the Association if:
 - (i) the Member contravenes any of provision of this Constitution; or
 - (ii) the Member acts detrimentally to the interests of the Association;
- (b) The Secretary must give the Member written notice of the proposed suspension or expulsion at least 28 days before the Board meeting at which the proposal is to be considered by the Board.
- (c) The notice given to the Member must state:
 - (i) when and where the Board meeting is to be held; and
 - (ii) the grounds on which the proposed suspension or expulsion is based; and
 - (iii) that the Member, or the Member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion;
- (d) At the Board meeting, the Board must:
 - (i) give the Member, or the Member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion; and
 - (ii) give due consideration to any submissions so made; and
 - (iii) decide:
 - A. whether or not to suspend the Member's Membership and, if the decision is to suspend the Membership, the period of suspension; or

B. whether or not to expel the Member from the Association.

- (e) A decision of the Board to suspend the Member's Membership or to expel the Member from the Association takes immediate effect.
- (f) The Board must give the Member written notice of the Board's decision, and the reasons for the decision, within 7 days after the Board meeting at which the decision is made.
- (g) A Member whose Membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Board's decision under clause 7.1(f), give written notice to the Secretary requesting the appointment of a mediator under clause 10.
- (h) If notice is given under clause 7.1(g), the Member who gives the notice and the Board are the parties to the mediation.

7.2 Consequences of suspension

- (a) During the period a Member's Membership is suspended, the Member:
 - (i) loses any rights (including voting rights) arising as a result of Membership; and
 - (ii) is not entitled to a refund, rebate, relief or credit for Membership fees paid, or payable, to the Association.
- (b) When a Member's Membership is suspended, the Secretary must record in the register of Members:
 - (i) that the Member's Membership is suspended; and
 - (ii) the date on which the suspension takes effect; and
 - (iii) the period of the suspension.
- (c) When the period of the suspension ends, the Secretary must record in the register of Members that the Member's Membership is no longer suspended.

8. Resignation

- (a) A Member may resign from Membership of the Association by giving written notice of the resignation to the Secretary.
- (b) The resignation takes effect:
 - (i) when the Secretary receives the notice; or
 - (ii) if a later time is stated in the notice, at that later time.
- (c) A person who has resigned from Membership of the Association remains liable for any fees that are owed to the Association (the **Owed Amount**) at the time of resignation.
- (d) The Owed Amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.

9. Resolving disputes

9.1 Terms used

In this clause 9:

- (a) **grievance procedure** means the procedures set out in this clause 9;
- (b) **party to a dispute** includes a person:
 - (i) who is a party to the dispute; and
 - (ii) who ceases to be a Member within 6 months before the dispute has come to the attention of each party to the dispute.

9.2 Application of clause

The grievance procedure applies to disputes:

- (a) between Members; or
- (b) between one or more Members and the Association.

9.3 Parties to attempt to resolve dispute

The parties to a dispute must attempt to resolve the dispute within 14 days of one party notifying the other of the grievance.

9.4 How grievance procedure is started

- (a) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by clause 9.3, any party to the dispute may start the grievance procedure by giving written notice to the Secretary of:
 - (i) the parties to the dispute; and
 - (ii) the matters that are the subject of the dispute.
- (b) Within 28 days after the Secretary is given the notice, a Board meeting must be convened to consider and determine the dispute.
- (c) The Secretary must give each party to the dispute written notice of the Board meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (d) The notice given to each party to the dispute must state:
 - (i) when and where the Board meeting is to be held; and
 - (ii) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute.
- (e) If:

- (i) the dispute is between one or more Members and the Association; and
- (ii) any party to the dispute gives written notice to the Secretary stating that the party:
 - A. does not agree to the dispute being determined by the Board; and
 - B. requests the appointment of a mediator under clause 10,
 the Board must not determine the dispute.

9.5 Determination of dispute by Board

- (a) At the Board meeting at which a dispute is to be considered and determined, the Board must:
 - (i) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute; and
 - (ii) give due consideration to any submissions so made; and
 - (iii) determine the dispute.
- (b) The Board must give each party to the dispute written notice of the Board's determination, and the reasons for the determination, within 7 days after the Board meeting at which the determination is made.
- (c) A party to the dispute may, within 14 days after receiving notice of the Board's determination under clause 9.5(a)(iii), give written notice to the Secretary requesting the appointment of a mediator under clause 10.
- (d) If notice is given under clause 9.5(c), each party to the dispute is a party to the mediation.

10. Mediation

10.1 Application of Division

- (a) This clause 10 applies if written notice has been given to the Secretary requesting the appointment of a mediator:
 - (i) by a Member under clause 7.1(g); or
 - (ii) by a party to a dispute under clauses 9.4(e) or 9.5(c).
- (b) If this clause 10 applies, a mediator must be chosen or appointed under clause 10.2.

10.2 Appointment of mediator

- (a) The mediator must be a person chosen:
 - (i) if the appointment of a mediator was requested by a Member under clause 7.1(g), by agreement between the Member and the Board; or

- (ii) if the appointment of a mediator was requested by a party to a dispute under clauses 9.4(e) or 9.5(c), by agreement between the parties to the dispute.
- (b) If there is no agreement for the purposes of clause 10.2(a)(i) or 10.2(a)(ii) within 14 days after the request to appoint a mediator, any party may request the Resolution Institute to appoint a mediator.

10.3 Mediation process

- (a) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- (b) The role of the mediator is to attempt to settle the dispute by facilitating equal opportunity for the parties to be heard, allowing due consideration of written submissions from any of the parties, and ensuring that natural justice is accorded to the parties throughout the process. It is not the role of the mediator to determine the dispute
- (c) In conducting the mediation, the mediator must:
 - (i) give each party to the mediation every opportunity to be heard; and
 - (ii) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (iii) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (d) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (e) The parties must in good faith co-operate with the mediator and must comply with requests by the mediator including requests to submit written materials, provide evidence and attend meetings.
- (f) Each party to the mediation will bear its own costs of the mediation but the costs of the mediator must be shared by all of the parties to the mediation.
- (g) If the dispute between the parties is not settled by mediation, the Association will not accept any further responsibility in facilitating its resolution and the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.
- (h) If the grievance is between employees and the Association as employer, resolution of the grievance must be in accordance with the procedures outlined in the relevant employment contracts.

10.4 If mediation results in decision to suspend or expel being revoked

If:

- (a) mediation takes place because a Member whose Membership is suspended or who is expelled from the Association gives notice under clause 7.1(g); and

- (b) as the result of the mediation, the decision to suspend the Member's Membership or expel the Member is revoked,

that revocation does not affect the validity of any decision made at a Board Meeting or General Meeting during the period of suspension or expulsion.

10.5 Appeals

- (a) A Member who is suspended or expelled by the Board under clause 7.1, may appeal against the decision.
- (b) The Member must give the Board written notice setting out:
 - (i) that they wish to appeal a decision of the Board under clause 7.1; and
 - (ii) the grounds on which the appeal is being made.
- (c) If the Board receives notice under clause 10.5(b), the Board must convene a Special General Meeting of the Association, to be held within 30 days after the Board received the notice.
- (d) At the Special General Meeting of the Association:
 - (i) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (ii) the applicant, Member must be given an opportunity to present their appeal; and
 - (iii) the Members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

10.6 Liability of Members

Members of the Association are not, by reason of only being Members, liable to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association.

11. Register of Members

11.1 Maintaining the Register

- (a) The Secretary or another person authorised by the Board, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the Register and record in that Register any change in the Membership of the Association.
- (b) In addition to the matters referred to in section 53(2) of the Act, the Register must include the class of Membership to which each Member belongs and the date on which each Member becomes a Member.
- (c) The Board is responsible for the secure custody of the register, which will be stored electronically.

11.2 Inspecting and copying the Register

- (a) The Register is available for inspection free of charge by any current Member upon written request to the Secretary.
- (b) A Member may make a copy of, or take an extract from, the Register but is not entitled to remove the Register for that purpose.
- (c) If:
 - (i) a Member inspecting the Register wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
 - (ii) a Member makes a written request under section 56(1) of the Act to be provided with a copy of the register of Members,the Board may require the Member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.
- (d) The Board may determine a reasonable fee for the cost of complying with a request under clause 11.2(c) and require the person making the request to pay the charge to the Association.
- (e) A Member must not use or disclose any information in the Register for any purpose other than a purpose that:
 - (i) is directly connected with the affairs of the Association; or
 - (ii) relates to the administration of the Act.

12. Annual General Meetings

12.1 Convening

- (a) Subject to clause 12.1(c), the Board may determine the date, time and place of the Annual General Meeting of the Association.
- (b) The notice convening the meeting must specify that the meeting is an Annual General Meeting.
- (c) If it is proposed to hold the Annual General Meeting more than 6 months after the end of the Financial Year of the Association, the Secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the financial year.

12.2 Order of business

- (a) Even if these items are not set out in the notice of meeting, the ordinary business of an Annual General Meeting is as follows:
 - (i) reviewing the Association's activities and finances since the last preceding Annual General Meeting;
 - (ii) confirming the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since the last preceding Annual

- General Meeting if the minutes of that meeting have not yet been confirmed;
- (iii) receiving and considering:
 - A. the Board's annual report on the Association's activities during the preceding Financial Year;
 - B. if the Association is a Tier 1 Association, the Financial Statements of the Association for the preceding Financial Year presented under Part 5 of the Act;
 - C. if the Association is a Tier 2 Association or a Tier 3 Association, the Financial Report of the Association for the preceding Financial Year presented under Part 5 of the Act; and
 - D. if required to be presented for consideration under Part 5 of the Act, a copy of the review report or the auditor's report on the Financial Statements or Financial Report (as applicable);
 - (iv) electing Board Members; and
 - (v) if applicable, appointing or removing an auditor or reviewer of the Association in accordance with the Act and fixing their remuneration.
- (d) Any other business of which notice has been given in accordance with this Constitution may be conducted at the Annual General Meeting.

13. Special General Meetings

- (a) The Board may, whenever it thinks fit, convene a Special General Meeting of the Association.
- (b) The Board must, on request in writing from no less than 20% of the Members, convene a Special General Meeting of the Association.
- (c) The request by Members for a Special General Meeting must:
 - (i) be in the form of a written notice given to the Secretary;
 - (ii) state the business to be considered at the meeting; and
 - (iii) be signed by the Members making the request.
- (d) If the Board does not cause a Special General Meeting to be held within 28 days after the notice is given under clause 13(c), the Members making the request, or any of them, may convene the Special General Meeting.
- (e) A Special General Meeting convened by Members under clause 13(d):
 - (i) must be held no later than three months after the date the notice was given under clause 13(c); and

- (ii) may only consider the business stated in the notice given under clause 13(c).
- (f) If a Special General Meeting is convened by Members under clause 13(e), it must be convened in the same manner as far as possible as a meeting convened by the Board and all reasonable expenses incurred in convening the Special General Meeting must be refunded by the Association to the Members incurring the expenses.

14. Notification of General Meetings

- (a) At least 21 days before the date fixed for holding a General Meeting, the Secretary must send to each Member a notice:
 - (i) stating the date, time and place of the General Meeting and specifying whether the meeting is an Annual General Meeting or a Special General Meeting together with all the business to be conducted at the General Meeting;
 - (ii) if the meeting is the Annual General Meeting, including the names of the Members who have nominated for election to the Board under clause 19.4; and
 - (iii) if a Special Resolution is proposed:
 - A. setting out the wording of the proposed resolution as required by section 51(4) of the Act; and
 - B. stating that the resolution is intended to be proposed as a Special Resolution; and
 - (iv) including:
 - A. a statement of each Ordinary Member's right to appoint a natural person who is also an Ordinary Member as their proxy for the General Meeting; and
 - B. a copy of any form that the Board has approved for the appointment of a proxy.
- (b) Notice may be given personally to the Member or sent by:
 - (i) prepaid post to the address appearing in the register of Members; or
 - (ii) electronic transmission to an email address supplied by the Member for that purpose.
- (c) A notice is deemed to be given by the Association and received by the Member:
 - (i) if delivered in person, when delivered to the Member;
 - (ii) if posted, on the day after the date of posting to the Member, whether delivered or not;

- (iii) if sent by email or other electronic means, on the day after the date of its transmission,

but if the delivery or receipt is on a day which is not a Business Day or is after 4.00 pm (addressee's time), it is deemed to have been received at 9.00 am (addressee's time) on the next Business Day.

- (d) Any resolution passed at a General Meeting is not invalidated by:
 - (i) the accidental omission to give notice of a General Meeting to any Member or non-receipt of that notice by a Member; or
 - (ii) the accidental omission to send out the instrument of proxy to a person entitled to receive notice or non-receipt of that instrument.

15. Proxies

- (a) An Ordinary Member may appoint an individual who is an Ordinary Member as his or her proxy to vote and speak on his or her behalf at a General Meeting.
- (b) The appointment of a proxy must be in writing and signed by the Member making the appointment.
- (c) The Member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- (d) If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- (e) If the Board has approved a form for the appointment of a proxy, the Member may use that form or any other form:
 - (i) that clearly identifies the person appointed as the Member's proxy; and
 - (ii) that has been signed by the Member.
- (f) A form appointing a proxy must be given to the Secretary before the commencement of the General Meeting for which the proxy is appointed.
- (g) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than 24 hours before the commencement of the meeting.

16. Quorum and decision-making at General Meetings

16.1 Quorum at General Meetings

- (a) No business may be conducted at a General Meeting unless a quorum of Ordinary Members entitled under this Constitution to vote is present.
- (b) A quorum for the conduct of the business of a General Meeting is 15 Members or 25% of Members, whichever is less.
- (c) If a quorum is not present within half an hour after the notified commencement time of a General Meeting:

- (i) in the case of an Annual General Meeting, the meeting must be adjourned and re-convened to the same day, time and place in the following week, unless the Members are notified of an alternate date or location; or
- (ii) in the case of a Special General Meeting:
 - A. if the meeting was convened upon the request of Members, the meeting lapses; or
 - B. in any other case, the meeting is adjourned to the same day, time and place in the following week, unless the Members are notified of an alternate date or location.
- (d) If a General Meeting is adjourned for 14 days or more, notice of the adjourned General Meeting must be given in accordance with clause 14.
- (e) If at the adjourned General Meeting the quorum is not present within half an hour after the time appointed for the meeting to commence, the Members personally present (being not less than two) constitute a quorum.

16.2 Decision-making at General Meetings

- (a) A resolution put to the vote at a General Meeting must be decided by a majority of votes cast by the Ordinary Members present in person or by proxy or attorney at the General Meeting, except where this Constitution or otherwise by law the resolution is required to be a Special Resolution.
- (b) At General Meetings each Ordinary Member entitled to vote in accordance with this Constitution:
 - (i) has one vote on a show of hands or on a poll; and
 - (ii) may attend and vote in person or by proxy or attorney.
- (c) Each person present at the General Meeting who represents more than one Ordinary Member entitled to vote, either personally or by proxy, has one vote on a show of hands.
- (d) In the case of an equality of votes on a show of hands or on a poll, the Chairperson of the relevant General Meeting has a casting vote, in addition to any vote that the Chairperson may otherwise be entitled.
- (e) The Chairperson must declare whether a resolution has been carried, carried unanimously, carried by particular majority or lost and an entry to that effect must be made in the minutes of the Association and, when so made, is evidence of that resolution.

17. General Meetings procedures and venue

- (a) The Chairperson, or in the Chairperson's absence, the Deputy Chairperson, must preside as Chairperson at each General Meeting.

- (b) If the Chairperson and the Deputy Chairperson are absent from the General Meeting, or are unable to preside, the Members present must select one of their number to preside as Chairperson.
- (c) The presence of a Member at a General Meeting need not be by attendance in person but may be by that Member and each other Member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (d) A Member who participates in a General Meeting as allowed under clause 17(c) is taken to be present at the meeting and, if the Member votes at the meeting, the Member is taken to have voted in person. All proceedings conducted in accordance with this clause are as valid as if conducted at a single gathering of a quorum of those entitled to be present.

18. Adjournment of General Meetings

- (a) The person presiding at a General Meeting at which a quorum is present may, with the consent of a majority of Ordinary Members present at the meeting, adjourn the General Meeting from time to time and place to place.
- (b) No business may be conducted on the resumption of an adjourned General Meeting other than the unfinished business from the meeting that was adjourned.
- (c) If a General Meeting is adjourned for 14 days or more, notice of the adjourned General Meeting must be given in accordance with clause 14.
- (d) Except as provided in clause 18(c), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned General Meeting.

19. Board

19.1 Duties of the Board

- (a) The governance and management of the Association is vested in the Board.
- (b) The Board:
 - (i) must control and manage the business and affairs of the Association;
 - (ii) may, subject to this Constitution, 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 this Constitution or the Act to be exercised by the Members; and
 - (iii) subject to this Constitution, the Act and the Regulations, has the power to perform all such acts and things as appear to the Board to be essential for the proper governance of the business and affairs of the Association.
- (c) The duties and responsibilities of the Board are:
 - (i) to oversee the operations of the Association;

- (ii) to ensure the provision of responsive, accessible, accountable and effective services;
- (iii) to formulate and adopt strategic directions, and to ensure the development and implementation of policies and programs and operating guidelines which are consistent with the stated purposes and guiding principles of the Association and the Board's priorities in relation to the duties and responsibilities in paragraph (c) including:
 - A. the annual review of the guiding principles and strategic directions of the Association;
 - B. ensuring the effectiveness of the Board, the Chief Executive Officer and, through the Chief Executive Officer, the staff, in the carrying out of their formal responsibilities;
 - C. ensuring that the quality of service delivery at the Association is regularly reviewed and evaluated;
 - D. developing, monitoring and reviewing clear guidelines for the delegation of service management and delivery; and
 - E. ensuring that clear and comprehensive policies for dispute resolution are developed and implemented,
- (iv) to support, oversee and evaluate the work of the Chief Executive Officer;
- (v) to ensure policies and procedures are developed and in place for appointment, removal and suspension of the Chief Executive Officer and staff at the Association, for determining working conditions and practices and workplace health and safety;
- (vi) to ensure that policies and procedures are developed and in place for the effective and efficient administration of funds;
- (vii) to monitor the financial performance of the Association;
- (viii) to report to the Association in the Annual General Meeting on the accounts of the Association for the preceding Financial Year;
- (ix) to ensure that the organisational and legal structures and income are such that they advance the purposes of the Association;
- (x) to ensure that regular reports on the Association's progress are provided to the Members of the Association and the principal funding bodies, and that reports of the Association's progress are published for the information of the larger community;
- (xi) to oversee, monitor and evaluate the work of any working groups or other working structures established under this Constitution;
- (xii) to monitor compliance with applicable laws and regulations; and
- (xiii) to be accountable to the Members of the Association at General Meetings.

- (d) Subject to the Act, the Regulations and this Constitution, the Board may, by resolution, delegate to any officer or to working groups appointed from among the Board Members, or other persons as the Board thinks fit, any of the powers and functions of the Board other than this power of delegation.

19.2 Declaring interests

- (a) A Board Member who has a material personal interest in a matter which is or will be considered at a Board meeting must, to the extent required by the Act:
 - (i) as soon as the Board Member becomes aware of the interest, disclose to the Board the nature and extent of the interest and how the interest relates to the activity of the Association;
 - (ii) not be present while the matter is being considered at the Board meeting or vote on the matter; and
 - (iii) ensure the nature and extent of the interest and how the interest relates to the activity of the Association is disclosed at the next General Meeting.
- (b) Clause 19.2(a) does not apply to any material personal interest that:
 - (i) exists only because the Board Member:
 - A. is an employee of the Association;
 - B. is a Member of a class of persons for whose benefit the Association is established; or
 - (ii) the Board Member has in common with all, or a substantial proportion of, the Members.

19.3 Composition of the Board

- (a) The Board from time to time must have at least 7 and no more than 11 Ordinary Members of the Association, including the office holders of the Association.
- (b) The Chief Executive Officer is an ex-officio Member of the Board. Other employees of the Association are not eligible for election to the Board.
- (c) There must be an election at the Annual General Meeting for the following office holders:
 - (i) Chairperson;
 - (ii) Deputy Chairperson;
 - (iii) Secretary; and
 - (iv) Treasurer.
- (d) A person must not hold 2 or more of the offices mentioned in clause 19.3(c) at the same time.
- (e) The provisions of clause 19.4, so far as they are applicable and with the necessary modifications, apply to and relate to the election of persons to any of the offices referred to in clause 19.3(c).

19.4 Appointment and tenure

- (a) A person becomes a Board Member if the Member:
 - (i) is elected to the Board at a General Meeting; or
 - (ii) is appointed to the Board by the Board to fill a casual vacancy under clause 19.8(b).
- (b) A person is eligible for election to the Board if they are:
 - (i) An Ordinary Member;
 - (ii) eligible to serve as Board Member in accordance with the Act; and
 - (iii) satisfy any eligibility requirements determined by the Board from time to time.
- (c) At least 42 days before an Annual General Meeting, the Secretary must send written notice to all the Members:
 - (i) calling for nominations for election to the Board; and
 - (ii) stating the date by which nominations must be received by the Secretary to comply with clause 19.4(e).
- (d) A Member may nominate for one specified position of office holder of the Association or to be an Ordinary Board Member.
- (e) Nominations of candidates for election to the Board must be:
 - (iv) made in writing, signed by one Ordinary Member and accompanied by the written consent of the candidate; and
 - (v) submitted to the Board no later than 7 days prior to the date fixed for the Annual General Meeting.
- (f) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated will be deemed to be elected and further nominations may be called for from the Ordinary Members present at the Annual General Meeting.
- (g) If the number of nominations received is equal to the number of vacancies to be filled, the candidates nominated will be deemed to be elected.
- (h) If the number of nominations received exceeds the number of vacancies to be filled, a vote must be held.
- (i) The vote for the election of the Board must be conducted at the Annual General Meeting in the manner directed by the Board.
- (j) Apart from Board Members appointed to fill a casual vacancy in accordance with clause 19.8(b), each Board Member will hold office for two years, until the conclusion of the Annual General Meeting 2 years after the date of the Board Member's election but, subject to clause 19.4(k), is eligible for re-election.
- (k) Any Board Member who has served on the Board for 6 consecutive years, calculated from the date of their first election at an Annual General Meeting and excluding any prior appointment to fill a casual vacancy, must retire at the

conclusion of the Annual General Meeting 6 years after the date of their first election. The Board by resolution may approve an additional 2 year term for an otherwise retiring Board Member if it considers exceptional circumstances exist to warrant the extension. This additional 2 year term is subject to approval of Members at a General Meeting in accordance with 19.4(i). Following a 2 year absence from the Board, any former Board Member is eligible to stand for election or appointment to the Board, and is eligible for re-election, subject to a maximum period of service of 6 consecutive years in accordance with this clause 19.4(k). There is no absolute limit on a Board Member's cumulative total years of service as a Board Member.

19.5 Chairperson

- (a) It is the duty of the Chairperson to consult with the Secretary regarding the business to be conducted at each Board meeting and General Meeting.
- (b) The Chairperson has the powers and duties relating to convening and presiding at Board meetings and presiding at General Meetings provided for in this Constitution.

19.6 Secretary

The Secretary has the following duties:

- (a) consulting with the Chairperson regarding the business to be conducted at each Board meeting and General Meeting;
- (b) preparing the notices required for meetings and for the business to be conducted at meetings;
- (c) unless another Member is authorised by the Board to do so, maintaining on behalf of the Association the Register, and recording in the Register any changes in the Membership, as required under section 53(1) of the Act;
- (d) maintaining on behalf of the Association an up-to-date copy of this Constitution, as required under section 35(1) of the Act;
- (e) unless another Member is authorised by the Board to do so, maintaining on behalf of the Association a record of Board Members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- (f) ensuring the Board has safe custody of the books of the Association, other than the Financial Records, Financial Statements and Financial Reports, as applicable to the Association;
- (g) maintaining full and accurate minutes of Board meetings and General Meetings; and
- (h) carrying out any other duty given to the Secretary under this Constitution or by the Board.

19.7 Treasurer

The Treasurer has the following duties:

- (a) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;

- (b) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Board;
- (c) ensuring that any payments to be made by the Association that have been authorised by the Board or at a General Meeting are made on time;
- (d) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
- (e) ensuring the Board has safe custody of the Association's Financial Records, Financial Statements and Financial Reports, as applicable to the Association;
- (f) if the Association is a Tier 1 Association, coordinating the preparation of the Association's Financial Statements before their submission to the Association's Annual General Meeting;
- (g) if the Association is a Tier 2 Association or Tier 3 Association, coordinating the preparation of the Association's Financial Report before its submission to the Association's Annual General Meeting;
- (h) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's Financial Statements or Financial Report under Part 5 Division 5 of the Act;
- (i) carrying out any other duty given to the Treasurer under this Constitution rules or by the Board.

19.8 Vacancies

- (a) A Board Member's term ends and that office becomes vacant if the Board Member:
 - (i) is removed from office in accordance with clause 19.9;
 - (i) ceases to be an Ordinary Member of the Association;
 - (ii) becomes bankrupt or insolvent or makes any arrangement or composition with her creditors;
 - (iii) is ineligible to serve as Board Member under the Act;
 - (iv) is incapacitated by mental or physical ill-health;
 - (v) resigns from office in accordance with clause 19.9; or
 - (vi) is absent for three consecutive meetings of the Board without a reason considered acceptable by the Board or leave of absence,

and all such vacancies are deemed to be casual vacancies.
- (b) If a casual vacancy occurs:
 - (i) in any office referred to in clause 19.3(c), the Board may appoint one of its Members to the vacant position and the Board Member so appointed will hold that office until the conclusion of the Annual General Meeting next following the date of the appointment; or
 - (vii) in the case of an Ordinary Board Member, the Board may appoint an Ordinary Member of the Association to fill the vacant position and the

Board Member appointed may continue in office, subject to this Constitution, until the conclusion of the Annual General Meeting next following the date of the appointment.

- (c) Subject to the requirement for a quorum under clause 19.12, the Board may continue to act despite any vacancy in its membership.

19.9 Resignation and Removal of a Board Member

- (a) A Board Member may resign from the Board by written notice given to the Secretary or, if the resigning Member is the Secretary, given to the Chairperson.
- (b) A resignation under clause 19.9(a) takes effect:
 - (i) when the notice is received by the Secretary or Chairperson; or
 - (ii) if a later time is stated in the notice, at the later time.
- (c) The Association in a General Meeting, by resolution, may remove any Member of the Board before the Member's term of office expires and may appoint another Member in the Board Member's place to hold the office until the expiration of the remainder of that Board Member's term of office.
- (d) The Board Member who is the subject of a proposed resolution referred to in clause 19.9(c), may make representations in writing to the Secretary or Chairperson of the Association and request that the representations be provided to the Members.
- (e) If the representations made by the Board Member are not distributed to the Members, the Board Member may require that they be read out at the General Meeting.
- (f) The Board Member who is the subject of a proposed resolution referred to in clause 19.9(c) must be given an opportunity to fully present his or her case at the General Meeting at which the resolution is proposed.

19.10 Convening of Board meetings

- (a) The Board must meet a minimum of 4 times per year at such places and such times as the Board may determine.
- (b) Special meetings of the Board may be convened by the Chairperson or by any 5 Members of the Board.

19.11 Notification of Board meetings

- (a) Written notice of each Board meeting must be given to each Board Member at least 5 Business Days before the date of the meeting, stating the date, time and place of the meeting and specifying the general nature of any business to be conducted.
- (b) Written notice must be given to each Board Member of any special meeting at least 5 Business Days before the date fixed for the meeting, stating the date, time and place of the meeting and specifying the general nature of any business to be conducted and no other business may be conducted at such a meeting.

19.12 Quorum at Board meetings

- (a) A quorum for the conduct of the business of a meeting of the Board is the lowest whole number of Board Members that exceeds one-half of the total Board Members in office.
- (b) No business may be conducted unless a quorum is present.
- (c) If a quorum is not present within half an hour after the scheduled starting time the meeting must be adjourned.
- (d) If a meeting is adjourned under clause 19.12(c), it must be re-convened to the same place and the same time and day in the following week.
- (e) If a meeting re-convened under clause 19.12(d) is adjourned again under clause 19.12(c), within 10 days of the re-adjournment, the Secretary of the Association must call another meeting of the Board in accordance with clause 19.10.
- (f) The contemporaneous linking together by telephone or other electronic means of a sufficient number of the Board Members to constitute a quorum constitutes a meeting of the Board Members. All the provisions in this Constitution relating to meetings of the Board Members apply, so far as they can and with any necessary changes, to meetings of the Board by telephone or other electronic means.
- (g) A Board Member who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting of the Board.
- (h) A meeting by telephone or other electronic means is taken as held at the place decided by the person presiding at the meeting, as long as at least one of the Board Members involved was at that place for the duration of the meeting of the Board.

19.13 Decision-making at Board meetings

- (a) The Chief Executive Officer has no voting rights at Board meetings.
- (b) The Board is to uphold the principle of equality in decision-making processes, ensuring that:
 - (i) each Board Member has a chance to speak and be heard; and
 - (ii) subject to this Constitution, all Board Members of the Board have equal rights in decision making.
- (c) Subject to this Constitution, a resolution of the Board must be passed by a three quarter majority of the votes of Board Members present and entitled to vote on the resolution.
- (a) Members of the Board are to operate as individuals, not as formal representatives of a particular group.
- (b) Each Board Member present at a meeting of the Board, or a meeting of a working group appointed by the Board (including the person presiding over the meeting), is entitled to one vote.
- (c) If the Board must decide upon suspending or terminating the Membership of one of the Board Members present, that Member is excluded from the resolution.

19.14 Decision making without a meeting

- (a) The Board Members may pass a resolution without a Board meeting being held if all the Board Members entitled to vote on the resolution provide written acceptance containing a statement that they are in favour of the resolution.
- (b) The resolution is passed when the last Board Member provides their written acceptance.

19.15 Board meeting procedures

- (a) Board meetings are to be chaired by the Chairperson or, in the Chairperson's absence, the Deputy Chairperson.
- (b) If the Chairperson and the Deputy Chairperson are absent from the Board meeting, or are unable to chair, the other Board Members present must select one of their number to the role of Chairperson.
- (c) If at any stage between Annual General Meetings of the Association the number of Board Members falls below that fixed in this Constitution as the necessary quorum, then continuing Board Members may act only for the purposes of calling a General Meeting of the Association to appoint new Board Members.

19.16 Validity of acts

The acts of the Board or Subcommittee, or of a Board Member or member of a Subcommittee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Board Member or member of a Subcommittee.

20. Minutes

- (a) Minutes of the resolutions and proceedings of each General Meeting and Board meeting must be kept, together with a record of the names of those present.
- (b) The Secretary must keep minutes of the resolutions and proceedings of each General Meeting and Board meeting.
- (c) The minutes are to be housed at the Association's office or electronically.

21. Written resolution of the Board

- (a) A resolution in writing, including by email, signed by a majority of 75% of the Board Members, is as valid and effectual as if it had been approved at a meeting of the Board duly called and constituted, provided that notice of the resolution has been given to all Board Members.
- (b) Identical copies of the document may be distributed for signing by different Board Members and taken together will constitute the same document. An email is taken to be signed for this purpose if the Board Member writes their name at the bottom of the email.

22. Establishment of working structures

- (a) To assist the Board in the conduct of the Association's business, the Board may, in writing, do either or both of the following:
 - (i) appoint one or more Subcommittees;
 - (ii) create one or more subsidiary offices and appoint people to those offices.
- (b) The Chairperson and Secretary are ex-officio members of all Subcommittees.
- (c) The Subcommittees:
 - (i) are to be comprised of Board Members, co-opted staff and other Members selected by the Board;
 - (ii) are to be accountable to the Board;
 - (iii) are to be authorised to function for a period not exceeding 12 months, after which time their role will be reviewed by the Board;
 - (iv) are to make decisions by unanimous consensus wherever possible and if unanimous consensus cannot be reached, by a majority;
 - (v) may, at their discretion, invite other Members or individuals to attend meetings and participate in decision-making; and
 - (vi) must not incur debts on behalf of the Association without the authorisation of the Board.
- (d) The Board retains the right to dismantle Subcommittees or revoke subsidiary offices at any time.

23. Finances

- (a) The funds of the Association are derived from government grants, donations, sponsorship and other such sources as the Board determines from time to time.
- (b) The Association must comply with the terms of any funding agreement governing the provision of funding to the Association.
- (c) The Treasurer of the Association must coordinate finance. The functions of the Treasurer will include:
 - (i) receiving and banking all money due to the Association;
 - (ii) making all payments authorised by the Association;
 - (iii) maintaining correct accounts and books of the financial affairs of the Association and preparing annual accounts in accordance with Division 2 of Part 5 of the Act, including full details of receipts and expenditure connected with the activities of the Association; and
 - (iv) preparing the Association's Financial Statement in accordance with the applicable requirements of Division 3 of Part 5 of the Act.

- (d) No payments may be made without the authority of the Board.
- (e) All Association accounts must be operated by, and require the authority of, two Members of the Board or a Member of the Board and the Chief Executive Officer.
- (f) All Financial Records must be stored at the Association's office or electronically, and the Board is responsible for their secure custody, for at least 7 years after their creation.
- (g) The Treasurer may delegate authority to the Chief Executive Officer to undertake duties of the Treasurer as specified from time to time.

24. Gift Fund

24.1 Maintaining the Gift Fund

The Association must establish and maintain for the objects of the Association a fund:

- (a) to which gifts of money or property for those objects are to be made;
- (b) to which any money received by the Association because of those gifts is to be credited; and
- (c) that does not receive any other money or property,

(Gift Fund).

24.2 Limitation of Gift Fund

The Association must use gifts made to the Gift Fund and any money received because of those gifts, for the purpose of promoting its objects.

24.3 Not for Profit

The Gift Fund will not be maintained for the purposes of profit or gain to the Member and the gifts made to the Gift Fund and any money received because of those gifts shall be applied solely towards the promotion of the objects of the Association and no portion of the Gift Fund shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the Member.

24.4 Bank Account

The Association must maintain a separate bank account for the Gift Fund and must comply with subdivision 30-BA of the Tax Act with respect to the administration of the Gift Fund.

24.5 Winding up

- (a) At the first occurrence of:
 - (i) the winding up of the Gift Fund; or
 - (ii) the Association ceasing to be endorsed as a deductible gift recipient under the Tax Act,

any surplus assets of the Gift Fund remaining after the payment of liabilities attributed to it must be transferred to a fund, authority or other institution.

- (b) The fund, authority or institution referred to in clause 24.5(a) must be decided upon by the Board and must:
 - (i) be charitable at law;
 - (ii) have a constitution which prohibits distributions or payments to its Members and directors (if any); and
 - (iii) be eligible to receive deductions for gifts under Division 30 of the Tax Act.
- (c) Where gifts to a fund, authority or institution are deductible only if, among other things, the conditions set out in the relevant table item in Subdivision 30-B of the Tax Act are satisfied, a transfer under this clause 24 to that fund, authority or institution must be made in accordance with or subject to those conditions.

25. The Seal

- (a) The Association has a common seal which may (but does not have to) be affixed to any deed, instrument or document (**Common Seal**).
- (b) The Common Seal must not be used except with the authority of the Board, and its use must at all times be accompanied by the signatures of two Board Members, or of one Board Member and the Manager, in whose presence the Common Seal was affixed.
- (c) A true and correct record must be kept of all instruments, deeds, agreements, contracts and documents to which the Common Seal is affixed, which must be maintained in a seal register by the Secretary. The Board must provide for and ensure the safe custody of the Common Seal.

26. Changes to the Constitution

- (a) The Association may from time to time amend, repeal, add to or vary this Constitution by a Special Resolution passed at a General Meeting but not otherwise, and in accordance with Division 2 of Part 3 of the Act.
- (b) Where the Association resolves to alter the Constitution in accordance with clause 26(a), the Association must within one month of the passing of the Special Resolution lodge with the Commissioner:
 - (i) a notice of the Special Resolution setting out particulars of the alteration;
 - (ii) a consolidated copy of the amended Constitution, including all alterations to which the Special Resolution relates; and
 - (iii) a certificate in accordance with section 30(4)(b) of the Act signed by a Board Member certifying that the resolution was duly passed as a Special Resolution.
- (c) An alteration to this Constitution having effect to alter the objects, purpose or name of the Association does not take effect until the Commissioner has given approval to the alteration in accordance with the Act.

- (d) An alteration to this Constitution does not take effect until this clause 26 has been complied with.
- (e) Any alteration to this Constitution must, if required, be notified to the Australian Taxation Office.
- (f) This Constitution binds every Member and the Association to the same extent as if every Member and the Association had signed and sealed this Constitution and agreed to be bound by its provisions.

27. Dissolution or winding up of Association

- (a) Subject to the Act, the Members may pass a Special Resolution at a General Meeting to wind up the Association and approve a distribution plan (if required) in accordance with Division 1, Part 10 of the Act.
- (b) A notice of a General Meeting called for the purposes of clause 27(a) must be sent at least 28 days before the proposed date for the General Meeting, specifying the proposed Special Resolution.
- (c) In the event of the winding up or dissolution of the Association, the Commissioner of Taxation will, if required, be advised of the date of dissolution within 30 days of the dissolution.
- (d) Upon the winding up or dissolution of the Association, any Surplus Property must be distributed as determined by Special Resolution by reference to the persons mentioned in section 24(1) of the Act.

28. Books, documents and securities

- (a) The Treasurer is responsible for the secure custody of all the books, documents and securities of the Association other than the register of Members and any other documents required to be maintained by the Secretary.
- (b) Subject to the Act and to this Constitution, the Board must determine whether and on what terms the books, records and other documents of the Association will be open to the inspection of Members other than Board Members.
- (c) A Member other than a Board Member does not have the right to inspect any document of the Association except as provided by the Act, or otherwise as authorised by the Board or by the Association in General Meeting.

29. Notice to Members

Except for the requirement in clause 14, any notice that is required to be given to a Member, by or on behalf of the Association, under this Constitution may be given by:

- (a) delivering the notice to the Member personally; or
- (b) sending it by prepaid post addressed to the Member at that Member's address shown in the register of Members; or

- (c) electronic transmission, if the Member has requested that the notice be given in this manner.